

NORTH AMERICAN RAIL SHIPPERS ASSOCIATION

Constitution

Article I Name and Purpose

This organization shall be known as the North American Rail Shippers Association, hereafter called the "Association". It is a non-profit membership organization devoted to providing education forums and seminars for the purpose of establishing and maintaining an understanding of shipper and receiver needs, requirements and issues; and rail carrier and rail-related product or service innovations; and to offer continuing education programs designed to improve individual business and professional skills.

Article II Offices

The Association is incorporated in the State of Oregon. Executive Offices are located at 2115 Portsmouth Drive, Richardson, Texas 75082-4839. The Board of Directors may move the Executive Offices from time to time. The Association is a 501-C-6 not-for-profit professional organization

Article III Members and Membership

Section 1. Membership shall be open to all Officers and Directors of the five (5) Regional Associations of Rail Shippers. The Regional Associations are:

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

Section 2. Membership dues and qualifications, rights, and duties of members, to the extent not set out in this Constitution, shall be as provided in the Bylaws of the Association.

Article IV Board of Directors

The affairs of the Association shall be managed by a Board of Directors of sixteen (16) persons: each Regional Association will have two (2) representatives, plus six (6) Officers. The President shall remain neutral during voting, except in the event of a tie. The Regional Associations will decide how to select their representatives.

Article V Officers

Section 1. Officers of the Association shall be President, First Vice President, Second Vice President, Secretary, Treasurer and the Immediate Past President. Officers shall be elected by the Board of Directors, but an officer need not be a member of the Board of Directors. No person shall hold two offices.

Section 2. Except as set out in this Constitution, nominations and elections of officers shall be set out in the Bylaws.

Article VI General Provisions

Section 1. In the event of the dissolution of the Association, the assets remaining after satisfaction of all just claims shall be distributed to a successor organization, if any, and if none, to the Regional Associations for use in educational programs. The distributions shall be made by the Board of Directors or by court order. In no event shall such distribution inure to any member, organizer, or donor.

Section 2. The Association shall not do any act which shall constitute a basis for denial of tax exemption under applicable law. In particular:

- (a) The Association shall not do the following:
 - (1) Lend any part of its income or corpus, without receipt of adequate security and a reasonable rate of interest;
 - (2) Pay any compensation, in excess of a reasonable allowance for salaries, or other compensation for personal services actually rendered;
 - (3) Make any part of its services available on a preferential basis;
 - (4) Make a substantial purchase of securities or other property, for less than an adequate consideration in money or money's worth;
 - (5) Sell any part of its securities or other property, for less than an adequate consideration in money or money's worth;
 - (6) Engage in any other transaction, which results in a substantial diversion of its income or corpus.
- (b) The Association shall not accumulate out of income amounts which:
 - (1) Are unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption of the Association.
 - (2) Are used to a substantial degree for purposes or functions other than those contributing the basis for tax exemption;
 - (3) Are invested in such a manner as to jeopardize the carrying out of the purpose and function constituting the basis for tax exemption.

Article VII
Meetings

The Association shall have an annual meeting with such date and location determined by the Board of Directors.

Article VIII
Amendments

Amendments to the Constitution may be made at any regular annual meeting or special meeting of the membership by vote of at least two-thirds (2/3) of all the votes cast, provided there is a quorum present, and provided that at least thirty (30) days before each meeting, a notice of the proposed amendment has been sent to each member of the Association eligible to vote. The Board of Directors may change or amend the Bylaws of the Association so long as such change or amendment does not conflict with the provisions of the Constitution.

A True Copy as amended and Adopted December 12, 1996 with revisions voted and adopted October 30, 2000 effective January 1, 2001, and revisions voted and adopted May 31, 2013.

Revisions voted and adopted August 13, 2014.

Dana Burleigh, Secretary