

**American Railway Engineering and Maintenance-of-Way Association
(AREMA)
Bylaws**

Amended by Board of Governors' Action:

November 3, 2004; May 19, 2005; March 21, 2006; March 20, 2007; March 16, 2010; March 10, 2011;
November 20, 2015; March 15, 2016; March 12, 2019

Article 1.0 – MEMBERSHIP

1.1 Classes

There shall be five classes of membership in the Association: Full Member, Associate Member, Honorary Member, Life Member, and Student Affiliate.

1.2 Qualifications

1.2.1 Full Member

1.2.1.1 A railway/transit engineer or other railway/transit employee with supervisory or technical responsibilities, who has had not less than three years experience in the design, construction, or maintenance of railway/transit infrastructure, related materials, or maintenance-of-way equipment.

1.2.1.2 An employee of a contractor or manufacturer with current supervisory or technical responsibilities engaged in the engineering, construction, manufacture, or maintenance of railway/transit infrastructure, materials, or maintenance-of-way equipment, who has at least three years of railway/transit related engineering and/or technical experience. Time spent in marketing or sales shall not be used in determining qualifications of a Full Member.

1.2.1.3 A dean, professor, assistant professor, or equivalent in an accredited college or university, who with an appropriate degree, has at least three years experience in teaching subjects related to railway/transit infrastructure.

1.2.1.4 A member or other employee of a public board, commission, or other official agency, who in the discharge of their regular duties has dealt with railway/transit infrastructure issues for at least three years.

1.2.1.5 A consultant, engaged in the design, construction, or maintenance of railway/transit infrastructure, or an engineer employed by a technical service or research and development organization, who has at least three years of railway/transit related research, engineering and/or technical experience.

1.2.1.6 An employee of a trade or technical publication who, in the discharge of their duties, deals with railway/transit matters, and who has at least three years railway/transit related engineering and/or technical experience.

1.2.1.7 An officer or technical employee of an engineering or scientific society or association whose purpose is compatible with the Mission of this Association and who has dealt with railway/transit related engineering and/or technical issues for at least three years.

1.2.1.8 A person having made outstanding contributions to this Association or to the railway/transit industry may be admitted as a Full Member by majority approval of the entire Board of Governors.

1.2.2 Associate Member

Any individual not qualifying as a Full Member, whose experience and interest may provide valuable support to the Association.

1.2.3 Life Member

A Full Member or Associate Member who has been a member in good standing of AREMA or one of its predecessor organizations for thirty (30) continuous years and has reached the age of 60.

1.2.4 Student Affiliate

A person pursuing a course of study, beyond high school, related to the engineering and/or technical aspects of the railway industry.

1.2.5 Honorary Member

Honorary Members shall be determined by the Board of Governors. Honorary Members are to be persons (living or deceased) of acknowledged eminence in railway/transit engineering or management and high ethical and professional standards, and who have contributed substantially to the profession and the Association.

1.3 General Rules of Membership

1.3.1 Voting Rights

Only the following members shall have the right to vote: Full Members, and Honorary Members or Life Members who were formerly Full Members.

1.3.2 Transfers

AREMA Executive Director/CEO with the consent of the President, or designee shall approve transfers from one class of membership to another class if all requirements of the new class of membership are met. A person who wishes to transfer from one class of membership to another should make application to the Association for approval. . AREMA Headquarters staff shall initiate transfer to Life Member class all Full and Associate Members who meet the requirements for Life Member.

1.3.3 Employment Status

A change in employment status shall not affect the right of membership in the Association but may affect the class of membership.

Article 2.0 – ADMISSION, RESIGNATION, MISCONDUCT, REINSTATEMENT

2.1 Admission

2.1.1 A person desirous of membership in this Association shall make application to the Association on an approved form for the Class of Membership desired.

2.1.2 Applications for membership shall be considered by the Executive Director/CEO for approval in accordance with the provisions of the Class of Membership requested.

2.1.3 An application for any Class of Membership in this Association thereby declares the applicant's willingness to abide by the Constitution and Bylaws of the Association.

