

NEXT GENERATION CORRIDOR EQUIPMENT POOL COMMITTEE

BYLAWS

and

OPERATING PROCEDURES

Adopted: January 14, 2010

Revised: February 15, 2011

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Abstract: This document includes the bylaws of the Next Generation Corridor Equipment Pool Committee, established pursuant to Section 305 of the Passenger Rail Investment and Improvement Act of 2008 (“PRIIA”), Public Law 110-432, and describes in more detail how the Executive Board of the Committee, and the Technical and Finance and Administrative Subcommittees will operate in fulfilling the mission of the Committee.

PART A**BYLAWS****NEXT GENERATION CORRIDOR EQUIPMENT POOL COMMITTEE****Section 305 of the Passenger Rail Investment and Improvement Act of 2008
("PRIIA")
Public Law 110-432****ARTICLE I – ORGANIZATION****1.1 Name of Committee**

The Committee shall be known as the Next Generation Corridor Equipment Pool Committee, hereinafter "the Committee."

1.2 Mission Statement

The purpose of the Committee shall be to design, develop specifications for, and procure standardized next-generation corridor equipment.¹

1.3 Functions

The functions of the Committee shall include:

1. determining the number of different types of equipment required, taking into account variations in operational needs and corridor infrastructure;
2. establishing a pool of equipment to be used on corridor routes funded by participating States; and
3. subject to agreements between Amtrak and States, utilizing services provided by Amtrak to design, maintain and remanufacture equipment.²

ARTICLE II – MEMBERSHIP**2.1 Members**

Membership in the Committee shall be comprised of participating representatives of Amtrak, the Federal Railroad Administration, host freight railroad companies, passenger railroad equipment manufacturers, nonprofit organizations representing employees who perform overhaul and maintenance of passenger railroad equipment, interested States and, as appropriate, other passenger railroad operators.³

¹ Ref. Section 305(a) of PRIIA

² Ref. Section 305(b) of PRIIA

³ Ref. Section 305(a) of PRIIA

2.2 Notification of Participation

Representatives of entities that qualify as members of the Committee who are interested in participating on the Committee or any Subcommittee, Working Group, or Task Force, should submit a written notice (mail, fax, or email) with the person's name, title, organization name and address, telephone and fax numbers and email address, and the name of the Subcommittee or Task Force the person wishes to join, to:

Steve Hewitt, Support Services Manager
Section 305 Next Generation Corridor Equipment Pool Committee
Office: 845.616.3076
Email: shewitt109@aol.com

2.3 Qualification

State representatives must be duly authorized to represent their State. Employees of private companies other than Chief Executive Officers/General Managers must have appropriate authorization from their company.

An individual employed by a regional transportation authority or similar entity that sponsors intercity passenger service may be designated to represent a particular state if the designation is approved in writing by an appropriate state official.

2.4 Classification of Members

There shall be two classes of members: Voting and Non-Voting Members. The Federal Railroad Administration, one representative of each interested State, and Amtrak shall be voting members of the Committee, Executive Board and Subcommittees. All others shall be non-voting members.

Persons who wish to participate as non-voting members shall follow the notification procedures in Section 2.2.

ARTICLE III – OFFICERS

3.1 Officers

The Committee shall have the following officers: Chair, Vice-Chair, Secretary and Treasurer all of whom shall be members of the Executive Board.

3.2 Duties of Officers

The duties of the Officers shall be as follows:

Chair: The Chair shall preside at all meetings of the Committee and at all meetings of the Executive Board and shall be responsible for calling all meetings of both the Committee and Executive Board. The Chair shall be an *ex officio* member of all regular and special subcommittees, working groups, and task forces, and shall approve the participation of all subcommittee, working group, and task force members. The Chair shall act as Committee liaison to the U.S. Department of Transportation and, as required, to Congress. The Chair shall be responsible for taking action necessary to ensure the Committee achieves its objectives and shall perform all such other duties as usually pertain to such office.

