



BYLAWS of

The National Railroad Construction and Maintenance Association, Inc.

Approved: December 1972

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ARTICLE I — NAME AND PURPOSES

The name of this Association is “The National Railroad Construction and Maintenance Association, Inc.” (the “Association”). The purpose of the Association is to pursue completion of the mission advance the mutual interests of its members and the railroad construction, as set forth by the Association’s Board of Directors (the “Board”).

ARTICLE II — OFFICES AND REGISTERED AGENT

The principal office of the Association shall be located within or outside the District of Columbia, at such place as the Association’s Board may designate or as the business of the Association may require. The Association may maintain additional offices at such other places as the Board may designate. The Association shall continuously maintain within the District of Columbia a registered agent as may be designated by the Board.

ARTICLE III — MEMBERSHIP

- 1) **Membership Categories:**
 - a. *Contractor Members:* Firms active in the railroad, transit, commuter, construction and maintenance industries, including prime and subcontractors.
 - b. *Supplier Members:* Firms that supply materials to the railroad, transit, commuter, industries and 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 railroad, transit, commuter construction industries 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 Board may reject entity for cause. An entity whose membership application is rejected is entitled to notice and an opportunity for a hearing in accordance with Article IV below.
- 3) **Designated Representative:** Each member shall appoint and certify to the President of the Association one (1) person to be its representative in the Association who shall represent, vote, and act for the member in the affairs of the Association.

- 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 may result in automatic termination of membership rights.
- 6) **Removal:** The Board may reject an entity applying for membership; or censure, suspend or expel an existing member for: (i) violation of these Bylaws; (ii) violation of any provision the NRC Code of Ethics; or (iii) conduct prejudicial to the welfare and interest of the Association.
- 7) **Reinstatement:** If an applicant or existing member company is expelled or denied membership, the Board may, in its sole discretion, approve reinstatement of the entity by a two-thirds (2/3) vote of the full Board.

ARTICLE IV — 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) **Emergency Powers:** In the event a quorum of the Board cannot readily be assembled due to a catastrophic event, the Association is authorized to exercise emergency powers as permitted by law..
- 3) **Eligibility:** Any employee of an NRC member company shall be eligible to be a Director. No more than (1) employee from a member company shall serve on the Board at the same time. If a Board member's company merges or is acquired by another member company that is already represented on the Board, the member company may retain multiple Board seats if the member companies: (i) are dues-paying members; (ii) maintain separate federal tax identification numbers; (iii) maintain separate profit and loss statements; and (iv) generally operate independently of one another. In the event these criteria are not met, the Director whose term expires first shall not be eligible for reelection until the member company is no longer represented on the Board.

Should a conflict arise that is not addressed in the Bylaws, it shall be at the discretion of the NRC Executive Committee to decide.

- 4) **Board Size:** The Board shall consist of no fewer than three (3) and not more than twenty (20) Directors elected from members in good standing of the Association.