2.1.4 A nomination of an individual for Honorary Membership shall be submitted by a current Member of the Association and must be endorsed by ten (10) or more Members of the Association and submitted to the Honorary Member Selection Committee for consideration. No member of the Selection Committee or Board of Governors shall serve as an endorser. A nominee shall be declared an Honorary Member upon receiving the unanimous recommendation of the Selection Committee and approval of a minimum of two thirds (67%) of the voting members of the Board of Governors.

2.1.5 Disputes regarding the decision of the Executive Director/CEO/President as to Class of Membership may be petitioned to the Board of Governors for review. The decision of the Board of Governors shall be final.

2.2 Resignation

Notification of resignation shall be forwarded to the headquarters office in writing. No proration or refund of dues shall be allowed on account of resignation.

2.3 Misconduct

Charges of misconduct or actions that damage the goodwill of the Association on the part of a Member of this Association shall be in writing and signed by a Member(s) and then submitted to the Board of Governors for investigation. If, in the opinion of a majority of the entire Board of Governors, action is warranted, the person so charged shall be served with a copy of such charges and shall be given an opportunity to respond to the Board of Governors. After such opportunity has been given, the Board of Governors shall take action, which shall be to require either expulsion, sanctions, or to reject the charges. A two-thirds vote of the voting members of the Board of Governors shall be required for either expulsion or sanctions. If required by the Member, an opportunity to appeal to a panel of Past Presidents of the Association or its predecessors shall be provided.

2.4 Reinstatement

2.4.1 A person having been a Full Member, Associate Member or Student Affiliate of this Association and having resigned such membership while in good standing, may be reinstated upon approval of proper reapplication for membership.

2.4.2 A person having been a Full Member, Associate Member or Student Affiliate of this Association and having forfeited membership for non-payment of dues may, upon reapplication, be reinstated for membership under such conditions as may be fixed by the Board of Governors.

Article 3.0 – DUES AND FEES

3.1 Application Fee

A non-refundable application fee, set by the Board of Governors, shall be submitted with each application for membership.

3.2 Annual Dues

3.2.1 The annual dues for each Full Member, Associate Member, Life Member, Honorary Member and Student Affiliate shall be set by the Board of Governors.

Article 4.0 – DUTIES OF ASSOCIATION OFFICERS AND GOVERNORS

4.1 Organization

The business and affairs of the Association shall be governed by its Board of Governors, which shall be composed of five Association Officers and three Governors as follows:

<u>Position</u>	<u>Number</u>	<u>Term of Office (years)</u>
<u>Association Officers</u>		
President	1	1
Senior Vice President	1	1
Past President	1	1

Treasurer	1	3
Executive Director/CEO & Corporate Secretary *	1	appointed
<u>Governors</u>	3	3
Total	8	

* Non-Voting Member

4.2 Association Officers

The Officers of the Association, who must be Full Members or Life Members with former Full Member status, shall be a President, a Senior Vice President, a Treasurer, the most recent Past President willing to serve, and the Corporate Secretary (who need not be a Full or Life Member).

4.2.1 Terms of Office

The term of office of the President, Senior Vice President, and Past President shall be one year. The Senior Vice President shall be elected annually. At the end of his term, the Senior Vice President shall automatically ascend to the Presidency at the Annual meeting. The term of each shall begin following installation of the Officers at the Annual Meeting of the Association. The term of office of the Treasurer shall be three years, and the Treasurer may be re-elected for additional three-year terms. The Corporate Secretary shall be the Executive Director/CEO.

4.2.2 Qualifications

The nominees for Senior Vice President and Treasurer shall be Full Members or Life Members with former Full Member status in good standing of the Association and shall be selected from the members or past members of the Board of Directors or Board of Governors. At the time of installation to office, both the President and the Senior Vice President must be currently employed by a railroad or transit company.

4.2.3 Status Change

When an Association Officer's, other than the Senior Vice President's, employment status changes, such as retirement or occupational changes, such Officer, if willing to do so, may continue to serve out that term of office provided that Association Officer remains a Member.

