

## BYLAWS of

### The National Railroad Construction and Maintenance Association, Inc.

Approved: December 1972

Last revision: November 2002

#### ARTICLE I — NAME

The name of this Association is “The National Railroad Construction and Maintenance Association, Inc.” (“the Association”). The Association is incorporated in the District of Columbia as a not-for-profit trade Association.

#### ARTICLE II — PURPOSE

The purpose of the Association is to pursue completion of the mission, as set forth by the Board of Directors (the “Board”), that will advance the mutual interests of its members and the railroad construction industry.

#### ARTICLE III — MEMBERSHIP

- 1) **Types of Membership.** The types of NRC membership shall be as follows:
  - a. *Contractor Members:* Firms that are active in the railroad construction industry, including prime and subcontractors.
  - b. *Supplier Members:* Firms that supply materials to railroad contractors, but provide no on-site labor.
  - c. *Associate Members:* Firms that provide consulting and engineering services as well as companies that provide services to the construction industry but no materials or labor (i.e., architects, insurance brokers, law firms, etc.)
  - d. *Affiliate Members:* Companies that are partially or completely owned by an NRC member company.
- 2) **Eligibility:** Any entity which possesses the qualifications noted above and agrees to adhere to the Association’s Code of Ethics, has paid the required dues and fees, and is approved by the Board, is eligible to become a member of the Association. The NRC Board of Directors may reject entity for cause. An entity whose membership application is rejected is entitled to notice and an opportunity a hearing in accordance with Article IV below.
- 3) **Voting Rights:** Each regular member shall have the right to vote for the election of NRC Directors and other matters requiring approval of the membership.
- 4) **Application:** Application for the various types of membership shall be made on a proper form supplied by the Association.

- 5) **Dues:** The association's annual membership dues and assessment fees shall be set by the Board. Dues and assessments are payable on the first (1st) of January in advance for the entire year.

Failure to pay the annual dues or assessments will result in automatic termination of membership rights.

#### **ARTICLE IV — REJECTION. CENSURE. SUSPENSION OR EXPULSION**

- 1) **Authority:** The NRC Board of Directors may reject an entity applying for membership; or censure, suspend or expel an existing member.
- 2) **Rejection, Censure, Suspension, or Expulsion:** Upon written notification from: the NRC staff, a railroad track owner, or three or more member firms; the entity may be rejected, censured, suspended, or expelled from the NRC, for one or more of the following reasons:
  - a. Improper practices which violate the NRC Code of Ethics,
  - b. Violation of the NRC By-laws,
  - c. Conduct prejudicial to the welfare, and interest of NRC,
- 3) **Notice and Hearing:** Upon notice of an alleged violation, the NRC Board of Directors shall convene a special meeting for the purpose of determining whether any disciplinary action should be taken against the accused entity. The entity will be notified 20 calendar days prior to the hearing, and have the opportunity to attend the hearing, present any relevant information pertinent to the allegations. A written record of the hearing shall be made.
- 4) **Hearing Process:** The hearing must be before a minimum of two thirds of the membership of the NRC Board of Directors. Upon two thirds vote of the board members present, the entity may be rejected, censured, suspended or expelled. In addition, the Board may suggest that the entity undertake some action in order to resolve the matter in the best interests of all parties. If the complainant or accused entity is a board member, he or she shall not sit in judgment nor participate in the Board's deliberations. If this situation occurs; the Board's quorum requirements shall be reduced accordingly.
- 5) **Appeal:** The entity may appeal the Board's action to binding arbitration under the rules of the American Arbitration Association. The arbitrator's decision shall be final and binding to both parties. The sole remedy available to the entity shall be reinstatement as a member in the NRC. NRC shall have no liability to the firm for any damages. The fee for the arbitrator shall be borne equally by the parties. Each party shall pay its own expenses. Any discipline imposed under this Article shall not relieve the entity of liability for unpaid dues or other obligations to the Association.

