

**BYLAWS OF
SOUTHEAST ASSOCIATION OF RAIL SHIPPERS, CORPORATION**

**ARTICLE I
NAME AND PURPOSE**

Section 1. This organization shall be known as the Southeast Association of Rail Shippers, Corporation (the "Association"). It is a nonprofit membership organization devoted to providing its membership with education forums, seminars and a place for open dialog with participating Railroads for the purpose of establishing and maintaining a better understanding of the shipper, receiver and carrier needs and requirements, so each can improve on its individual business and professional skills.

The Association shall, alone or in cooperation with other persons, organizations, or institutions, conduct any and all other activities and do any and all acts and things which may be necessary, useful, suitable, or proper in connection with or for the furtherance, accomplishment, or attainment of such purposes as are lawful for a corporation formed under the North Carolina Nonprofit Corporation Act and for a corporation which qualifies for tax-exempt status under Sections 501(c)(6) and 501(a) of the Internal Revenue Code of 1986, as amended from time to time (or the corresponding provisions of any subsequent United States tax laws).

Section 2. The fundamental policies of the Association shall be:

(a) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its governors, officers, members or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 of this Article; and

(b) The Association shall not engage in any activities that are not in furtherance of the purposes specified in Section 1 of this Article.

**ARTICLE II
OFFICE**

The principal office of the Association shall be at such location as may be determined by the Board of Governors. The Association may also have additional offices as the Board of Governors may from time to time determine.

**ARTICLE III
MEMBERS AND MEMBERSHIPS**

Section 1. Membership shall be open to all stakeholders with an interest in North American transportation and such other companies/individuals as may be approved from time to time by the Membership.

Section 2. Dues attributable to Membership shall be in such amounts as may be determined from time to time by the Board of Governors. Membership dues will be incorporated into registration fees charged by the Association for participation in the Association's education forums, seminars and conferences.

**ARTICLE IV
JURISDICTION**

The territory of the Association shall cover the states of Alabama, Florida, Georgia, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and West Virginia.

**ARTICLE V
OFFICERS AND BOARD OF GOVERNORS**

Section 1. The officers of the Association shall consist of a President, First Vice President, Second Vice President, Secretary/Treasurer and Immediate Past President. They shall be elected by the Membership and shall hold office for a two (2) year term, or until their successors have been elected and inducted into office. The Immediate Past President shall serve as Chairman of the Executive Committee.

Section 2. There shall be a Board of Governors consisting of the President, the First Vice President, the Second Vice President, the Secretary/Treasurer, and the Immediate Past President of the Association.

Section 3. Officers shall be elected at the Annual Meeting of the Association by a majority of members present and voting.

Section 4. The President shall appoint a nominating committee which shall submit a slate of Officers at the Annual Meeting. Nominations may also be made from the floor.

Section 5. Should a vacancy occur among the President, the First Vice President shall advance to the office, the Second Vice President shall advance to the office of First Vice President and the Secretary/Treasurer shall advance to the office of Second Vice President and another Secretary/Treasurer shall be appointed by the Board of Governors.

Section 6. Officers may be removed by a two-thirds vote of the Membership.

**ARTICLE VI
DUTIES OF OFFICERS**

Section 1. The President shall preside at all meetings of the Association and the Board of Governors. He shall appoint all committees and fill vacancies in such committees, provided that members appointed to fill such vacancies shall serve only until the next annual meeting. The President shall manage the day-to-day affairs of the Association.

Section 2. The First Vice President shall assist the President in the performance of his/her duties and shall exercise all power of the President in the absence of the President.

Section 3. The Second Vice President shall assist the President and First Vice President in the performance of their duties, and shall exercise all power of the President and First Vice President in their absence.

Section 4. The Secretary/Treasurer shall keep all minutes of the annual membership meeting and meetings of the Board of Governors. The Secretary/Treasurer shall keep an account of all moneys received and paid; liquidate all properly authorized bills against the Association and shall report, in writing, the state of the finances at the annual membership meeting and at such other times as may be required by the Board of Governors.

Section 5. The Association may employ a business director and other employees as determined by the Board of Governors. The duties of the employees shall be as prescribed the Board of Governors with the President being responsible for their immediate supervision.

**ARTICLE VII
MEETINGS**

The Annual meeting of the Association shall be in the spring of each year with another meeting held in the fall at such times and places as designated by the Board of Governors.

**ARTICLE VIII
PARLIAMENTARIAN**

A Parliamentarian will be appointed by the President and shall be present at all meetings of the Membership. The Parliamentarian will be introduced at the beginning of the meeting, and will briefly state the Association's objectives and caution members in attendance to avoid any discussions, agreements, or understands, or using the facilities or activities of the Association to disclose to each other's information with respect to price fixing, boycotts, or any other related activities that could be held as unreasonable and/or illegal restraints upon competition or acts of unfair competition. The Parliamentarian will have authority to immediately terminate any such activities, if in the best judgment of the Parliamentarian, such activities create an appearance of wrong doing.

**ARTICLE IX
ORDER OF BUSINESS**

Roberts Rules of Order shall govern at all meetings of the Association unless suspended in any respect by unanimous consent of the members present.

**ARTICLE X
AMENDMENTS**

These Bylaws may be amended by two-thirds vote of the Board of Governors at any regular meeting, or called meeting to consider such amendments, provided notice of proposed change or changes shall have been submitted to the Board of Governors not less than ten (10) days prior to the meeting date.

**ARTICLE XI
GENERAL PROVISIONS**

Section 1. The fiscal year of the Association shall be the calendar year unless otherwise fixed by the Board of Governors.

Section 2. Should any provision of these Bylaws become ineffective or be declared to be invalid for any reason, such provision shall be severable from the remainder of these Bylaws and all other provisions of these Bylaws shall continue to be in full force and effect.

Section 3. All of the Association's records shall be maintained in written form or in another form capable of conversion into written form within a reasonable time.

The Association shall keep as permanent records minutes of all meetings of the Membership and Board of Governors, a record of all actions taken by the Membership or Board of Governors without a meeting, and a record of all actions taken on behalf of the Association by a committee. The Association shall maintain appropriate accounting records.

[Signature Page Follows]

A true copy as approved by the Board of Governors on July 31st, 2013.


Bob Gerard, Secretary/Treasurer