MIDWEST ASSOCIATION OF RAIL SHIPPERS

BY-LAWS

Effective July 8, 2025

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 educate members on new developments relating to the transportation industry.
4. To make members aware of State and National legislation affecting rail transportation.
5. To support the North American Rail Shippers Association and its mission.

ARTICLE III – MEMBERSHIP

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

Regular Membership:

Members are those employed by any firm or institution involved in the transportation industry who have paid annual dues. In addition:

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.
3. Any member may terminate his or her membership at any time by submitting a resignation to the Association.

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, 2nd Vice President, and Immediate Past President. The officers shall be elected by the membership 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 & 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 the 1st Vice President shall perform all the duties of the President as well as such other duties as may be assigned 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, the 2nd Vice President shall perform all the duties of President and the 1st Vice President. The 2nd Vice President shall also oversee the duties of the Sergeant of Arms. The Sergeant of Arms shall be selected by the Executive Committee from among the members of the Committee.

Sergeant At Arms acts to remind 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.

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 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 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 up to $7,000 in conjunction with each of the Association's two regularly scheduled meetings unless otherwise approved by the Executive Committee.

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:

By the President whenever, in the President's opinion, the necessity exists

<or>

Upon request of not less than twenty-five (25) active members of the Association

Members shall be notified of any Special Meeting at least fifteen (15) days in advance of the meeting date. A registration fee will be assessed as deemed appropriate by the Executive Committee for each meeting.

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 at the annual meeting who are currently engaged in transportation activities. Members of the Executive Committee shall be members in good standing with the Association. The Executive Committee 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 a vacancy in an Officer position in accordance with the successorship terms set forth in Articles V and VI.
5. To fill, at its discretion, any vacancies occurring in non-Officer Executive Committee positions to be effective until the next annual meeting.
6. To perform such other duties as may be designated by the Association.
7. To appoint an 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 obligations shall be incurred on behalf of the Association beyond the amount stated in Article VI under duties of the Executive Director, nor shall the Association embark on such course of action which would lead to the incurring of costs in excess 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. The Chair of any Standing Committee shall be a member of the Executive Committee.

Meeting Content
Nominating
Scholarship
Sponsorship
Technology
Young Professionals Group Committee
Finance

Meeting Content Commiteee

The Meeting Content Committee will work in tandem with the MARS President, MARS Officers and the MARS Executive Committee to advance the content of both the Winter and Summer Meetings.

The Committee will:

- Identify and qualify new speakers
- Assist in putting together panels
- Gather and review feedback on speakers from attendees, Executive Committee members and other industry colleagues
- Formulate agenda for each meeting in partnership with MARS President and Executive Director
- Make recommendations to the MARS President and Executive Committee on format changes
- Identify opportunities to enhance the MARS meeting experience through content, agenda, meeting app or other new initiatives
- Provide direction on meeting design and set up to include room set, stage design and meeting décor

The Meeting Content Committee will be chaired by a member of the Executive Committee and have no less than 3 additional members. The Meeting Content Committee Chair will report to the MARS President and provide a report on progress at each MARS Executive Committee meeting.

One member of the Meeting Content Committee shall be the Executive Committee member who serves as the Meeting Presentation/Audio Visual Leader. This position's responsibilities include:

- Along with the Executive Director serving as the liaison between the Executive Committee and the Audio-Visual company both on site and in advance of both the Winter and Spring Meetings
- Partner with Executive Director, Executive Committee and Meeting Content Committee Members to collect required items from speakers prior to each conference to include biographies, headshots, session titles and descriptions, and meeting presentations
- Coordinate the run-of-show document with the Executive Director
- Organize the sponsor presentation to be shown throughout the conference
- Organize the meeting presentation to accompany the speaker sessions
- Other duties as needed to ensure a successful presentation at the MARS Winter and Summer Meetings

Nominating Committee:

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 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.

The Nominating Committee will report all names to the Executive Director who will determine if nominees remain members in good standing.

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.

On December 1st, the recommended slate of candidates will be electronically communicated to each member in good standing.

The recommended slate will be available throughout the annual meeting. At the annual meeting, the Chair of the Nominating Committee will ask for nominations from the floor.

At the annual meeting, prior to calling for election of Executive Committee candidates, the Chair of the Nominating Committee will determine that a quorum of the membership is

present, oversee the counting of votes for the slate candidates, and announce the results to the membership.

Scholarship Committee:

The Scholarship Committee will determine recipients of MARS sponsored scholarships. The Scholarship Committee shall consist of no less than 3 and no more than 5 members appointed by the Committee Chair.

The process for determining scholarship awards will be as follows:

1. All applications must be received on or before the cut-off date.
2. All applicants will be reviewed by the Executive Director to determine if the sponsor is an active member of the Association or if the major being pursued by the applicant is appropriate for the Longardner Scholarship
3. 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 10 and the results totaled.
4. 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.
5. The monies available and the minimum dollar amounts to be awarded will be determined by the Executive Committee.

Sponsorship Committee

The Sponsorship Committee will annually review levels of sponsorships, define them and add transparency to make it easier for sponsors to clearly communicate sponsorship levels and what sponsoring companies would receive as a result of sponsoring.

The overall mission of the committee is sustaining and growing sponsors support is to continue to offset event costs, to hold down conference registration fees to continue to make our meetings accessible to many, support the MARS scholarship program, and provide sponsorship levels in a way that sponsoring companies find value in promoting their brand.

The Sponsorship Committee will be chaired by a member of the Executive Committee who will work closely with the MARS President, Executive Committee and Financial Committee Chairman.

Technology Committee:

The Technology Committee is responsible for the web and mobile applications used to host MARS meetings. Duties include the following:

1. Oversee and manage the application program and vendor used for MARS meetings
2. Manage how users are uploaded into the app
3. Upload MARS content (sponsors, agenda, maps, and other) into the application
4. Coordinate with the Executive Director to contract a provider to host the MARS application
5. Manage which modules are offered within the MARS application
6. Trial and troubleshoot the MARS application as necessary
7. Create content as required for different modules within the app
8. Report as needed to MARS on usage and other app metrics

Young Professionals Group Committee:

The MARS Young Professionals Group is open to MARS members who are 45 and under. The Committee is responsible for administrative duties of operating this group and their events. These duties include but not be limited to the following:

1. Work with the Executive Committee to select events, locations, and dates for the events.
2. Oversee and manage the budget determined for the Group.
3. Prepare budget for following year's Group.

Finance Committee:

The Finance Committee is accountable for responsible investing of the Association's financial assets, including weighing the appropriate investments of reserve capital in vehicles that are low risk and adequately liquid (e.g. Certificates of Deposit, money market funds or ETF's). The Committee is responsible for administrative duties to include, but not be limited to, the following:

1. Oversee and manage the Association budget as prepared by the Executive Director
2. Work closely with the Executive Director to ensure that the day-to-day accounting and financial records are adequate and in order, including:
    a. oversight of audits as required, and assurance of adequate controls
    b. recommend adequate cash reserves to plan and project cash flow requirements
3. Work closely with the Executive Director to ensure annual budgeting is complete and thorough
4. Monitor the funds either in an Association checking account in a bank recommended by the Finance Committee and approved by the Executive Committee or in an interest-bearing account of a bank or other fiduciary recommended by the Finance Committee and approved by the Executive Committee

ARTICLE X - AMENDMENTS

Section I

These By-Laws may be amended, supplemented or rescinded by a two-thirds vote of the Executive Committee 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 By-Laws, before such changes 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 By-Laws 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.