- 6) **Reinstatement:** If the entity is expelled or denied membership, it may apply for membership at a later date. The Board, upon a finding that extenuating circumstances exist or the subsequent record of the entity favors an application for admission, along with an affirmative two-thirds (2/3) vote, may approve the application.

## ARTICLE V — BOARD OF DIRECTORS

- 1) **Board Powers:** The Board shall have full power to manage all the affairs of the Association and make such policies (“Policies”) as may be necessary for its own government and operation, subject to the limitations stated in these Bylaws and its Policies.
- 2) **Bylaws Suspension:** The Board of Directors, upon an affirmative vote of two-thirds of its members, shall have the authority to temporarily suspend any Bylaws for the good of the Association.
- 3) **Eligibility:** A member shall be eligible to be a Director. No person who receives payment for services from the Association shall be a Director.
- 4) **Board Size:** The Board shall consist of Directors elected from members in good standing of the Chapter.
  - a. As of April 14, 2001, not more than eighteen (18) members, including the elected officers of the Association, shall be Directors.
  - b. The Board of the Association shall be representative of all classifications of members in so far as is practicable.
- 5) **Board Meetings:** The Board shall determine its meeting times and places. Special meetings of the Board may be called at any time by the Chairman or by any two (2) members of the Board, provided notices of the proposed meetings are mailed to all Board members at least fourteen (14) days prior to the meeting date.
- 6) **Meeting Conduct & Quorum:** Meetings of the Board shall be conducted according to the provisions of Robert’s Rules of Order, except as otherwise provided in these Bylaws. One-third (1/3) of the members of the Board shall constitute a quorum.
- 7) **Director Nominations:** Not less than ninety (90) days prior to the Association’s annual meeting, the Chairman shall appoint a Nominating Committee consisting of at least three contractor members. Not less than sixty (60) days prior to the annual meeting, the staff will mail to the membership a call for nominations for the Board of Directors elections. The Nominating Committee then shall report to the Board a complete slate of Board nominations. The staff shall then distribute the slate of nominees for election and a ballot to the main contact from each member company not less than thirty (30) days prior to the annual meeting. Ballots will be returned to the Association office for tabulation prior to the annual conference. Election results will be announced during the

annual conference.

- 8) **Term of Office:** Directors serve a three (3) year term and may not be elected to more than three consecutive full terms. The terms of office of Directors shall be staggered, whereby no more than one-third (1/3) of the Directors shall be elected each year.
- 9) **Succession:** In the event that a Director is unable, for any reason, to complete his or her elected term of office, the Chairman shall nominate a Director from the membership and the Board by a majority vote, shall approve or deny the Chairman's appointment.
- 10) **Suspension or Expulsion:** The Board shall have the power to make and enforce rules for the suspension and expulsion of Board members.
- 11) **Meeting Attendance:** Directors who miss more than two Board Meetings in a row are subject to dismissal by majority vote of the Board.

#### ARTICLE VI — ASSOCIATION ADMINISTRATION

- 1) **Administration:** The Board may hire or retain a staff to manage the Association. The chief staff official shall carry the title of President and will act as the Chief Operating Officer of the Association.
- 2) **Bylaw Enforcement:** The President shall advise the Board regarding Whether the Bylaws are carried out and enforced.
- 3) **Fiscal Year:** The fiscal year of this Association shall begin on the first (1st) day of July and close on the thirtieth (30th) day of June of each calendar year. The Fiscal Year may be changed by the Board of Directors at any time.

#### ARTICLE VII-- LABOR RELATIONS

- 1) **Labor Trustees:** There shall be such Labor Trustees as the labor agreements negotiated by the Association require.
- 2) **Labor Trustee Duties and Obligations:** The Labor Trustees shall be under the direction of the NRC Board of Directors and the signatory contractors. The Trustees shall represent the interests of the Association and signatory contractors in all dealings with the unions. The Labor Trustees shall communicate all labor negotiation information at least fourteen (14) days prior to accepting an offer or agreeing to a contract with any labor union.
- 3) **Appointment:** The Labor Trustees shall be appointed by the NRC Chairman and shall serve a three (3) year term of office. The terms shall be staggered so that a majority of trustee terms do not end in the same year.

