

**BYLAWS OF THE NATIONAL ASSOCIATION OF RAILROAD PASSENGERS**  
**AS AMENDED BY THE COUNCIL OF REPRESENTATIVES**  
**OCTOBER 16, 2010**

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136 ARTICLE I - PURPOSES, POWERS, AND RULES

137  
138 1. Purposes. The Association is organized and will be operated exclusively for charitable and  
139 educational purposes under section 501(c)(3) of the Internal Revenue Code, including the promotion of  
140 the common good and general social welfare and the bringing about of civic betterments and social  
141 improvements, to perform research and educate the general public about intercity rail passenger  
142 service, rail freight services, and urban mass transit (especially rail), to act as a focal point for, and  
143 either by itself or in conjunction with other associations, groups or individuals to undertake programs  
144 and actions designed to encourage and promote development of a more balanced U. S. transportation  
145 system including, without limitation, the promotion of federal and state policies (including funding)  
146 beneficial to all forms of rail service, urban mass transit (especially rail), rural public transportation  
147 and intermodal terminals and other facilities and services that make it easier for travelers to transfer  
148 from one mode of transportation to another.

149  
150 2. Powers. In pursuance of these purposes it shall have the powers to do all things necessary, proper  
151 and consistent with maintaining its tax-exempt status under section 501(c)(3). Further, in addition to  
152 the powers granted by the Articles of Incorporation and by these Bylaws, the Association shall have all  
153 powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the  
154 State of Illinois.

155  
156 3. Rules. The following rules shall conclusively bind the Association and all persons acting on behalf  
157 of it:

158  
159 (a) No part of the net earnings of the association shall inure to the benefit of or be distributed to any  
160 director, employee or other individual, partnership, estate, trust or corporation having a personal or  
161 private interest in the association. Compensation for services actually rendered and reimbursement for  
162 expenses actually incurred in attending to the affairs of this association shall be limited to reasonable  
163 amounts.

164  
165 (b) No part of the activities of this association shall be the carrying on of propaganda or otherwise  
166 attempting to influence legislation to an extent that would disqualify it for tax exemption under section  
167 501(c)(3), and this association shall not participate in or intervene in (including the publishing or  
168 distributing of statements) any political campaign on behalf of or in opposition to any candidate for  
169 public office.

170  
171 (c) Notwithstanding any other provision of these Articles or of any Bylaws adopted hereunder, this  
172 association shall not take any action not permitted to be carried on by an organization exempt from  
173 Federal income tax under section 501(c)(3) or by any other laws then applicable to this association.

174  
175 (d) Upon dissolution of the association, its assets shall be disposed of exclusively for one or more  
176 exempt purposes within the meaning of section 501(c)(3), or distributed to such organizations  
177 organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt  
178 organizations under section 501(c)(3), or to the Federal government or to a state or local government,  
179 for a public purpose.

180

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- 181 4. Prohibited Transactions. The following transactions shall be specifically prohibited to the  
182 Association:  
183  
184 (a) The loan of any part of the Association's income or corpus without the receipt of adequate security  
185 and a reasonable rate of return;  
186  
187 (b) The making of any part of the Association's services available on a personal basis;  
188  
189 (c) The making by the Association of any substantial purchase of securities or any other property for  
190 more than adequate consideration in money or money's worth;  
191  
192 (d) The sale of any part of the Association's assets for less than an adequate consideration in money or  
193 money's worth; or  
194  
195 (e) Engaging in any other transaction which results in a substantial diversion of the Association's  
196 income or corpus to any of the Officers, Directors, Representatives or Members of the Association;  
197 any person who shall have made a substantial contribution to the Association; a family member of any  
198 of the Officers, Directors, Representatives, Members or persons; or a corporation controlled by any  
199 Officer, Director, Representative, Member, person, or family member.

200  
201 **ARTICLE II - OFFICES**  
202

- 203 1. Registered Office. The Association shall have and continuously maintain in the State of Illinois a  
204 registered office and a registered agent whose office is identical with such registered office.  
205  
206 2. Principal Office. The Association shall have and continuously maintain as its headquarters and  
207 principal place of business an office in Washington, DC at such location as may be determined by the  
208 Board of Directors.

209  
210 **ARTICLE III - MEMBERS**  
211

- 212 1. Membership Categories and Voting Rights. The Association shall have two classes of members:  
213 General Members and Council of Representatives Members. General Members shall be divided into  
214 categories established from time to time by the Board of Directors. Within a category, a single  
215 membership ("Membership") may consist of one or more individuals who have paid dues in the  
216 amount determined from time to time by the Board of Directors and shall satisfy any other membership  
217 criteria as may be established by these Bylaws. General Members and Council of Representatives  
218 Members are referred to collectively as Members. Memberships shall have voting rights as set forth in  
219 these Bylaws.  
220  
221 2. Geographic Organization. All Members of the Association shall be divided geographically by state  
222 and the Members in each state shall elect from among the Members residing in that state individuals to  
223 serve on the Council of Representatives. Members so elected shall be referred to as State  
224 Representatives. State Representatives from more than one state may agree, by majority vote of such  
225 State Representatives, to form multi-state regions for the purpose of addressing interstate issues,  
226 accomplishing specific objectives and/or holding membership meetings. Such State Representatives

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227 may, by majority vote of the State Representatives in the affected states, redefine or dissolve any such  
228 regions so created.

229  
230 3. Termination of Membership for Cause. The Council of Representatives by an affirmative vote of  
231 two-thirds of all the Representatives present at a meeting at which a quorum is present may remove a  
232 Member for cause.

