

New Jersey Short Line Railroad Association

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Meeting Minutes August 24, 2001

Celebrating Ten Years



Of Working Together 1991-2001

The New Jersey Short Line Railroad Association is an organization made up of railroads serving the Great State of New Jersey. The purpose of the Association is to address concerns and problems which face Short Line Railroads and to find means of mitigating problems and finding solutions through collective effort and cooperation.

Visit our website: www.njshortline.com

This month's meeting, Friday, August 24, 2001, was held at the New Jersey Department of Transportation Headquarters in Trenton, New Jersey. The Association would like to thank **Ted Matthews** of the NJDOT for providing our meeting room. We would also like to thank **Bob Bailey** of the Port Jersey Railroad for providing the pastries and bagels for the meeting.

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Next Meeting: **Tuesday, September 11, 2001 Short Line Members Only**
2pm - Pre-meeting Room to be announced
3pm - Meeting with Commissioner Weinstein and
Assemblyman Alex DeCroce

Location: **NJ DOT Headquarters**
1035 Parkway Avenue
Trenton, New Jersey

Members NJSLRRA:

With this edition of the Association's minutes we are going to introduce a new format, which is a little more condensed, and not as much of a blow-by-blow account of the meeting. I will give you an accurate account of each topic discussed, in a easier to read format. If you have any suggestions for the minutes, please e-mail me at webmaster@njshortline.com or fax me at (973) 898-1568.

Also, our efforts to have as many recipients of the minutes as possible get the minutes by e-mail has been very successful. Over two-thirds of the mailing list will be receiving these minutes by e-mail, and if you would like to be added to the e-mail list, please send me your address at webmaster@njshortline.com

Finally, if anyone needs minutes from any of this year's meetings, they are available on our website: www.njshortline.com.

S.R.F.

Attending:

<u>Name</u>	<u>Company/Organization</u>	<u>Telephone Number</u>
J. R. Wilson	NY&GL	973-743-5300
Tom Collard	SRNJ	609-871-8699
Jerry Madden	Manageering Associates/JM Cain	215-545-3900 PA 856-866-0500 NJ
Jeffrey Sutch	SMS/Penn Jersey Lines	856-467-4800
F.A. Winkler	Winchester & Western RR	856-451-6400
D.S. Golden	Raritan Central	610-924-0226
Tom Noon	FRA	732-438-6843
Steven Friedland	M&E	973-267-4300
Gordon Fuller	M&E	973-267-4300
Bob Bailey	PJRR	201-434-8373
J.F. Petaccio Jr.	SRNJ	215-634-2582
Ted Matthews	NJ DOT	609-530-2080
Greg Walter	NJ DOT	609-530-8029

The meeting commenced at 10:30am

Treasurer's Report

The current balance of the checking account is \$333.21. Since the last report, the starting balance was \$1179.07, deposits totaled \$900, and disbursements totaled \$1745.86.

Changes to By-Laws

The following changes to the Association's by-laws were discussed and approved:

1. All instances of "shortline" will be changed to "short line"
2. Article X (Purpose) will now become Article II, and other Articles will shift down in number.
3. All references to "Secretary" will be amended to read "Secretary/Treasurer".
4. The first sentence of the description of the Secretary/Treasurer's position in Article III (Board of Directors/Officers) will now read, "The Board of Directors shall select one of the members to be Secretary/Treasurer of the Association for a two-year term beginning in July of each odd-numbered year."
5. Article IV (Meetings) will be amended to say, "Regular meetings will be held bimonthly, with additional meetings added as needed by the Executive Committee."
6. Article V (Dues) will be changed for Active Members to \$200 per year, and Affiliate Members to \$100 per year.

We will be looking at incorporating the Association, as well as language in the constitution that would protect the Executive Committee from a lawsuit having to do with actions performed on behalf of the Association.

A copy of the revised by-laws can be found at the end of the minutes.

Association Dues

With the Association having to bear the cost of insurance and rising mail costs, it has been decided to collect dues from the Active and Affiliate members. The dues for an Active member is \$200, and for the Affiliate members the dues are \$100. We anticipate that this will be a one-time collection for this year. A dues statement will follow under separate cover.