Vice Chair: The Vice Chair shall preside at meetings in the absence of the Chair and shall assist the Chair in the development and conduct of Committee activities. The Vice Chair shall also serve as a member of the Technical Subcommittee. If the Vice Chair is unable or unwilling to perform this additional function, the Chair shall appoint another member of the Executive Board to perform this function.

Secretary: The Secretary shall be responsible for oversight of all record keeping, including minutes of meetings, and official communication to both the Committee members and the public, as directed by the Chair. The Secretary shall serve as an officer of the Finance and Administrative Subcommittee and shall delegate day-to-day administrative duties to the Support Services Manager (see Article VII).

Treasurer: The Treasurer shall be responsible for managing the budget of the Committee, for paying Committee bills, keeping financial records, and preparing such reports as are required to be kept pursuant to federal legal authorities that implement Section 305(e) of PRIIA. The Treasurer shall also serve as an officer of the Finance and Administrative Subcommittee.

3.3 Terms of Office

Each Officer shall serve a term of two (2) years and thereafter until his/her replacement is selected.

3.4 Vacancies

In the event the Office of Chair becomes vacant prior to the end of the term, the Vice Chair shall ascend to that office for the remainder of the term. In such case, the ascending Chair will appoint a new Vice-Chair for the remainder of the term.

In the event the Office of Vice-Chair becomes vacant prior to the end of the term, the Chair shall appoint a new Vice Chair for the remainder of the term.

3.5 Nomination and Election of Officers

The Chair shall appoint, not less than two months prior to the Annual Meeting, a Nominating Committee consisting of three (3) voting members of the Committee, which shall be responsible for presenting a list of the state representatives selected to serve as members of the Executive Board to be elected at the Annual Meeting. Following election of the Executive Board, the members of the Executive Board will elect the Officers of the Executive Board.

Newly elected Officers shall assume office at the conclusion of the Annual Meeting at which they are elected.

ARTICLE IV – MEETINGS AND VOTING

4.1 Organization of the Committee, Subcommittees and Executive Board

The Committee shall hold a meeting to adopt bylaws, elect the members of the Executive Board and establish Chairs of Subcommittees. Such bylaws shall thereafter be ratified or amended by the voting members of the Committee at the Annual Meeting.

4.2 Annual Meeting

An Annual Meeting of all of the members of the Committee shall be at such time and place as the Chair shall determine. The agenda for the Annual Meeting shall be established by the Chair.

4.3 Meetings of Subcommittees, Working Groups, and Task Forces

Subcommittees and such Working Groups or Task Forces as may be established shall meet quarterly or as deemed necessary by the Chair of the Subcommittee, Working Group or Task Force.

4.4 Special Meetings

Special meetings, including telephone meetings, of the Committee, the Executive Board, or any Subcommittee, Working Group, or Task Force may be called for any purpose at any time by the Chair of the Committee, Executive Board, Subcommittee, Working Group, or Task Force, or at the written request of three (3) voting members of the Committee, Executive Board, Subcommittee, Working Group, or Task Force. Such request must comply with the notice requirements of section 4.5 hereof unless the Chair determines in his/her discretion that a shorter notice period is justified.

4.5 Notice and Conduct of Meetings

Notice of the Annual Meeting of the Committee shall be prepared by the Chair and sent out (by mail, fax or email) to the participating Committee members no less than fourteen calendar (14) days prior to the meeting.

At least five calendar (5) days' notice of other meetings shall be prepared by the Chair and sent out (by mail, fax or email) giving the time and purpose of the meeting.

All meetings shall be conducted in accordance with Robert's Rules of Order, as amended.

4.6 Voting

A Committee vote may be taken only when a quorum is present.

Voting members may vote in person, by telephone or by proxy. The Chair of the meeting shall determine the validity of all proxies. All decisions shall be by simple majority of voting members. In the event of a tie, the Chair will cast the tie-breaking vote.

4.7 Quorum

A quorum shall consist of a majority of the voting members of the Committee participating in person or by telephone. However, at least two-thirds of the members of the Executive Board in office, including at least one representative from Amtrak and the representative from FRA, must be present at such time when a quorum is constituted for the transaction of Committee business.