233  
234 4. State and Local Organizations of Members. Unless otherwise approved by the Board of Directors,  
235 the Association shall not have any state or local affiliated organizations.

236  
237 **ARTICLE IV - MEETINGS OF MEMBERS**

238  
239 1. Annual Meetings. Annual Meetings shall be called of the Members located within each state (or  
240 group of states in instances where Representatives have established a multi-state region) for the  
241 transaction of business relating to national, state and local issues as may come before the meeting and  
242 their relation to the Association's policies and objectives.

243  
244 2. Special Meetings. Special meetings of the Members within each state (or group of states in  
245 instances where Representatives have established a multi-state region) may be called by a simple  
246 majority of the State Representatives from that state (or multi-state region) at such times as they deem  
247 necessary or advisable, and shall be called by such State Representatives upon request of the Council  
248 of Representatives or the Board of Directors.

249  
250 3. Place and Hour of Meetings. The Association shall establish a policy pursuant to which the State  
251 Representatives from a state (or multi-state region) shall designate the time, date and place for the  
252 Annual Meeting of Members or for any special meeting of Members they call.

253  
254 4. Notice of Meetings. Written notification of Annual and special meetings of the Members stating  
255 the time, date and place of meetings shall be distributed to each Member no fewer than 30 days and no  
256 more than 60 days in advance of the date of the meeting. In the case of a special meeting, such notice  
257 shall include the purpose or purposes for which the meeting is being called. The requirement for  
258 written notification can be satisfied by notice sent by electronic means to a member at the e-mail  
259 address that appears on the records of the Association.

260  
261 5. Waiver of Notice. Whenever any notice is required to be given under the provisions of the general  
262 Not for Profit Corporation Act of the State of Illinois, of the Articles of Incorporation of the  
263 Association, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to  
264 such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of  
265 such notice. The attendance of a Member at any meeting shall constitute a waiver of notice of such  
266 meeting, except where such a Member attends a meeting for the express purpose of objecting to the  
267 transaction of any business because the meeting is not lawfully called or convened.

268  
269 6. Quorum. The Members residing within the state (or multi-state region) where the meeting is held  
270 and present at the meeting in person shall constitute a quorum at such meeting.

271

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272 7. Presiding Officer. At all meetings of Members, the State Representatives from the state (or multi-  
273 state region) present at the meeting shall determine who shall preside as Chairman of the meeting. If  
274 no State Representative is present, any Member may be designated by the Memberships present to  
275 preside.  
276

277 8. Manner of Acting. Except for the election of State Representatives, which shall happen in  
278 accordance with Article V of these Bylaws, each Membership of the Association shall be entitled to  
279 vote in person as to each matter submitted to a vote at meetings of Members. Each Membership is  
280 entitled to one vote. Proxy voting is prohibited. The act of Memberships holding a majority of the  
281 votes that may be cast at a meeting at which a quorum is present shall be the act of the Members of  
282 that state (or multi-state region) except where otherwise provided by law.  
283

284 **ARTICLE V - COUNCIL OF REPRESENTATIVES**  
285

286 1. General Powers. The Council of Representatives shall: appoint the Nominating Committee; elect  
287 the Elected Representatives at Large, the Officers and the Directors of the Association in that order;  
288 review the overall direction of the Association; adopt resolutions and advise the Board of Directors  
289 about the Association's programs and policies; and repeal or amend these by-laws. By a two-thirds  
290 vote of the Representatives present at a meeting in which a quorum is present, the Council of  
291 Representatives may remove one or more Directors, Officers or Members for cause.  
292

293 2. Number and Distribution of Representatives. The Council of Representatives may have up to 137  
294 Representatives, including up to 112 State Representatives, up to ten Elected Representatives at Large  
295 and the Association's Officers and Directors.  
296

297 3. Allocation of State Representatives. The 112 State Representative positions shall be distributed  
298 among the states on the basis of two factors: the size of that state's Congressional delegation and the  
299 number of Association Memberships in that state, with each of these two factors given equal weight.  
300 Every state shall be entitled to at least one State Representative.  
301

302 4. Qualifications of State Representatives. Each candidate for election as a State Representative shall:  
303

304 (a) Have been a Member in good standing of the Association for at least 12 consecutive months  
305 immediately prior to the closing date for nominations. The Board of Directors may waive this  
306 requirement by majority vote in instances where an exceptional candidate cannot comply, provided  
307 that the candidate is a Member in good standing at the time nominations are accepted.  
308

309 (b) Submit to the Nominating Committee a candidate information statement on a form approved by the  
310 Board of Directors.  
311

312 (c) Be a legal resident in the state they seek to represent and at least 18 years of age.  
313

314 5. Election of State Representatives.  
315

316 Responsibilities of the Board of Directors. The Board of Directors shall adopt policies and  
317 procedures: to ensure that each Member in good standing receives a ballot containing the names and

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318 qualifications of candidates; and to establish a method for tallying, reporting and certifying the  
319 results of the election. Such procedures shall include specifying a record date for determining the  
320 Memberships entitled to vote in each state, such date to be no more than 60 days before the  
321 distribution of ballots to members.

322  
323 Responsibilities of the President. The President shall:

324  
325 Prior to September 15 of each odd-numbered year, certify to the Council of Representatives the  
326 number of State Representatives to be elected from each state, such certification to include a count of  
327 the Association Memberships within each state as of August 31 of that year.

328  
329 On or before October 1, 2011 and each odd-numbered year thereafter, announce to the Members  
330 that nominations for State Representative positions, including self-nominations, are open, and that  
331 the closing date for nominations is December 1.

