

CHICAGO RAILROAD MECHANICAL ASSOCIATION

CHICAGO RAILROAD DIESEL CLUB – CHICAGO RAILROAD CAR ASSOCIATION

Founded 1948

Founded 1897

CONSTITUTION

Article 1 – Name

The name of the Association shall be “The Chicago Railroad Mechanical Association” (“The CRMA, “The Association”).

Article 2 – Purpose

The purpose of The Association shall be for the advancement of knowledge, through the presentation of technical and related railroad maintenance and operating subjects, with the intent of creating improved methods in the same and economical operation of railroad equipment.

Article 3 – Membership

Any person connected with a Rail Transportation (Railroad) Company, Locomotive Leasing Company, Private Freight Car Lines or Leasing Companies, Car and/or Locomotive Building or Repair Company, Railway Supply Company, Industry or Government Association (State, Local or Federal) or Agency or Motor Freight (Truck) Transportation Company specializing in the movement of railroad components and equipment, may become a member by making application in such manner and form as provided in the By-Laws.

Article 4 – Board of Directors

4.1.1 Board Structure

Management and direction of The Association will rest with an elected Board of Directors, consisting of fourteen (14) actively employed Association members as follows: six (6) from Rail Transportation (Railroad) Companies, Private Freight Car Lines or Leasing Companies or Industry or Government Associations (State, Local or Federal) or Agencies, six (6) from Railway Supply Companies, and two (2) from Locomotive Leasing Companies, Car and/or Locomotive Building or Repair Companies and Motor Freight (Truck) Transportation Companies specializing in the movement of railroad components and equipment, serving without remuneration. Rail Transportation (Railroad) Companies Private Freight Car Lines or Leasing Companies or Industry or Government Associations (State, Local or Federal) or Agencies are allowed no more than two (2) individuals as Board members at any time. Railway Supply Companies, Railcar or Locomotive Leasing Companies, Private Freight Car Lines, Car and/or Locomotive Building or Repair Companies and Motor Freight (Truck) Transportation Companies specializing in the movement of railroad components and equipment are allowed no more than one (1) individual as a Board member at any time.

4.1.2 Board Members Eligibility

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Only those active members in good standing, as provided in Article 3 and in the By-Laws of The Association, shall be eligible to be members of the Board of Directors of The Association. A member in good standing will be defined as an individual whose company and individual membership fees have been paid up to date and in full.

An active member in good standing who has previously been a member of the Board of Directors becomes eligible to be nominated to return to the Board if a minimum period of one two-year term has passed since his departure from the Board.

Members of the Board who retire from employment may remain on the Board for the duration of the two-year term during which the individual's retirement is announced.

4.1.3 Board Responsibilities

The Board shall have full authority in administering the affairs of The Association, in accordance with the Constitution and By-Laws of The Association.

Functions which have been handled by the Nominating Committee (seeking members to join the Board of Directors), Program Committee (seeking topics and speakers for monthly meetings), Finance Committee (supervision of The Association's financial matters) and Membership Committee (seeking companies and individuals to become members of The Association) are duties to be performed by the Board of Directors.

Article 5 – Officers

Officers are members of the Board of Directors and are defined as follows: a President, a First Vice President, a Second Vice President and a non-voting Secretary-Treasurer. Officers, with the exception of the Secretary-Treasurer, will serve a term of two (2) years.

5.1.1 The President

The President shall serve as Board Chairman, preside over and preserve order during all monthly meetings and Board of Directors meetings of The Association, enforce the Constitution and By-Laws, chair the Constitution and By-Laws Committee, appoint committee chairmen with exception of those automatic appointments established by this document, and supervise all committees. In the absence of the Secretary-Treasurer, the President will be responsible for issuing payments by check for expenses incurred by the Association.

5.1.2 First Vice President

The First Vice President, in the absence of the President, shall perform the duties of the President as noted in 5.1.1.

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5.1.3 Second Vice President

The Second Vice President, in the absence of the President and First Vice President, shall perform the duties of the President as noted in 5.1.1.

5.1.4 Secretary-Treasurer

The Secretary-Treasurer shall record the minutes of all Board of Directors meetings, Committee meetings and monthly meetings, furnish reports to each member of the Board of Directors covering action taken at each meeting held by the Board of Directors, have charge of the publication of The Association's proceedings, perform all other routine work pertaining to the business affairs of The Association under the direction of the President and the Board of Directors, receive, record and care for all money and securities belonging to The Association, invest the funds in such manner as may be authorized by the Board of Directors and coordinate on a monthly basis a review and reconciliation of The Association's financial statements with an outside auditor approved by the Board.