4.8 Conflicts of Interest

Members shall be cognizant of standard rules governing personal and organizational conflicts of interest and will voluntarily recuse themselves from official actions when their vote or influence would represent a real or apparent conflict of interest that would compromise the integrity of the actions of the Committee, the Executive Board or of any Subcommittee, Working Group, or Task Force.

ARTICLE V – EXECUTIVE BOARD

5.1 Number and Qualifications

The business and affairs of the Committee shall be managed by an Executive Board which shall consist of no less than twelve (12) members of the Committee.

The Executive Board shall be comprised of the following individuals or their representatives: the FRA Administrator, the Amtrak Chief Financial Officer, the Amtrak Chief Mechanical Officer and the participating State representatives.

5.2 State Representation on Executive Board

The States shall determine their representation on the Executive Board based on such factors as geographic diversity, technical expertise, procurement and operational experience including experience with different types of equipment. States will endeavor to obtain a balance of representation on the Executive Board. Each representative **may** have an alternate person designated to participate and vote in meetings in the absence of the designated representative.

It is recommended that state representatives be familiar with the day-to-day and longer-term financial challenges of developing and/or operating a corridor route.

5.3 Term of Office

The Executive Board members shall hold office until their successors have been selected. With the exception of the FRA Representative, the Amtrak Chief Financial Officer and the Amtrak Chief Mechanical Officer who are not limited to specific terms, all Executive Board members shall serve terms of two (2) years.

5.4 Meetings and Notice

Meetings of the Executive Board shall be held quarterly at such times and at such places, in person or by teleconference, as the Chair or three or more Executive Board members may determine. Additional meetings may be held from time to time; provided, however, that the first meeting of a newly elected Executive Board must occur no later than three months following the Annual Meeting. At least five calendar (5) days' notice shall be given of all meetings of the Executive Board.

5.5 Unanimous Consent

Any action which may be taken at a meeting of the Executive Board may be taken without a meeting if written consent, setting forth the action so taken, is signed by all of the voting members of the Executive Board, and shall be filed with the Secretary of the Committee.

5.6 Responsibilities and Powers

The Executive Board shall have the responsibilities set forth in Part B and shall exercise all powers necessary or convenient for performing and carrying out the purposes of the Committee, including, but not limited to, developing and approving a budget, expending available funds, and hiring consultants and contractors as it deems appropriate and in the best interest of the Committee.

5.7 Liability/Property Rights

The Executive Board shall have in place a policy for indemnification of the Officers and persons responsible for taking action under authority of the Committee.

Further, the Executive Board shall develop policies and procedures governing the ownership and/or confidentiality of property that may be provided to or developed for or by the Committee, the Executive Board or any Subcommittee, Working Group, or Task Force.

5.8 Quorum and Voting

No less than two-thirds of the members of the Executive Board in office, including at least one representative from Amtrak and the representative from FRA, shall constitute a quorum for the transaction of business of the Executive Board.

Decisions of the Executive Board shall be made by consensus as determined by the Chair. Where there is lack of consensus, a decision will be made by a majority of the following votes:

- Votes cast individually by each State representative of the Executive Board;
- the same number as the number of State representatives of the Executive Board votes cast en bloc by Amtrak; and
- the same number as the number of State representatives of the Executive Board votes cast en bloc by the FRA Administrator or designee.

Note that the number of votes cast will depend on the number of State representatives present on the Executive Board at the time a vote is taken.

Note: In the event of a deadlock within the States' bloc, the Executive Board Chair or the highest-ranking member in the State bloc will cast the tiebreaking vote in the bloc.