332  
333 On or before December 31, 2011 and each odd-numbered year thereafter and except as otherwise  
334 provided in these Bylaws or required by law, determine the methods for balloting, counting and  
335 certifying votes cast in the election. Methods of balloting may include balloting by mail and/or by  
336 electronic means.

337  
338 On or before January 15, 2012 and each even-numbered year thereafter, send to each Membership  
339 in good standing the ballot and qualifications of each candidate running for State Representative in  
340 that state, the method for voting and notice that the deadline for submission of ballots is February  
341 15. If ballots are sent to Memberships electronically, they shall be sent to the electronic address that  
342 appears on the records of the Association.

343  
344 On or before March 1, 2012 and each even-numbered year thereafter, announce to the Members the  
345 names of the candidates elected as State Representatives.

346  
347 Maintain in the official records of the Association the total number of ballots counted and  
348 disallowed for each candidate.

349  
350 (b) Automatic Election. When the number of candidates for State Representative in a given state  
351 after the closing date for nominations, or at any subsequent time before the date of the election, is  
352 the same as or fewer than the number of State Representative positions to be elected, those  
353 candidates shall be deemed elected as of March 1. The distribution of ballots and the conduct of an  
354 election in that state shall not be required.

355  
356 (c) Unfilled Positions. Any unfilled State Representative position shall be considered vacant.

357  
358 (d) Balloting. Each Membership shall be limited to one vote, even if an individual is a member of  
359 more than one membership class or if the Membership includes two or more individuals. Except as  
360 otherwise provided by these Bylaws, State Representative candidates receiving the highest number  
361 of votes in each state shall be the State Representatives from that state. Any ballot cast by a person  
362 known not to be a Member in good standing of the Association, or on which the vote cast is not

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363 clear will be disallowed. Each Membership may vote only on those State Representatives  
364 nominated to represent the state in which the Member resides.  
365

366 6. Elected Representatives at Large. The Council of Representatives may have up to 25  
367 Representatives at Large, including up to 10 of whom shall be elected by the State Representatives at  
368 the Council of Representatives Annual Meeting in each even-numbered year beginning in 2010 (the  
369 “Elected Representatives at Large”), and the Officers and Directors of the Association. The purpose of  
370 having up to 10 Elected Representatives at Large is to add to the Council individuals whose position,  
371 knowledge, experience, credentials, prominence or financial support bring special expertise, credibility  
372 and/or resources to the Association.  
373

374 7. Qualifications of Elected Representatives at Large. Each candidate for Elected Representative at  
375 Large shall:  
376

377 (a) Be a Member of the Association in good standing prior to his or her election.  
378

379 (b) Submit to the Nominating Committee a candidate information statement on a form approved by the  
380 Board of Directors.  
381

382 (c) Be a legal resident and at least 18 years of age.  
383

384 8. Election of Elected Representatives at Large. Elected Representatives at Large are nominated and  
385 elected by the State Representatives at the Annual Meeting of the Council of Representatives in even-  
386 numbered years. Election of Elected Representatives at Large may be done through a voice vote unless  
387 there are more candidates than positions, in which case printed ballots shall be used; ballot counters  
388 shall be non-candidates.  
389

390 9. Term of Office. Except as otherwise provided in Article XV of these Bylaws, State Representatives  
391 and Elected Representatives at Large shall serve two year terms and until their successors are elected  
392 and qualified, as follows:  
393

394 (a) Each State Representative shall hold office for a term of two years beginning March 1 in even  
395 numbered years.  
396

397 (b) Elected Representatives at Large shall hold office for a term of two years beginning immediately  
398 upon their election at the Annual Meeting of the Council of Representatives in even numbered years.  
399

400 (c) Any Representative may resign at any time by written resignation lodged with the President.  
401

402 10. Requirement for Re-Election. To seek re-election, State Representatives and Elected  
403 Representatives at Large shall:  
404

405 (a) Have remained a Member in good standing of the Association during their term of office;  
406

407 (b) Submitted a candidate information statement on a form adopted by the Board of Directors;  
408

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409 (c) Have attended at least half of all Council meetings during the representative's current term of  
410 office.

411  
412 For purposes of this paragraph, any person who was elected a State Representative or Elected  
413 Representative at Large in the immediately preceding election is considered to be "seeking re-election"  
414 even if he or she resigned subsequent to such election.

415  
416 11. Vacancies. Any vacancy occurring in the Council of Representatives shall be filled by the Board  
417 of Directors after consultation with the appropriate Officers, Directors and Representatives. A person  
418 elected to fill a vacancy shall serve the unexpired term of the person whose vacancy s/he is filling.

419  
420 12. Membership requirement. All Representatives must be and remain dues paying Members of the  
421 Association in good standing during their term in office. Failure to meet this requirement will result in  
422 automatic removal from office.

423  
424 **ARTICLE VI - MEETINGS OF THE COUNCIL OF REPRESENTATIVES**

425  
426 1. Regular Meetings. The Council of Representatives shall hold two regular meetings per year, one in  
427 the Spring in Washington DC and other in the Fall in a location chosen by the Council of  
428 Representatives. The Spring meeting shall be deemed the Annual Meeting of the Council of  
429 Representatives.

430  
431 2. Special Meetings. Special meetings of the Council of Representatives may be called by the Chair  
432 of the Board or the Board of Directors.

433  
434 3. Notification of Meetings. Written notification of annual and special meetings stating the time, date  
435 and place of meetings shall be distributed to each member no less than 30 days and no more than 60  
436 days in advance of the date of the meeting. In the case of a special meeting, such notice shall include  
437 the purpose or purposes for which the meeting is being called. The requirement for written notification  
438 can be satisfied by notice sent by electronic means to a member at the e-mail address that appears on  
439 the records of the Association.

