

# Bylaws

## *States for Passenger Rail Coalition, Inc.*

### **Name**

The *States for Passenger Rail Coalition, Inc.* (hereafter referred to as “Coalition”).

### **Mission**

The Coalition’s mission is to promote the research, development, implementation, operation, sustainability and expansion of publicly-supported intercity passenger rail services.

### **Principles**

- Intercity passenger rail represents viable and attractive transportation options.
- The states are, and will continue to be, the primary agencies responsible for the implementation, oversight and/or operation and new or enhanced intercity passenger rail service.
- Many states are currently operating or working to develop rail services, with resulting goals and needs that are remarkably similar from corridor to corridor. States should unite to leverage common interests and be sure that these needs are fulfilled in all areas of the country that can benefit from passenger rail.
- Development, operation and expansion of intercity passenger rail services, must feature a strong federal financing role in partnership with states.
- A united group of states may find benefits by sharing information on policy, initiatives, technical developments and innovative implementation methods.
- A Coalition offers a centralized forum to interact with stakeholders and advocacy groups to share information and offer direction in support of intercity passenger rail.

### **Membership**

The membership of this group shall be open to Departments of Transportation, Agencies or Authorities (single or multiple states) of the States of the United States and the District of Columbia who are responsible for the research, development, implementation, operation, sustainability and/or expansion of publicly supported intercity passenger rail service.

### **Member States**

Member States are those who agree to formally and fully participate in the Coalition. Only Member States shall be permitted one vote on issues affecting the Coalition. Each Member State will designate one primary and two alternate representatives with voting authority. Groups of States may join as a separate entity as long as each individual State maintains active membership as well.

### **Interested States**

Interested States are eligible state Departments of Transportation, Agencies or Authorities (single or multiple states) who express interest in the Coalition and its activities, but who have not formally and fully joined the Coalition. Interested States will be included in email updates and will be permitted to participate in Coalition meetings and calls for up to one year, but shall not be permitted to vote on issues affecting the Coalition without full participation.

### **Dues/Support for the Coalition**

To support the operations of the Coalition, each Member State and Affiliate shall be asked to contribute dues, in an amount agreed to by the Member States. The dues structure may be revisited each year at the Annual Meeting, and can be modified upon approval by two-thirds of the Member States. Dues must be sustained to maintain Member Status. Failure to pay annual dues will result in termination of membership.

In addition to dues, each Member State may be asked to provide staff or other resources, as deemed appropriate by the Member States, to support the Coalition and its activities and to participate via phone or in person in at least one national meeting each year, and in at least half of all Coalition update meetings.

Coalition dues are due and payable at the beginning of each calendar year with 3 months to make payment. Dues not paid in full and not received by the Coalition Treasurer by March 31st of each year may result in the expiration of a state's membership or affiliation.

The calendar year for membership will begin on January 1 of each year and end the following December 31st. Members joining mid-year shall have their dues prorated to the next fiscal year. From that point forward, dues for all member or affiliated states shall be due on January 1st and to be received no later than March 31st.

### **Coalition Fiscal Year**

The Coalition shall operate on a January 1 to December 31 fiscal year.

## **Coalition Officers**

The Coalition shall elect representatives from Member States to serve as Chair, Vice-Chair, Secretary and Treasurer of the Coalition. No state shall be elected to serve in more than one of these roles during any term. Election of Officers shall occur every other year, or as necessary to fill vacancies. The responsibilities of these officers are as follows:

- Chair: The Chair shall organize and preside over all formal meetings of the Coalition and shall be the primary point of contact for transmission of Coalition information/positions.
- Vice-Chair: The Vice-Chair shall assume the duties of the Chair in the event the Chair is unable to fulfill his or her obligations at any point during the term, or should a vacancy in the Chair occur before the normal end of the term.
- Secretary: The Secretary shall be responsible for coordination and oversight of the scheduling of meetings, and the preparation and distribution of meeting summaries, and other reports to membership, as necessary, as well as the coordination of Coalition correspondence.
- Treasurer: The Treasurer shall have oversight of all Coalition funds and financial and legal transactions, and shall report on the financial status of the Coalition and use of Coalition funds at least annually, or as requested by Member States.

## **Election/Term of Officers**

The Chair, Vice-Chair, Secretary and Treasurer shall be elected by a simple majority of Member States every two years.

