

Southern Rail Commission By-Laws

(as amended September 14, 2012)

I.

Name of Commission

The name of the Southern High Speed Rail Commission is hereby changed to the Southern Rail Commission. All references to the former name are hereby changed in this document and for all other records.

II.

Board of Commissioners

All powers, privileges and duties vested in or imposed upon the Southern Rail Commission by law shall be exercised and performed by and through the Commissioners, whether set forth specifically or implied in these by-laws. The Commissioners may delegate to officers and employees of the Commission any or all executive, administrative, and ministerial powers, direction of certain affairs, but not its responsibilities or policy-making authority.

III.

Office

The Commissioners may designate and locate and relocate the executive and business office and such other offices or divisions as in its judgment are needed to conduct the business of the Commission.

IV.

Meetings

Section 1. Regular Meetings. Regular meetings of the Commission shall be held on the third Friday of the month, unless otherwise set by the Commission or Chairman. Such meetings shall be held at the time and place set by the Commission or Chairman. Meetings are recommended but not limited to six times per year.

Section 2. Special Meetings. Special meetings of the Commission shall be called by the Chairman of the Commission whenever, in his/her opinion, such a meeting is necessary or desirable. The Chairman shall call a meeting whenever the same is requested in writing by two or more Commissioners from each of two separate member states or by at least one member from each of the states represented on the Commission. The Chairman will set the time and place of said special meetings.

Section 3. Meetings Public. All meetings of the Commission shall be held within the geopolitical limits of the member states and shall be open to the public, except that the Commission may meet in executive session in accordance with the requirements of law; however, no vote or other formal action shall be taken in any session which is closed to the general public.

Section 4. Notice of Meetings.

- (a) Notice of meetings shall be transmitted in writing, accompanied by an agenda, to each member of the board at least five days prior to any meeting of the full Commission.
- (b) The notice shall contain the following information:
 - (1) the date, time, and place of the meeting; and
 - (2) the agenda for said meeting, or the purpose or purposes for which it is being called.
- (c) Matters not listed on the agenda may be considered by the Chairman or upon two-thirds vote of the Commissioners present at a meeting.

Section 5. Recesses and Adjournments. Nothing herein contained shall be construed to prevent the recess or adjournment of a regular or special meeting to any place within the area delineated by the geopolitical limits of the member designated by Commissioners, or the recess or adjournment of such a meeting.

V.

Conduct of Business

Section 1. Quorum. A majority of the filled commission seats shall constitute a quorum for the purpose of meeting attendance, provided that each participating state is represented by at least one (1) member, or the qualified designee of said member. Each member shall have the right to designate a representative to attend, participate and vote in his/her place and stead at meetings of the Commission and the Executive Committee. Such designation shall be in writing,

nontransferable and shall remain in full force and effect until revoked in writing by the member who made the designation.

Section 2. Voting. Each member or designated representative shall have one (1) vote. A majority of the votes cast, ignoring abstentions, is required for the adoption of any motion or resolution. A resolution or motion shall fail in the event of a tie vote.

Section 3. Order of business. The business of all regular meetings of the Board shall be transacted as far as practicable in the following order, with the prevision that the Board may, at any time, invite public comment with respect to a proposed action and the further stipulation that the Chairman may allow unsolicited public comment under New Business.

1. Roll call of members;
2. Introduction of new visitors;
3. Reading and approval of minutes of previous meeting;
4. Reports entered into the record;
5. Reports and recommendations of officers and committees and appropriate action thereon;
6. Old Business;
7. New Business;
8. Next Meeting; and
9. Adjournment

At any meeting where reports are entered into the record, such reports entered into the record shall be deemed to be received by the Commissioners.

The order of business shall adhere to the items set forth in the addenda unless the Chairman changes them.

Section 4. Resolutions. Motions and Orders-Vote Recorded. Each and every action of the Board of a general or permanent nature shall be taken by the passages of a resolution or motion upon a vote called by the Chairman and the ayes and nays recorded.

Section 5. Records. A record shall be made of all proceedings of the Board, minutes of meetings, reports entered into the record, certificates, contracts, bonds given by officers, employees and other agents of the Commission, and all corporate contracts. Said records shall be public records and shall be open for inspection as required by law.

