

NARP/RPA Bylaws Committee Communication to the Council of Representatives.

The Bylaws Committee, consisting of Harvey Bowen, Timothy Moore, Greg Blenkinsop, Robert Frampton, and Todd Liebman provides this notice of proposed bylaws amendments and repeals to the Council of Representatives.

The Committee considered all proposals received and worked with submitters to clarify submissions, correct spelling errors, integrate multiple versions and amendments, combine separately submitted amendments from the same submitter, and integrate friendly amendments from individuals or committees. The Committee also continued to consider revisions to prior proposals returned to the Committee for consideration by the Council of Representatives.

Each proposal is shown in the general format of:

- **Bylaws Proposal #x – Submitted by (name)**
- **Recommendations of the Board or Committees (if any)**
- *Submitter’s reasoning, in third person (written or edited from the submitter’s content by the Bylaws Committee, and provided to the Submitter(s) for review and comment before finalization)*
- *Notes from the Bylaws Committee (if any)*
- *Notes from the Board (if any)*
- *Notes from other committees (if any)*
- *The proposal (summary and/or introduction) (if any)*
- *The bylaws as they would read if the proposal were accepted (and/or notes to this effect)*

Any excerpts from the bylaws in this notice are copied from plain text and lightly formatted. They may not exactly match the official bylaws. The complete current bylaws are online at www.railpassengers.org/bylaws.

Spring 2023 Bylaws Proposal #1: Submissions by Harvey Bowen and Robert Frampton as combined and revised by the Bylaws Committee with the submitters consent.

The Bylaws Committee unanimously recommends voting **FOR this amendment.**

The Bylaws Committee, believe these to be minor changes that should be addressed. There are two changes. The first change is to increase the allowed length of a resolution from 180 to 250 words. The second change is to make clear that all length-limited submissions (not only ones that are too long) must be submitted in advance of the Council meeting.

In Article VI, Section 9, make the below changes to the first, second and fourth sentences (remove ~~strikeout~~, add italics):

In order for a resolution to be considered by the Council of Representatives it must be (a) submitted by a Representative in good standing, and (b) no more than **two hundred fifty (250)** ~~180~~-words in length. Upon receipt of the proposed resolution, the Secretary shall confirm that the resolution is no more than the maximum word count and if not compliant, inform the proposer of such fact. If the proposed resolution is more than **two hundred fifty (250)** ~~180~~-words in length, the proposer may cure by reducing the length of the proposal and resubmitting same as long as this is accomplished no later than **twenty one (21)** ~~thirty (30)~~ days prior to the start of the Council of Representatives meeting. If the proposed resolution is compliant with this Section 9 of Article VI, then the resolution shall be placed ***on the*** ~~tentatively on the business meeting agenda~~ ***of the next business meeting that is no earlier than thirty-two (32) Days from the Secretary's receipt of the proposed resolution***, subject to the resolution being seconded at the meeting in order to be discussed, ~~in which case~~ ~~†~~ The Secretary shall notify the proposer of such tentative assignment.

Spring 2023 Bylaws Proposal #2: Submitted by Harvey Bowen and revised by the Bylaws Committee with the submitters consent.

The Bylaws Committee unanimously recommends voting **FOR this amendment.**

Add to the end of Article VIII, Section 15 the text below:

If the Secretary is not present at a Council Business Meeting, the Board members present may appoint a temporary substitute Secretary without requirement of a Board quorum.

Spring 2023 Bylaws Proposal #3: Submitted by Robert Frampton and revised by the Bylaws Committee with the submitters consent.

The Bylaws Committee recommends voting **For this amendment by a vote of four to one Committee Members.**

In Article VI, Section 9, make the below changes and additions:

Between the third and fourth sentence, add:

Notwithstanding any of the foregoing, the word limit shall not apply to Resolutions proposed by the Board of Directors, which still must be submitted to the Secretary up to 21 days before the Council meeting at which they are to be considered.

To the fifth and sixth sentences make the below changes (remove strikeout, add italics):

The Secretary shall ~~attempt to notify by~~ ***send*** e-mail ***or USPS mail to each*** ~~all Representatives~~ ***Council Member*** of the proposed resolution ***(s) 14 days prior to the Council meeting*** at which they would be considered ~~as soon as practical. The foregoing requirements shall not apply to resolutions proposed by the Board of Directors.~~

Spring 2023 Bylaws Proposal #4: Submitted by Robert Frampton

The Bylaws Committee recommends voting **FOR** this amendment by a vote of three to two Committee Members.

Mr. Frampton proposes that the Board Vice Chairs be expanded from 4 to 6, to represent each of six Regions of the country, and that their duties be enhanced to include coordinating the RPA Council activities in their region and providing a liaison between the Board and the multi-state Divisions in their region.

In Article VIII, make the following changes (remove strikeout, add italics):

Section 1. Officers. The officers of the Association (the "Officers") shall include a Chair, ~~four~~ **six** Vice-Chairs, a Treasurer, a Secretary, and the President and Chief Executive Officer, and may include such other Officers as may be elected by the Council of Representatives from time to time. Officers, other than the President and Chief Executive Officer, also shall be Directors and shall not be employees of the Association. The President and Chief Executive Officer shall be an employee of the Association, as set forth in Article X.

Section 12. Vice Chairs. **Starting with the 2024 Board Elections**, Vice Chairs are responsible for leading and coordinating the work of the Association ***in each of six Regions*** ~~as assigned by the Chair~~. ***The six Regions are defined as follows:***

North-East Regional Vice Chair, for Northeast Division;

Mid-Atlantic Regional Vice Chair, for Mid Atlantic Division;

South Regional Vice Chair, for Southeast, South-Central and Southern Divisions;

Midwest Regional Vice Chair, for Midwest Division;

Southwest Regional Vice Chair, for and Southwest Division;

Northwest Regional Vice Chair, for Include Northwest and Mountains & Plains Divisions.