4.2.4 Re-Election of Association Officers

A President who has completed his or her term shall be ineligible for re-election as President, except an incumbent filling an unexpired term. A Treasurer who has completed his or her term shall be eligible for re-election as Treasurer.

4.3 Duties of Officers and Governors

4.3.1 President

The President shall be responsible for the general supervision and management of the affairs of the Association. The President shall preside, in accordance with Roberts' Rules of Order, at meetings of the Association and the Board of Governors. By virtue of this office, the President shall appoint any required "At Large" Standing Committee members and be an Ex Officio member of all other committees except the Nominating Committee. The President shall establish committees as necessary to manage and support the business and affairs of the Association. The President shall be responsible for execution or appropriate delegation of the execution of all legal documents.

4.3.2 Senior Vice President

The Senior Vice President shall preside at meetings in the absence of the President and shall perform such other duties as assigned by the President. The Senior Vice President shall also preside at meetings of, and serve as Chair of, the Board of Directors.

4.3.3 Past President

The Past President shall provide support and continuity to the Board of Governors. He or she shall be Chair of the Board of Governors/Functional Group Board of Directors Nominating Committees and Finance Committee and shall perform such other duties as assigned by the President.

4.3.4 Executive Director/CEO

The Board of Governors shall employ an Executive Director/CEO as Chief Executive Officer to manage the operations of the Association and perform such duties as are assigned by the Board of Governors from time to time.

4.3.5 Secretary

The Executive Director/CEO shall fulfill the duties of Corporate Secretary of the Association as required by law.

4.3.6 Treasurer

The Treasurer shall be nominated by the Board of Governors' Nominating Committee and elected in the same manner as Governors. He or she shall oversee the financial affairs of the Association, make periodic reports as requested by the Board of Governors, and shall serve as an ex-officio member of the Finance Committee.

4.4 Governors

The Governors of the Association must be Full Members or Life Members with former Full Member status in good standing.

4.4.1 Terms of Office

The term of office of Governors shall be three years with one third being elected each year. The term of office shall begin following installation of Officers, Governors and Directors at the Annual Association Meeting.

4.4.2 Qualifications

At the time of installation to office, all of the Governors must be currently employed in the capacity of Chief Engineer (or equivalent title) of a Class I railroad or a passenger or transit railway.

4.4.3 Status Change

When a Governor's employment status changes, such as retirement or occupational change, such Governor, if willing to do so, may continue to serve out that term of office provided the Governor remains a Full or Life Member.

4.4.4 Re-election of Governors

A Governor, after completing a full term, shall be ineligible for re-election as a Governor until at least one year has elapsed, except an incumbent filling an unexpired term as a Governor shall be eligible for re-election to the office held.

4.5 Vacancies

4.5.1 Vacation of Position

4.5.1.1 In the event of death, resignation, advancement, or cessation of membership of an incumbent Association Officer or Governor, that position shall be considered as vacant.

4.5.1.2 In the event of disability of an Association Officer, or neglect in the performance of duty by an Association Officer, the Board of Governors, by affirmative vote of two-thirds (2/3) of the Board of Governors shall have the power to declare the office vacant. Governors may be removed from office in accordance with Illinois law.

4.5.2 Filling Vacancies

4.5.2.1 If a vacancy should occur in the office of President, the Senior Vice President shall automatically become President for the unexpired term.

4.5.2.2 If a vacancy should occur in the office of the Senior Vice President, the Board of Governors shall select for the unexpired term, by the affirmative vote of two-thirds (2/3) of the Board of Governors members present at a meeting at which a quorum is present, a Senior Vice President from among the Board of Directors Functional Group Vice Presidents who are railroad or transit employees. The Senior Vice President so installed shall then ascend to the Presidency at the next annual meeting.

4.5.2.3 If a vacancy should occur in the office of a Board of Directors Functional Group Vice President, the Board of Governors shall select, by the affirmative vote of two-thirds (2/3) of the Board of Governors members present at a meeting at which a quorum is present, a Board of Directors Functional Group Vice President from among the Directors of that Functional Group.

