



Regulations

Governing AREMA

Committees

American Railway Engineering and Maintenance-of-Way Association

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1.0 **PREFACE**

1.1 **Purpose**--The purpose of the Regulations Governing AREMA Committees is to provide rules and procedures that guide and facilitate the development of material for the AREMA Manual of Recommended Practice, reports for information and continuing education in accordance with a systematic consensus process. Rules concerning the duties, responsibilities, staffing, and operation of Committees are provided, as well as criteria for ensuring a balance of interests within the committee's membership. These *Regulations* stipulate voting procedures and provide requirements for consideration of negative votes.

1.2 **Intent**--*The Association* is, for the advancement of the industry it serves, an affiliation of individuals having expertise in the design, construction and maintenance of railway infrastructure. These *Regulations* are prepared with the intent of assuring that individual members of the Committees of the Association have an equal opportunity to contribute to, and learn from, the business conducted at a meeting.

1.3 **Authority**—These *Regulations* are authorized by Section 6.6 of the Bylaws of the Association and have been approved by the Board of Directors.

1.4 **Maintenance**--The Board of Directors Functional Groups are responsible for the content of these *Regulations*, and shall by conference with the Chairmen of the Committees, make such additions, deletions or revisions to the content, from time to time, as deemed necessary. The actions of the Board of Directors Functional Groups, with respect to these *Regulations*, are subject to the discretion of the Board of Directors of the Association, subject to the overall authority of the Board of Governors.

1.5 **Support**--Committee members are employees of, or have ties to, organizations participating in the North American Railway Industry. The success of the Committee, and the benefits and product of its deliberations, depend on the donation of time, expense, materials and service resources by the organizations. Without such support, members cannot, in the full measure, successfully participate in the Committee process.

2.0 **COMMITTEES**

2.1 **Duties and Responsibility**--The duty and responsibility of the Committee members will be to achieve the mission of the Association as assigned by the Board of Directors. The committees will accomplish this by the investigation, development and research of railway-related technical, construction and maintenance areas resulting in development and publication of a Manual of Recommended Practices, the orderly dissemination of information on technical, construction and maintenance issues and continuing education of the Association membership.

The committee members will accomplish this by the formulation of their insights and findings from professional experience.

Peer review is embodied in the review and comment phases of the formulation of recommended Practice: The material is reviewed prior to balloting or dissemination by a group of committee members who have volunteered their services. Care must be taken to coordinate the draft recommendations with other Committee(s) or Subcommittee(s) where they are either directly concerned as constituency users of a technology, or because they provide access to individuals with renowned expertise in the practice.

2.2 **Board Liaison**--Liaison for the Committees with the Board of Directors shall be through the Board of Directors Functional Group to which they are assigned and their respective Vice Presidents. Each committee will be notified by letter advising the name of the Functional Group Board member who will be directly assigned to work with the committee. The Board member's address and fax and phone numbers will be furnished. The Committee Chairman will advise the assigned Board member of meeting schedules, locations and agendas no less than 60 days in advance. It will be the Board member and the Board of

Directors Functional Group responsibility to provide a substitute in case the assigned member cannot attend. The Committee Chairman should be advised of such a substitution.

The Functional Group Board member attending the committee meeting should bring to the committee current events occurring on the Board, results of actions by the Board, problems being faced in the industry or on committee work and other matters as the Board member or Board may deem applicable. The Functional Group Board member should also discuss Functional Group activities. The Board member should ask for and receive specific or general comments on AREMA matters the committee members may have and should carry these back to the Board of Directors Functional Group and the Board in general.

2.3 Membership--Committee membership is one of the most important contributions a member can make to the Association. Acceptance to membership in a committee should be considered an honor and an obligation to contribute, as best the member is able, to the successful accomplishment of the goals of the committee.

2.3.1 Application--Members who desire appointment to a committee should make application on the prescribed form, Appendix I, to the Executive Director/CEO.

2.3.1.1 Application Review--Applications for committee membership will be reviewed by the Executive Director/CEO, the Board of Directors Functional Group and the Committee Chairman involved. Any adverse action on committee membership must be reviewed and acted upon by majority vote of a group consisting of the committee chair and two other committee officers, one of whom could be a past committee chair. When approved or rejected, the applicant will be notified by the Executive Director/CEO the reasons therefore.

2.3.1.2 Applicant Appeal--An applicant for committee membership, whose application for membership is rejected or, in the opinion of the applicant, is misclassified, shall have the right of appeal to the Board of Directors Functional Group. This appeal will be done by a letter to the Board of Directors Functional Group Vice President stating all facts and decisions challenged. A copy of the appeal shall also be sent to the Committee Chairman and Executive Director/CEO. The appeal shall be decided at the next meeting of the Board of Directors Functional Group after receipt of the appeal.

2.3.2 Committee Size and Limitations--It is recommended that the total membership of any committee be limited to 150. Membership will include Members, Life Members, Honorary Members, Associate Members, and Student Affiliates. The committee may stipulate in its bylaws, subject to approval of the Board of Directors Functional Group, a variance from the recommended limitation listed above.

2.3.2.1 Balance of Interest/Conflict of Interest--The committee will make every effort to keep its membership balanced with respect to railway/non-railway organizational interests. As a guideline, organizational interest is typified by employer, employee, consultant, client, contractor or manufacturer as well as by types of products and services provided. As a guideline, non-railway organizational interests are typified by a member who represents an organization that produces or sells materials, products and systems covered in the committee scope. People who, in their capacity of serving the railway industry, are deemed by the railways to act on their behalf in an engineering or managerial capacity, shall be considered to meet the definition of being "railway organizational interests". Committee members shall declare a conflict of interest, if one exists, when voting. The Declaration of Interest is included on the sample ballot shown in Appendix II. Persons representing railway organizational interests must make up a majority of committee membership, subcommittee membership or individual vote. Non-AREMA members may, upon invitation, attend informational portions of committee meetings; however, such non-members may not be present during the business or voting portions of committee meetings.

