

MIDWEST ASSOCIATION OF RAIL SHIPPERS

BY-LAWS

Effective September 18, 2010

ARTICLE I – Name

The name of this organization shall be the Midwest Association of Rail Shippers, Inc., hereinafter referred to as the Association, a not for profit corporation registered in the state of Illinois.

ARTICLE II – Objectives

It shall be the purpose of this Association:

1. To provide a medium through which the members can gain a better understanding of current rail issues;
2. To promote the interchange of ideas in anticipation of rail equipment supply and service requirements;
3. To encourage and promote operating efficiency through maximum loading, prompt and proper handling of rail equipment;
4. To educate members on new developments relating to the transportation industry;
5. To make members aware of State and National legislation affecting rail transportation;
6. To support the North American Rail Shippers Association and its mission.

ARTICLE III – Membership

Membership in the Association shall consist of regular and honorary members approved by the Executive Committee. Only those who possess the following qualifications shall be eligible for membership:

Regular Membership:

Those employed by any firm or institution involved in rail transportation.

1. Regular members shall enjoy all the privileges of membership including the right to vote and hold elective office.
2. Annual dues shall be determined by the Executive Committee for Regular Membership.
3. If dues are not paid within 120 days of billing, membership may be terminated unless the Executive Committee intervenes for good cause.
4. Any member may terminate his membership at any time by submitting his resignation to the Association.

Honorary Membership:

1. Honorary members shall enjoy all privileges of membership except the right to vote and hold elective office subject to the discretion of the Executive Committee
2. Any retired member may be eligible if they have actively served with the Association for at least five years.
3. They must be recommended by the Executive Committee for honorary status.
4. Honorary members will not be obligated to pay dues.

Regional Transfers

If a person is a member in good standing of a region other than MARS, and their employment is transferred into the MARS region, MARS will accept that person as a regular member of MARS and waive the payment of annual dues for the balance of the year in which their dues have been paid to their original region.

ARTICLE IV – Jurisdiction

The scope of this Association shall include all legally allowable matters affecting rail transportation.

The geographical jurisdiction of the Association shall be as follows: Illinois, Indiana, Iowa, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin, as well as the Provinces of Manitoba and Saskatchewan.

ARTICLE V – Officers

The officers of this Association shall consist of a President, 1st Vice President, and 2nd Vice President. The officers shall be elected at each annual meeting of the Association, shall take office immediately and shall continue in office until their successors are elected, provided that no elected officer shall be retained in any office for more than two consecutive one-year terms.

ARTICLE VI – Duties of Officers and Executive Director:

President – The President shall be the Chief Executive Officer of the Association. It shall be the duty of the President to preside at all regular and special meetings of the Association; and to appoint all Standing and Special Committees, unless otherwise provided for by these by-laws or by resolution of the active members. The President will oversee the formulation and population of conference agendas. The President shall manage the day to day affairs of the Association and shall be a member ex-officio of all committees.

1st Vice President – The 1st Vice President in the absence of the President shall preside at meetings of the Association. In the absence or disability of the President they shall perform all the duties of the President. They shall perform such other duties as may be assigned to them by the President.

2nd Vice President – The 2nd Vice President shall assist the President and the 1st Vice President as requested and shall perform such other duties as may be assigned. In the absence of the President and the 1st Vice President, they shall perform all the duties of President and the 1st Vice President.

The 2nd Vice President shall serve as the Parliamentarian. As Parliamentarian, at the beginning of each general meeting, the 2nd Vice President will briefly state the Association's objectives and caution members in attendance to avoid any discussions, agreements, or understandings, or using the facilities or activities of the Association to disclose to each other information with respect to price fixing, boycotts, or any other related activities that could be held as unreasonable and/or illegal restraints upon competition or acts of unfair competition. The Parliamentarian will have authority to immediately terminate any such activities, if in the best judgment of the Parliamentarian, such activities create an appearance of wrongdoing.

Immediate Past President – The Immediate Past President shall act, as needed, as advisor to the President assisting in the performance of their duties. The Immediate Past President shall act as the Chair of the Nominating Committee.

Executive Director – The duties of the Executive Director shall be to conduct all correspondence, issue notices, keep the roll of members, furnish pertinent information to any member of the Executive Committee on request, and discharge such other duties as assigned to them by the President.

All printed matter and the purchase thereof as needed for the proper discharge of activities shall be under the jurisdiction of the Executive Director.

The Executive Director shall collect all monies and deposit same in the Association's checking or saving account or other savings instrument in a bank approved by the Executive Committee

The Executive Director shall be bonded to the satisfaction of the Executive Committee of the Association and the bond shall be paid for by the Association.

The Executive Director will provide the Executive Committee with the Association's current financial position when requested and more specifically will submit a written report of like nature each time the Executive Committee convenes.

The Executive Director shall receive all membership applications and accept or refer to the Membership Committee for approval.

The Executive Director, with the concurrence of at least one other officer or designated member of the Executive Committee, shall be empowered to spend in excess of \$1,000.00 in conjunction with each of the Association's two regularly scheduled meetings.

The Executive Director shall prepare the agenda for the next Executive Committee meeting to determine whether subjects therein come properly before the Association in accordance with its rules.

ARTICLE VII - Meetings:

Regular meetings of this Association shall be held during the months of January and July of each year at such times and places as the Executive Committee may determine. If in the opinion of the Executive Committee such action is warranted, any meeting other than the annual meeting may be deferred or omitted by direction of the Executive Committee.