Future of the ASLRRRA

As mentioned in the last minutes, the American Short Line and Regional Railroad Association is going through some changes, and this is the time for us to get involved and make sure that the Association represents our interests and issues. Walter Rich needs and wants our input, and he should be contacted at wrich@nysw.com.

There has been some discussion that the interim assistance that Chambers & Hartwell is providing will lead to more permanent representation of the Association. If this does not suit you, or if it does, you have to let Walter or Bob Bailey(pjrr1@aol.com) know. Just sitting on the sidelines and saying "it doesn't matter what I say" will not help anyone.

Fortunately, there is some time for discussion. A number of the smaller railroads will be meeting in Anaheim at the ASLRRA annual meeting to discuss the issues. Let Bob know that you are interested in participating, and he will let you know where and when the meeting is taking place. If you are not going to be in Anaheim, contact Bob, Jeff, or Steven with your issues, and they will present them at the meeting.

A copy of the ASLRRA Constitution can be found on Page 10.

CSXT Short Line Meeting

The 2001 CSXT Short Line Meeting will be held at the World Golf Village this year on December 2-4. Information will be following.

ALSRRRA Safety Awards (Reprinted from ALSRRRA News & Views)

The American Short Line and Regional Railroad Association proudly announces this year's "ASLRRA Safety Award Winners." The Awards will be presented to the following ASLRRA member railroads for their outstanding safety performance in 2000 on Monday, October 1, 2001 at the ASLRRA Annual Meeting and Exhibition, at the Anaheim Marriott in Anaheim, California.

Employee Hours, 10,001 - 50,000:

Gold: Rochester Southern Railroad, Inc., Rochester, NY
Silver: Livonia, Avon & Lakeville Railroad Corporation, Lakeville, NY
Bronze: Point Comfort & Northern Railway Company, Lolita, TX
Copper: Morristown & Erie Railway Inc., Morristown, NJ

ASLRRA President Frank Turner stated: "These awards are significant to our member railroads because they compare them to the rest of the industry and show just how well the short line and regional railroads are doing with their safety programs. The safety record of these railroads indicates the dedication of our member railroads and their employees to safety."

Mr. Turner further stated, "Our Safety Awards are sponsored by CANAC, Inc and MARSH, Inc., and I congratulate them on their involvement in our safety awards program." In addition, CANAC, Inc. will present each of the 20 winners with a \$1,000 check made out to their favorite charitable organization.

CONGRATULATIONS TO ALL 20 OF THIS YEAR'S ASLRRA SAFETY AWARD-WINNING COMPANIES, AND ALL THE EMPLOYEES WHO MADE THIS ACHIEVEMENT POSSIBLE!

The NJSLRRA would like to add their congratulations to the Morristown & Erie and its employees on this well-deserved honor.

NJSLRRA Banner

Bob would like for the association to have a banner to display at occasions like TransAction and the presentation of the Benjamin J. Friedland Award. The proposed design would have the Association logo in the center, with the member's logos on either side. The Class 1 and Passenger Members (NS,CSXT,CR,CP,NJT) would have their logos along the bottom of the banner. As a design starts to become more firm, members will receive a layout to approve. Please send a copy of your logo to Steven so he can start putting things together. The logo can be on paper or a computer file.

Lunch Catering

As many of you know the DOT has changed caterers at the DOT offices. In the past, the Association has been able to get our lunch and coffee provided to us for \$100 per meeting. The new caterer has informed us that the price will now be about \$220 for lunch and coffee, which we find exorbitant. Bob would like any suggestions or ideas for a more reasonable way to do lunch, and we will discuss them at our next general meeting.

The meeting ended at 1:35pm

The next NJSLRRA meeting will take place on September 11, 2001. The meeting will be with Assemblyman Alex DeCroce and Commissioner James Weinstein in the Commissioner's office at 1035 Parkway Avenue. The meeting is for Short Line members only, and will start with a pre-meeting at 2:00pm in a room to be announced. The meeting with the Commissioner will start at 3:00pm.

CONSTITUTION AND BY-LAWS OF THE NEW JERSEY SHORT LINE RAILROAD ASSOCIATION

ARTICLE I

NAME

The name of the Association will be the New Jersey Short Line Railroad Association.

ARTICLE II

PURPOSE

The New Jersey Short Line Railroad Association will work to address items of mutual interest and concern for its membership.