440  
441 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the general  
442 Not for Profit Corporation Act of the State of Illinois, of the Articles of Incorporation of the  
443 Association, or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to  
444 such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of  
445 such notice. The attendance of a Representative at any meeting shall constitute a waiver of notice of  
446 such meeting, except where such Representative attends a meeting for the express purpose of objecting  
447 to the transaction of any business because the meeting is not lawfully called or convened.

448  
449 5. Voting by Proxy. Elected Representatives at Large may not vote by proxy. A State Representative  
450 who is unable to attend a meeting may designate in writing an Alternate to act as the State  
451 Representative's **Alternate** by attending and voting at a meeting. An Alternate shall be a Member in  
452 good standing of the Association. The designation must be in writing, signed by the absent State  
453 Representative, and presented to the Secretary at the meeting. No written designation of an **Alternate**

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454 shall be valid after 11 months from the date of its execution. **No Council Representative shall be**  
455 **allowed to cast his/her own vote as well as the vote of an Alternate on any pending matter.**  
456

457 6. Quorum. Representatives and Alternates constituting one-third of the votes of the whole Council of  
458 Representatives shall constitute a quorum for the transaction of any business at any meeting of the  
459 Council. If fewer than such one-third is represented at such meeting, a majority of the Representatives  
460 present may adjourn the meeting and reconvene at a later time without further notice.  
461

462 7. Presiding Officer. At all meetings of the Council of Representatives, the Chair of the Board, a  
463 Vice-Chair of the Board designated by the Chair, or if not so designated then selected by the Treasurer,  
464 or Secretary, in the order named, shall preside as Chair. If none of them is present, any other Director  
465 may be designated by the Representatives present as chairman of the meeting.  
466

467 8. Manner of Acting. The act of the Representatives and Alternates holding a majority of the votes  
468 cast on a matter at a meeting at which a quorum is present shall be the act of the Council of  
469 Representatives except where otherwise provided by law. At Large Representatives may not vote by  
470 proxy. Each Representative or Alternate shall have one vote.  
471

472 9. Rules. All meetings of the Council of Representatives shall be held in accordance with the latest  
473 edition of Robert's Rules of Order.  
474

475 **ARTICLE VII – BOARD OF DIRECTORS**  
476

477 1. Composition. The Board of Directors shall consist of no fewer than 10 and no more than 15 **elected**  
478 Directors, including the seven Officers enumerated in Article IX, paragraph 1, and up to eight  
479 Directors who are not Officers.  
480

481 2. General Powers. The Board of Directors shall exercise overall direction and control over the affairs  
482 of the Association including the formulation of Association program and policies.  
483

484 3. Responsibilities of the Board of Directors.  
485

486 (a) Understand the purpose of the organization and have general knowledge of how the organization is  
487 functioning. Assure adherence to the purposes of the organization and monitor effectiveness in  
488 achieving results and compliance with the Articles of Incorporation, Bylaws and tax exempt status.  
489

490 (b) Set organizational goals and policy; oversee its administration by competent staff. Review, adopt  
491 and monitor long-range and annual plans and budgets. Review regular financial reports. Ensure timely  
492 completion of annual audits and filing of required tax returns.  
493

494 (c) Provide for competent legal counsel to assure compliance with applicable local, state and federal  
495 laws, including timely filing of reports and meeting procedures.  
496

497 (d) Appoint and regularly review the performance of the President.  
498

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- 499 (e) Assure a personnel program that provides competent staff. Assure that staff compensation and  
500 professional consulting fees are reasonable.  
501
- 502 (f) Ensure adequate financial resources to conduct the Association's activities.  
503
- 504 (g) Provide for regular meetings of the Board and its committees with adequate reports on – and  
505 discussion of – organizational activities.  
506
- 507 (h) Provide for prudent and sound investment and management of Association funds and assets not  
508 expended directly for charitable purposes, to yield a reasonable return without undue risk.  
509
- 510 (i) Protect the Association's property, including reasonable provision for safekeeping, replacement and  
511 divestment procedures that will benefit the organization.  
512

513 **ARTICLE VIII – DIRECTORS**  
514

- 515 1. Number of Directors. The Board shall have a minimum of 10 and a maximum of 15 **elected**  
516 Directors. Of these directors, seven shall be the Officers of the Association and up to eight shall be  
517 Elected Directors.  
518
- 519 2. Qualifications of Directors. Each candidate for Elected Director shall:  
520
- 521 (a) Be a dues paying member in good standing of the Association.  
522
- 523 (b) Have been a member of the Council of Representatives, the Board of Directors or an Officer for at  
524 least one two-year term. The Board of Directors may waive this requirement for exceptional candidates  
525 by majority vote.  
526
- 527 (c) Submit to the Nominating Committee a candidate information statement on a form approved by the  
528 Board of Directors.  
529
- 530 (d) Be a registered voter.  
531
- 532 3. Election of Directors. The Council of Representatives shall elect the Elected Directors of the  
533 Association at its Annual Meeting in even-numbered years. Election of Elected Directors shall follow  
534 the election of Officers. If there are more candidates than positions for Elected Directors, then printed  
535 ballots shall be used; ballot counters shall be non-candidates. Any person who has filed a Candidate  
536 Information Statement and who has been qualified for candidacy by the Nominating Committee may  
537 self-nominate themselves from the floor. Candidates who were not elected to Officer Positions shall be  
538 eligible to self-nominate themselves for Elected Director positions.  
539
- 540 4. Term of Office. Each Elected Director shall take office at the adjournment of the Annual Meeting at  
541 which the election occurred and shall hold office for two years and until a successor has been duly  
542 elected, provided that a Director may resign at any time by written resignation lodged with the  
543 President.  
544

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545 5. Requirements for Re-Election. To seek re-election, an Elected Director shall have:

546  
547 (a) Attended at least two thirds of the meetings of the Board of Directors and at least two thirds of the  
548 meetings of the Council of Representatives held during the Director's current term of office unless  
549 otherwise excused by a majority vote of the Board of Directors. For purposes of this paragraph, any  
550 person who was elected as an Elected Director in the immediately preceding election is considered to  
551 be seeking re-election even if he or she resigned subsequent to such election.

