

**CONSTITUTION AND BY-LAWS**  
**of the**  
**Mechanical Association Railcar Technical Services**

*Adopted at Annual Meeting, October 1939*  
*Amended - September 1959,1962,1970,1982,1984*  
*Adopted as Revised September 1986*  
*Amended, September 1988*  
*Amended, September 1993*  
*Amended September 2006*

**CONSTITUTION**

**Article I – Title**

The name of the Association shall be the MECHANICAL ASSOCIATION RAILCAR TECHNICAL SERVICES

**Article II - Objective**

The objective of this Association shall be to bring together individuals interested in rail car matters, for the advancement of knowledge pertaining to the safe, economical operation of rail and transit cars; and to exchange ideas, discuss problems, promote uniformity and generally effect safety and economics in car construction, maintenance, and operation; and also make recommendations to the Association of American Railroads for revisions of Interchange Rules and standards.

**Article III - Membership**

**SECTION I** - Any person or company serving a Railroad Company, a Private Car Company, Transit Authority or Railway Supply Company, connected directly or indirectly with a railroad, who or which support the objectives of the Association, shall be eligible for membership.

**SECTION 2** - Membership shall be divided into three classes as follows:

Honorary: Past Presidents and members on the life membership roll.

Individual: Active or retired individuals representing railroad companies, private car companies, transit authorities or railway supply companies.

Company: Companies or organizations associated with a railroad company, a private car company, transit authority or a railway supply company.

**Article IV - Board of Directors**

The Board of Directors shall be responsible for governing the affairs of the association. The Board shall consist of no more than twenty five (25) active members representing railroad companies, private car companies, rail transit operators, railway supply companies, and railroad publication companies. Additionally, past Presidents, who remain active, shall be retained as Board members at the discretion of the Board of Directors.

**Article V - Officers (Deleted "Duties")**

**SECTION 1** - The Officers of the Association shall consist of the President, three Vice Presidents, and the Secretary Treasurer. They shall be active members of the Board of Directors.

**SECTION 2** - The President shall be Chairman of the Board and preside at meetings of the

Association and Board of Directors. He shall appoint Committees as necessary. In the event of a vacancy in the office of President, due to death, illness, resignation or other reason, such vacancy will be filled by a Past President, or a Vice-President, subject to a decision by the Board.

**SECTION 3** - There shall be three Vice-Presidents (the Vice Presidents shall be of equal rank). They shall act as Chairmen of Membership, in areas of sectors designated by the President. In the event of a vacancy in the offices of Vice-President, the vacancy will be filled by a majority vote of the Board of Directors on recommendation of the Nominating Committee.

**SECTION 4** - The Secretary-Treasurer shall serve as Secretary of the Board of Directors. He shall arrange for the recording of minutes of the annual meeting, the communication of the Association Proceedings, and all administrative functions pertaining to the business affairs of the Association. He shall have charge of all funds, pay the bills, and furnish reports on the financial condition of the Association as may be requested by the President or Board of Directors, at any time. He shall have the accounts of the Association audited, by a duly appointed audit committee of no less than two board of directors members prior to the annual meeting in order that the report of this audit may be available for the members at the annual meeting. Outside accounting expertise can be retained by the Audit Committee if deemed necessary. At the annual meeting, he shall furnish a formal report on the financial condition of the Association. Compensation paid to the Secretary-Treasurer shall be determined by the Board of Directors. Any disbursements over \$1000.00 shall require the co-signature of the President.

**SECTION 5** - The Board of Directors shall be fully responsible for the affairs of the Association.

#### **Article VI - Election of Officers**

**SECTION 1** - The Nominating Committee shall recommend to the Board its nominations for all vacancies that may exist for officers, directors and committees, at least Seven (7) days prior to the annual meeting. The Nominating Committee may give consideration to its selection of the Vice-President to be recommended for the Presidency, without regard to the chronological order of his previous election to the office of Vice-President.

**SECTION 2** - The election of officers and members of the Board of Directors shall be at the annual meeting. In the case of rejection on the floor, the Nominating Committee shall immediately recommend substitution for the rejected nominees or recommend that the said position or positions remain vacant.