2.3.2.2 Committee Size and Company Limitations--There will be no limitation of membership on a committee by a railway company. An individual manufacturer or supply company shall have no more than two Members on any committee. Individual consulting firms are permitted up to five Members on any one committee for committees consisting of

less than fifty (50) members. For committees with fifty or more members, individual consulting firms may have representation of ten percent (10%) of the total committee membership with a maximum of twelve (12) representatives. No committee member need resign due to an affiliation by that member with a consulting firm after retirement from a railroad, or due to merging of consulting firms or railroads. Each committee may establish voting restrictions in its bylaws or operating procedures based on company affiliation and organizational interest as necessary to balance committee votes.

2.3.2.3 Change in Status--Each committee member shall inform the Committee Chairman and the Association of any employment or organizational interest status change.

2.3.3 Committee Bylaws Outline--Each committee may develop and adopt by letter ballot of the committee, bylaws or operating procedures governing its operation. These bylaws or procedures, if developed, will be approved by the appropriate Board of Directors Functional Group. If developed, Committee bylaws or procedures shall be consistent with these regulations and the Association Constitution and Bylaws. The bylaws or procedures (referred to in this document as "bylaws") should cover the following subjects and such others as a committee may desire.

2.3.3.1 Statement of Scope

2.3.3.2 Qualifications, Requirements and Procedures--Qualifications for membership, procedures for acceptance of members, requirements for continuation of membership, and procedures for termination of membership.

2.3.3.3 Nomination Guidelines--Procedure for nomination and election of officers of the committee.

2.3.3.4 Duties--Duties and responsibilities of the elected officers.

2.3.3.5 Rules--Rules for the conduct of business and meetings, rules pertaining to proxies, and the requirements for a quorum.

2.3.3.6 Subcommittee Setup--Procedures for the operation of subcommittees shall include a method of establishing the subcommittee, the subcommittee's scope, the appointment of officers and their tenure of office, termination of membership, and for submitting reports or minutes.

2.3.3.7 Manual Revision--Reference the appropriate sections of these regulations concerning procedures for actions on Recommended Practices.

2.3.3.8 Amending Bylaws--Procedures for amending the committee bylaws.

2.3.4 Service on Committees--A member of the Association is limited to membership on no more than two committees. Deviation from this limitation can occur only by direction of the Board of Directors Functional Group from specific request of a railroad Chief Engineer or President of a non-railroad company.

2.3.5 Membership Classifications--Membership classification shall be the same as specified in the Constitution: Member, Associate Member, Life Member, Student Affiliate and Honorary Member.

2.3.5.1 Member--Members of the Association and the committee will have full rights in the committee to include holding office, voting and in general assist in overall planning and management of the committee.

2.3.5.2 Life Member--Members or Associate Members who have been a member in good standing for thirty years or Past Presidents may serve on committees and subcommittees and, if formerly a Member, may hold the office of Committee Officer. Life members maintain the same voting rights as when a Member or Associate Member.

2.3.5.3 Associate Member--An individual not qualifying as a Member of the Association whose experience and interest may provide valuable support to the Association. Associate Members may participate in subcommittee membership and preparation of reports, general discussions in meeting sessions and other functions of the committee except voting.

2.3.5.4 Student Affiliate Member--A student affiliate member of the Association and the committee may participate in subcommittee membership and preparation of reports, general discussions in meeting sessions and other functions of the committee except voting.

2.3.5.5 Honorary Member--Honorary members are to be persons of acknowledged eminence in railway engineering, railway maintenance-of-way or railway management. Honorary members shall be determined by the Board of Directors. Committees shall make recommendations for honorary members to the Board of Directors Functional Groups who shall make recommendations to the Board of Directors for consideration. Honorary members maintain the same voting rights as when a Member or Associate Member.

2.3.6 Participation--The responsibility of a member to participate in committee activities is acknowledged when applying for membership. This participation is to be performed in one or all of the following:

2.3.6.1 Voting on Ballots--All members who are eligible must vote on letter ballots. Their vote can be approve, approve with comments, disapprove, or abstain. If the member's vote is a disapproval or an abstention, they must submit a letter of explanation with substantive facts or note on the ballot the reasons for the vote pursuant to Section 4.7, Negative Votes or Section 4.10, Abstain. For purposes of calculating a quorum, Members Emeritus, Life Members and Honorary Members who do not respond shall not be counted.

2.3.6.2 Correspondence--All members must answer correspondence from the committee or subcommittee. The member shall promptly comply with the request of the correspondence if capable and knowledgeable of the subject. If not, the member should answer, simply stating the reason for non-participation in the request.

2.3.6.3 Attendance--All committee members shall make every effort to attend committee meetings. These meetings are very important to the continued effective functioning of the committee. Each member's company should be committed to supporting the member's active participation, including attendance at committee meetings. When members cannot attend a committee meeting they should reply to the meeting notice so indicating.

2.3.6.4 Subcommittees--All members of the committee should participate in subcommittee work. Subcommittee work is the foundation of the committee. Participation is educational as well as instrumental in producing the end product of the committee. Active participation as a subcommittee member is the duty of every committee member.