552  
553 (b) **Met the minimum requirements for attendance as a Member of the Council of Representatives held**  
554 **during the Director's current term of office unless otherwise excused by a majority vote of the Board**  
555 **of Directors.**

556  
557 (c) Remained a Member in good standing of the Association during his or her term of office.

558  
559 (d) Submitted a candidate information statement on a form adopted by the Board of Directors.

560  
561 (e) Remained a registered voter.

562  
563 6. Membership requirement. All Elected Directors must remain dues paying Members in good standing  
564 of the Association throughout their term of office. Failure to meet this requirement shall result in  
565 automatic removal from office.

566  
567 7. Removal and Vacancies Caused by Removal. Any Elected Director can be removed from office by  
568 a two thirds vote of the Council of Representatives at a meeting at which a quorum is present. No  
569 Elected Director shall be removed at a meeting of the Council unless the written notice of such  
570 meeting is delivered to all members of the Council. Such notice shall state that a purpose of the  
571 meeting is to vote upon the removal of one or more directors named in the notice. Only the named  
572 director or directors may be removed at such meeting. Elected Director vacancies caused by removal  
573 shall be filled by the Council of Representatives at the meeting at which the removal was voted. If not  
574 so filled by the Council of Representatives, such vacancies may be filled by a majority vote of the  
575 Board of Directors. An Elected Director elected to fill a vacancy shall be elected for the unexpired  
576 term of his or her predecessor in office.

577  
578 8. Vacancies. Any Elected Director vacancy except one caused by removal may be filled by a majority  
579 vote of the Board of Directors. A person elected to fill a vacancy shall serve the unexpired term of his  
580 or her predecessor in office.

581  
582 9. Salaries. Elected Directors shall serve without salary; however, unless otherwise provided by law,  
583 these Bylaws or an Association Policy, an Elected Director may be paid reasonable compensation for  
584 services s/he provides to the Association exclusive of her/his service as a Director.

585  
586 **ARTICLE IX– OFFICERS**

587  
588 1. Officers. The Officers of the Association shall be the Chair of the Board, four Vice-Chairs, a  
589 Treasurer and a Secretary. Officers shall be voting members of the Board of Directors and shall not  
590 be employees of the Association.

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- 591  
592 2. Qualifications of Officers. Each candidate for Officer shall:  
593  
594 (a) Be a dues paying Member in good standing of the Association.  
595  
596 (b) Have been a member of the Council of Representatives or Board of Directors for at least one  
597 two-year term. The Council of Representatives may waive this requirement for exceptional  
598 candidates by majority vote.  
599  
600 (c) Submit to the Nominating Committee a candidate information statement on a form approved by  
601 the Board of Directors.  
602  
603 (d) Be a registered voter.  
604
- 605 3. Election of Officers. The Officers of the Association shall be elected by the Council of  
606 Representatives at their Annual meeting in even-numbered years. Election of Officers shall follow the  
607 election of Representatives at Large and be held in the following order: Chair, Vice Chairmen,  
608 Secretary, and Treasurer. If there are more candidates than positions, then printed ballots shall be used;  
609 ballot counters shall be non-candidates. Any person who has filed a Candidate Information Statement  
610 and who has been qualified for candidacy by the Nominating Committee may self-nominate  
611 themselves from the floor. Candidates who were not elected to one Officer Position shall be eligible to  
612 self-nominate themselves for other Officer positions from the floor.  
613
- 614 4. Term of Office. Officers take office at the conclusion of the Annual Meeting of the Council of  
615 Representatives at which they are elected. Each Officer shall hold office for two years and until her/his  
616 successor shall has been duly elected, provided that an Officer may resign at any time by written  
617 resignation submitted to the President. Officers may serve up to three consecutive terms in the same  
618 office.  
619
- 620 5. Membership Requirement. Officers must remain dues paying Members in good standing of the  
621 Association during their term in office. Failure to meet this requirement will result in automatic  
622 removal from office.  
623
- 624 6. Requirements for Re-Election. To seek re-election, an Officer shall have:  
625
- 626 (a) Attended at least two thirds of the Board meetings and three quarters of the Council of  
627 Representatives meetings held during the Officer's current term of office unless otherwise excused by  
628 a majority vote of the Board of Directors. For purposes of this paragraph, any person who was elected  
629 an Officer in the last previous election is considered to be "seeking re-election" even if he or she  
630 resigned subsequent to said last previous election.  
631
- 632 (b) Remained a Member in good standing of the Association during his or her term of office.  
633
- 634 (c) Submitted a candidate information statement on a form adopted by the Board of Directors.  
635
- 636 (d) Remained a registered voter.