4.5.2.4 If a vacancy should occur in the position of Governor, it shall be filled by the Board of Governors with a person meeting the qualifications of Section 4.4.2 of these Bylaws by the affirmative vote of two-thirds (2/3) of the Board of Governors members present at a meeting at which a quorum is present.

4.5.2.5 If a vacancy should occur in the position of Past President, the next most recent Past President willing and eligible to serve shall automatically fill the vacancy for the unexpired term.

4.5.2.6 If a vacancy should occur in the position of Treasurer, it shall be filled by the Board of Governors with a person meeting the qualifications of Section 4.2.2 of these Bylaws by the affirmative vote of two-thirds (2/3) of the Board of Governors members present at a meeting at which a quorum is present.

4.6 Board of Governors Committees

The President shall establish administrative and operating committees composed of members of the Board of Governors or other members of the Association as necessary to carry out the governance and activities of the Association. The President shall determine the number, scope and composition of the committees. These committees and their respective chairs shall be subject to the approval of the Board of Governors.

4.7 Limitation

No more than two of the seven voting members of the Board of Governors shall be from one railway, or one group of railways controlled by a single entity. This provision shall not require the removal of an individual from the Board of Governors before the expiration of their normal term of office due to a combining of railways or change in employment status during that term of office.

4.8 Meetings

The Board of Governors shall meet at least once a year at such times as the President may direct. Special meetings shall be called upon the request of four

(4) members of the Board of Governors or at the President’s discretion. Meetings may be held by means of electronic communication, as permitted by Illinois law.

4.9 Quorum

Four (4) voting members of the Board of Governors shall constitute a quorum.

4.10 Actions of Board of Governors

Except as otherwise provided in these Bylaws or the Association Constitution, a simple majority vote of those present and voting shall be necessary for an action to be approved.

4.11 Inactivity

Any member of the Board of Governors who has missed two consecutive regular meetings of the Board shall be contacted by the President to determine his/her willingness and ability to serve. Any member of the Board of Governors who has missed three consecutive meetings shall be considered to have resigned his/her position and shall be replaced in accordance with Section 4.5.2 of these Bylaws.

Article 5.0 – NOMINATION AND ELECTION OF ASSOCIATION OFFICERS AND GOVERNORS

5.1 Governance Nominating Committee

The Governance Nominating Committee shall consist of the three most recent Past Presidents of the Association, and the Executive Director/CEO (ex-officio without a vote). No member of the Board of Governors other than the Past President may be a voting member of the Governance Nominating Committee.

5.1.1 Chair

The Governance Nominating Committee Chair shall be the Past President currently serving on the Board of Governors.

5.2 Method of Nominating

5.2.1 Schedule and Number of Candidates

At least six (6) months prior to the Annual Association Meeting, the Governance Nominating Committee Chair shall call a meeting of the Committee at which Nominees for the elective offices to be filled shall be selected as follows:

<u>Positions</u>	<u>Number of Candidates to be Nominated</u>
Governors	The number to be elected in accordance with these Bylaws.
Treasurer	One

The Nominating Committee shall consider all qualified candidates for vacant positions.

5.2.2 Notification and Approval

The Chair of the Governance Nominating Committee shall present the names and qualifications of the nominees for approval by the Board of Governors. This notification and Board of Governors’ approval must occur not less than ninety (90) days prior to each Annual Association Meeting.

5.2.3 Publication of Nominating Committee Report

The Association Secretary shall arrange for the Nominating Committee Report to be communicated to all members of the Association. Such Report shall include the candidate’s name, current position, and a record of membership and activities in the Association and shall be published in Railway Track & Structures magazine

and on the Association’s web site not less than sixty (60) days prior to each Annual Association Meeting.

5.2.4 Nominee Withdrawal

Should a nominee become ineligible or withdraw prior to the publication of the Nominating Committee Report, the Governance Nominating Committee Chair, in consultation with the Governance Nominating Committee, shall select a replacement.

5.3 Election

The nominees shall be considered to be elected by acclamation when the Report of the Nominating Committee is approved by the Board of Governors (in accordance with Section 5.2.2 of these Bylaws), and the results of the Election shall be announced by the President at the next Annual Association Meeting.