2.3.7 Discipline and Termination--A member of a committee is committed to active participation in the committee affairs when applying for and receiving membership. When a member fails in this commitment it is the duty of the committee officers, with the approval of the Board of Directors Functional Group, to remove that member from the rolls of the committee. This shall be accomplished as follows:

2.3.7.1 Procedure--A membership participation review will occur at least once a year. The committee will submit to the Board of Directors Functional Group and the Executive Director/CEO not later than November 1st of each year a list identifying those members who are leaving the service of the committee or who have not participated. The Chairman will at the same time notify by letter each of the members, who has either completed service to the committee or not participated, of the potential for removal from the committee. If the member has objection to this action, notice must be given to the Committee Chairman and the Executive Director/CEO within thirty (30) days requesting to remain on the committee and indicating the ability to actively participate in future committee work. The Board of Directors

Functional Group will review the list of members recommended for removal from committee membership and the requests for reconsideration and will advise the Committee Chairman and the members involved of its decision. The decision of the Board of Directors Functional Group will be final in matters relating to membership.

3.0 **COMMITTEE STAFFING**

Employees of federal, state/provincial or other jurisdiction public 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 as Vice Chair or Chair of any AREMA Technical Committee.

3.1 **Committee Chairman**

3.1.1 **Qualifications**--A committee chairman must hold the classification of Member in the Association and have been active in the committee for a period of three years. However, there may be special circumstances when a committee may request an Associate Member to be in this role. This only pertains to a committee that does not publish Manuals of Recommended Practices. This individual would not be eligible for the position of Functional Group Board of Director.

3.1.2 **Duties**--The Chairman is responsible for conducting the business of the committee, including holding meetings, preparing an annual report on its members, and assigning subcommittee chairmen and work assignments.

3.1.3 **Term**--The term of the Chairman will be three years and start at the beginning of the Association year (i.e., close of the annual convention). Recommendation for appointment of the Chairman is made by committee vote and must be submitted to the Board of Directors for approval.

3.2 **Committee Vice Chairman**

3.2.1 **Qualifications**--The Vice-Chairman must hold the classification of Member in the Association and have been active in the committee for a period of three years. However, there may be special circumstances when a committee may request an Associate Member to be in this role. This only pertains to a committee that does not publish Manuals of Recommended Practices. This individual would not be eligible for the position of Functional Group Board of Director.

3.2.2 **Duties**--The Vice-Chairman will assume the duties of the Chairman when designated or in the Chairman's absence.

3.2.3 **Term**--The term of the Vice-Chairman will be three years and start at the beginning of the Association year. Recommendation for appointment of the Vice Chairman is made by Committee vote and must be submitted to the Board of Directors for approval.

3.3 **Secretary**

3.3.1 **Qualifications**--The Secretary must hold the classification of Member or Associate Member in the Association and be active in the Association for a period of two years.

3.3.2 **Duties**--The Secretary is responsible for recording the committee's meetings, votes, assignments, and resolutions. A committee membership list will be maintained by the Secretary.

3.3.3 **Term**--The term of the Secretary will be three years and start at the beginning of the Association year. Recommendation for appointment of the Secretary is made by committee vote.

3.4 **Additional Committee Officers** -- Each committee may have additional officers as provided for in their bylaws as approved by the Board of Directors Functional Group.

3.5 Subcommittees

3.5.1 **General**--Subcommittee membership and subcommittee chairmen shall be appointed by the Committee Chairman and serve for a specific purpose and designated period. Any member of the committee may serve on a subcommittee. Subcommittee chairmen should be Members. Exceptions shall be approved by the Board of Directors Functional Group. Standing subcommittees and Subcommittees A and B shall have the duties as listed below or as the committee determines in its bylaws as approved by the Board of Directors Functional Group.

3.5.2 **Subcommittee A -- Recommendations for Further Investigation and Research**--This is a standing subcommittee with the responsibility of making recommendations for further committee investigation and research.

3.5.3 **Subcommittee B -- Revision of Manual**--This is a standing subcommittee with the responsibility of assuring the Manual, Portfolio or other printed material that is maintained by the committee is current. It should be chaired by a past Chairman and include two railroad interest members and two non-railroad interest members.

3.5.3.1 **Duties**--This subcommittee shall continuously review the Manual Chapter, Portfolio or other printed material the Committee has responsibility for, making assignment recommendations to the Chairman. Further, it is to receive the final work on an assignment, review it for content with respect to the assignment, and upon majority vote, present the materials to the Committee as approved for Committee action. In the event a majority vote is not achieved, the subcommittee shall return the work to the assignment subcommittee with specific recommendations for review.

3.5.4 **Reports for Information**--Upon Assignment Subcommittee and Subcommittee B approval of the work, the Subcommittee shall present a brief to the Committee and move that it be published. Upon a second of the motion, discussion will be invited; and following discussion, the Chairman shall call the question, take a vote of those entitled to do so, and record the results. If the question passes, the Committee Chairman will forward the report to the Executive Director/CEO for publication.

3.5.5 **Recommended Manual Revision**--Upon Assignment Subcommittee and Subcommittee B approval of the work, the Subcommittee shall present a brief to the Committee and move that it be presented to the Board of Directors as Recommended Manual Revision. Upon a second of the motion, discussion will be invited; and following discussion, the Chairman shall call the question, take a vote of those entitled to do so, and record the results. If the question passes, Subcommittee B shall prepare, distribute and receive the responses to a Letter Ballot, to include resolution of Negative Votes as contained in Section 4. At such time as the Subcommittee B Chairman closes the balloting, the Subcommittee B shall report the results. If the Letter Ballot passes, the Committee Chairman shall forward the materials to the Functional Group Vice President for placement on the Agenda for action by the Board of Directors. If the question fails, the work will be returned to the assignment subcommittee for additional work in accordance with the discussion received on the Letter Ballot responses.

3.5.6 **Special Assignments**--The Committee Chairman shall make specific assignments, set schedules for completion, and define the review process when necessary.