- 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 Chair or by any two (2) members of the Board, provided notices of the proposed meetings are e-mailed to all Board members at least one (1) day prior to the meeting date. Meetings of the Board may be held by the Internet or other electronic communications technology, provided that the selected systems allow Directors to simultaneously hear each other during the meeting, vote on matters submitted, pose questions, and make comments; such participation shall constitute presence in person at the meeting.
- 6) **Meeting Conduct; Quorum; Voting:** Meetings of the Board shall be conducted according to the provisions of Robert's Rules of Order, except as otherwise provided in these Bylaws. A majority of the members of the Board shall constitute a quorum for the purposes of conducting business. Except as otherwise provided by law or by the Articles of Incorporation or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.
- 7) **Action Without a Meeting:** Any action required or permitted to be taken by the Board may be taken without a meeting if all of the members of the Board entitled to vote with respect to the subject matter consent in writing (or by email) to such action.
- 8) **Director Nominations:** Subject to procedures adopted by the Board, the Nominating Committee shall present to the members a slate including an equal number of candidates for the number of open Director seats to for election at least 30 days before the annual meeting. Directors shall be elected at the Annual Meeting of the Association pursuant to the election procedures determined by the Board and outlined in the association's policy and procedures manual.
 - A. **Nominating Committee.**
 - i. Powers. On annual basis, the Nominating Committee shall present a slate of candidates for open at-large Director seats to the members of the Association for election at least 30 days before the annual meeting.
 - ii. Members. The Nominating Committee shall consist of four (4) Directors appointed by the Chair of the association.
 - iv. Quorum and Voting. Three-fourths (3/4) of the Nominating Committee members shall constitute a quorum, and the act of three-fourths (3/4) attending a meeting at which quorum is present shall be the action of the Nominating Committee.
 - v. Nominations. Members of the Association shall have the ability to present nominations to the Nominating Committee for at-large Director positions.
- 9) **Term of Office:** Directors serve a three (3) year term and may not be elected to more than three (3) consecutive full terms. Directors may be re-elected to the Board after taking one (1) year off from Board service. Such terms and term limits shall not include any time period spent filling a vacancy as outlined in paragraph 10 below. 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.

- 10) **Resignation:** Except as otherwise required by law, a Director may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.
- 11) **Vacancies:** In the event that a Director is unable, for any reason, to complete his or her elected term of office, the vacancy may be filled upon nomination by the Chair and approved by a majority of the Directors remaining in office even if they constitute less than a quorum.
- 12) **Suspension or Expulsion:** Subject to the restrictions in the District of Columbia Nonprofit Corporation Act, the Board shall have the authority to make recommendations for the suspension or removal of Board members for cause. Such recommendation must be made by a majority vote of quorum.
- 13) **Meeting Attendance:** Any Director who fail to attend three (3) or more consecutive Board Meetings shall be deemed to have resigned their position on the Board without further resolution from the remaining Directors. The Board, by a vote of a majority of the remaining Directors, may waive the removal based on the Director's showing of good cause for their failure to attend Board meetings.
- 14) **Committee Participation:** Directors may serve on one (1) committee while serving on the Board. If at the time of election, a Director is serving on multiple committees they must submit their resignation to all but one (1) committee.

ARTICLE V —COMMITTEES

- 1) **NRC Safety Committee:** The Chair of the NRC Safety Committee will change every two (2) years, following the same pattern as the Chair of the NRC Board of Directors.

The NRC Safety Committee Chair will be appointed by the NRC Board Chair, who may consider the wishes of the Safety Committee members

The Safety Manager (or equivalent) of the company which employs the NRC Board Chair is encouraged to take an active role on the Safety Committee and assist in keeping an active line of communication open between the NRC Board and the Safety Committee.

At all times, at least one (1) member of the Board should be an active member of the NRC Safety Committee. In addition, a Safety Committee member who is also a Board member should be assigned to the role of Board/Safety Committee Liaison, with responsibility for keeping an active line of communication open between the Board and the Safety Committee.

- 2) **NRC Finance Committee:** The NRC Finance Committee shall be made up of the NRC Executive Committee members (Chair, Vice Chair, Secretary-Treasurer and Immediate Past Chair). The Committee shall be chaired by the Secretary-Treasurer.
- 3) **Other Committees of Directors:** The Board, by resolution adopted by a majority of the Directors then in office, may designate and appoint the members of one or more committees, each consisting solely of two or more Directors, which committees shall have and exercise the powers of the Board in the governance of NRC (“Board Committees”). However, no Board Committee shall have the authority to adopt, amend or repeal Bylaws; elect, appoint or remove any Director, officer or Board Committee member; fill vacancies on the Board, in any officer position, or on any Board Committees; adopt a plan of merger or consolidation; authorize the voluntary dissolution of NRC; or approve the transfer of any of NRC’s assets.
- 4) **Advisory Committees:** The Board may create and appoint the members of other, non-Board committees as it shall deem appropriate (“Advisory Committees”). Advisory Committee members need not be Directors. Advisory Committees may not exercise any powers of the Board but may make non-binding recommendations to the Board.
- 5) **NRC Committee Chairs:** Each Committee Chair and Vice Chair shall be appointed by the NRC Chair to serve a two-year term. Each Committee Chair will i) set a least one goal for that calendar year, and ii) develop a timeline for committee calls and activities and present it to the Board at the winter board meeting.