Section 6. Parliamentary Procedure, (a) Roberts Rules of Order shall govern parliamentary procedure, except as herein provided, or otherwise provided by law.

(b) All written resolutions and/or motions submitted to the Commissioners shall be read in full before a vote is called for, except that whenever a draft resolution or motion is circulated among the members of the Commission prior to any regular or special meeting, the reading of such draft resolution or motion may be waived. If any Member requests that all or any part of the draft resolution or motion be read, the Chairman shall so order. All resolutions or motions may be orally presented to the Commissioners.

VI.

Officers And Personnel

Section 1. Qualifications. The membership of the Commission shall consist of the Governor of each party State, one representative each from the Mississippi Department of Transportation, or its designee, the Alabama Department of Transportation, or its designee, and

the Louisiana Department of Transportation and Development or its designee, and five other citizens of each party State to be appointed by the Governor thereof.

Section 2. Terms of Office. The terms of office of the members of the Board of the Southern High Speed Rail Commission shall be for a period of four (4) years or until reappointment or replacement by the Governor of the party state.

Section 3. Election of Officers. The members of the Commission shall choose annually a Chairman, Vice-Chairman and Secretary-Treasurer from among the membership. The Chairmanship shall rotate among the three states beginning with Louisiana and proceeding to Mississippi and then to Alabama. The other offices shall rotate in a manner which conforms to the alternation of the chairmanship; i.e. Vice-Chairman-Mississippi, Alabama, Louisiana; Secretary-Treasurer-Alabama, Louisiana, Mississippi.

Section 4. The Chairman. The Chairman shall preside at all meetings, and shall be the Chief Executive Officer of the Commission. Except as otherwise authorized by resolution, the Chairman shall sign all contracts, acts of sale, notes, debentures, warrants, and other instruments on behalf of the Commission.

Section 5. The Vice-chairman. The Vice-chairman shall, in the absence of the Chairman, preside at all meetings and act as Chief Executive Officer of the Commission during the Chairman's absence; and, in the case of a vacancy in the office of Chairman, shall serve as Chairman until such time as the board shall elect a new Chairman.

Section 6. The Secretary-Treasurer. The Secretary-Treasurer shall be responsible for keeping the records of the Commission and for the recording of all votes, and shall see that the proceedings of the Board are recorded in a minute book kept for that purpose, which shall be an official record of the Board.

The Secretary-Treasurer shall be custodian of the seal of the Commission and shall have power to affix such seal to all contracts and instruments authorized to be executed by the Commission. Whenever the Secretary-Treasurer is absent from any meeting, the Chairman may appoint a Secretary-Treasurer pro tempore for said meeting.

The Secretary-Treasurer shall supervise the financial records of the Commission and perform such other duties as are normally performed by treasurers and those specifically assigned or delegated by the Board. The Board may delegate such responsibilities and duties as deemed necessary or desirable to one or more Assistant Secretary-Treasurers.

Section 7. Vacancies of Commissioners. Vacancies on the Commission shall be filled by appointment by the Governor of the state from which the vacancy occurred for the unexpired portion of the term.

Section 8. [Deleted]

Section 9. The Executive Director.

(a) The Commission may appoint an Executive Director who shall serve for such term and upon such conditions, including salary, as the Board of Commissioners, from time to time, may establish by resolution. The Executive Director serves at the pleasure of the Commission.

(b) The Executive Director shall have the following powers, duties and responsibilities:

(1) The active management of the business of the Commission, consistent with the purposes and the policies of the Commission as expressed in the resolutions and actions of the Commissioners, and the law under which the Commission is organized.

(2) Maintenance of financial records and books of account, and preparation of a monthly financial statement.

(3) The hiring, discharge, and superintendence and direction of all employees of the Commission, to the end that qualified individuals are employed when and as needed and that their respective duties are properly performed, provided that the hiring and discharge of employees by the Executive Director shall not be based on race, creed, sex, age, color, national origin, ancestry, religion, marital status, being a disadvantaged person, or on political services or affiliations, but shall be based upon their respective qualifications and capabilities in accordance with affirmative action policies adopted from time to time by the Commission and all applicable statutes, rules and regulations relating to equal opportunity in employment.