3.5.7 **Time Critical Assignments**--The Board of Directors, the Board of Directors Executive Committee via the Executive Director/CEO, Board of Directors Functional Groups or the Executive Director/CEO may request the committee chairman to create an Ad Hoc Subcommittee to investigate, evaluate and make recommendations on specific time-critical issues in the most expedited manner feasible. The committee chairman may also determine that an Ad Hoc Subcommittee is needed to provide timely response to inquiries.

3.5.7.1 **Direction**--The request shall provide specific scope, deliverables, available funding and time frame to the ad hoc subcommittee.

3.5.7.2 **Ad Hoc Subcommittee Response**--The Chairman of the Committee assigned an

urgent issues assignment shall promptly assemble an Ad Hoc Subcommittee from the Committee membership for the purpose of reviewing the Directions; and shall within 15 days advise the Executive Director/CEO of the feasibility of successfully completing the task. Upon hearing the report of the Committee Chairman, the Executive Director/CEO shall confer with the Board of Directors Functional Group, determining a course of action if the feasibility of task completion does not conform with the original request.

- 3.5.8 **Standing Subcommittees**--The Committee Chairman shall be responsible for establishing standing subcommittees and appointing their chairmen to handle the committee's continuing business. As required, the standing subcommittee chairmen will provide a report to the Chairman.
- 3.6 **Election of Officers**--The Committee Chairman, Vice Chairman, and Secretary or other officers as created by the approved committee bylaws shall be elected by Members of the Association who are members of the Committee.

3.7 **Term Completion**

3.7.1 **Committee Chairman**--In the event the Committee Chairman is unable to complete his term of office, the Board of Directors Functional Group shall appoint a replacement to complete the term, with consideration of recommendation from the committee.

3.7.2 **Committee Vice Chairman and Secretary**--In the event the Committee Vice Chairman and/or Secretary are unable to complete his term of office, the Committee Chairman shall appoint a replacement to complete the term, based upon the committee's recommendation.

3.7.3 **Retirement**--In the event a committee officer (i.e., Chairman, Vice Chairman or Secretary) retires from active service before his term of office is completed, that officer shall be allowed to complete his term. The committee will inform the Board of Directors Functional Group and the Executive Director/CEO.

3.7.4 **Change of Employment**--In the event a committee officer changes employment (i.e., railroad versus non-railroad service) before his term of office is completed, that officer shall be allowed to complete his term of office. The committee officer will inform the Board of Directors Functional Group and the Executive Director/CEO of the employment change.

4.0 **VOTING PROCEDURES**

- 4.1 **Member**--A Member, Life Member, or an Honorary Member, who has previously been an Association Member, of a committee and/or subcommittee is eligible to vote on letter ballots, voice votes and motions on all matters of the committee.
- 4.2 **Associate Members**--Comments from Associate Members shall be considered.
- 4.3 **Conflict of Interest Statement**--Each member of a committee will sign their ballot indicating any conflict of interest. Appendix II of "Regulations Governing AREMA Committees" shows the sample ballot. This conflict of interest statement and requirement for signature shall be included on all letter ballots. A member who has a conflict of interest with the matter being voted shall mark his ballot "abstain" indicating the reason therefore.
- 4.4 **Issuance of Letter Ballot**--Manual material to be submitted for approval of the committee will be prepared by the subcommittee requesting the addition, change or deletion to the Manual. Material will be discussed and approved by the entire committee by voice vote at one of its regular meetings prior to issuance of letter ballots. Votes will be recorded as affirmative or negative.
- 4.4.1 **Ballot Form**--Ballots shall be prepared and sent out for final vote by the entire committee by Subcommittee B or as determined in the Committee's approved bylaws, using the ballot format as shown in Appendix II of the Regulations Governing AREMA Committees. A copy of the letter ballot shall be sent to the Board of Directors Functional Group and the Executive Director/CEO. Completed ballots shall be received and handled in accordance with Letter Ballot Voting Requirements.

4.5 Letter Ballot Voting Requirements

4.5.1 **Minimum for Approval**--An affirmative vote of at least two thirds of the combined affirmative and negative votes cast by voting members is required with not less than 50% of the voting members returning letter ballots. Ballot items returned unmarked shall be considered as abstaining. For purposes of calculating a quorum, Members Emeritus, Life Members and Honorary Members who do not respond shall not be counted.

4.5.2 **Late Ballots**--All ballots received after the return date, or as soon thereafter when a 50 percent return is achieved, will be considered as not having been returned and may affect membership status (see Section 2.3.7). All statements accompanying these ballots will be forwarded to the subcommittee for information but will not be counted in the tally and the voter will be notified of this action.

4.6 Statements Accompanying Votes

4.6.1 **Receipt of Comments**--All written statements, including those from ballots with an affirmative vote, accompanying ballots received prior to the closing date, or as soon thereafter when a 50 percent return is achieved, shall be considered and appropriate response made to the commentators.

4.7 Negative Votes

4.7.1 **Written Statement**--Negative votes shall be accompanied by a written statement(s) of explanation. Any negative vote that is not accompanied by a written statement shall be recorded as abstaining and need not be considered further.

4.7.2 **Attachment**--Negative voters' statement(s) should be submitted on a separate attachment to the letter ballot or ballot items. Or, statement may be noted in the Comments section when submitting online ballot(s).

4.8 Handling of Negative Votes

4.8.1 **Withdrawal**--A negative vote may be withdrawn by the negative voter at any time. A withdrawn negative vote is counted as affirmative unless specified by the voter as an abstention.

4.8.2 **Committee Response**--Negative votes received on letter ballots up to the due date shall be considered and acted upon at a meeting of the full committee. (For motions for handling negative ballots, see Section 4.9)

4.8.3 **Notification**--The negative voter shall be notified of the time and place where the negative votes will be considered. It is recommended that the written statements accompanying the negative votes be sent to the full committee prior to a committee action on those negative votes. Negative votes will be handled at the next full meeting of the committee.

