

BY-LAWS

of the

NORTH AMERICAN RAIL SHIPPERS ASSOCIATION

ARTICLE I

(Name)

The Name of the Organization shall be the North American Rail Shippers Association, (“Association”).

ARTICLE II

(Purpose)

The purpose of the Association shall be to afford a common meeting ground for the Regional Associations of Rail Shippers (“Regional Associations”), to promote both industry understanding and education among rail shippers, receivers and rail carriers, and a better understanding of rail-related products and services.

ARTICLE III

(Memberships)

Membership shall consist of the five (5) Regional Associations:

Midwest Association of Rail Shippers
North East Association of Rail Shippers
Pacific Northwest Association of Rail Shippers
Southeast Association of Rail Shippers
Southwest Association of Rail Shippers

ARTICLE IV

(Officers)

Officers of the Association shall consist of rail carriers and shippers and must be members of a Regional Association. A shipper may be the actual owner or receiver of freight transported by rail or may be an entity that acts on behalf of one or more owners or receivers of freight transported by rail. Alternating officers between rail carriers and shippers is desired, but is not required.

Officers of the Association shall be President, First Vice President, Second Vice President, Secretary, Treasurer and Immediate Past President. The President shall be elected to a two (2) year term and all other officers to one (1) year terms. In any election, the votes of a majority of the Directors in attendance shall be necessary to elect.

Vacancies in an elected office(s) shall be filled by the Second Vice-President or First Vice President, respectively, consistent with Section VI, to serve until the next annual meeting.

ARTICLE V
(Board of Directors)

There shall be a Board of Directors (“Board”) of sixteen (16) members consisting of the Officers of the Association and two representatives from each of the Regional Associations which shall conduct the business of the Association. The Board of Directors shall meet at the call of the President to conduct the activities of the Association between meetings, and report its actions and recommendations to the membership. Attendance at meetings of the Board may be in person, by conference call-in, or by internet video and/or audio.

The President and each successor may invite up to three (3) additional individuals to serve, during his or her term, as non-voting members of the Board whose participation the President deems will add to the skill and knowledge of the Board.

ARTICLE VI
(Duties of Officers)

President: It shall be the duty of the President to preside at all meetings of the Association and its Board, manage the day to day activities of the Association, and to perform such other duties as may be assigned by the Association or the Board.

Vice Presidents: In the absence of the President, his or her duties shall be performed by the First Vice President, and in the absence of both, by the Second Vice President. Both Vice Presidents shall also perform such duties as may be assigned to them by the Association, the Board or the President.

Secretary: It shall be the duty of the Secretary to supervise the records of the Association, record all minutes of the annual meeting and meetings of the Board.

Treasurer: It shall be the duty of the Treasurer to keep an account of all moneys received and paid, liquidate all properly authorized bills against the Association and shall report, in writing, the state of the finances at the annual meeting of the Board, and at such other times as may be required by the Board.

ARTICLE VII
(Executive Director)

The Association is authorized to enter into contracts for the services of an Executive Director/Secretary and other service providers, as determined by the Board. The President shall negotiate and execute such contracts, subject to the approval of the Board. The duties of contractor(s) shall be as prescribed by the President and the President is responsible for their immediate supervision.

ARTICLE VIII
(Meetings)

An annual meeting of the Association shall be held during the first half of each year unless otherwise decided by a majority of the Board.

Other meetings may be called at any time and place by the President when, in his or her opinion, necessity therefor shall exist.

The President shall also call meetings when requested to do so by not less than a majority of the Board of Directors.

ARTICLE IX
(Quorum)

A quorum shall consist of fifty percent (50%) of the Board plus one, except that such quorum must include at least one representative from each Regional Association. No business of the Board may be conducted without a quorum present.

ARTICLE X
(Voting)

All business shall be conducted by and through the Board. Members of any Regional Association present at a meeting of the Association may participate in all Board discussions or debates. The President shall remain neutral during voting, except in the event of a tie. When a meeting has not been convened, and necessity requires, voting by mail (electronic or regular) is acceptable as long as the responses constitute a quorum.

In matters that involve a change in the Constitution or By-Laws, the Board of Directors may take positive action only by a favorable vote of two-thirds of the members present except that in no case shall any final action involving a change in the Membership be taken by the Board without the approval of a majority of the Membership. Approval shall be considered by each Regional Association, in accordance with its respective By-Laws, and reported back to the President of the Association. After which time the Board may present the question for vote; provided, however, that in the recording of any such vote by the Board, the dissenting views of any individual Regional Association shall, at its request, be recorded. In no case, shall any action concerning the Association's policy become final unless and until it is approved by a majority of the representatives of the Regional Associations at a duly called Association meeting, provided, however, that in the recording of any such action, the dissenting views of any individual Regional Association shall, at its request, be recorded, and further provided that no individual Regional Association shall be barred from taking such individual action as it may deem proper.

Any action specified in this Article X shall require advance notice to each Regional Association at least thirty (30) days prior to a Board vote on such action.

ARTICLE XI
(Committees)

At least one month prior to the annual meeting where election of officers is required, the President shall appoint a Nominating Committee of not less than three members, each from a different Regional Association.

The Nominating Committee shall meet, prepare its report of candidates for elective offices, and submit that report at the annual meeting.

The President shall appoint such other Regular or Standing Committees as shall be authorized by the Board of Directors. The President may appoint such Special or Temporary Committees in his or her discretion but the terms of such shall expire at the conclusion of the next annual meeting or when duties or assignments of such Special or Temporary Committees have been discharged, whichever comes first.

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ARTICLE XII
(Elections)

The Nominating Committee shall report at the annual meeting, before the close of the session of the same day. Members of the Association shall have the privilege of making additional nominations from the floor. The election shall be held at the same session and shall be conducted in such manner as may be decided by the Board.

ARTICLE XIII
(Regional Territories)

The President shall appoint a committee, when necessary, to define suggested regional territories. Members of Regional Associations may choose the region(s) in which they desire to participate.

Adopted as original By-Laws of the North American Rail Shippers Association by its Board of Directors October 14, 1996, Washington, D.C.

Amended on April 20, 1999 (1st Amendment).

Last amended January 1, 2001 (2nd Amendment).

Amended May 31, 2013 (3rd Amendment).

Amended August 13, 2014 (4th Amendment).

Conforming Correction April 1, 2015 (No Amendment)

Dana Burleigh, Secretary