The January meeting of the Association shall be its annual meeting. Special meetings may be called

1. (a) By the President whenever in their opinion the necessity therefore exists;
(b) Upon request of not less than twenty-five (25) active members of the Association;
2. Members shall be notified of any Special Meeting at least fifteen (15) days in advance of the meeting date.
3. A registration fee will be assessed as deemed appropriate by the Executive Committee for each meeting.
4. Forty (40) regular members shall constitute a quorum at all meetings of the Association.

ARTICLE VIII – Executive Committee

The Executive Committee shall consist of the current officers, all past Presidents who are currently engaged in transportation activities, chairs of standing committees, and not less than twenty-five (25) members elected by the Association who are currently engaged in transportation activities. It shall have general charge of the affairs and business of the Association. The President of the Association shall preside at meetings of the Executive Committee.

The duties of the Executive Committee shall be as follows:

1. To attend all regularly scheduled meetings of the Executive Committee. Any Executive Committee member who fails to attend three consecutive meetings may be removed from the Committee by vote of a simple majority of the Executive Committee
2. To receive and consider reports and recommendations from all Standing and Special Committees, the Executive Director, and the Officers. It may approve or disapprove such reports and take appropriate action.
3. To make recommendations to the Association on matters to be considered.
4. To fill temporary vacancies in its membership to be effective until the next annual meeting.
5. To perform such other duties as may be designated by the Association.
6. To appoint a Executive Director

Meetings of the Executive Committee shall be held quarterly or upon call of the President.

Ten (10) members shall constitute a quorum at all meetings of the Executive Committee.

No financial obligation shall be incurred beyond the above stated amount on behalf of the Association, nor shall the Association embark on such course of action which would lead to the incurring of such financial obligations, nor shall any of the Association's funds be expended except where such course of action is essential and necessary to the attainment of objectives of the Association and its continued existence and well being in accordance with those objectives as cited in the By-Laws. Such action must have the approval of a simple majority of the Executive Committee members of record at the time of vote. In such instances, funds for such possible actions must be pre-determined as to source and amount before any commitment is made.

ARTICLE IX - Standing Committees:

Standing Committees shall be designated and constituted as follows and who's Chairman shall be members of the Executive Committee.

Membership
Publicity and Public Affairs
Legislative
Scholarship
Nominating

Membership Committee:

1. The Membership Committee shall actively promote and recruit new members.
2. The Membership Committee shall certify the voting privilege of regular members or their alternate delegates at each regular Association meeting.

Publicity and Public Affairs Committee:

1. The Committee shall arrange for all press coverage, pictures, personal interviews and advertising.

Legislative Committee:

1. The Legislative Committee shall keep itself informed on all proposed State and National Legislation affecting railroad related transportation issues and report pertinent issues to the Association and encourage member's participation in the process.

Scholarship Committee:

1. It is the responsibility of this committee to determine recipients of MARS sponsored scholarships.
2. The Scholarship Committee shall consist of 5 members appointed by the Committee

Chair.

3. The process for determining scholarship awards will be as follows:
 - a. All applications must be received on or before the cut-off date.
 - b. All applications will be reviewed by the Executive Director to determine if the sponsor is an active member of the Association.
 - c. All applications will be reviewed by each member of the committee for quality, letter, and program experience. Each category will be rated on a scale of 1 to 4 and the results totaled.
 - d. The review totals of each committee member are added to determine the final results. Scholarship winners will be determined by the highest numerical total; ties will be resolved by the Committee.
 - e. The monies available and the number of scholarships to be awarded and the amount of each will be determined by the Executive Committee at the September planning meeting.

Nominating Committee:

1. The Nominating Committee will consist of the last three Presidents; the immediate past President will be the committee chair. The committee will send a message to all members, in good standing, 120 days prior to the annual January meeting asking the membership for nominations for President, 1st Vice President, 2nd Vice President, and those interested in becoming a member of the Executive Committee. Responses will be due by the 15th day of October.
2. The Nominating Committee will report all names to the Executive Director who will determine if nominees remain members in good standing.
3. A ballot of recommended candidates will be prepared by the Nominating Committee listing the openings and those nominated for the office of President, 1st Vice President, 2nd Vice President, and the Executive Committee.
4. On December 1st, the recommended slate of candidates will be electronically communicated to each member in good standing.
5. The recommended slate will be displayed and distributed throughout the annual meeting. At the annual meeting the chair of the nominating committee will ask for nominations from the floor.
6. Winners will be determined and announced at the annual meeting.

ARTICLE X - Amendments:

Section I:

These articles may be amended, supplemented or rescinded by a two-thirds vote of the members present at any regular meeting of the Executive Committee, at which a quorum is

present subject to the further provisions of this article. Voting by proxy on such action shall not be permitted.

Section 2:

Any proposed change of these articles before they may be legally voted upon, must first have been submitted to the entire Executive Committee at least twenty (20) days prior to the date of the meeting at which such action is to be taken.

Section 3:

At discretion of the Executive Committee a proposed change in these articles may be submitted by mail, e-mail or fax ballot. Changes shall become effective upon certification that two-thirds of the Executive Committee was in favor of the proposed change. Such certification is to be based upon the returns received within twenty (20) days after the mailing of the ballot.

ARTICLE XI - Procedures:

Insofar as they may be consistent with the Constitution and By-Laws of the Association, "Roberts Rules of Order" shall govern the proceedings at all meetings of the Executive Committee and the Association, unless suspended by majority consent.