The Secretary-Treasurer will be appointed by the Board of Directors and shall serve for an undefined term, non-voting, at the discretion of the Board of Directors. He shall receive compensation, and he will furnish bond if/when required by the Board of Directors.

Article 6 – Committees

The Association shall include in its structure the following standing committees:

- 1.) Executive Committee
- 2.) Entertainment Committee
- 3.) Scholarship Committee
- 4.) Constitution and By-Laws Committee

The President shall appoint the chairman of each committee from the Board of Directors with the exception of the Chairmanship of the Constitution and By-Laws Committee. This committee shall be filled as previously designated under Article 5 Sub-Article 5.1.1.

The President shall appoint the members within ninety (90) days after the annual meeting, subject to approval by the Board of Directors.

6.1.1 Executive Committee

The committee shall consist of the President, First Vice President and Second Vice President of The Association.

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6.1.2 Entertainment Committee

Any organized activities of The Association, such as golf outings, will be coordinated by a Board member designated as Chairman (either voluntary or assigned by the Board), who may create a committee of additional Board members to assist her/him.

6.1.3 Scholarship Committee

The committee shall consist of a Chairman (either voluntary or assigned by the Board), and two (2) committee members. The committee shall consist of one (1) member Rail Transportation (Railroad) Companies, Private Freight Car Lines or Leasing Companies or Industry or Government Associations (State, Local or Federal) or Agency, one (1) member from Railway Supply Company and one (1) member from Locomotive Leasing Company, Car and/or Locomotive Building or Repair Company or Motor Freight (Truck) Transportation Company specializing in the movement of railroad components and equipment.

The committee will be responsible for the establishment of rules by which scholarship money is awarded to student applicants.

This committee shall evaluate all scholarship candidate applications and recommend the awarding of scholarship money to qualifying applicants to the President and Board of Directors. Upon approval of the Board of Directors and notification of the successful candidates, the President will award the winners their scholarship funds at the next general meeting, provided recipients are able to attend.

6.1.4 Constitution and By-Laws Committee

The committee shall consist of a Chairman (the President) and four (4) additional committee and Board of Directors members. The committee will consist of two (2) members from Rail Transportation (Railroad) Companies or Industry or Government Associations (State, Local or Federal) or Agency, two (2) members from Railway Supply Companies and one (1) member from a Railcar or Locomotive Leasing Company, Private Freight Car Line, Car and/or Locomotive Building or Repair Company or Motor Freight (Truck) Transportation Company specializing in the movement of railroad components and equipment.

When new officers take office at the beginning of their two-year term, the committee will be formed to review and, if necessary, propose amendments to the Constitution and By-Laws of The Association. Proposed amendments to the Constitution and By-Laws will be voted on in accordance with Article 8 of the Constitution.

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Article 7 Election of Officers

7.1.1 Election Procedure

During January of the second year of officers' terms, the Board will nominate and vote for a Second Vice President candidate to be slated for the two-year term beginning in the upcoming fiscal year. No person shall be eligible to be slated as Second Vice President until she/he has served at least one two-year term on the Board of Directors and has been an active member in good standing of The Association for at least two (2) years at the time of her/his nomination.

NOTE – Any individual who is nominated to be slated as a new officer is eligible to be slated as the Second Vice President only.

Once the Second Vice President has been slated, officers shall progress through various offices of The Association; the previous Second Vice President becomes First Vice President, the previous First Vice President becomes President, the previous President becomes President ex-officio and the previous President ex-officio leaves the Board of Directors, creating a vacancy on the Board to be filled by an eligible association member as stated above and in Article 4, Sub-section 4.1.2.

Article 8 Amendments

The Constitution may be amended by the Board of Directors in accordance with proposals made by the Constitution and By-Laws Committee, by a 2/3rds majority vote of the board members present. The Secretary-Treasurer shall promptly notify the membership of the proposed change(s) to the Constitution and/or By-Laws subject to ratification by a simple majority vote of members present at the next general meeting.

1st Amended October 8, 1980

2nd Amended April 14, 1997

3rd Amended October 14, 2002

4th Amended April 8, 2013

Effective September 1, 2013

5th Amended April 13, 2015

6th Amended November 09, 2015