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- 637  
638 7. Removal and Vacancies Caused By Removal. Any Officer can be removed from office by a two-  
639 thirds vote of the Council of Representatives at which a quorum is present. Officer vacancies caused  
640 by removal shall be filled by the Council of Representatives at the meeting at which the removal was  
641 voted. If not so filled by the Council of Representatives, such vacancies may be filled by a majority  
642 vote of the Board of Directors. An Officer elected to fill a vacancy shall be elected for the unexpired  
643 term of his or her predecessor in office.  
644
- 645 8. Vacancies for Other Reasons. A vacancy in any Officer position because of death, resignation or  
646 otherwise shall be filled by majority vote of the Board of Directors for the unexpired portion of the  
647 term of the Officer whose seat has become vacant.  
648
- 649 9. Chair. The Chair of the Board shall be the principal Officer of the Association and shall serve as  
650 both Chair of the Board of Directors and Chair of the Council of Representatives. The Chair has the  
651 ultimate responsibility for and authority to supervise and control the business and affairs of the Asso-  
652 ciation. The Chair may sign, with the Secretary or any other proper Officer of the Association  
653 authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments  
654 which the Board of Directors has authorized to be executed. In general, the Chair shall perform all  
655 duties incident to the Office of Chair, and such other duties as may be prescribed by the Board of  
656 Directors from time to time.  
657
- 658 10. Immediate Past Chair and Treasurer. When the Chair and the Treasurer leave office at the end of  
659 his/her last term, he/she shall assume the title of Immediate Past Chair and Immediate Past Treasurer,  
660 respectively. The Immediate Past Chair and Immediate Past Treasurer shall have a voting seat on the  
661 Board of Directors for two years after their term expires.  
662
- 663 11. Succession. Upon the death, disability, resignation or removal of the Chair of the Board, the  
664 President shall immediately become Acting Chair, perform all the duties of and have all of the  
665 authority of the Chair of the Board for a period not to exceed 30 days. With this one exception, the  
666 same person shall not serve as both Chair of the Board and President. Within 30 days of the end of the  
667 prior Chair's service, the Board shall elect a new Chair. In the event that the Board fails to elect a  
668 new Chair within 30 days, it shall elect an interim Chair from among the then-current Vice Chairmen  
669 to act as Chair on a temporary basis.  
670
- 671 12. Vice Chairmen. Vice Chairmen are responsible for leading and coordinating the work of groups  
672 and committees defined in the Organization Chart adopted by the Board of Directors. In addition, one  
673 of the Vice Chairmen (either designated by the Chair or if none has been designated then one selected  
674 by majority vote of the Board of Directors) shall, in the absence of the Chair or in the event of the  
675 Chair's inability or refusal to act, be deemed Acting Chair and perform the duties of Chair. When so  
676 acting, the Acting Chair shall have all the powers of and be subject to all the restrictions upon the  
677 Chair and shall perform such other duties as from time to time may be assigned by the Board of  
678 Directors.  
679
- 680 13. Treasurer. The Treasurer shall supervise the custody of all funds and securities of the Association.  
681 The Treasurer shall:  
682

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683 (a) Review procedures designed to:

684  
685 1) ensure that all moneys due and payable to the Association are properly received and  
686 accounted for, and that all such moneys are deposited in the name of the Association in such banks,  
687 trust companies, or other depositories as shall be selected by the Board of Directors;

688  
689 2) ensure that all disbursements are properly made and accounted for.

690  
691 (b) Supervise an independent Certified Public Accountant in her/his performance of a formal annual  
692 audit of the Association's financial records as required by these Bylaws.

693  
694 (c) Perform all other duties incident to the office of Treasurer and such other duties as from time  
695 to time may be assigned by the Chair or by the Board of Directors.

696  
697 (d) Give a bond for the faithful discharge of duties in such sum and with such sureties as the Board of  
698 Directors may determine.

699  
700 14. Secretary. The Secretary is responsible for ensuring that:

701  
702 (a) Unless responsibility for notice is delegated to another party under these Bylaws, all notices are  
703 given as required by these Bylaws or by law.

704  
705 (b) Corporate records, the seal of the association and the minutes of the meetings of the Board of  
706 Directors and the Council of Representatives are kept in a manner prescribed by law.

707  
708 (c) The minutes of such meetings are available for distribution no more than 30 days after adjournment  
709 of meetings.

710  
711 (d) Perform all other duties incident to the office of Secretary and such other duties that may be  
712 assigned by the Chair of the Board or by the Board of Directors.

713  
714 15. Salaries. The Chair, Vice Chairmen, Treasurer and Secretary shall serve without salary; however,  
715 unless otherwise prohibited by law, these Bylaws or an Association policy, such Officers may be  
716 reasonably compensated services they provide to the Association exclusive of their service as Officers  
717 or Directors.

718  
719 ARTICLE - X MEETINGS OF THE BOARD OF DIRECTORS

720  
721 1. Regular Meetings. The Board of Directors shall have at least six regular meetings each year, either  
722 in person or by teleconference. Notification of meetings stating the time, date and place of meetings  
723 shall be distributed to each Director at least 14 days in advance.