5.3.1 Nominations from the Floor

Additional nominations shall not be permitted either prior to or at the time of the Annual Association Meeting.

5.4 Installation

Those Association Officers and Governors so elected shall be installed during the Annual Association Meeting and shall retain their position until their successors are installed.

Article 6.0 – DUTIES OF FUNCTIONAL GROUP OFFICERS AND DIRECTORS

6.1 Organization

The business and affairs of the Association’s Functional Groups and Technical Committees shall be governed by its Functional Group Board of Directors, which shall be composed of one (1) Association Officer, six (6) Functional Group Officers, twelve (12) Directors, and the Executive Director/CEO as follows:

<u>Position</u>	<u>Number</u>	<u>Term of Office (years)</u>
<u>Association Officer</u>		
Senior Vice President (Chair)	1	
<u>Functional Group Officers</u>		
Functional Group Vice Presidents	6	3
Functional Group Directors	12	3
Executive Director/CEO & Corporate Secretary *	1	appointed
Total	20	

* Non-Voting Member

6.2 Functional Group Officers

The Officers of the Functional Group Board of Directors, who must be Full Members or Life members with former Full Member status, shall be a Senior Vice President (Association Officer) and six (6) Functional Group Vice Presidents.

6.2.1 Terms of Office

The term of office of the Senior Vice President shall be one year, and of the Functional Group Vice Presidents, three years. The Senior Vice President (who shall be elected in accordance with the Board of Directors election procedure), and no more than three Functional Group Vice Presidents shall be elected annually, with the exception of an election to fill an unexpired term or resignation. The term of each shall begin following installation of the Officers at the Annual Meeting of the Association.

6.2.2 Qualifications

The nominees for Functional Group Vice Presidents shall be Full Members or Life Members with former Full Member status in good standing of the Association and shall be selected from the Members or past Members of the Board of Directors. At the time of installation to office, at least three of the six Functional Group Vice Presidents must be currently employed by a railroad or transit company.

6.2.3 Status Change

When an Officer's employment status changes, such as retirement or occupational changes, such Officer, if willing to do so, may continue to serve out that term of office provided that Officer remains a Full Member or Life Member with former Full Member status.

6.2.4 Re-Election of Officers

Functional Group Vice Presidents completing a full term shall be ineligible for re-election to the Board as a Functional Group Vice President or Director until at least one year has elapsed, except an incumbent filling an unexpired term as a Functional Group Vice President shall be eligible for re-election to the office held. This shall not preclude a Functional Group Vice President standing for election as Senior Vice President.

6.3 Directors

The Directors of the Association must be Full Members or Life Members with former Full Member status in good standing for a minimum of three (3) years.

6.3.1 Terms of Office

The term of office of Directors shall be three years and they shall be elected on a rotating basis so that no two Director's terms within a Functional Group expire in the same year. The term of office shall begin following installation of Officers and Directors at the Annual Association Meeting.

6.3.2 Qualifications

At the time of installation to office, at least one of the three persons in each Functional Group must be currently employed by a railroad or transit company, and at least two of the three must meet the definition of a "railway or transit employee or a consultant acting in the railway or transit company's interest."

6.3.3 Status Change

When a Director's employment status changes, such as retirement or occupational change, such Director, if willing to do so, may continue to serve out that term of office provided the Director remains a Member.

6.3.4 Re-election of Directors

A Director, after completing a full term, shall be ineligible for re-election as a Director until at least one year has elapsed, except an incumbent filling an unexpired term as a Director shall be eligible for re-election to the office held.

6.3.5 Restriction

Employees of federal, state/provincial or other jurisdiction public sector agencies which are responsible for the development, promulgation and/or enforcement of rules or regulations directly or indirectly affecting the rail/transit industry are ineligible to serve in any capacity on either the AREMA Functional Group Board of Directors or the Board of Governors.

6.4 Vacancies

6.4.1 Vacation of Position

6.4.1.1 In the event of death, resignation, advancement, or cessation of membership of an incumbent Officer or Director, that position shall be considered as vacant.

