

# AREMA C&S Committee Guidelines

Revised March 23<sup>rd</sup>, 2017

## 1.0 Purpose:

The purpose of the C&S Committee Guidelines is to provide direction on how to handle certain C&S Technical Committee governance issues, while remaining consistent with the Regulations Governing AREMA Committees, latest edition. These guidelines are numbered to reflect the Regulations to which they pertain.

## 2.0 Technical Committees:

- 2.3.2.1 Railway/Non-railway Interests Balance shall be amended such that Railway Interest need not be the majority vote. Where Non-railway interests on a ballot are a majority over the Railway interests, the ballot may be appealed by a railroad member. The matter shall then be referred to the Board of Directors Functional Group for a final ruling.
- 2.3.2.2 Committee Size and Company Limitations shall be amended to allow for an individual manufacturer, supply company or consulting firm to have no more than two members on each Subcommittee, but only one member may vote on Subcommittee issues and no more than two may vote on full Committee issues.
- 2.3.4 Service on Committees shall be amended to allow membership to Committee 39 - Positive Train Control in addition to having existing memberships on two (2) AREMA committees. This decision was made due to the rapid development and implementation of the Congressionally mandated Positive Train Control requirements for all railroads within the United States which has placed additional requirements upon the technically knowledgeable C&S members within our AREMA membership.
- 2.3.6.1 Voting on Ballots shall be amended to require members to not miss a vote on more than one (1) ballot when ballots are consecutive, with multiple ballots originating from one (1) session being counted as one (1) ballot. Where Companies are limited to two (2) voting members, non-voting company members are required to submit their ballots as “Abstain” and provide comment indicating they are designated as a non-voting member within their Company member group. If a voting member does not vote on two (2) consecutive ballots, the member will be served notice that they are now considered as ineligible to vote and the member will be removed from the voting quorum calculation list. The member will be restored as a voting member following both attendance at a regularly scheduled committee meeting and with proper submission of their ballot following and pertaining to that meeting attended.
- 2.3.6.3 Attendance shall be amended to where a member who is absent from three (3) consecutive, regularly scheduled committee meetings, the member will be considered ineligible to vote on ballots and other committee business. The member will then be considered as a non-voting member and be removed from the voting quorum calculation list. The member will be restored as a voting member following both the attendance at a regularly scheduled committee meeting and with the proper submission of their ballot following and pertaining to that meeting attended.
- 2.3.6.1 Voting on Ballots shall be amended to remove the non-voting members of a company group from the voting quorum.
- 2.3.7.1 Procedure is amended to include that Committee Members will be subject to the termination process from the committee when a member misses voting on three (3) ballots when ballots are consecutive, with multiple ballots originating from one (1) session being counted as one (1) ballot. Committee Members and Associate Members will also be subject to the termination process from the committee when absent from the preceding six (6) regularly scheduled committee meetings.

## 3.0 Technical Committee Staffing:

- 3.5.1 General – shall be amended by adding, “A Subcommittee Secretary, if required, shall be appointed by the Subcommittee Chairman. Any member of the Subcommittee may serve as Secretary for a designated period, as agreed to by the member and Subcommittee Chairman.

- 3.5.2 Subcommittee A –standing Subcommittee A shall be authorized at the pleasure of the Board of Directors Functional Group. Should the Board of Directors Functional Group determine that the function of Subcommittee A is not warranted, the functions of Subcommittee A, where referred to in the regulations, shall be the responsibility of the Board of Directors Functional Group.
- 3.5.3 Subcommittee B – standing Subcommittee B shall not be used, but the functions of Subcommittee B, where referred to in the Regulations, shall be the responsibility of the Committee Chairman who may delegate the work to the appropriate committee member(s).

#### **4.0 Balloting Procedures:**

- 4.4 Issuance of Letter Ballot – shall be amended to read “Manual Part material to be submitted for approval shall follow the process outlined in the document entitled AREMA C&S Technical Committee Manual Part Handling and Approval Process, latest edition”.
- 4.4.1 Ballot Form – shall be amended to read “Ballots shall use the ballot format as described in the document entitled AREMA C&S Technical Committee Manual Part Handling and Approval Process, latest edition”. Completed ballots shall still be handled in accordance with sections 4.5 through 4.11, of the Regulations Governing AREMA Committees.
- 4.5 Letter Ballot Requirements – the requirements outlined in the Regulations, section 4.5.1, Minimum for Approval, shall now apply to the combined Meeting Ballot Votes and the Letter Ballot Votes.
- 4.5.1 Minimum for Approval – shall be amended to include the combined Meeting Ballot Votes and Letter Ballots. An affirmative vote of at least two thirds of the combined affirmative and negative votes cast by voting members of the Committee is still required with not less than 50% of the voting members returning Letter Ballots. Non-railroad voting members must abstain from voting on a ballot to be decided if the matter being balloted represents opportunity for substantive business loss/gain to the business entity with which the non-railroad member is affiliated. If the ballot being voted upon is unanimous among Class I railroad members voting on the ballot, two-thirds of the combined affirmative and negative votes cast by voting members is recorded as decided by the vote and reconciliation of negative votes (as irrelevant or and non-persuasive) is not required. For the purposes of calculating a quorum, Member Emeritus, Life Members, and Honorary Members who do not respond shall not be counted.
- 4.8.2 Shall be amended to the following: **Committee Response**—At the discretion of the Committee Chairman where railroad voting is not unanimous, negative votes received on letter ballots up to the due date may be considered and acted upon at a meeting of the full committee. (For motions for handling negative ballots, see Section 4.9)

**5.0 Committee Procedures:**

- 5.1.5 Meeting Minutes – shall be sent electronically, via e-mail in MS WORD format to the Board of Directors Functional Group and to the AREMA Executive Director/CEO.

**6.0 General:**

- 6.1 General Voting Requirements – for other than Manual Part changes and Committee Assignments, a simple majority of voting members constitutes a quorum for all other Committee voting requirements. Minimum for approval shall still follow section 4.5.1 of the Regulations Governing AREMA Committees.
- 6.2 Proxies shall not be used for voting purposes.
- 6.3 All proposed Technical Committee Assignments shall be reviewed and approved by the Functional Group Board. Assignments may either be recommended by the Functional Group Board or by the Technical Committees themselves.
- 6.4 The Conflict of Interest statement shall be read at the beginning of each Technical Committee meeting.