ARTICLE III

MEMBERSHIP

There will be four classes of membership:

Active Member, Associate Member, Affiliate Member, and Ex Officio Member

Active Member:

Any short line railroad, beltline, Class II or Class III carrier located or operating in the State of New Jersey.

Associate Member:

Any Class I carrier or passenger carrier located or operating in the State of New Jersey.

Affiliate Member:

Any other individual, organization and/or corporation interested in New Jersey Railroads.

Ex Officio Member:

Members of government and quasi-government agencies associated with transportation.

ARTICLE IV

BOARD OF DIRECTORS/OFFICERS

BOARD OF DIRECTORS

The Board of Directors of the Association shall be comprised of the Chief Executive Officer of the Active Member Railroads or their appointed representative. Each Active Member shall have one (1) voting representative on the Board of Directors. All meetings are open to all classes of membership.

The Board of Directors shall have responsibility for development and dissemination of the Association's policies, priorities and programs.

OFFICERS

The Board of Directors shall select one of its members to serve as President for a two-year term, beginning in July of each odd-numbered year.

The Board of Directors shall select one of its members to serve as Vice President of the Association for a two-year term, beginning in July of each odd-numbered year.

The Board of Directors shall select one of the members to be Secretary/Treasurer of the Association for a two-year term, beginning in July of each odd-numbered year. The Secretary/Treasurer shall serve without compensation from the Association and shall maintain the records of the Association, to include the minutes of meetings and correspondence.

The President, Vice President, and Secretary/Treasurer shall constitute the Executive Committee of the Association with powers and duties herein described.

Vacancies which may occur will be filled by the board for the unexpired term.

ARTICLE V

MEETINGS

Regular meetings will be held bimonthly, with additional meetings added as needed by the Executive Committee.

The annual meeting shall be held in July of each year (or date agreed to by the Board of Directors).

ARTICLE VI

DUES

There shall be four classes of dues:

Active Members:	\$200 per year
Associate Members:	\$500 per year
Affiliate Members:	\$100 per year
Ex Officio Members:	No Dues Charge

Dues are payable to the New Jersey Short Line Railroad Association, care of the Treasurer, New Jersey Short Line Association, no later than July 1 of each year.

Active members in arrears on dues payment may be restricted from voting on the Board of Directors at the discretion of the Executive Committee.

ASSESSMENTS

Assessments for costs of the Association in excess of funds raised by dues, or for special projects, shall be based on equal shares, subject to unanimous approval.

ARTICLE VII

VOTING

Each Active Member will have one designated representative as a voting member of the Board of Directors.

Questions will be decided by a simple majority.

The Secretary shall conduct elections at the annual meeting on odd-numbered years. Active Member Proxy votes shall be accepted by the Board.

ARTICLE VIII

RECEIPT, DISBURSEMENT, AND ACCOUNTING FOR FUNDS

The Treasurer shall establish and maintain the account of the Association. Drafts against this account shall be made on the authority of the Board of Directors and executed by the Executive Committee. All drafts shall be signed by two members of the Executive Committee.

ARTICLE IX

COMMUNICATIONS

The President or his appointed representative shall serve as spokesperson for the Association in any communication to elected or appointed officials. Individual members may, of course, communicate to such officials as may be in their individual interest. However, reference to the Association must be made only with concurrence of the President or Executive Committee.

ARTICLE X

PROFESSIONAL CONSULTANTS

The Association may engage professional service consultants for the benefit of the Association. Fees for such services will be the responsibility of the Association, through the assessment formula and dues structure previously cited. The Board of Directors shall review and approve all contracts for services to be provided under this section, prior to execution of such contracts by the president.

The Association may join other associations which share its goals and purposes as the members may decide.

CONSTITUTION AND BY-LAWS
of
**THE AMERICAN SHORT LINE AND REGIONAL
RAILROAD ASSOCIATION**

ARTICLE I

NAME - OBJECT - POWERS

SECTION 1

Name

- (a) The name of this organization is the American Short Line and Regional Railroad Association (ASLRRA).
- (b) The name of this organization may be changed by a two-thirds (2/3) vote of the Board of Directors.