724  
725 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the general  
726 Not for Profit Corporation Act of the State of Illinois, of the Articles of Incorporation of the  
727 Association, or of these Bylaws, a waiver thereof in writing signed by the Director entitled to such  
728 notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such

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729 notice. The attendance of a Director at any meeting shall constitute a waiver of notice of such  
730 meeting, except where such Director attends a meeting for the express purpose of objecting to the  
731 transaction of any business because the meeting is not lawfully called or convened.  
732

733 3. Quorum. One half of the members of the Board shall constitute a quorum for the transaction of any  
734 business at any meeting of the Board of Directors.  
735

736 4. Presiding Officer. At all meetings of the Board of Directors, the Chair or a Vice-Chair designated  
737 by the Chair shall preside. If neither is present, the Board by majority vote may designate any other  
738 Director or Officer to preside.  
739

740 5. Manner of Acting. The act of Directors holding a majority of the votes cast on a matter at a meeting  
741 at which a quorum is present shall be the act of the Board of Directors except where otherwise pro-  
742 vided by law. There shall be no voting by proxy. No Director or Officer may cast more than one vote  
743 on any matter. Directors may participate in and act at any meeting of the Board through use of a  
744 conference telephone or other communications equipment by means of which all persons participating  
745 in the meeting can communicate with each other. Participation in such meeting shall constitute  
746 attendance and presence in person at the meeting of the person or persons so participating.  
747

748 6. Action by Unanimous Written Consent. Any act required by law or by these Bylaws to be taken at  
749 a meeting of the Board, or any action which may be taken at such meeting, may be taken without a  
750 meeting if a consent in writing, setting forth the action so taken, is signed by all Directors entitled to  
751 vote with respect to the subject matter thereof. Such consent shall be evidenced by approvals  
752 submitted to the Association either in writing with a Director's signature and/or by electronic means  
753 sent by a Director from the e-mail address for the Director that appears in the Association's records.  
754 All the approvals evidencing consent shall be delivered to the Secretary for filing with the  
755 Association's records. Unless otherwise provided by the consent, the action shall be effective as of the  
756 date that the last Director provides written or electronic consent.  
757

758 7. Rules. All meetings of the Board of Directors shall be held in accordance with the latest edition of  
759 Robert's Rules of Order.  
760

761 **ARTICLE XI – PRESIDENT AND CHIEF EXECUTIVE OFFICER**  
762

763 The President shall be the Chief Executive Officer responsible for carrying out the purposes and  
764 mission of the Association and shall in general, subject to the supervision and control of the Chair,  
765 administer all the business and affairs of the Association pursuant to policies and goals established by  
766 the Board of Directors. The President is appointed by and serves at the pleasure of the Board under the  
767 terms of an employment contract approved by the Board. **The President shall be a non-voting, ex-**  
768 **officio Member of the Board.** The President will carry out the duties as defined in a mutually agreed  
769 upon job description, including the development and supervision of the professional staff needed to  
770 accomplish the Association's mission.  
771

772 **ARTICLE XII – COMMITTEES**  
773

**BYLAWS OF THE NATIONAL ASSOCIATION OF RAILROAD PASSENGERS**  
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774 1. Nominating Committee. At its regular fall meeting in odd numbered years, the Council of  
775 Representatives shall appoint a Nominating Committee consisting of at least five State  
776 Representatives, no two of which shall be from the same state, to solicit and approve the qualifications  
777 of prospective candidates for the elective positions of the Association. The committee:

778  
779 (a) Shall evaluate the qualifications of candidates for election or re-election to all elective position,  
780 including State Representative, using the Candidate Information Statements and other information  
781 available to the committee.

782  
783 (b) Shall report its findings to the Members regarding the qualifications of candidates for State  
784 Representative.

785  
786 (c) Shall report its findings on candidate qualifications for Elected Representatives at Large, Officers  
787 and Elected Directors to the Council of Representatives at its Annual Meeting in even numbered years.

788  
789 (d) The Nominating Committee shall not make endorsements of any candidate or propose a slate of  
790 candidates for any Board or Officer positions.

791  
792 (e) Candidates for election to Board or Officer positions shall submit their candidacy on a Candidate  
793 Information Statement to the President of the Association, no later than the close of business on March  
794 31st of even-numbered years. The President shall forward the Candidate Information Statements which  
795 have been received to the entire Nominating Committee.

796  
797 (f) The Nominating Committee shall have its report of qualified candidates ready for distribution to the  
798 Council Members by the opening session of the Council of Representatives spring meeting in even-  
799 numbered years.

800  
801 2. Board Committees. The Board shall establish such other Standing and Ad Hoc Board Committees as  
802 may be required to:

803  
804 (a) Discharge its fiduciary responsibilities to the membership or comply with law.

805  
806 (b) Provide adequate oversight of the Association's activities.

807  
808 (c) Assist the professional staff in accomplishing the Association's purpose and mission.

809  
810 The board may delegate to such Board Committees authority to act on behalf of the Board except as  
811 may otherwise be prohibited by law. Each Board Committee must include two or more Directors and  
812 must be composed of a majority of Directors.

813  
814 The Board shall conduct periodic reviews of each committee's performance. Unless extended by the  
815 Board, Ad Hoc Committees will disband after completion of their designated task or after four years,  
816 whichever occurs first. Standing committees continue until abolished by the Board of Directors.

817  
818 3. Program Committees. The Board may establish such program committees as it deems useful for the  
819 Association. Such committees, which may but need not include members of the Board of Directors,

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820 may design and execute programs to implement policies established by the Board and achieve  
821 Association goals but may not act on behalf of or bind the Association to any action.  
822

823 4. Program Committee Appointments. Program committees may seek out individuals to become  
824 members of the Program Committee and may recommend to the Board that such individuals be  
825 appointed to the Committee. Until such time as such individuals are appointed to the Committee by the  
826 Board, the Program Committee may invite them to attend and participate as guests in Program  
827 Committee meetings.  
828

829 5. Committee Chairmen Appointments. The Chair of the Board appoints committee chairmen subject  
830 to confirmation by a majority vote of The Board of Directors.  
831

832 6. Term of Office. Committee Chairmen shall serve no more than three consecutive two-year terms,  
833 provided that the Chair of a committee may at any time resign by written resignation submitted to the  
834 President.  
835

836 7. Vacancies. Vacancies in the membership of any committee may be filled by the Board.  
837

