

AREMA C&S Committee Guidelines

Revised June 14, 2004

1.0 Purpose:

The purpose of the C&S Committee Guidelines is to provide direction on how to handle certain C&S Technical Committee governance issues, while remaining consistent with the Regulations Governing AREMA Committees, latest edition. These guidelines are numbered to reflect the Regulations to which they pertain.

2.0 Technical Committees:

- 2.3.2.1 Railway/Non-railway Interests Balance shall be amended such that Railway Interest need not be the majority vote due to opposing Non-railway interests, the Committee Chairman shall either forward the opposing views back to the assignment Subcommittee in the case of a manual part, or refer the matter to the Board of Directors Functional Group for a final ruling.
- 2.3.2.2 Committee Size and Company Limitations shall be amended to allow for an individual manufacturer, supply company or consulting firm to have no more than two members on each Subcommittee, but only one member may vote on Subcommittee issues and no more than two may vote on full Committee issues.

3.0 Technical Committee Staffing:

- 3.5.1 General – shall be amended by adding, “A Subcommittee Secretary, if required, shall be appointed by the Subcommittee Chairman. Any member of the Subcommittee may serve as Secretary for a designated period, as agreed to by the member and Subcommittee Chairman.
- 3.5.2 Subcommittee A – standing Subcommittee A shall not be used, but the functions of Subcommittee, where referred to in the Regulations, shall be the responsibility of the Board of Directors Functional Group.
- 3.5.3 Subcommittee B – standing Subcommittee B shall not be used, but the functions of Subcommittee B, where referred to in the Regulations, shall be the responsibility of the Committee Chairman who may delegate the work to the appropriate committee member(s).

4.0 Balloting Procedures:

- 4.4 Issuance of Letter Ballot – shall be amended to read “ Manual Part material to be submitted for approval shall follow the process outlined in the document entitled AREMA C&S Technical Committee Manual Part Handling and Approval Process, latest edition”.
- 4.4.1 Ballot Form – shall be amended to read “Ballots shall use the ballot format as described in the document entitled AREMA C&S Technical Committee Manual Part Handling and Approval Process, latest edition”. Completed ballots shall still be handled in accordance with sections 4.5 through 4.11, of the Regulations Governing AREMA Committees.
- 4.5 Letter Ballot Requirements – the requirements outlined in the Regulations, section 4.5.1, Minimum for Approval, shall now apply to the combined Meeting Ballot Votes and the Letter Ballot Votes.
- 4.5.1 Minimum for Approval – shall be amended to include the combined Meeting Ballot Votes and Letter Ballots. An affirmative vote of at least two thirds of the combined affirmative and negative votes cast by voting members of the Committee is still required with not less than 50% of the voting members returning Letter Ballots.

5.0 Committee Procedures:

- 5.1.5 Meeting Minutes – shall be sent electronically, via e-mail in MS WORD format to the Board of Directors Functional Group and to the AREMA Executive Director/CEO.

6.0 General:

- 6.1 General Voting Requirements – for other than Manual Part changes and Committee Assignments, a simple majority of voting members constitutes a quorum for all other Committee voting requirements. Minimum for approval shall still follow section 4.5.1 of the Regulations Governing AREMA Committees.
- 6.2 Proxies shall not be used for voting purposes.
- 6.3 All proposed Technical Committee Assignments shall be reviewed and approved by the Functional Group Board. Assignments may either be recommended by the Functional Group Board or by the Technical Committees themselves.
- 6.4 The Conflict of Interest statement shall be read at the beginning of each Technical Committee meeting.