

# **AREMA Constitution**

## **Article 1.0 - Name and Location**

The name of this Association shall be the American Railway Engineering and Maintenance-of-Way Association. The Association is organized as a not-for-profit corporation in the State of Illinois.

## **Article 2.0 - Mission**

The mission of the Association shall be the development and advancement of both technical and practical knowledge, and recommended practices pertaining to the design, construction and maintenance of railway infrastructure.

## **Article 3.0 - Governance**

The Association shall be governed by this Constitution and its Bylaws. In the event of conflict between the terms of the Constitution and the terms of the Association's Bylaws, the terms of the Constitution shall prevail.

## **Article 4.0 - Board of Directors/Board of Governors**

Members of the Board of Directors and/or Board of Governors shall not receive any salaries for their services, but authorized expenditures may be reimbursed on a case-by-case basis.

## **Article 5.0 - Meetings**

### **5.1 Annual Meeting**

There shall be at least one meeting of the members annually at such time and place as the Board of Governors may determine.

### **5.2 Special Meetings**

#### **5.2.1 Board of Governors**

Special meetings of the membership of the Association may be convened at any time by the Board of Governors.

#### **5.2.2 Membership**

A special meeting of the membership of the Association shall be convened within 60 days of receipt by the President of written request by at least 10 per cent of the entire membership.

### **5.3 Notification**

Notice shall be sent to the membership at least 30 days in advance of the time and location of the annual meeting of the Association and any special meetings.

## **Article 6.0 - Amendments**

### **6.1 Proposed by Petition of Members**

Amendment of this Constitution may be proposed by written petition signed by not less than one hundred (100) members of the Association. The proposed amendment shall be sent to the President of the Association who shall send a copy to each member of the Board of Governors in a timely manner. Upon approval by an affirmative vote of two-thirds of the entire Board of Governors, the proposed amendment shall be submitted by letter ballot to the members eligible to vote.

### **6.2 Proposed by the Board of Governors**

Amendment of this Constitution may be proposed by an affirmative vote of two-thirds of the entire Board of Governors. The proposed amendment shall then be submitted by letter ballot to the members eligible to vote.

### **6.3 Adoption**

An affirmative vote by a majority of all members eligible to vote is required for approval. If approved, the proposed amendment shall be declared adopted and shall become effective immediately, or as otherwise provided in the amendment. Members of the Association shall be advised of the results of the ballot in a timely manner.