6.4.1.2 In the event of disability of a Functional Group Officer, or neglect in the performance of duty by a Functional Group Officer, the Functional Group Board of Directors, by affirmative vote of two-thirds (2/3) of the Board shall have the power to declare the office vacant.

6.4.2 Filling Vacancies

6.4.2.1 If a vacancy should occur in the office of a Functional Group Vice President, it shall be filled by the Board of Governors in accordance with Section 4.5.2.3 of these Bylaws.

6.4.2.2 If a vacancy should occur in the position of Director, it shall be filled by the Functional Group Board of Directors by the affirmative vote of two-thirds (2/3) of the Functional Group Board of Directors members present at a meeting at which a quorum is present.

6.5 Board of Directors Functional Groups

The Board of Directors Functional Groups shall support, oversee, coordinate, and evaluate the activities of the Association's maintenance and technical committees. These Functional Groups shall include but not be limited to the following maintenance and technical disciplines:

Communications and Signals
Engineering Services
Maintenance-of-Way
Passenger and Transit
Structures
Track

Each Functional Group shall consist of a Functional Group Vice President and two Directors. These Functional Group Vice Presidents shall each report to the Senior Vice President.

6.6 Functional Group Duties

Technical and maintenance committees of the Association shall be assigned to one of the Functional Groups. The Functional Groups shall monitor and give direction to their respective committees and shall establish the number of committees and the number and scope of committee assignments, subject to the approval of the Functional Group Board of Directors. These committees shall comply with the Regulations Governing AREMA Committees as approved by the Functional Group Board of Directors. Each Functional Group shall be responsible for conference programs, seminars, symposia, manual publications,

and other duties as assigned by the Functional Group Board of Directors or Board of Governors.

6.7 Limitation

No more than four of the nineteen (19) voting members of the Functional Group Board of Directors shall be from one railway, or one group of railways controlled by a single entity. This provision shall not require the removal of an individual from the Functional Group Board of Directors before the expiration of their normal term of office due to a combining of railways or change in employment status during that term of office.

6.8 Meetings

The Functional Group Board of Directors shall meet at least once a year at such times as the Senior Vice President may direct. Special meetings shall be called upon the request of six (6) members of the Functional Group Board of Directors or at the Senior Vice President's discretion. Meetings may be held by means of electronic communication, as permitted by Illinois law.

6.9 Quorum

Ten (10) voting members of the Functional Group Board of Directors shall constitute a quorum, providing at least one member of each Functional Group is present.

6.10 Actions of the Functional Group Board of Directors

Except as otherwise provided in these Bylaws or the Association Constitution, a simple majority vote of those present and voting shall be necessary for an action to be approved.

6.11 Inactivity

Any member of the Functional Group Board of Directors who has missed two consecutive regular meetings of the Board shall be contacted by the Senior Vice President to determine his/her willingness and ability to serve. Any member of the Functional Group Board of Directors who has missed three consecutive meetings shall be considered to have resigned his/her position and shall be replaced in accordance with Section 6.4.2 of these Bylaws.

Article 7.0 – NOMINATION AND ELECTION OF FUNCTIONAL GROUP BOARD OF DIRECTORS, FUNCTIONAL GROUP OFFICERS AND DIRECTORS

7.1 Functional Group Board of Directors' Nominating Committee

The Nominating Committee shall consist of the following eight (8) Full Members or Life Members with former Full Member Status, of which at least five (5) must be active railroad employees. The Nominating Committee Railroad representative from the Passenger and Transit Functional Group may be an active railroad or active rail transit employee.

Past President/Chair	1
Member-at-Large	1
Representative from Structures	1
Representative from Track	1
Representative from Communications and Signals	1
Representative from Passenger and Transit	1
Representative from Engineering Services	1
Representative from Maintenance-of-Way	1

No member of the Functional Group Board of Directors or Board of Governors other than the Past President may be a member of the Nominating Committee.

7.1.1 Chair

The Nominating Committee Chair shall be the Past President currently serving on the Board of Governors.