4.9 Motions for Handling Negative Votes

4.9.1 **General**--All motions for handling negative votes shall include an explanation for the reasons for the action.

4.9.2 **Non Related Motions**--A motion or voice vote to find a negative vote not related to the item being balloted requires an affirmative vote of at least two thirds of the voting Members present at the meeting. Negative votes found to be not related shall be recorded as abstaining.

4.9.3 **Non Persuasive Motions**--A motion or voice vote to find a negative vote non-persuasive, at a meeting, requires an affirmative vote of at least two thirds of the voting Members present at the meeting. If this action fails, the balloted item is withdrawn from the ballot.

4.9.4 **Persuasive Motion**--An item is withdrawn from ballot if the subcommittee taking action does

not offer a motion to declare the negative vote not persuasive or not related.

4.9.5 Documentation of Action on Negatives--Actions on all negative votes including the vote record and accompanying subcommittee reasons shall be recorded in the subcommittee minutes. The negative voters not in attendance shall be notified of these actions.

4.10 Abstain--Members abstaining from votes shall indicate reason for abstaining such as "conflict of interest" or "not familiar with subject." Their comments on the subject, however, are encouraged and will be considered.

4.11 Votes and Results Recorded--Once votes and results are recorded, a summary shall be sent to the Board of Directors Functional Group. In the event there are negative votes which have to be resolved, the results will still be sent to the Board of Directors Functional Group with notation that there were negative votes which will be resolved at the committee's next meeting. If there are no negative votes, the results sent to the Board of Directors Functional Group will have included the complete manual addition, revision, or deletion in a format such that the Board of Directors Functional Group can readily see where the Manual addition, revision, or deletion fits into the existing Manual.

If there are negative votes, when they are resolved, the resolution results will be sent to the Board of Directors Functional Group indicating how the negative votes were satisfactorily resolved.

4.11.1 Ballots and Resolution of Negative Votes--All ballots and correspondence on resolution of negative votes shall be retained by Subcommittee B or as provided for in the approved committee bylaws for at least 18 months.

5.0 COMMITTEE PROCEDURE

5.1 Committee and Subcommittee Meetings

5.1.1 Notice of Meetings--Meeting dates, locations and agendas should be reviewed by the Executive Director/CEO and the Functional Group Vice Presidents in order to avoid overloading and conflicting dates and agendas and to minimize the number of personnel required to be away from the same organization at the same time which could adversely affect attendance at the Committee meeting.

5.1.2 Time Frame and Content--All members, the Board of Directors Functional Group and the Executive Director/CEO shall receive notice of meetings at least 60 days in advance or as soon as is practicable prior to the meeting. Meeting notice shall provide location, agenda, and other information, including field trip details as necessary.

5.1.3 Subcommittee Meetings--Meetings of the Subcommittees are normally held when there is business to be conducted in conjunction with the meeting of the Committee. Special Meetings or conference calls may be held at any time, with appropriate, adequate notice from the Chairman of the Subcommittee.

The Chairman, Vice Chairman and Secretary shall receive all meeting notices and agendas.

5.1.4 Robert's Rules of Order--The current edition of Robert's Rules of Order shall govern the Committee and Subcommittee meetings in all cases except where these rules are in conflict with the Regulations or Committee Bylaws.

5.1.5 Meeting Minutes--Minutes of all Committee and Subcommittee meetings shall be taken and sent to each Committee or Subcommittee member. Two copies of the Committee minutes shall also be sent to the Executive Director/CEO. The Executive Director/CEO shall furnish a copy of the minutes to each member of the Board of Directors Functional Group. Minutes of Committee meetings, which include inspection trips, shall provide a short report on the inspection trip with some details regarding the purpose and benefits derived from the inspection. Minutes will be submitted within 60 days of the meeting.

5.1.6 Presentations at Committee Meetings--Committees shall use the following guidance with respect to the proper handling of presentations to the Committees. Chairperson shall preview all material prior to presentation to Committees. There should be participation of Vice-Chairman and Committee Officers to help ensure impartiality when reviewing content. Carefully consider whether or not to allow presentations solely in the light of the value to Railroads and the furtherance of AREMA's mission. Presentations should not have non-technical and commercial aspects within the presentation to the greatest extent possible. (This includes removal of logos, commercial statements and brand references, where practicable.) Generic names should be used: i.e. say automobile, not Chevrolet or Ford. The Committee Chairperson shall be prepared to stop a presentation if it appears to have commercial overtones. Presentations that are commercial in nature or clearly "sales pitches" are not appropriate for presenting.

5.2 Manual of Recommended Practice

5.2.1 Definition and Scope--Material adopted by the Association for publication in the Manual shall be considered Recommended Practice but shall not be binding on the members. Recommended Practice, as defined in the Manual, is as follows: A material, device, design, plan, specification, principle or practice recommended to the railways for use as required, either exactly as presented or with such modifications as may be necessary or desirable to meet the needs of individual railways, but in either event with a view to promoting safety, efficiency and economy in the location, design, construction, operation, maintenance, or safety of railways. It is not intended to imply that other practices may not be equally acceptable.

While Recommended Practices are not mandatory, it is appropriate at times to use mandatory language in Recommended Practices. There can be sections of a Recommended Practice that must be complied with once a decision is made to follow the Recommended Practice. For these sections, mandatory language (e.g., shall, must) shall be used. In all other cases mandatory terms shall not be used. Appropriate non-compulsive terms include should, can and may. Frequently, it is appropriate to qualify statements of preference or desirability with phrases such as if practicable, where practicable, and where warranted.

Avoid the use of the word "approved" in all Manual material in the context that AREMA puts an official stamp of approval on anything. Likewise, avoid the use of the word "essential" in Manual material.