ARTICLE VI – OTHER SUBCOMMITTEES, WORKING GROUPS, AND TASK FORCES

6.1 Standing Subcommittees

In addition to the Executive Board, the Committee shall have two (2) standing Subcommittees, as follows, whose purpose and responsibilities are established in Part C and Part D of the Committee Operating Procedures and will be determined by the Executive Board:

- Passenger Rail Equipment Technical Advisory Subcommittee (or “Technical Subcommittee”).
- Passenger Rail Equipment Financial and Administrative Advisory Subcommittee (or “Finance and Administrative Subcommittee”)

A representative of Amtrak shall permanently serve as an Officer on each standing Subcommittee.

6.2 Additional Subcommittees, Working Groups, or Task Forces

The Committee may have such other Subcommittees, ad-hoc Subcommittees and/or Working Groups or Task Forces, as the Executive Board shall from time to time create.

ARTICLE VII – MAINTENANCE OF COMMITTEE RECORDS, COMMUNICATIONS AND ADMINISTRATIVE SUPPORT

7.1 Administrative Support

The Committee will contract with the American Association of State Highway and Transportation Officials (AASHTO) to provide on-going administrative support including consultant contract management, web site management and maintenance; as well as conference call, meeting, and state travel administrative support.

A Support Services Manager will be retained (subcontracted through AASHTO) to manage the day-to-day operations of the Committee, and to serve as point of contact, Secretariat, and Parliamentarian for the Committee.

7.2 Maintenance of Committee Records

The Support Services Manager shall maintain the Committee membership roster and all Committee records, including meeting minutes.

7.3 Communications

All Committee notices, announcements and other communications shall be processed and distributed by the Support Services Manager in accordance with approved Committee policy.

7.4 Administrative Expenses

Amtrak and State members of the Committee will apply for funding, as appropriate, authorized by Section 305(e) of PRIIA to pay for the administrative expenses of the Committee, including the costs of any members of the Committee, Executive Board, or any Subcommittee, Working Group, or Task Force, as may be allowable.

ARTICLE VIII – AMENDMENTS TO THE BYLAWS

8.1 Submission and Consideration of Amendments

Amendments to these Bylaws may be proposed by any Committee member and must be submitted in writing to the Chair for consideration. The proposed amendments may be voted upon at the next Executive Board meeting of the Committee that occurs at least 30 days after the submission of the proposed amendment. The Chair shall distribute copies of any proposed amendments at least 30 days prior to the meeting at which such proposed amendment is to be voted upon.

8.2 Adoption of Amendments

Amendments to these Bylaws shall be adopted by a two-thirds (2/3) majority of the voting members.

ARTICLE IX – CONFLICTS WITH AMTRAK BYLAWS OR FEDERAL OR DISTRICT OF COLUMBIA LAW

In the case of a conflict between these Bylaws and Federal law, District of Columbia law, or the Amtrak Bylaws, Federal law, District of Columbia law, or the Amtrak Bylaws shall prevail, in that order.

PART B. – EXECUTIVE BOARD RESPONSIBILITIES

1. Responsibilities of Executive Board

a. The Executive Board may develop recommendations concerning financing, potential leasing instruments, procurement procedures, uniform terms and conditions, etc. to procure intercity passenger rail equipment which may be funded pursuant to Section 305(d) or (e) of PRIIA or other authorities.

b. The Executive Board may:

(1) determine the number of different types of equipment required, taking into account variations in operational needs and corridor infrastructure;

(2) determine requirements to establish a pool of equipment to be used on corridor routes funded by participating states;

(3) subject to agreements between Amtrak and States, utilize services provided by Amtrak to design, procure (including manufacturing oversight) and maintain equipment;

(4) investigate alternative means to fund, procure, remanufacture, own and manage a potential equipment pool of standardized equipment. This may include entering into cooperative agreements between Amtrak and States participating in the Committee.

c. The Executive Board shall consider the recommendations of the Technical Subcommittee when making decisions concerning equipment types based upon the Board's sound discretion.

d. The Executive Board is responsible for preparing and issuing whatever reports may be required by Congress, the U.S. Department of Transportation or the Amtrak Board.

e. The Executive Board may define a communications process by which the Committee members as well as all others interested in the activities of the Committee will be notified of activities of the Committee.