- 4) **Removal:** The NRC Chairman may remove a trustee from office at any time, for any reason. In addition, an NRC Member may petition the NRC Board of Directors to remove a Labor Trustee. Upon such petition, the NRC Board by a two-thirds majority vote may remove the Trustee. Removal from office is immediate upon serving notice to the affected Trustee.
- 5) **Authority to Negotiate Labor Contracts:** The Association or any Committee thereof acting on behalf of members in any labor negotiations shall act solely as agent for that member or those members concerned, and not in any way as a principal. The Association may in no way bind any member or associate by any contract or agreement without the express consent of such member or associate. This consent must be in writing.

## ARTICLE VIII — ELECTION OF OFFICERS

- 1) **Officer Terms:** The term of office for the Chairman, Vice Chairman and Secretary-Treasurer shall be for two (2) years. All officers must be Directors.
- 2) **Officer Duties:** The duties of Chairman shall be those established by the Board. The duties of the Vice Chairman shall be that in the absence of the Chairman, or in the event of the Chairman's inability to act he shall perform his duties, and those other duties as established by the Board. The duties of Secretary-Treasurer shall be those established by the Board.
- 3) **Election of Officers:** The officers shall be elected by the Board at its first held immediately after the annual meeting or as soon thereafter as conveniently possible. Each officer shall hold office until his successor shall have been duly elected or until his death, or until he shall have resigned, or shall have been removed as provided by the By-laws.
- 4) **Officer Succession:** In the event that the Chairman is unable, for any reason, to complete his or her elected term of office, the Vice Chairman shall immediately become Chairman and the Secretary-Treasurer shall become the Vice Chairman. The Board, by a majority vote, shall approve a Director to be Vice Chairman or Secretary-Treasurer, to fill any vacancies in those positions.

## ARTICLE IX — ANNUAL MEETINGS

- 1) **Annual Meeting Date:** The annual meeting of the Association shall be held each year, the date and place to be set by the Chairman.
- 2) **Special Meeting Procedures:** A special meeting of the Association may be called by the Chairman, any five (5) members of the Board, or any fifty (50) members of the Association. The call shall state the nature of the business to be presented for consideration, no other business shall be considered. The members shall receive a

minimum of fourteen (14) calendar days advance notice of the meeting.

- 3) **Meeting Quorum:** A quorum for transaction of business by the Association membership shall be twenty active members in good standing at any duly called annual, general or special meeting.
- 4) **Meeting Conduct:** Meetings of the general membership shall be conducted according to the provisions of Robert's Rules of Order, except as otherwise provided in these Bylaws.

## **ARTICLE X -- BYLAWS AMENDMENTS**

Upon thirty (30) days' notice stating the proposed changes, these Bylaws may be amended by one of the following methods: a two-thirds vote of the Board; or a majority vote of the Association members attending an annual meeting; or a majority of members voting by letter ballot.

## **ARTICLE XI — LEGAL DISCLAIMER & HOLD HARMLESS**

- 1) **Disclaimer:** Notwithstanding any other provision herein, the Association shall not conduct or carry on any activities in contravention of applicable law, including federal and state anti-trust laws and Section 501 (c)(6) of the Internal Revenue Code and regulations promulgated thereunder, as amended.
- 2) **Liability For Individual Acts:** The Association shall not be responsible or liable for the individual acts of its members or associates, or their representatives, nor for any of their acts as representatives of the Association, except such as shall be within the scope of the authority expressly delegated to them.
- 3) **Hold Harmless:** Every Association member agrees, as a condition of membership, that in any matters in which the Association shall act as the member's agent, that such member shall save the Association, its members and officers from any and all expenses, damages or other loss whatsoever resulting from such representation.