Avoid the use of the word "standard" when referring to any AREMA Manual recommendations or to the AREMA TrackWork Plans.

Manual recommendations will be offered for adoption in the next available publication. Notices of recommendations, comment procedures, and deadlines will be posted on the AREMA World Wide Web site (www.arena.org). Procedures will include the location where comments should be directed and date by which they should be received, allowing sufficient time for interested persons, not limited to AREMA members, to prepare and submit comments. Final approval by the Board of Directors is required before Manual recommendations become Recommended Practices in the Manual.

Material offered for adoption and publication in the Manual, except as noted herein, should be submitted in full, regardless of its publication in previous years, unless the material in question appeared in substantially identical form not more than one year before being submitted for adoption. Manual material recommended for approval for deletion shall be presented by title and page reference only. Plans, specifications or other documents of other organizations recommended for adoption by AREMA shall be presented by title and serial designation only, e.g., current ASTM specifications, Designation D 17.

When entirely new material is offered for inclusion in the Manual, the committee sponsoring it should state specifically in its report the exact location the material is to be placed in the Manual.

5.2.2 Manual Format--The Manual format shall be as determined by the Board of Directors.

5.2.3 Manual Revisions--It is the responsibility of each committee to continuously review the material in its chapter of the Manual and recommend revisions whenever existing material becomes obsolete or new material of sufficient importance becomes available. Any request for review of a practice should be honored promptly. While it is vitally important that the Manual material be kept current, good judgment must be exercised in recommending revisions to be assured that the revised data justifies the reissuance of the material. The Board has voted that all chapters be reviewed no less frequently than every seven (7) years. Chapters or parts that have been reviewed with no changes must be clearly identified on the cover page and each subsequent page as Reaffirmed with the year in which it was reaffirmed using the following format "(original year)R(reaffirmed year)". For example 1994 R(2008) shows a part from 1994 that was reaffirmed in 2008.

All Manual material shall be submitted to the appropriate Functional Group Vice President who will forward it to the Executive Director/CEO for review by the Board of Directors. The Board (through the Publications Committee, shall review again all material before final publication in the Manual.

5.3 Inquiries and Special Responses

5.3.1 Questions Concerning Manual Material-- Committee Chairmen shall receive all inquiries concerning technical information developed by the Committee or information contained in the Manual of Recommended Practice. Inquiries may be received from:

- Board of Directors or Board of Directors Functional Group via the Executive Director/CEO.
- Executive Director/CEO upon an inquiry from an AREMA member or non-member.
- Direct contact by a member or non-member.

5.3.2 Response to Inquiries—Only Committee Chairmen, or the committee chairman designee, shall respond on behalf of the committee to inquiries as follows:

- Respond by telephone and let the Recommended Practice speak for itself by reading the appropriate portions of the Practice.
- If asked, offer opinions, but make it clear that response is not an official response by the Committee or the Association.
- Request the inquirer to provide in writing the reasons for the inquiry or why the Manual does not address the concerns. This written request for clarification can be considered by members of the Committee or appropriate Subcommittee at the next meeting if a faster response is not requested.
- The Board of Directors via the Executive Director/CEO, the Board of Directors Functional Group or the Executive Director/CEO may request the Committee Chairman to create an Ad Hoc Subcommittee to provide special response to inquiries.
- The Committee Chairman may determine that an Ad Hoc Subcommittee is needed to provide a timely response to an inquiry.

5.3.3 Ad Hoc Subcommittees--Ad Hoc Subcommittees shall be created to provide timely response to inquiries not provided by normal subcommittee process.

The Board or Board of Directors Functional Group via the Executive Director/CEO, or the Executive Director/CEO shall provide, when requesting an Ad Hoc Committee be created, the rationale, specific scope, deliverables, and time frame to the Committee Chairman.

The Committee Chairman shall appoint the members of the Ad Hoc Subcommittee.

The Ad Hoc Subcommittee shall discuss the inquiry, rationale, scope, deliverables and time frame. Further clarification may be requested from the inquiring party; the Ad Hoc Subcommittee may

decide not to study the issue or the Ad Hoc Subcommittee may proceed to answer the request.

If the request is from the Board of Directors, Board of Directors Functional Group or from the Executive Director/CEO, and the Ad Hoc Subcommittee declines to study the issue, the task may be re-considered and sent back to the Ad Hoc Subcommittee with further instructions.

The Ad Hoc Subcommittee shall, after conferring with the Committee Chairman, be empowered to make a response on behalf of the Committee. The response, due to its nature, may also be reviewed by the Executive Director/CEO and/or Board of Directors Functional Group if the response changes or creates Recommended Practice. The Executive Director/CEO and/or Board of Directors Functional Group may approve the response as a temporary Recommended Practice until such time as the full Committee process can occur. The response shall be provided to the Committee for review and approval or submitted to a continuing or special subject subcommittee for further consideration.

Committee Chairmen shall keep a written record of inquiries and responses, providing a copy to the Executive Director/CEO and the Board of Directors Functional Group.

Committee Chairmen shall not issue a written response, which addresses items not contained in the Manual of Recommended Practice, or changes the context or content of the Manual unless approved as contained herein.

Except for responses changing or creating Recommended Practice, as provided for above, an Ad Hoc Committee shall conduct its affairs in accordance with the procedures for subcommittees.

5.4 **Committee Funding**

5.4.1 **Expenses**--Expenses for committee activities will not be paid by the Association unless the expenditures are previously authorized by the Board of Governors on recommendation of the Board of Directors Functional Group and the Committee Chairmen, and are within amounts specifically included in the annual Association budget as approved by the Board of Governors.