**SECTION 3** - Any vacancy on the Board of Directors may be filled by a majority vote of the Board of Directors.

#### **Article VII - Amendments**

The Constitution may be amended at the annual meeting by a majority vote of the members present, provided such amendment has been proposed in writing to the President at least 30 days prior to the meeting.

#### **Article VIII - Honorary Life Membership**

Past Presidents shall become Honorary Life Members. The same privilege may apply to other members who have performed meritorious service at the discretion of the Board of Directors Honorary Life Members shall be exempt from payment of dues.

#### **BY LAWS**

### **Article I - Annual Meetings**

The annual meeting of the Association shall be held during the annual sessions of the Coordinated Mechanical Associations.

### **Article II - Order of Annual Business Meeting**

1. Meeting called to order.
2. Approvals of Minutes of last Annual Meeting.
3. Address by President.
4. Reports of Committees.
5. Reports of Secretary-Treasurer
6. New Business.
7. Election of Officers.
8. Adjournment.

### **Article III - Quorum**

Eleven or more members of the Board of Directors shall constitute a quorum for the transaction of business at any Board meeting. Eleven or more members of the Association shall constitute a quorum for the transaction of business at membership meetings.

### **Article IV - Association Year**

The fiscal year of the Association shall begin on September 1 and terminate on August 31.

### **Article V - Dues**

Dues for Individual Members and Company Members shall be determined by the Board.

### **Article VI - Delinquent Members**

Members whose dues are in arrears shall be notified of such delinquency. If their dues are not paid within a reasonable time, their membership shall be terminated.

### **Article VII - Proceedings**

The Proceedings covering the annual meeting, containing reports of all Committees and other programmed materials; Constitution and By-Laws; Members of Committees; Company Members; Railroad, Private Car Line, Transit Authority and Railway Supply Company Members; shall be published in either print or electronic format. Committee reports prepared for the annual Technical Conference and annual business meeting are to be submitted to the Secretary at least 60 days before the meeting and approved by the President and Board of Directors before being presented to the annual meeting.

### **Article VIII - Special Meeting**

The President or the Board of Directors may call a special meeting at any time it is deemed necessary.

### **Article IX - Voting**

**SECTION 1** - The majority of the members present shall decide any questions, motion, or resolution coming before the Association.

**SECTION 2** - The By-Laws may be amended at the annual meetings by majority vote of the members present, provided such amendment has been proposed in writing to the President not less than 30 days prior to the meeting.

### **Article X - Committees**

Committees to be appointed by the President and approved by the Board of Directors shall be as follows:

1. Nominating Committee
2. Audit Committee
3. Protective Coating Committee
4. Such other committees as appointed by the President and approved by the Board of Directors.

### **Article XI - Committee Procedures**

**SECTION: 1** - Duties:

- (a) Committees shall consider such subjects as may be referred to them by the Board of Directors or as may be initiated by them relating to the scope of their activities.
- (b) Committees shall render reports to the Annual Technical Conference on subjects of interest to the membership.

**SECTION 2** - Order of Succession:

The Chairman of the Committee, as elected by its Members and approved by the Board of Directors, will preside at meetings of the Committee, and in his absence, the Vice President will preside. Should there be a vacancy in the position of Chairman, the Vice-Chairman will fill the position. The Committee will also elect its Vice-Chairman. The Board of Directors shall appoint Committee members to succeed in these positions.

**SECTION- 3-** *Reports and Presentations:*

- (a) Each Committee Chairman, other than the Nominating Committee whose duties are ~~shown~~ defined in Section VI of the Constitution and the Audit Committee, whose duties are defined in Article V, Section 4 of the Constitution, shall prepare a report of the activities of the Committee and send it to the Secretary Treasurer for presentation to the Board of directors, no later than August 1 of each year.
- (b) Each Committee will be responsible for developing subjects of timely interest to the membership for presentation at the Annual Technical Conference of the Association. This subject as well as the manner of presentation must be approved by the Board of Directors prior to the Annual Technical Conference.

### **Article XII - Rules of Order**

The meeting of the Association shall be governed by Roberts' Rules of Order, excepting as otherwise herein provided.