## **Executive Committee**

The Executive committee shall consist of six (6) members, four (4) officers: The Chair, Vice-Chair, Secretary and Treasurer and two (2) non-voting members: one (1) at-large, and one (1) past officer. A simple majority of member states shall elect the at-large and past officer at the time of the officer election every two years. The Executive Committee of the Coalition shall also serve as the Board of Directors for the States for Passenger Rail Coalition, Inc.

## **Subcommittees**

The Executive Committee can choose to form and/or dissolve subcommittees based on the needs and interests of the Coalition. The Executive Committee shall appoint representatives from Member States to serve on subcommittees.

## **Division of Authority between Member States and Executive Committee**

The Executive Committee, also serving as the Board of Directors, shall have the powers necessary to manage the business and affairs of the corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Executive Committee.

The members of the Executive Committee shall, subject to a majority vote of the Member States, have the authority to:

- Amend the Articles of Organization or Bylaws.
- Nominate a slate of officers or an officer to fill a vacancy.

- Remove the officers and nominate their replacements.
- Adopt a budget.
- Merge the corporation with another corporation.
- Dissolve the corporation.

## **Hiring of Outside Consultants**

The Coalition may hire outside consultants to assist in Coalition activities. The Executive Committee will be responsible for recommending any consultant activities, and for management and oversight over those activities. The selected consultant(s) must receive the approval of at least two-thirds of the Member States.

## **Procurements**

Major procurements (over \$2,000) made by the Coalition shall be made in accordance with the procurement policy of the State which employs the current Coalition Treasurer.

## **Development of Formal Coalition Positions**

The Coalition may develop and publicize policy statements, position papers, letters, testimony or other forms of documentation to formally disseminate Coalition views based upon the Principles as described in this document.

## **Review Process**

To the extent possible, member states will be provided at least two weeks to comment on proposed Coalition products.

All formal products of the Coalition, including but not limited to letters, policy statements and written testimony, must be provided to the Executive Committee for review and approval prior to dissemination to Member states. Products disseminated to Member States for review and approval will clearly indicate a date by which a response is requested. Provided that at least two weeks of response time has been given, if a Member State has not responded within this timeframe, it will be assumed that the Member State is in agreement with the proposal. This does not prevent a Member State from responding after such deadline, but will allow products to move forward, if necessary. Member State comments received after a specified deadline will be addressed, to the extent possible.

## **Expedited Review**

There may be times when the Coalition will be required to act in a time frame that does not lend itself to a full two week review. In these circumstances, the proposed product or position will be sent to the Executive Committee allowing as much review time as possible, but the Chair may act on behalf of the Coalition with the approval of the Executive Committee provided that, in the time frame available, comments received from the Member States are addressed and incorporated, to the extent possible.

### **Responding to Member States on Proposed Products**

As outlined above, Member States will be provided an opportunity to comment on all formal products produced by the Coalition. If a Member State has comments on a product, the Member State will provide these comments, at a minimum, to the Chair and the product originator (if other than the Chair). All comments shall be compiled by the product originator and, if comments materially affect the document, a revised product addressing such changes will be sent to the Executive Committee for final approval. To the extent possible, the Executive Committee will be allowed a reasonable time frame to respond to any proposed modifications.

### **Coalition Meetings**

Coalition meetings shall be held at such time and at such locations and through such means (e.g., face-to-face, teleconference, phone, etc.) as agreed upon by the Member States.

Regular meetings of the Executive Committee may be held without notice. The person or persons calling a special meeting of the Executive Committee shall, at least five (5) days before the meeting, give notice thereof by any usual means of communication. Such notice shall specify the purpose for which the meeting is called. Any duly convened regular or special meeting may be adjourned by the Coalition Officers to a later time without further notice.

### **Business Meetings**

In person Business meetings shall be held at least twice a year. The purpose of the meeting will be to elect officers, discuss budget and financial matters, discuss need for and status of consultant contracts, and other business matters as needed. Business meetings will be open to member states only. Informational sessions may be held in conjunction with a business meeting, however that part of the meeting will be open to member states as well as others.

### **Member States Meetings**

Regular meetings of the Member States shall be held at a time and place to be determined by the Executive Committee. Special meetings may be called by the Executive Committee, the Chair or by one-tenth of the Member States. Written notice stating the place, date and hour of regular meetings shall be provided not less than two weeks or more than 60 days before the date of the meeting. In the case of special meetings, the notice shall be not less than 24 hours and the purpose of the meeting shall be set forth in the notice, and matters not stated in the notice may not be considered.