PART C. – TECHNICAL SUBCOMMITTEE ⁴

1. Membership of Technical Subcommittee

Membership in the Technical Subcommittee will be open to all Committee members.

2. Officers of the Technical Subcommittee

The Technical Subcommittee shall have a Chair and a Vice Chair who shall each be a voting member appointed by a vote of the Executive Board and will serve for two-year terms. One of these two positions will always be occupied by an Amtrak representative. Other officers may be created as deemed necessary by the Subcommittee. The Chair of the Executive Board may designate a representative of the Executive Board to serve as liaison between the Executive Board and the Technical Subcommittee.

The duties of the Officers of the Technical Subcommittee will be as follows:

Chair:

The Chair will schedule and preside at all meetings of the Technical Subcommittee. The Chair will serve as the official representative of the Technical Subcommittee to the Committee and Executive Board. The Chair will ensure there is a balanced representation on the Technical Subcommittee in order to be able to carry out the mission of the Committee; and will be responsible for ensuring the Technical Subcommittee takes the supportive action necessary to assist the Committee in achieving its objectives and will perform all such other duties as usually pertain to such office.

Vice Chair:

The Vice Chair will preside at meetings in the absence of the Chair; and will assist the Chair in the development and conduct of Technical Subcommittee activities.

The Chair or Vice Chair may designate a representative to preside over meetings in their absence and that individual will hold the Chair's proxy for that meeting.

3. Purpose and Responsibilities of Technical Subcommittee

The purpose of the Technical Subcommittee is to: (1) develop and/or evaluate alternative passenger rail car and propulsion technologies and designs, (2) evaluate proposed vehicle subsystems, (3) establish performance and safety criteria standards, (4) develop specifications, (5) respond to requests made by the Committee or Executive Board to assist in carrying out their duties; and (6) any such other tasks and duties as may be assigned by the Executive Board.

⁴ Revised 7/1/10

The Technical Subcommittee will maintain an updated catalog of one or more approved passenger vehicle specifications that are determined to be eligible for use in the Next Generation Passenger Rail Equipment Pool. As appropriate, it will develop its on-going efforts into recommendations for the Executive Board to act upon. The complete specifications (or portions thereof) may, as determined by the Executive Board, be subject to use limitations.

4. Subjects to be addressed by the Technical Subcommittee

Subjects to be addressed by the Technical Subcommittee may include but are not limited to:

- Safety criteria
- Regulatory compliance requirements and procedures
- Interoperability of car/locomotive/infrastructure requirements
- Performance criteria
- Passenger car interior configurations, including design enhancements to facilitate travel by the disabled and elderly communities
- Passenger amenities
- Motive power
- Operational issues
- Efficiency of operations
- Economies of scale benefits from common fleets
- Servicing/inspection requirements
- Maintenance and overhaul criteria
- Procurement guidelines
- Inventory criteria for both spare parts as well as vehicle spare margins
- Maintenance facility requirements

5. Meeting of the Technical Subcommittee

The Technical Subcommittee will establish procedures regarding its orderly functions. It may form Task Forces to focus upon specific issues. It will determine what, if any, financial support may be needed to carry out its mission and recommend to the Finance and Administrative Subcommittee what such requirements may be. It is recommended that the Officers of the Technical Subcommittee include representation from States that fund Amtrak train service or that are funding corridors in development, or representatives of professional organizations that represent States (e.g., AASHTO) and/or represent Amtrak.

6. Quorum and Voting

There shall be two classes of members in the Technical Subcommittee: Voting and Non-Voting Members. FRA, Amtrak, and one representative of each member State shall be voting members. All others shall be non-voting members.

Voting members may vote in person or by proxy. The Chair of the meeting shall determine the validity of all proxies. A proxy should be identified to the Chair in writing in advance of the meeting and noted in the minutes of the meeting. A State which does not have a representative physically present at the Meeting, but which has authorized another individual by proxy to represent it at the meeting will be considered present and participating at the meeting for purposes of voting and determining a quorum. A State may only provide its proxy to another State or to a contractor it has selected to carry out this purpose provided such contractor is not a manufacturer of rail equipment or anyone else who might have a conflict of interest.