7.1.2 Member Selection

The Member-at-Large shall be a past Director or past Functional Group Vice President of the Association and shall be appointed by the President. Each Functional Group Vice President, in consultation with his or her Functional Group, shall select a member of the Nominating Committee. If a non-railroad or rail transit employee is selected, a railroad or rail transit employee alternate shall also be selected. In the event the original selection causes the number of non-railroad or rail transit employees to exceed the maximum, as set out in the Qualifications section of Bylaw 6.3.2, the Functional Group shall be required to utilize its alternate.

7.2 Method of Nominating

7.2.1 Public Notice of Nominating Process

At least eight months (8) months prior to the Annual Association Meeting, the Association Secretary shall cause to be published, in *Railway Track and Structures* magazine and on the Association Web site, a Call for Nominations soliciting member suggestions for Director, Vice President and Senior Vice President candidates. The Call shall specify the positions and terms that need to be filled.

7.2.2 Schedule and Number of Candidates

At least five (5) months prior to the Annual Association Meeting, the Nominating Committee Chair shall call a meeting of the Committee at which Nominees for the elective offices to be filled shall be selected as follows:

<u>Positions</u>	<u>Number of Candidates to be nominated</u>
Senior Vice President (Association Officer)	1
Functional Group Vice President	The number to be elected in accordance with these Bylaws.
Directors	The number to be elected in accordance with these Bylaws.

The Nominating Committee shall consider all qualified candidates for vacant positions, including those suggested as a result of the Public Notice. (Section 7.2.1)

7.2.3 Notification and Approval

The Chair of the Nominating Committee shall present the names and qualifications of the nominees for approval by the Functional Group Board of Directors. This notification and Functional Group Board of Directors' approval must occur not less than sixty (60) days prior to each Annual Association Meeting.

7.2.4 Publication of Nominating Committee Report

The Association Secretary shall arrange for the publication of the approved Nominating Committee Report in *Railway Track and Structures* magazine, and on the Association's web site. Such publication shall include the candidate's name, current position, and a record of membership and activities in the Association and shall be published not less than thirty (30) days prior to each Annual Association Meeting.

7.2.5 Nominee Withdrawal

Should a nominee become ineligible or withdraw prior to the publication of the Nominating Committee Report, the Nominating Committee Chair, with the approval of the Senior Vice President and Functional Group Vice Presidents, and in consultation with the Nominating Committee, shall select a replacement.

7.3 Election

The Report of the Nominating Committee having been published in accordance with Bylaws Section 7.2.4, the President shall, at the next Annual Association Meeting, announce that the candidates named in the report shall be considered elected by acclamation.

7.3.1 Nominations from the Floor

The opportunity for general member nominations shall be in conjunction with the Call for Nominations process (Bylaws Section 7.2.1), therefore additional nominations shall not be permitted either prior to or at the time of the Annual Association Meeting.

7.4 Installation

Those Association and Functional Group Officers and Directors so elected shall be installed during the Annual Association Meeting and shall retain their position until their successors are installed.

Article 8.0 – ASSOCIATION MEETINGS

The Association shall hold membership meetings in accordance with its Constitution.

Article 9.0 – ENDORSEMENTS AND RECOMMENDATIONS

The Association shall neither endorse, nor mandate the use of any particular practice, device, trademark, and/or material, nor will it be responsible for any opinions expressed in papers, reports or discussion. All conclusions reached and presented by the Association and its committees are recommendations that may be used solely at the discretion of the reader after independent evaluation. Any reference to a specific process or application is intended solely for the purposes of identification and does not represent an endorsement of that process or application.

Article 10.0 – INDEMNIFICATION

The Association shall indemnify all Association Officers and Governors of the Association to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended, and shall be entitled to purchase insurance for such indemnification of Association Officers and Governors to the full extent as determined from time to time by the Board of Governors of the Association.

Article 11.0 – AMENDMENTS

Amendments to these Bylaws shall be made by a two-thirds affirmative vote of the voting members of the Board of Governors. The membership of the Association shall be in a timely manner notified of the approved Amendment.

March 2019