SECTION 2

Character

This Association is not organized for profit, and no part of its net earnings, if any, shall inure to the benefit of any member or individual.

SECTION 3

Objectives

The objectives and purposes of the Association are:

- (a) To provide collective and cooperative action and information in the consideration and solution of problems affecting the operations and welfare of short line and regional railroads and the railroad industry;
- (b) To promote harmonious and friendly cooperation between all classes of railroads, related industries, and regulatory agencies; and,
- (c) To act as Statutory Agent in Washington, D.C. for members requesting such service.

SECTION 4

Powers

The action of the Association shall be advisory only, and shall not be binding upon any of its members, except that membership dues and fees levied by the Board of Directors shall be binding upon all members.

Declared, adopted and effective June 22, 1934. Amended, October 27, 1934, December 16, 1942, August 17, 1945, December 11, 1947, July 28, 1952, December 6, 1955, December 31, 1965, March 1, 1967, October 18, 1967, September 24, 1968 and January 7, 1983. Reissued effective January 1, 1994, in connection with the Association's incorporation. Amended effective January 1, 1998, in connection with change to the American Short Line and Regional Railroad Association. Amended October 3, 2000 (Article V, Section 2).

ARTICLE II

MEMBERSHIP

SECTION 1

Full Membership

(a) Any freight railroad located in the United States, Canada or Mexico is eligible for full membership.

(b) Except as otherwise directed by the Board of Directors, there shall be a separate membership for each railroad member.

SECTION 2

Associate Membership

Any tourist or excursion railroad, and such other companies as may be approved by the Board of Directors, is eligible for a non-voting associate membership.

SECTION 3

When Effective

Membership shall become effective upon applicant being advised by the Association of the acceptance of its application.

SECTION 4

Termination

Membership may be terminated by letter notice of formal withdrawal after payment of all dues and fees accruing to date of resignation, or by order of the Board of Directors where a member is six (6) months or more in arrears in payment of its dues and fees.

ARTICLE III **REGIONS**

SECTION 1

Creation

The territory of the United States, as it relates to the affairs and assignment of members of this Association, is hereby divided into the following Regions, namely:

Eastern Region

Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, New Jersey, Pennsylvania, Delaware, Maryland, District of Columbia, Virginia, West Virginia, Ohio, Indiana and Michigan (excepting the northern peninsula of Michigan).

Southern Region

North Carolina, South Carolina, Georgia, Florida, Alabama, Mississippi, Tennessee and Kentucky.

Central Region

Louisiana, Texas, Arkansas, Missouri, Oklahoma, Kansas, Illinois, Wisconsin, Minnesota, Iowa, Nebraska, South Dakota, North Dakota and the northern peninsula of Michigan.

Pacific Region

Montana, Wyoming, Colorado, New Mexico, Arizona, Utah, Idaho, Nevada, Washington, Oregon, California, Alaska and Hawaii.

SECTION 2

Exceptions

If any member's properties are physically located in more than one State such member may be considered as being located in the State in which it has its general offices.

ARTICLE IV

MEETINGS OF MEMBERS

SECTION 1

Annual Meeting

There shall be an Annual Membership Meeting of the Association, hereinafter referred to as the Fall Annual Meeting, during the latter half of each calendar year at a time and place to be fixed by the Board of Directors. This provision shall not apply when the holding of such meeting would be contrary to Governmental rules, regulations or orders, or precluded by other emergency conditions, which the Board of Directors may determine to exist.

SECTION 2

Special Meetings

(a) Special meetings of the members, or of any group thereof, may be called by the President at such time and place as he may designate.

(b) Special meetings of the members shall be called by the President to be held within forty (40) days after receipt by him of a written request thereof, signed by not less than fifteen (15) percent of the voting members of the Association or ten (10) members of the Board of Directors.

SECTION 3

Quorum

To constitute a quorum to transact business at any meeting of the members of the Association, there shall be present authorized representatives of thirty (30) percent of its voting members; except that in the absence of a quorum, as above defined, the members present may consider and approve any matter presented for consideration, and all such acts or action shall be submitted to all voting members by letter ballot. The affirmative vote of the majority of such members will adopt such action.

SECTION 4

Voting Rights

Each full member shall be entitled to one vote on each question or at any election or referendum, and said vote may be cast by any authorized representative of a member line connected therewith.

