

**Structure for  
The States for Passenger Rail Coalition, Inc.**  
December, 2013

**Name**

*The States for Passenger Rail Coalition, Inc.* (hereafter referred to as the “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 a viable and attractive transportation option.
- The states are, and will continue to be, the primary agencies responsible for the initiation, implementation, oversight and/or operation of new or enhanced intercity passenger rail service.
- Many states are currently operating and/or developing rail services, with potentially similar needs and goals in many areas of the country.
- Development, operation and expansion of intercity passenger rail services, must feature a strong federal financing role in partnership with states.
- Mutual benefits would be expected if states unify efforts on common interests and share information on policy, initiatives, technical developments and innovative implementation methods.
- The 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**

**Eligible Organizations**

The membership of this group shall be open to departments, agencies or authorities of states (single or multiple) within the United States as well as 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 which agree to formally and fully participate in 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, Agencies or Authorities (single or multiple states) who express interest in the Coalition and its activities, but have not formally and fully joined the Coalition. Interested States will be included in email updates as well as be permitted to participate in Coalition meetings and conference calls for up to one year, but shall not be permitted to vote on issues affecting the Coalition.

### **Voting Members and Voting Member Status**

Voting Member Status shall be exclusive to Eligible Organizations or Member States in good standing and current in paying dues to the Coalition.

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

To support the operations of the Coalition, and to assure a voting role, each Member State or Eligible Organization shall be required to pay dues, in an amount agreed to by the paying membership. 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 in order to maintain Voting Member Status. Failure to pay annual dues in a timely manner may result in suspension or termination of Voting Member Status.

In addition to dues, each Member State or Eligible Organization may be asked to provide staff or other resources, as deemed appropriate by the paying members, 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 Officers**

The Coalition shall elect representatives from Voting Members to serve on the Executive Committee, which consists of a Chair, Vice Chair, Secretary and Treasurer. No single state or eligible organization shall have members serving in more than two of these roles during any term, nor shall any state serve in the same role for more than three consecutive years. 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 be the primary leader of the Coalition including, wherever possible, consensus-oriented and unified efforts to advance publically-funded intercity passenger rail goals and initiatives. The Chair will guide and direct the formulation of Coalition policies, positions and information updates as well as preside over all formal Coalition meetings.
- **Vice-Chair:** The Vice-Chair shall assume the duties of the Chair when the Chair is unavailable and/or unable to fulfill his/her obligations at any point during the term, or should a vacancy in the Chair occur before the end of the current term.
- **Secretary:** The Secretary shall be responsible for scheduling meetings, recording and distributing minutes and other reports to membership as necessary as well as coordinating 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 Voting Members.

### **Term of Officers/Election**

The term of office is two years and selection of the Chair, Vice-Chair, Secretary and Treasurer shall be determined by a simple majority of Voting Members. Elections shall be scheduled to be conducted every two years with sufficient time provided to allow for smooth and orderly officer transitions.

### **Executive Committee**

The Executive Committee shall consist of the Chair, Vice-Chair, Secretary and Treasurer.

### **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 paying membership to serve on subcommittees.

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

The Executive Committee shall have the necessary authority to manage the business and affairs of the Coalition. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Coalition shall be managed under the direction of the Executive Committee.

The members shall have the authority to:

- Amend the Articles of Organization or bylaws
- Elect the officers and the Executive Committee
- Remove officers and name their replacements
- Adopt a budget
- Merge the Coalition with another corporation
- Dissolve the Coalition

### **Hiring of Outside Consultants**

The Coalition may hire outside consultants to assist in Coalition activities. The Executive Committee will be responsible for recommending any and all consultant activities. The selected consultant(s) must receive the approval of at least two-thirds of the Voting Members.

### **Procurements**

Major procurements (over \$2,000) made by the Coalition shall be made in accordance with the procurement policy as adapted by the Coalition Treasurer of the State employing the Coalition Treasurer at the time of the purchase.

### **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, membership 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 membership. Products disseminated to Voting Members 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 Voting Member has not responded within this timeframe, it will be assumed that the member is in agreement with the proposal. This does not prevent a member from responding after such deadline, but will allow products to move forward, as necessary. Voting Member comments received after a specified deadline will be considered for incorporation and addressed, to the extent possible.

### **Expedited Review**

There may be times when the Coalition will be required to act in a timeframe 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 timeframe available, comments received from the member States are addressed and incorporated to the extent possible.

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

As outlined above, Voting Members will be provided an opportunity to comment on all formal products produced by the Coalition. If a Voting Member has comments on a product, the Member 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 timeframe 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 Voting Members.

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 the established 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 Voting Members only. Informational sessions may be held in conjunction with a business meeting, however only that part of the meeting will be open to non- Voting Members (Interested States) or others.

### **Voting Member Meetings**

Regular meetings of the members' 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 members. Written notice stating the place, date and hour of regular meeting and special 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 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 Coalitions principles.

### **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 members 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 corporate records.

### **Meeting Attendance**

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

### **Voting**

One vote from each of the Member States or Eligible Organizations may be cast at any meeting held by the Coalition provided that more than half of the Voting Members 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. Should some decisions require a larger vote than others, unanimous or supermajority votes should be indicated in the text where the type of decision is addressed and not grouped.

A majority of the number of directors fixed by or pursuant to these bylaws shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

### **Distribution of Meeting Materials**

The Secretary of the Coalition shall coordinate preparation of the meeting agenda and dissemination of meeting materials to the Member States. To the extent possible, Voting Members 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/posted on the website 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 an officer of the Coalition shall have a right to be indemnified by the Coalition 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 Coalition, seeking to hold him liable by reason of the fact that he is or was acting in such capacity, and (b) reasonable payments made by him in satisfaction of any judgment, money decree, fine, penalty or settlement for which he may have become liable in any such action, suit or proceeding.

The Executive Committee of the Coalition shall take all such actions as may be necessary and appropriate to authorize the 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. The Executive Committee may appoint a committee or special counsel to make such determination and evaluation. To the extent needed, the Executive Committee shall give notice to, and obtain approval by, the members 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 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 Voting Member may withdraw from the Coalition upon written notice from the Chief Executive of the State or Organization. If more than half of the current dues cycle remains, a State or Organization 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 of any dues the withdrawing Member State or Organization has contributed in the current dues cycle.

#### **Filling Vacancies Among Coalition**

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

#### **Removal of Officer**

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

#### **Disbanding of the Coalition**

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