

**BYLAWS OF THE
PENNSYLVANIA RAIL FREIGHT ADVISORY COMMITTEE (RFAC)**

(As Adopted on February 27, 1990
and amended July 26, 1995)

ARTICLE I - NAME

The name of this organization shall be "The Rail Freight Advisory Committee".

ARTICLE II - PURPOSE

The purpose of this Committee shall be to advise and comment on the comprehensive rail freight study, to advise and comment on all phases of the rail freight transportation program activities being undertaken or financially assisted by the Commonwealth of Pennsylvania Department of Transportation, and to propose methods, strategies or technologies for improving rail freight transportation service systems or facilities within the Commonwealth.

ARTICLE III - HEADQUARTERS

The office of the committee shall be at such place as the Committee may by proper resolution designate as such.

ARTICLE IV - OFFICERS

Section 1. Officers. The Officers of the Committee shall be a Chairman, a Vice Chairman and a Secretary.

Section 2. Chairman. The Chairman shall preside at all meetings of the Committee. Except as otherwise authorized by resolution of the Committee, the Chairman shall sign all contracts, resolutions and other instruments made by the Committee. At each meeting, the Chairman shall submit such recommendations and information as he may consider proper concerning the business affairs and policies of the Committee.

Section 3. Vice Chairman. The Vice Chairman shall perform the duties of the Chairman in the absence or incapacity of the Chairman and in case of the resignation or death of the Chairman, the Vice Chairman shall perform such duties as are imposed on the Chairman until such time as the Committee shall appoint a new Chairman.

Section 4. Secretary. The Secretary shall keep the records of the Committee, shall act as Secretary of the meetings of the Committee and record all votes, and shall keep a record of proceedings of the Committee in a journal of proceedings to be kept for such purpose, and shall perform all duties incident to his office.

Section 5. Additional Duties. The Officers of the Committee shall perform such other duties and functions as may from time to time be required by the Committee or the By-Laws or rules and regulations of the Committee.

Section 6. Election or Appointment. The Chairman, Vice Chairman and Secretary shall be elected at the annual meeting of the Committee from among the public members of the Committee, and shall hold office for one year or until their successors are elected and qualified.

Section 7. Vacancies. Should the office of Chairman, Vice Chairman, Secretary become vacant, the Committee shall elect a successor from its public membership at the next meeting, and such election shall be for the unexpired term of said office.

ARTICLE V - MEETINGS

Section 1. Annual Meetings. The annual meeting of the Committee shall be held during January of each calendar year at the regular meeting place of said Committee. In the event such date shall fall on a legal holiday, the annual meeting shall be held on the next succeeding secular day, or on date and time agreed upon by the Committee members.

Section 2. Regular Meetings. Regular meetings of the Committee shall be held Quarterly (January, April, July and October) at time and place designated by the Committee. A minimum of four meetings per year will be held.

Section 3. Special Meetings. The Chairman of the Committee may when he deems it expedient, and shall, upon the written request of seven (7) members of the Committee, call a special meeting of the Committee for the purpose of transacting any business designated in the call. The call for a special meeting may be delivered to each member of the Committee or may be mailed to the business or home address of each member thereof two (2) days or more prior to the date of such special meeting. No business shall be considered other than a designated in the call, but if all of the members of the Committee are present at the special meeting, any and all business may be transacted at such special meeting.

Section 4. Notice of Meetings. Public notice of the schedule of regular meetings shall be given once at the beginning of each calendar or fiscal year and shall show the regular dates and times for meetings and the place at which said meetings are to be held. Public notice of each special meeting and of each rescheduled regular or special meeting shall be given and the date, time and place of such meeting. Public notice shall be given by (1) posting a copy of the notice prominently in the principal office of the Committee or at the public building in which the meeting is to be held, or (2) by publishing the notice, once, in a newspaper of general circulation in the City of Harrisburg, Pennsylvania.

Section 5. Alternates. Each member of the Committee may designate an alternate to attend any meeting of the Committee. A member who designates an alternate shall notify the chairman, in writing, of the designation. Alternates shall be accorded all the rights and duties of a member when attending a meeting of the Committee.

Section 6. Quorum. At all meetings of the Committee a majority of the members of the Committee shall constitute a quorum for the purpose of transacting business; provided, however, that a smaller number may meet and adjourn to some other time or until a quorum is obtained.

Section 7. Order of Business. At regular meetings of the Committee, the following shall be the order of business:

1. Roll Call
2. Reading and approval of minutes of the previous meeting.
3. Bills and Communications
4. Reports

5. Old Business
6. New Business
7. Comments from the Public
8. Adjournment

All resolutions shall be in writing and shall be copied in the journal of the proceedings of the Committee.

Section 8. Manner of Voting. The voting of all questions coming before the Committee shall be by roll call, and the ayes and nays shall be entered upon the minutes of such meeting, unless the vote is unanimous of all members present, and in that case the minutes shall so indicate. All action may be taken by vote of a majority of the Committee members present assuming a quorum.

Section 9. Notice of Meetings. Whenever any written notice is required to be given by law or by these By-Laws to any Committee Member, a waiver thereof in writing signed by the person or persons entitled to such notices whether before or after the time stated therein shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the nature of business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting.

ARTICLE VI - AMENDMENTS

Section 1. Amendment to By-Laws. The By-Laws of the Committee shall be amended only with the approval of at least a majority of the members of the Committee at a regular or special meeting.