5.4.2 **Generation of Funds**--The Committees may raise funds from their members through contributions for the sole purpose of defraying the costs of operating a meeting. These funds may be used for costs such as meeting room rental, audio/visual rental, document reproduction and like business expenses which benefit the whole committee. A subcommittee may not raise funds; however, it may request funds from the Committee Chairman, and the Committee Chairman may approve an expenditure if it is to the benefit of the whole Committee meeting.

Funds may be solicited by the Committee Chairman or as stipulated by the approved committee bylaws. The Committee Chairman may make a request for funds at any time during a meeting based on the estimate of the amount needed, or immediately prior to the close of a meeting based on actual expenses incurred. These requests for funds will be limited to those present at the meeting in question. Receipts shall be provided for funds received. Solicitation shall be controlled to prohibit excessive fund balances, and a strict accounting of funds received and expended, to include any balance, shall be included as an attachment to the Minutes of the Meeting. The Executive Director/CEO shall monitor the receipts, expenditures and balances, directing the Committee to make corrections as deemed necessary.

5.4.3 **Requests for Funding**--Committees may request, in writing, funds from the Executive Director/CEO for committee activities. These activities may include meeting rooms, field trip expenses, mailing expenses or other expenses as necessary. The request shall contain a description of the expense, the need for the expense, why contributions are unsuited for this expense and how the expense is related to the work of the Committee.

5.5 **Research**

5.5.1 **Determination of Need**--The Committee shall decide on the need for conducting research or study by agencies outside the committee. This decision may be based on recommendation by the subcommittee from its assignment work plan after determining no other resource for developing the

information needed exists.

5.5.2 Request Format--The research request shall contain the following information:

- Description
- Need
- Justification
- Time frame
- Benefits
- Recommendation on who to perform the research, if possible.

5.5.3 Approval Process--The Committee shall send the request to the Executive Director/CEO for approval by the Executive Director/CEO and Board of Directors Functional Group. The Board of Directors Functional Group shall submit the request to the Board of Directors for final approval and assignment of the research project.

5.5.4 Participants--Research resources include but are not limited to:

- Suppliers
- Association of American Railroads
- Universities
- Independent Laboratories
- Railway Research and Development Departments
- Government Agencies

5.5.5 Priority--The Committee Chairman in conjunction with the Board of Directors Functional Group and Board of Directors shall prioritize the research requests annually and shall review the list of research requests to determine appropriateness and current need.

5.5.6 Development of Priorities--The Committee Chairman, upon request, shall assist in developing research needs and priorities and participate as needed. The Committee Chairman shall report on such activities in writing to the Executive Director/CEO, the Board of Directors Functional Group and the Committee.

5.6 Annual Report

5.6.1 Responsibility--Committee Chairman shall prepare an annual report on Committee activities for the Executive Director/CEO and the Board of Directors Functional Group.

5.6.2 Format--The annual report shall include the following items:

- Membership Status, statistics and changes
- Officer Status
- Manual Review and Changes
- Assignment Progress
- Results of all letter ballots
- Recommendation for subjects to be considered and reported on.
- Identify procedural problems, resource needs and impasses.
- Research activities investigated.

5.6.3 Distribution--Copy of the annual report should be distributed to committee members.

5.7 Meeting with Board of Directors Functional Group

5.7.1 Purpose--The Board of Directors Functional Group is accountable for the timely completion of assignments, and for the general conduct of the business of the Committees. See 5.7.2 and 5.7.3.

5.7.2 Meetings--Two meetings between the Board of Directors Functional Group and Committee Chairmen shall be scheduled per Association year. The first meeting shall be conducted during the

first six months of the year and shall be the Primary Meeting. The second meeting, not less than four months, nor more than six months, following the Primary Meeting shall be an Informational Meeting.

5.7.2.1 Primary Meeting--The Primary Meeting shall be attended by the entire Board of Directors, all Committee Chairmen, the Executive Director/CEO and such invitees as the Board of Directors Functional Group may deem necessary. Committee Chairman may delegate the Committee Vice-Chairman as an alternate.

5.7.2.1.1. Format--The Primary Meeting shall be conducted face-to-face, at the time and place, and in accordance with an agenda of the Board of Directors Functional Groups.

5.7.2.2 Informational Meeting--The Informational Meeting may be conducted electronically or as decided upon and shall be attended by the Executive Director/CEO and a group of not less than two Committee Chairmen. The number of meeting sessions shall be such that all Committee Chairmen attend at least one session.

5.7.2.2.1. Format--The Informational Meeting shall be conducted as arranged by the Executive Director/CEO and in accordance with an agenda prepared by the Board of Directors Functional Groups.

5.7.2.3 Minutes of Meeting--The Executive Director/CEO shall accurately record and in a timely manner produce a written record of all meetings between the Board of Directors Functional Group and the Committee Chairmen. This record will specifically identify problems not resolved during the course of the meeting.

5.7.3 Petitions to the Board of Directors Functional Groups --Any group of five (5) members of a Committee may, by written and signed letter, make a petition to the Board of Directors Functional Groups requesting a private hearing on a specific matter or set of circumstances. The written petition shall be addressed to the Board of Directors Functional Groups in care of the Executive Director/CEO and shall show on its cover Confidential Petition.

5.7.3.1 Responsibility--The Executive Director/CEO shall manage the petition with due diligence, assuring that all members of the Board of Directors Functional Groups receive a copy of the writing.

5.7.3.2 Response--The Executive Director/CEO, at the direction of the Board of Directors Functional Group, shall conduct such investigations, prepare such reports and propose alternative resolution as may be appropriate. At the conclusion of these work efforts, the Board of Directors Functional Group shall prepare a response to writers of the petition.

5.7.3.3 Time Frame--The investigation and response effort shall not exceed forty-five (45) days from the date of receipt without explanation to the writers.