(b) Each Vice Chair shall reside in the Region for which the Vice Chair will represent.

(c) Each Vice Chair shall give a report at each Council Business meeting on activities in the Region that the Vice Chair represents.

(d) In addition, one of the Vice Chairs (either designated by the Chair or if none has been designated then one selected by majority vote of the Board of Directors) shall, in the absence of the Chair or in the event of the Chair's inability or refusal to act, be deemed acting Chair and perform the duties of Chair. When so acting, the acting Chair shall have all the powers of and be subject to all the restrictions upon the Chair and shall perform such other duties as from time to time may be assigned by the Board of Directors.

Spring 2023 Bylaws Proposal #5: Submitted by Robert Frampton

The Bylaws Committee recommends voting **FOR this amendment by vote of three to two Committee Members.**

Mr. Frampton believes that Council minutes need to be approved within two months of the Council meeting so that official minutes may be used to authorize the attorney to incorporate any bylaws amendments in the official bylaws, and so that any approved resolutions that authorize actions by the Council through its committees to take such actions as prescribed in such resolutions, and that similar requirements be applied to Board minutes.

Replace Article VIII, Section 14 (c) with the following:

(c) The Secretary shall take minutes of both Board meetings and Council business meetings. (1) The Secretary shall distribute the draft minutes of Board meetings to Board members no more than twenty-one (21) days after each Board meeting; Board Minutes shall be published to the RPA website within fifteen (15) days after board adoption; (2) The Secretary shall distribute draft minutes of the Council business meeting to all Council and Board members within twenty-one (21) days by email or postal mail; Council members will then have fifteen (15) days to submit proposed corrections to these draft minutes, then the Secretary shall within fifteen (15) days distribute revised draft minutes to all Council and Board members. Notwithstanding any of the foregoing, these deadlines may be extended by the Chair or the Board for good cause.

Spring 2023 Bylaws Proposal #6: Requested as part of multiple overlapping submissions, broken out for a separate vote by the Bylaws Committee with submitters Robert Frampton and Harvey Bowen's consent.

The Bylaws Committee unanimously recommends voting **FOR this amendment.**

The Bylaws Committee proposes that the strict requirement that our two yearly Council Meetings occur in the seasons of spring and fall is overly limiting. As of now, the bylaws require that the two council business meetings be held one each in "Spring" and "Fall". This amendment allows the two meetings to be held in any seasons, providing flexibility for scheduling. Note that due to requirements for elections in even numbered years, it would still not be possible or practical for the Washington, D.C. metropolitan area meeting to be held earlier than March.

In Article VI, Section 1, make the below changes (remove strikeout, add italics):

Regular Meetings. The Council of Representatives shall hold two regular business meetings per year, one in ~~the Spring~~ in the Washington, D.C. metropolitan area and the other in a location chosen by the Council of Representatives. The *Washington, D.C. metropolitan area* ~~Spring~~ meeting shall be deemed the annual business meeting of the Council of Representatives.

In Article XI, Section 4, subsections (c) and (f), replace the word "spring" with the words "*Washington, D.C. metropolitan area*"

In Article XIV, Section 1, add this new subsection (d):

(d) Each elected At-Large Representative, Director, and Officer shall hold office until the next Annual Member Meeting at which elections for their office are held unless the Director is earlier removed or resigns.

Spring 2023 Bylaws Proposal #7: Submitted by Robert Frampton

The Bylaws Committee unanimously recommends voting **FOR** this amendment.

Mr Frampton believes that each candidate for At Large Council Representative should require at least 50% support, and also that due to “strategic voting” seats have remained unfilled after elections. By “strategic voting” he means when members choose fewer than the allowed 10 candidates to give their preferred candidates a better statistical chance of election. Mr Frampton proposes this be addressed with a second round of voting to fill any seats unfilled in the first round, while requiring that candidates in both elections receive at least 50% to be elected.

Replace Bylaws ARTICLE V Section 8 with the following:

8. Election of Elected Representatives At Large.

(a) Elected Representatives At Large shall be elected by the State Representatives at the annual business meeting of the Council of Representatives in even-numbered years. Prior to voting on all other offices, the Candidate Certification Committee shall inform the Council of Representatives of the names of those declared candidates qualified to run.

(b) State Representatives shall vote for Elected Representatives At Large using physical or electronic ballots on which separate votes can be cast for each candidate. In cases where ballot counters are needed for this operation, they shall be non-candidates. Each State Representative may cast votes in favor of candidates up to the number of available positions, casting no more than one vote in favor of each candidate. State Representatives violating either or both of those rules will have all their votes on that ballot disqualified. To be elected, a candidate must receive the votes of at least fifty percent (50%) of the participating State Representatives.

(c) If, after the balloting for At Large Council Members, the number of Elected Representatives At Large elected by more than 50% is less than the number of open seats, then a second ballot shall be conducted among all remaining nominees; and on this second ballot, those receiving the greatest number of votes shall be elected to the remaining vacant seats, provided that a candidate must be included on at least fifty percent (50%) of the cast ballots to be elected.

(d) In the event that a tie occurs among the persons qualifying for the last remaining Elected Representative At Large position, potentially causing an excess number of Elected Representatives At Large to be elected, then the election shall be determined by a coin toss.

For reference, the complete current bylaws are online at <http://www.railpassengers.org/bylaws>.