SECTION 5

Order of Business

(a) At all meetings of members, the order of business, unless otherwise directed by a majority of the voting members present, shall be as follows:

1. Calling meeting to order.
2. Roll Call.
3. Reading of Minutes of last previous meeting.
4. Report of Board of Directors.

5. Report of Executive Committee.
6. Reports of officers.
7. Reports of standing committees.
8. Reports of special committees.
9. Unfinished business.
10. New business.
11. Reports of election of Board of Directors and Regional Vice Presidents.
12. Miscellaneous matters of interest to members.

(b) At all meetings of the members the proceedings shall, except as herein provided, be governed by Roberts Rules of Order.

SECTION 6

Vote of Members

The President may, at his discretion, and shall, upon direction of a majority of the Executive Committee or a majority of the Board of Directors, or upon the written request of ten (10) percent of the members of the Association, submit by letter ballot to the membership any proposition which could be considered by the members at a Fall Annual Meeting. The adoption of any such proposal by a majority of the voting members within sixty (60) days following such submission shall be equivalent to similar action at a Fall Annual Meeting. This Section does not apply to regional elections or Constitutional amendments which are governed by Articles V and XIII respectively.

SECTION 7

Regional Meetings

Regional Meetings shall be held during the time of the regular Fall Annual Meeting of the Association, and also during the first half of the year, the latter hereinafter shall be referred to as Spring Regional Meetings. Other special Regional Meetings may be called by the President upon receiving the written request to do so of not less than thirty (30) percent of the voting members of the region.

ARTICLE V

BOARD OF DIRECTORS

SECTION 1

Composition of Board

The government of the Association shall be vested in a Board of Directors, composed of the President, the four (4) Regional Vice-Presidents, twenty-two (22) Directors elected by the regions in the manner hereinafter provided, and up to two (2) at large Directors designated by the Legislative Policy Committee in the manner hereinafter provided. Only active officers or officials of full members shall be eligible to serve as Regional Vice-Presidents and Directors.

SECTION 2

Election of Directors

(a) At the regular Spring Regional meetings, the voting members in each of the four (4) regions, as defined in Article III, shall, independent of the members in the other regions, and by majority vote, elect Directors and a Regional Vice-President for their respective re-

gions. There shall be elected seven (7) Directors for the Eastern Region, five (5) for the Southern Region, six (6) for the Central Region, and four (4) for the Pacific Region. In the event there is not present a quorum of the voting members from any region, as defined in Article IV, Section 3, the action of the members present shall be submitted to all voting members in said region for letter ballot, the affirmative vote of a majority of all such members being required to adopt such action.

(b) If a region should fail to hold a Spring Regional Meeting, its Regional Vice-President and Directors for the ensuing year shall be elected by the voting members of that region at its Regional Meeting held in conjunction with the Association's Fall Annual Meeting. In the event there is not present a quorum of the voting members from such region as defined in Article IV, Section 3, the action of those present shall be submitted to all voting members in that Region by letter ballot, the affirmative vote of a majority of all such members being required to adopt such action.

(c) The four (4) Regional Vice Presidents, the Association's President, and the at large Director(s) designated by the Legislative Policy Committee in the manner hereinafter provided will serve on the Executive Committee of the Board of Directors (see Article V, Section 7). The Regional Vice Presidents and at large Director(s) designated by the Legislative Policy Committee shall elect, by majority vote, one of their number to serve as Chairman of the Executive Committee until a successor is chosen.

(d) Members of the Legislative Policy Committee shall, by majority vote, designate up to two of their members to serve on the Association's Executive Committee, according to the terms set forth in Article V, Section 7 (below), such member(s) to also serve as at large members of the Board of Directors. If there are two at large Board members so designated, they must be from different regions.

SECTION 3

Term of Office

(a) Beginning on January 1, 2000, each Director shall be elected for a term of three (3) years; and shall serve no more than two (2) consecutive three (3) year terms. Following two (2) consecutive three (3) year terms as Director, the person must leave the Board for a minimum of one (1) year before standing again for election as a Director.

