

**NEXT GENERATION CORRIDOR EQUIPMENT POOL COMMITTEE**

**BYLAWS**

**and**

**OPERATING PROCEDURES**

**FOR THE EXECUTIVE BOARD, TECHNICAL SUBCOMMITTEE AND  
FINANCE SUBCOMMITTEE**

**Adopted:** January 14, 2010  
**Revised:** February 15, 2011  
**Revised:** September 27, 2011

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 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.<sup>1</sup>

**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.<sup>2</sup>

**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, interested States and, as appropriate, other passenger railroad operators.<sup>3</sup>

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<sup>1</sup> Ref. Section 305(a) of PRIIA

<sup>2</sup> Ref. Section 305(b) of PRIIA

<sup>3</sup> 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 should submit a notice in writing, with the person's name, title, organization name and address, telephone and fax numbers and email address, and the name of the Committee or Subcommittee the person wishes to join, to:

Steve Hewitt, AASHTO Consultant  
Section 305 Next Generation Equipment Pool Committee  
Office: 845.616.3076  
Fax: 845.339.3074  
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 a non-voting member 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. He/she shall be an *ex officio* member of all regular and special subcommittees and task forces. He/she shall approve the participation of all subcommittee and task force members. He/she shall act as Committee liaison to the U.S. Department of Transportation and, as required, to Congress. He/she 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. He/she 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 all record keeping, including minutes of meetings, and official communication to both the Committee members and the public, as directed by the Chair. The general duties as are incident to the role of Secretary shall initially be performed by Amtrak.

**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 a member of the Finance 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 Initial 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 first 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 and Task Forces**

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

### **4.4 Special Meetings**

Special meetings, including telephone meetings, of the Committee, the Executive Board, or any Subcommittee or Task Force may be called for any purpose at any time by the Chair of the Committee, Executive Board, Subcommittee or Task Force, or at the written request of three (3) voting members of the Committee, Executive Board or Subcommittee or Task Force. Such request must comply with the notice requirements of section 4.4 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 in which a quorum is constituted for the transaction of Committee business, except prior to the first Annual Meeting of the Committee.

#### **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 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) and no more than fourteen (14) 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 nine (9) or eleven (11) 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 shall 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 and are eligible to serve two (2) consecutive terms. Terms may be staggered.

## **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 a consent or consents in writing, 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 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 consensus as determined by the Chair. Where there is lack of consensus, a decision will be made by a majority of the following votes:

[nine (9) or eleven (11)] votes cast individually by each State representatives of the Executive Board;  
 [nine (9) or eleven (11)] votes en bloc by Amtrak; and  
 [nine (9) or eleven (11)] votes en bloc by the FRA Administrator or designee.]

Note that the number of votes cast (9 or 11) will depend on the number of state representatives present on the Executive Board at the time a vote is taken.

## **ARTICLE VI – OTHER SUBCOMMITTEES 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 Advisory Subcommittee (or “Finance Subcommittee”).

A representative of Amtrak shall permanently serve as an Officer on both the Technical and Finance Subcommittees.



## **6.2 Additional Subcommittees or Task Forces**

The Committee may have such other subcommittees, ad-hoc subcommittees and/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**

Amtrak will, in addition to serving on the Executive Board and the Technical and Finance Subcommittees, initially provide administrative support for such on-going needs as the Committee, Executive Board, or Subcommittee may require.

Amtrak will designate a staff person (hereinafter referred to as “Amtrak Staff Advisor”) who will act as liaison between the Committee, the Executive Board and the respective Subcommittees and such other subcommittees and other task forces as may be established.

### **7.2 Maintenance of Committee Records**

The Secretary, with the assistance of Amtrak Staff Advisor and other Amtrak staff as appropriate, 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 Secretary 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 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 voted on.

## **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 oversee the manufacture of) 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 or establishing a corporation which may be owned or jointly owned by Amtrak, participating States or other entities.

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 issuing whatever reports may be required to be issued to Congress, the U.S. Department of Transportation and the Amtrak Board or to the public.

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 <sup>4</sup>**

### **1. Membership of Technical Subcommittee**

The Technical Subcommittee will be open to all Committee members

### **2. Officers of the Technical Subcommittee**

The Technical Subcommittee will have a Chair and two Vice Chairs who shall be voting members appointed by a vote of the Executive Board and serve for two year terms. 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 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. He/she will serve as the official representative of the Technical Subcommittee to the Committee and Executive Board. He/she will ensure there is a balanced representation on the Technical Subcommittee in order to be able to carry out the mission of the Committee. He/she will be responsible 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 Chairs:**

The First Vice Chair will preside at meetings in the absence of the Chair. He/she will assist the Chair in the development and conduct of Technical 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.

### **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, develop specifications, (4) respond to requests made by the Committee or Executive Board to assist in carrying out their duties; and (5) any such other tasks and duties as may be assigned by the Executive Board.

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<sup>4</sup> 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 ongoing 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. Initial Meeting of Technical Subcommittee**

At its initial meeting, the Technical Subcommittee will establish procedures regarding its orderly functions, etc. 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 Subcommittee what such requirements may be. It is recommended that the Officers of the Technical Subcommittee initially include representation from states that fund Amtrak train service or that are funding corridors in development, or representative 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. Generally speaking, a proxy should be provided to the Chair in writing in advance of the meeting and kept with 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:

- \* a total of votes cast individually by each representative State on the Subcommittee participating in the meeting;
- \* the same total votes cast en bloc by Amtrak; and
- \* the same total 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 SUBCOMMITTEE**

### **1. Membership of Finance Subcommittee**

The Finance Subcommittee will be open to all interested Committee members.

### **2. Officers of the Finance Subcommittee**

The Finance 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. 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 Subcommittee.

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

#### **Chair:**

The Chair will schedule and preside at all meetings of the Finance Subcommittee. He/she will serve as the official representative of the Finance Subcommittee to the Committee and Executive Board. He/she will ensure there is a balanced representation on the Finance Subcommittee in order to be able to carry out the mission of the Committee. He/she will be responsible ensuring the Finance 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. He/she will assist the Chair in the development and conduct of Finance 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.

### **3. Purpose and Responsibilities of Finance Subcommittee**

The purpose of the Finance Subcommittee is to: (1) identify options for the funding of new equipment, (2) evaluate the options for ownership structures that may be utilized for new equipment, (3) propose possible structures for transactions between potential owners and/or operators of equipment, (4) explore the feasibility of establishing a corporation for the funding, procurement, remanufacture, ownership, and management of corridor equipment, as provided in Section 305(c) of PRIIA; and (5) any such other tasks and duties as may be assigned by the Executive Board

#### **4. Subjects to be addressed by the Finance Subcommittee**

Subjects to be addressed by the Finance 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

#### **5. Audit**

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

#### **6. Initial Meeting of Finance Subcommittee**

At its initial meeting, the Finance Subcommittee will establish procedures regarding its orderly functions, etc. 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 Executive Board what such requirements may be. It is recommended that the Officers of the Finance Subcommittee initially 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.