A formal Technical Subcommittee vote may be taken only when a quorum is present.

A quorum shall consist of a majority of the State members of the Technical Subcommittee, with each State counting as one member, plus at least one representative from Amtrak and one representative from FRA.

Decisions of the Technical Subcommittee shall be made by consensus whenever possible. Where there is lack of consensus, i.e., if there is opposition to a substantial issue by any State, FRA or Amtrak, a decision will be made by a majority of the following votes calculated as follows:

- * Votes cast individually by each State representative of the Subcommittee;
- * the same number as the number of State representatives of the Subcommittee votes cast en bloc by Amtrak; and
- * the same number as the number of State representatives of the Subcommittee votes cast en bloc by the FRA Administrator or designee.

Note that the number of votes cast at any particular time will depend on the actual number of State representatives present and voting at the Subcommittee meeting (or voting by proxy and thus considered present and participating) at the time a vote is taken. The votes should be recorded and kept with the minutes of the meeting.

A dissenting member may provide for the record a written explanation of the dissenting position. The Chair may also request a dissenting member to prepare such an explanation (a "position paper" on the dissenting member's position). If the Chair determines it would be helpful for the Executive Board to review the dissenting member's position paper when considering a Technical Subcommittee recommendation, the Chair may provide the position paper to the Chair of the Executive Board.

PART D. – FINANCE AND ADMINISTRATIVE SUBCOMMITTEE ⁵

1. Membership of Finance and Administrative Subcommittee

Membership in the Finance and Administrative Subcommittee will be open to all interested Committee members.

2. Officers of the Finance and Administrative Subcommittee

The Finance and Administrative Subcommittee will have a Chair and two Vice Chairs who shall be voting members appointed by a vote of the Executive Board and will serve for two-year terms. The Secretary and the Treasurer of the Executive Board shall each hold one of these three positions. One of these three positions will always be occupied by an Amtrak representative. Other officers may be created as deemed necessary by the Subcommittee. The Chair of the Executive Board may designate a representative of the Executive Board to serve as liaison between the Executive Board and the Finance and Administrative Subcommittee.

The duties of the Officers of the Finance and Administrative Subcommittee will be as follows:

Chair:

The Chair will schedule and preside at all meetings of the Finance and Administrative Subcommittee. The Chair will serve as the official representative of the Finance and Administrative Subcommittee to the Committee and Executive Board. The Chair will ensure there is a balanced representation on the Finance and Administrative Subcommittee in order to be able to carry out the mission of the Committee; and will be responsible for ensuring the Finance and Administrative Subcommittee takes the supportive action necessary to assist the Committee in achieving its objectives and will perform all such other duties as usually pertain to such office.

Vice Chairs:

The First Vice Chair will preside at meetings in the absence of the Chair; and will assist the Chair in the development and conduct of Finance and Administrative Subcommittee activities.

The Second Vice Chair will preside at meetings in the absence of both the Chair and First Vice Chair. The Second Vice Chair will also be responsible for coordinating tasks with Amtrak as required to fulfill the mission of the Committee.

⁵ Revised 2/3/15

3. Purpose and Responsibilities of the Finance and Administrative Subcommittee

The purpose of the Finance and Administrative Subcommittee is to: (1) manage the finances of the Committee, (2) identify options for the funding of new equipment, (3) evaluate the options for ownership structures that may be utilized for new equipment, (4) propose possible structures for transactions between potential owners and/or operators of equipment, (5) manage the operation of the Committee, (6) determine protocols for various issues that arise and establish policy for the Committee, (7) serve as the keeper of the Committee Bylaws, (8) serve as the policy development arm of the Committee, (9) serve as the keeper of open records and recommend relevant recordkeeping policies as appropriate, and (10) perform other tasks or duties as identified by the Finance and Administrative Subcommittee or that may be assigned by the Executive Board or requested by other Subcommittees or Task Forces.