(b) Beginning in 1999 for the Southern Region; in 2000 for the Eastern Region; in 2001 for the Central Region; and in 2002 for the Pacific Region, each Regional Vice-President shall be elected for a term of four (4) years; and shall serve no more than two (2) consecutive four (4) year terms. Following two (2) consecutive four (4) year terms as Regional Vice-President, the person must leave the Executive Committee for a minimum of one (1) year before standing again for election as a Regional Vice-President.

(c) The member(s) designated by the Legislative Policy Committee to sit on the Executive Committee and to serve as at large member(s) of the Board of Directors shall be designated for a term of four (4) years, and shall serve no more than two (2) consecutive four (4) year terms.

SECTION 4

Duties

The Board of Directors shall -

(a) Exercise control over the affairs and business of the Association.

(b) Elect a President, Secretary, Treasurer and such other officers, including Vice-Presidents (other than Regional Vice-Presidents) as may in its opinion be necessary to carry on the work of the Association, and fill any vacancies in such offices. The offices of Secretary and Treasurer may be filled by the same person.

(c) Prescribe the duties and authority of the President and all other officers of the Association.

(d) Fix the compensation to be paid the officers of the Association.

(e) Fix the annual and required special payments to be made by the members of the Association.

SECTION 5

Meetings of Board

(a) The Board of Directors shall hold such meetings as may be necessary for the proper consideration of the affairs of the Association, and shall meet at least twice in every calendar year. A meeting of the Board of Directors shall be called by the Chairman of the Executive Committee upon written request of not less than four (4) members of the Executive Committee or not less than ten (10) members of the Board.

(b) No proxy voting is permitted.

SECTION 6

Chairman

The Chairman shall preside at meetings of the Board of Directors and of the Executive Committee, and in his absence the President shall preside.

SECTION 7

Executive Committee

(a) The Executive Committee of the Board of Directors shall consist of the President of the Association and the four (4) Regional Vice-Presidents, plus up to two (2) members (the number being subject to the concurrence of the Board of Directors) of the Legislative Policy Committee who are designated to serve on the Executive Committee by majority vote of the Legislative Policy Committee.

(b) It shall be the duty of the Executive Committee to exercise control over the affairs and business of the Association in intervals between meetings of the Board of Directors, and to assist the officers of the Association in the conduct of its affairs.

(c) Meetings of the Executive Committee may be called by the President at any time the affairs of the Association, in his judgment, necessitate such action, or shall be called by the President upon written request of four (4) or more members thereof. Upon approval of the majority of the Committee, such meetings may be held by telephone communication.

(d) An Executive Committee member must be present in person, or personally participate by telephone, as applicable, in order to vote at a meeting of the Executive Committee.

(e) The Executive Committee shall furnish the Board of Directors with a report of its activities.

(f) All actions of the Executive Committee are subject to review by the Board of Directors.

SECTION 8

Vacancy on Board

In the event of a vacancy in the Board of Directors or Regional Vice-Presidents, by reason of death, resignation, disqualification, or any other cause, the remaining Regional Directors of the region where the vacancy occurred, shall by affirmative vote of the majority, elect a successor to hold the office of Director or Regional Vice-President for the unexpired portion of the term of the official whose place is taken or until the election of his successor.

SECTION 9

Quorum

To constitute a quorum to transact business at any meeting of the Board of Directors, or of its Executive Committee, there shall be present a majority of the voting members thereof, except that in the absence of a majority the members thereof present may consider and approve any matter presented, and such approval shall become final when ratified by a majority of the voting members thereof by letter ballot.

SECTION 10

Action Between Meetings

In the event action is required on any matter that cannot be held until the next meeting of the Board of Directors, the President shall send such matter to the Board of Directors for its approval by letter ballot, and approval shall become final when ratified by a majority of the Board of Directors at a meeting.

ARTICLE VI **OFFICERS**

SECTION 1

Association Officers

The Officers of the Association shall be a President, four (4) Regional Vice-Presidents, a Secretary, a Treasurer, and such additional Vice-Presidents or other officers as may in the opinion of the Board be necessary to carry on the work of the Association. The offices of Secretary and Treasurer may be filled by the same person.

SECTION 2

Election

All officers, except the Regional Vice-Presidents, shall be elected by the Board of Directors.