### **Update Meetings**

Update meetings will typically be held by phone and will be held at least monthly. The schedule for the calls will be established as needed. These meetings will include discussions of various topics relating to the Coalition's principles and business.

### **Actions Between Meetings**

Any action that is required or permitted to be taken at a meeting of the Coalition may be taken without a meeting if one or more written consents, describing the action so taken, shall be signed by all of the Coalition Member States who would be entitled to vote upon such action at a meeting, and delivered to the Coalition for inclusion in the minutes or filing with the Coalition records.

### **Meeting Attendance**

Business meetings, other than informational sessions, will be open to Member States only. Others may be invited to attend or participate as appropriate to the meeting agenda. Update meetings may be attended by Member states and interested states only.

### **Voting**

Votes from the member States may be cast at any meeting held by the Coalition provided that more than half of the Member States are present (either in person or by phone).

Votes may also be cast by electronic means if all voting is by that method. The number of votes needed will not vary from that stated in the by-laws. Votes solicited by electronic means will have a clear deadline established and stated in the ballot and should generally be between 3 business days and two weeks.

If a quorum exists, action on a matter is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater vote is required by law, the articles of incorporation or these bylaws.

A majority of the number of Member States fixed by or pursuant to these bylaws shall constitute a quorum for the transaction of business at any meeting of the Coalition.

For issues which the Membership has had an opportunity to vote and a quorum of the membership has not voted by the date and the time first set, then the Executive Committee may settle the issue timely by a unanimous vote of the Committee. Should the Executive Committee determine it is in the best interest of the Coalition to take such action, that action shall be reported to the Membership at the next meeting of the Coalition.

### **Distribution of Meeting Materials**

The Secretary of the Coalition shall prepare or coordinate preparation of the meeting agenda and dissemination of meeting materials to the Member States. If so determined by the Executive Committee, a managing consultant, shall be given the responsibility of preparing the agenda and other meeting materials. To the extent possible, Member States will be given at least one week to review materials to be covered at Coalition meetings.

After the meeting, meeting attendance and a meeting summary will be distributed within 5 business days. The meeting summary should include a description of any votes taken and the results.

## **Indemnification**

Any person who at any time serves or has served as a director of the corporation or officer of the Coalition shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, incurred by him in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitral action, suit, or proceeding (and any appeal therein), whether or not brought by, on behalf of or against the corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.

The Board of Directors of the corporation and officers of the Coalition shall take all such actions as may be necessary and appropriate to authorize the corporation or coalition to pay the indemnification required by this bylaw, including, without limitation, making a determination that indemnification is permissible in the circumstances and a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him or her. The Board of Directors may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Board shall give notice to, and obtain approval by, the Member States of the Coalition for any decision to indemnify.

Any person who at any time after the adoption of this bylaw serves or has served in the aforesaid capacity for or on behalf of the corporation or the Coalition shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

## **Withdrawal from the Coalition**

A Member State or Affiliate may withdraw from the Coalition upon written notice from the Chief Executive of the Member State's appointing agency. If more than half of the current dues cycle remains, a State or Affiliate may receive a refund of dues paid equal to its share of the Coalition's unobligated balance of funds at the time of withdrawal, not to exceed 50 percent (50%) of any dues the withdrawing Member State or Affiliate has contributed in the current dues cycle.

## **Filling Vacancies Among Coalition Officers**

Any vacancy occurring among the officers or on the Board of Directors may be filled by the Member States upon nomination by the Executive Committee. An officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

## **Removal of Officer or Director**


Any officer or director may be removed at any time with or without cause by a vote of the Member States if the number of votes cast to remove such director exceeds the number of votes cast not to remove him. An officer or director may not be removed by the Member States at a special meeting unless the notice of the meeting states that a purpose of the meeting is removal of the director. If any directors are so removed, new directors may be elected at the same meeting.

### **Disbanding the Coalition**

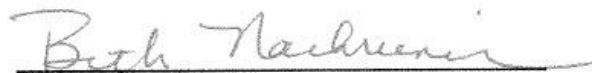
The Coalition may be disbanded at any time with the consent of the majority of the Member States. If the Coalition is disbanded, any uncommitted funds shall be returned to each Member State or Affiliate in a proportion equal to the share of funds contributed by each Member State or Affiliate.

*Adopted this the 7<sup>th</sup> day of September 2014*

Seal:

  
Patricia Quinn, Chair

Attest:

  
Beth Nachreiner, Secretary