5.7.3.4 Response to Frivolous Petitions--Writers of frivolous petitions will be required to explain their position before the Board of Directors of the Association, and, if the Board of Directors elects, the writers may be expelled from the Association.

5.8 Assigned Director

5.8.1 Attendance--A Board of Directors Functional Group member or designee shall attend each scheduled Committee Meeting.

5.8.2 Purpose--Purpose is to provide a liaison between the Committee and the Board of Directors Functional Group and the Board of Directors, and to provide guidance in all matters that may come before the Committee.

5.8.3 Other Information--The Board of Directors Functional Group member or designated attendee shall also convey to the Committee any matters of the Board or Board of Directors

Functional Groups deemed necessary.

5.9 Reports at the Conference

5.9.1 **Participation**--Committees are encouraged to develop presentations and papers to be presented at the Conference each year.

5.9.2 **The Purpose**--This is a means to disseminate pertinent and timely information regarding new or improved techniques applicable to design, construction, maintenance or operation of railroads.

5.9.3 **Presentation Request Outline**--Presentation requests shall be made to the Executive Director/CEO as determined to meet the conference planning needs. Requests shall include:

- Outline of Presentation
- Author/Presenter
- Length of Presentation
- Audio/Visual Needs

5.9.4 **Request Approval**--Executive Director/CEO shall advise Committee Chairman if request is approved, and shall assist in finalizing the presentation.

5.10 **Assignments**--Requests for investigation, study and research of a defined problem or subject within a Committee's scope or responsibility may be made by:

- Subcommittee A
- Subcommittee request
- A vote of the Committee
- Board of Directors
- Board of Directors Functional Group
- Executive Director/CEO

The Chairman shall assign the request to a Continuing Subcommittee, create a Special Subject Subcommittee or create an Ad Hoc Subcommittee by the next Committee meeting. The Continuing Subcommittee, Special Subject Subcommittee or Ad Hoc Subcommittee shall prepare information for a Board Request for Assignment. This information shall include:

- Specific definition of scope of the investigation or study
- Outline of procedures for obtaining and analyzing data, including but not limited to:
 - Questionnaires
 - Published Data
 - Committee Expertise
 - Research
- Describe specific objective of study
- Proposed schedule

The Chairman may request approval for the investigation or study from the Executive Director/CEO and/or Board of Directors Functional Group at any time during the year.

The Executive Director/CEO shall transmit approval or disapproval of the request within 30 days of request being made.

Upon approval, the Continuing Subcommittee, Special Subject Subcommittee or Ad Hoc Subcommittee shall continue work.

Assignments for investigation, study and research of a defined problem or subject will result in creation of Recommended Practice, changes to Recommended Practice or other information to be published.

Recommended Practice or changes to Recommended Practice shall be published on the AREMA World Wide Web site (www.arema.org) and then be included in the appropriate chapter of the Manual.

The Committee shall determine the classification of the results. When the Committee considers a report final, the Subcommittee, unless a Continuing one, shall be disbanded.

Continuing Subcommittee assignments, other than Subcommittees A & B, shall be designated by a C, an assignment number, and year assigned.

Special Subcommittee assignments shall be designated by a D, an assignment number, and year assigned.

Requests for investigation, study and research of a topic by outside parties, organizations or agencies (for example: NTSB, AASHTO, ASCE, APTA, TTCI and others), shall be forwarded to the Board of Directors for consideration of:

- Approval of the assignment, and
- Appointment to the appropriate Committee

5.11 **Surveys**--Committees, Subcommittees or Ad Hoc Subcommittees may conduct internal committee surveys or surveys of railroads, suppliers, consultants, contractors, etc., to garner information needed to complete investigations, studies or research. Internal Committee Survey format shall be approved by Subcommittee. External Committee Survey format shall be approved by the full Committee, Executive Director/CEO and Board of Directors Functional Group.

5.12 **Recognition**--The Committee or Subcommittee Chairman may recognize Committee members who have performed outstanding service by letter or award of merit, or election as a Committee Member Emeritus.

5.12.1 **Committee Member Emeritus**

5.12.1.1 **Eligibility**--A committee member must be in good standing in the Association as a Member, Honorary Member, Associate, Student Affiliate, or Life Member to be eligible to receive this recognition. The member must have:

- Served on the committee at least 10 years.
- Rendered outstanding service to the committee over a period of years.

5.12.1.2 **Process**--Recognition as a Committee Member Emeritus shall occur after the following process:

- Five committee members propose in writing that the individual be recognized as a Committee Member Emeritus.
- Two-thirds of the entire committee votes affirmative to approve the recognition on a letter ballot.
- Recognition and affirmation by the Board of Directors Functional Group.
- Additional requirements as shall be specified in the Committee Bylaws.

5.12.1.3 **Form of Recognition**--The form of recognition shall be a certificate, signed by the Committee Chairman, Functional Group Vice President, and AREMA President. The certificate may be presented to the recipient before the entire membership attending the Annual Meeting. The member recognized as a Committee Member Emeritus will continue to be listed in the Committee Roster and retain committee membership

Appendix II

American Railway Engineering and Maintenance-of-Way Association

Letter Ballot

1. **Committee and Subcommittee:** _____

2. **Letter Ballot Number:** _____

3. **Assignment:**

4. **Vote:**
- Approve
 - Disapprove
 - Abstain

- Note: If you have a conflict of interest on the topic being considered, you must mark the ballot "Abstain."

5. **Comments:** Comments must be provided when voting to disapprove or abstain. Use additional space on back or attach sheet as necessary. _____

6. **Voting Deadline:** Votes must be sent to: _____

by: Month _____ Day _____ Year _____

7. **Signature:** I have read the Regulations Governing AREMA Technical Committees and have complied with all its requirements.

Signed: _____ Name (Please Print) _____

Address (if changed) _____