SECTION 3

Tenure of Office

All officers shall be subject to removal by an affirmative vote of a majority of the entire Board. All officers and members other than officers, appointed by the Board of Directors, shall hold office at the discretion of the officer appointing them, or in the case of the Regional Vice-Presidents, at the discretion of the members of the respective regions.

SECTION 4

Powers and Duties

The officers shall have such powers and perform such duties as may be prescribed by the Board of Directors.

SECTION 5

Compensation

The compensation of all officers of the Association shall be fixed by the Board of Directors.

ARTICLE VII **COMMITTEES**

SECTION 1

Legislative Policy Committee

The Association shall have a Legislative Policy Committee, as defined below.

SECTION 2

Standing Committees

The Association may have, in addition to the Executive Committee and the Legislative Policy Committee, such standing committees as may be authorized by the Board of Directors or the Executive Committee, and such special committees as may, in the judgment of the President, be necessary to carry on the work of the Association.

SECTION 3

Membership on Committees

(a) The Legislative Policy Committee shall consist, each year, of a representative of each member which makes the required Legislative Policy Committee payment, as set by the Legislative Policy Committee each year, in addition to regular Association dues. The Legislative Policy Committee will be responsible for the development and promotion of the interests of the membership in legislative and related regulatory affairs, and rail industry relations, and will advise the Board of Directors concerning these matters. The Chairman of the Executive Committee, President and Vice President-General Counsel shall also serve as members of the Legislative Policy Committee.

(b) The members of each standing committee, except the Executive Committee and the Legislative Policy Committee, shall be nominated by the President and confirmed by the Executive Committee. At least one member of the Board shall serve on each standing committee, and shall report on the responsibilities of the standing committee at each Board meeting. The Board member will not necessarily serve as Chairman of the standing committee. Special committees may be appointed by the President. Within ten (10) days after appointment of any special committee, the President shall advise the membership of such appointment, the personnel thereof and its duties.

SECTION 4

Representation

Each of the four (4) regions, as defined in Article III, may, upon request of its Regional Vice President, have representation on each standing and special committee of the Association, except such as deal only with matters relating to a particular region.

SECTION 5

Ex Officio Member

The President shall, ex officio, be a member of all standing and special committees of the Association.

ARTICLE VIII

MEMBERSHIP INFORMATION

Each member of the Association shall be furnished a copy of the Constitution, and such other information as the Board of Directors deems warranted.

ARTICLE IX

MEMBERSHIP DUES

SECTION 1

Payment of Dues

Each member shall pay such dues as may be determined by the Board of Directors as necessary for conducting the affairs of the Association.

SECTION 2

Computation of Dues

(a) Dues of full members shall be based on the total annual railway operating revenues of each such member.

(b) The total operating revenues for the second previous year shall be used in calculating such dues.

(c) The Board of Directors may, for good cause, authorize deviations from the provisions of this Section.

SECTION 3

Report of Revenues

Each member shall submit a report to the Association of total annual railway operating revenues by March 31st of each year covering the preceding calendar year.

ARTICLE X

FISCAL YEAR

The fiscal year of this Association shall coincide with the calendar year.

ARTICLE XI

STATUTORY AGENT

The Association shall, upon request of any full member, act as its statutory agency in Washington, in accordance with provisions of applicable laws, upon whom service of all notices and processes may be made for and in behalf of such member, in any proceeding or action pending before the Surface Transportation Board, or its successor agency.

ARTICLE XII

BOOKS AND RECORDS

The books, accounts and records, including minutes of all Board, Executive, Legislative Policy Committee and Standing Committees, of the Association shall be open to inspection by members at such times and under such conditions as the Board of Directors may prescribe.

ARTICLE XIII
AMENDMENTS

SECTION 1
At Meetings

This Constitution may be amended at any Fall Annual Meeting of the members of this Association, or any special meeting of the membership by a two-thirds vote of the voting members present, provided a majority of such members of the Association is present.

SECTION 2
By Letter Ballot

Upon a two-thirds vote of voting members present at any Fall Annual Meeting, or any special meeting of the membership, or upon request of the Board of Directors, the President shall submit proposed amendments to this constitution to full members by letter ballot. Such proposed amendments shall be declared adopted if affirmatively voted for by two-thirds of such members on ballots received by the Association within sixty (60) days from the date of submission of the letter ballot.