4. Subjects to be addressed by the Finance and Administrative Subcommittee

Subjects to be addressed by the Finance and Administrative Subcommittee may include but are not limited to:

- Funding from government grants
- Funding from government supported loan programs
- Availability of funding from the commercial debt markets
- Options, strengths and weaknesses of various commercial lending structures
- Potential ownership structures including but not limited to Amtrak, a not-for-profit entity, an infrastructure bank and third parties as yet to be identified
- Transactional structures between Amtrak and/or the states and the ownership entity
- The usage of governmental support funding in the transactional structures under consideration
- The resourcing requirements of the potential organizational structures
- The overlap between proposed structures and existing entities and proposed ways of managing such overlap
- Overall management and review of budget and scope of work issues of the Committee
- Recommending policy and/or administrative changes to the Executive Board
- Overseeing and implementing an open records policy
- Assisting in resolving overlap/possible conflicts between Subcommittees or Task Forces and suggesting mediating remedies
- Developing and recommending policies as necessary to allow the Committee to perform its work in a consistent manner. Such policies may include, but are not limited to standardized methodology for contracting for outside work, and responding to requests by outside groups to participate/present at meetings, etc.

5. Audit

The Finance and Administrative Subcommittee will arrange for periodic independent audits of the financial records of the Committee, as appropriate.

6. Meeting of the Finance and Administrative Subcommittee

The Finance and Administrative Subcommittee will establish procedures regarding its orderly functions, etc. It may form Working Groups or Task Forces to focus upon specific issues. It will determine what, if any, financial support may be needed to carry out its mission and recommend to the Executive Board what such requirements may be. It is recommended that the Officers of the Finance and Administrative Subcommittee include representation of States that fund Amtrak train service or that are funding corridors in development, or representatives of professional organizations that represent States (e.g., AASHTO) and/or represent Amtrak.

7. Quorum and Voting

There shall be two classes of members in the Finance and Administrative Subcommittee: Voting and Non-Voting Members. FRA, Amtrak, and one representative of each member State shall be voting members. All others shall be non-voting members.

Voting members may vote in person or by proxy. The Chair of the meeting shall determine the validity of all proxies. A proxy should be identified to the Chair in writing in advance of the meeting and noted in the minutes of the meeting. A State which does not have a representative physically present at the meeting, but which has authorized another individual by proxy to represent it at the meeting will be considered present and participating at the meeting for purposes of voting and determining a quorum. A State may only provide its proxy to another State or to a contractor it has selected to carry out this purpose provided such contractor is not a manufacturer of rail equipment or anyone else who might have a conflict of interest.

A formal Finance and Administrative Subcommittee vote may be taken only when a quorum is present.

A quorum shall consist of a majority of the State members of the Finance and Administrative Subcommittee, with each State counting as one member, plus at least one representative from Amtrak and one representative from FRA.

Decisions of the Finance and Administrative Subcommittee shall be made by consensus whenever possible. Where there is lack of consensus, i.e., if there is opposition to a substantial issue by any state, FRA or Amtrak, a decision will be made by a majority of the following votes calculated as follows:

- * Votes cast individually by each State representative of the Subcommittee;
- * the same number as the number of State representatives of the Subcommittee votes cast en bloc by Amtrak; and
- * the same number as the number of State representatives of the Subcommittee votes cast en bloc by the FRA Administrator or designee.

Note that the number of votes cast at any particular time will depend on the actual number of State representatives present and voting at the Subcommittee meeting (or voting by proxy and thus considered present and participating) at the time a vote is taken. The votes should be recorded and kept with the minutes of the meeting.

A dissenting member may provide for the record a written explanation of the dissenting position. The Chair may also request a dissenting member to prepare such an explanation (a "position paper" on the dissenting member's position). If the Chair determines it would be helpful for the Executive Board to review the dissenting member's position paper when considering a Finance and Administrative Subcommittee recommendation, the Chair may provide the position paper to the Chair of the Executive Board.