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. The President shall serve as an *ex officio*, non-voting member of the Board.
- 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 the 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 at any time.

ARTICLE VII — LABOR RELATIONS

- 1) **Labor Trustees:** There shall be such Labor Trustees as the labor agreements negotiated by the Association.

- 2) **Labor Trustee Duties and Obligations:** The Labor Trustees shall be under the direction of the Board 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 Contractor Members of NRC and shall be appointed by the Chair of the Board. Trustees shall serve a three (3) year term of office and may be reappointed for consecutive terms. The terms shall be staggered so that a majority of trustee terms do not end in the same year.
- 4) **Removal:** The Chair of the Board may remove a Trustee from office at any time, for any reason. In addition, an NRC member may petition the Board to remove a Labor Trustee. Upon such petition, the Board, by a two-thirds (2/3) majority vote of the Directors then in office, 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) **Officers:** The officers of the Association shall be a Chair, Vice Chair, Secretary/Treasurer, and Immediate Past Chair. These four officers are members of the Executive Committee. The President shall serve as an *ex officio*, non-voting member of the Executive Committee.
- 2) **Officer Terms:** The term of office for the Chair, Vice Chair and Secretary/Treasurer shall be for two (2) years. The Immediate Past Chair shall serve for two (2) year following his/her term as Chair. All officers must be Directors.
- 3) **Officer Duties:** The duties of Chair shall be those established by the Board. The duties of the Vice Chair shall be that in the absence of the Chair, or in the event of the Chair'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.
- 4) **Election of Officers:** The officers shall be elected by the Board at its first held meeting immediately after the annual meeting or as soon thereafter as conveniently possible. Incoming officers are selected by the Executive Committee. 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 Bylaws.

- 5) **Officer Succession:** In the event that the Chair is unable, for any reason, to complete his or her elected term of office, the Vice Chair shall immediately become Chair and the Secretary/Treasurer shall become the Vice Chair. The Board, by a majority vote at a meeting in which quorum is present, shall approve a Director to be Vice Chair or Secretary/Treasurer, to fill any vacancies in those positions.
- 6) **Officer Eligibility:** An Officer of the Board must be a member in good standing in the category of Contractor. If an Officer changes their category during their term as an Officer, the Board must vote unanimously for the Officer in question to continue their term as an Officer – a non-unanimous vote will result in the Officer relinquishing his Officer position, although this category change shall not affect their status as an elected Board member.

ARTICLE X — 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 Chair.
- 2) **Special Meeting Procedures:** A special meeting of the Association may be called by the Chair, 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 (20) active members in good standing at any duly called annual, general or special meeting. The affirmative vote of a majority of the members present and eligible to vote shall be required for the resolution of any question.
- 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.
- 5) **Meetings by Remote Communications:** The annual meeting and any special meetings of the members may be held by means of the Internet or other electronic communications, provided that the selected system allows participants to communicate substantially concurrently with one another, vote on matters submitted to the membership, pose questions and make comments.
- 6) **Proxies:** At each meeting of the members, every member entitled to vote on a matter may authorize another Board member to act for him or her by proxy executed in writing by such member or by his duly-authorized attorney-in-fact.

ARTICLE XI — BYLAW AMENDMENTS

Upon thirty (30) days' notice stating the proposed changes, these Bylaws may be amended by one of the following methods: a two-thirds (2/3) vote of quorum at a regularly scheduled or special meeting of the Board; or a majority vote of the Association members attending an annual meeting in which quorum is present; or a majority of members voting by letter ballot.

ARTICLE XII — LEGAL DISCLAIMER AND 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.