838 8. Meetings, Manner of Acting. The Chair of a committee shall by appropriate notice call meetings of  
839 such committees as required or whenever requested to do so by a majority of the committee or by the  
840 Board of Directors. A majority of committee members shall constitute a quorum. The act of a  
841 majority of members at a committee meeting at which a quorum is present shall be the act of the  
842 committee. The Chair of each committee shall provide periodic reports to the Board of Directors of  
843 the activities of the committee. Committee members may participate in and act at any meeting of the  
844 Committee on which they serve through use of a conference telephone or other communications  
845 equipment by means of which all persons participating in the meeting can communicate with each  
846 other. Participation in such meeting shall constitute attendance and presence in person at the meeting  
847 of the person or persons so participating.  
848

849 9. Action by Unanimous Written Consent. Any act which may be taken at a Committee meeting, may  
850 be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all  
851 Committee members entitled to vote with respect to the subject matter thereof. Such consent shall be  
852 evidenced by approvals submitted to the Association either in writing with a Committee member's  
853 signature and/or by electronic means by a Committee member from the e-mail address of that  
854 Committee member that appears in the Association's records. All the approvals evidencing consent  
855 shall be delivered to the Secretary for filing with the Association's records. Unless otherwise provided  
856 by the consent, the action shall be effective as of the date that the last Committee member provides  
857 written or electronic consent.  
858

859 **ARTICLE XIII - ADMINISTRATION AND FINANCES**  
860

861 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the  
862 Association, to enter into any contract or to execute and deliver any instrument in the name of and on  
863 behalf of the Association. Such authority may be general or confined to specific instances.  
864

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865 2. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, or notes or other  
866 evidences of indebtedness issued in the name of the Association, shall be signed by such Officer or  
867 Officers, agent or agents of the Association and in such manner as shall from time to time be  
868 determined by resolution of the Board of Directors. In the absence of such resolution, such  
869 instruments shall be signed by the President of the Association.

870  
871 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the As-  
872 sociation in such banks, trust companies, or other depositories as the Board of Directors may select.

873  
874 4. Gifts. The Board of Directors may accept on behalf of the Association any contribution, gift, be-  
875 quest or devise for the general purposes or for any special purpose of the Association.

876  
877 5. Books and Records. The Association shall keep correct and complete books and records of  
878 account; shall keep minutes of the proceedings of the Membership, the Council of Representatives and  
879 the Board of Directors; and shall keep at its principal office a record giving the names and addresses of  
880 its Members. All books and records of the Association may be inspected by any person at any  
881 reasonable time upon the statement of any lawful business.

882  
883 6. Audit. The Board of Directors shall each year cause the books and records of the Association to be  
884 audited by a qualified Certified Public Accountant. The annual audit shall be performed by a CPA firm  
885 none of whose principals is a member or employee of the Association.

886  
887 7. Fiscal Year. The fiscal year of the Association shall be the calendar year.

888  
889 8. Seal. The Board of Directors shall provide a corporate seal which shall be in the form of a circle  
890 and shall have inscribed thereon the name of the Association and the words "Corporate Seal, Illinois."

891  
892 **ARTICLE XIV- AMENDMENTS TO BYLAWS**

893  
894 These Bylaws may be amended or repealed by a majority vote of the Council of Representatives at a  
895 meeting at which a quorum is present. Notice of such amendment(s), along with a copy of such  
896 proposed amendment(s) shall be distributed to the Council at least 30 days in advance.

897  
898 **ARTICLE XV – TRANSITION**

899  
900 At the time these Bylaws take effect:

901  
902 (a) The Board of Directors existing immediately before the approval of the Bylaws shall become the  
903 Council of Representatives.

904  
905 (b) The Executive Committee existing immediately before the approval of the Bylaws shall become the  
906 Board of Directors.

907  
908 (c) All Regional Directors serving immediately before the approval of the Bylaws become State  
909 Representatives and serve a term that expires March 1, 2012; no election of State Representatives will  
910 occur in 2010.

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- 911  
912 (d) All Directors at Large serving immediately before the approval of the Bylaws become  
913 Representatives at Large and serve until the election of Elected Representatives at Large by the  
914 Council of Representatives at the Annual Meeting in spring of 2010.  
915
- 916 (e) With the exception of the Executive Director, all Members of the Executive Committee serving  
917 immediately before the approval of the Bylaws become Directors and serve until the election of  
918 Directors and Officers by the Council of Representatives at the Annual Meeting in the spring of 2010.  
919
- 920 (f) The President serving immediately before the approval of the Bylaws becomes the Chair of the  
921 Board and serves until the election of Directors and Officers by the Council of Representatives at the  
922 Annual Meeting in the spring of 2010.  
923
- 924 (g) All Vice Presidents serving immediately before the approval of the Bylaws become Vice  
925 Chairmen. The Board may also appoint additional Vice Chairmen. Vice Chairmen serve until the  
926 election of Officers by the Council of Representatives at the Annual Meeting in the spring of 2010.  
927
- 928 (h) The Treasurer and Secretary serving immediately before the approval of the Bylaws will continue  
929 in their respective positions and serve until the election of Officers by the Council of Representatives  
930 at the Annual Meeting in the spring of 2010.  
931
- 932 (i) The Executive Director serving immediately before the approval of the Bylaws becomes President  
933 and an ex officio member of the Board. The President will not be an elected Officer but an employee  
934 appointed by the Board of Directors.  
935
- 936 **ARTICLE XVI – EFFECTIVE DATE**  
937
- 938 These Bylaws shall become effective immediately upon the adjournment of the regular meeting of the  
939 current Board of Directors at which they are approved.