(4) Reporting at regularly scheduled meetings on the operations and progress of the projects of the Commission and upon all other matters within his knowledge which may be of concern to the Commission.

(5) Reviewing all monthly progress estimates of the Engineers, Consultants, Contractors, and others doing business with the Commission and taking such action as may be indicated.

(6) Spending monies for normal, customary expenses of the office as authorized by the Commission in its annual budget.

Section 10. Compensation of Board Members. The members of the Commission shall not be compensated for service on the Commission., but are entitled to reimbursement for actual

and reasonable expenses incurred in attending meetings or in performance of official duties as a Commission member and as more fully explained in the Commission's Travel Reimbursement Policies.

Section 11. Travel. All official travel undertaken by Commission members for which subsequent reimbursement of expenses is to be requested, must first be approved by the Chairman or Vice-Chairman or Secretary-Treasurer of the Commission, prior to said trip; provided, however, that said prior approval shall not be required for travel necessary to attend regularly scheduled or special Rail Commission meetings held in member states.

VII.

Executive Committee

Section 1. Creation of Executive Committee. An Executive Committee shall consist of the Chairman, Vice-chairman, Secretary-Treasurer and one representative of the Alabama, Louisiana, and Mississippi Departments of Transportation or designees. The Executive Committee may be expanded by the Chairman to accommodate representatives from additional party States in the future should this need arise.

Section 2. Power of Executive Committee. The Executive Committee, between the meetings of the Board and while the Board is not in session, shall have all the powers and exercise all of the duties of the Commissioners in the management of the affairs and business of the Commission which may lawfully be delegated to it by the said Board. The Executive Committee shall report all its actions to the Commission. Meetings of the Executive Committee shall be called by the Chairman.

VIII.

Business Administration

Section 1. Fiscal Year. The fiscal year of the Commission shall commence on October 1 and end on September 30 each year.

Section 2. Annual Audit. The Secretary-Treasurer shall cause an audit to be made of all the financial affairs of the Commission immediately following the end of the fiscal year. One certified copy of said audit shall be filed with the office of the State Legislative auditor or the equivalent, in each party State. The audit shall be made by an independent certified public accountant or State Auditor. The auditor shall prepare a financial statement based upon such audit and shall certify as to its correctness and accuracy. The Secretary-Treasurer shall cause other such audits to be made as the Commissioners shall order.

Section 3. Consultant/Contractor Selection and Tenure. The selection of those Consultants, Contractors, Auditors, Counsel and Professional Agents of the Commission who are not employees of the Commission by the Chairman or Commission shall be based upon their respective qualifications and/or capabilities in accordance with any affirmative action policies adopted by the Commission and all applicable statutes, rules, and regulations relating to equal opportunity in employment, and shall not be based on race, creed, color, national origin, ancestry, marital status, being a disadvantaged person, sex, religion, age or on political services or affiliations. Those selected shall hold their offices at the pleasure of the Commission. Contracts for such services may be entered into on such terms and conditions as the Commission may deem reasonable and proper and in accordance with State and Federal laws.

IX.

Standing Committees

The following Committees shall be the Standing Committees of the Commission:

- (1) Finance and Budget Commission - Including all members of the Executive Committee with the Secretary-Treasurer serving as Committee Chairman.
- (2) Technical Advisory Committee - Including all members of the Executive Committee, with the Chairman of the Commission serving as Committee Chairman, the Executive Director and an additional representative from each state department of transportation appointed by the respective heads of said departments; a representative of the National Railroad Passenger Corporation (Amtrak); and a representative of the Federal Railroad Administration (FRA). In addition, the Technical Advisory Committee may include freight, railroads, regional metropolitan planning organizations, local, state, federal agencies with expertise in rail transportation issues, as needed.

Other committees may be added from time to time as may be deemed necessary by the Chairman. No committee shall approve any money to be spent without pre-approval by the full Commission. Any committee formed by the Commission that has an impact on operational or budgetary matters shall include representation from the three members Departments of Transportation.

X.

Official Journal

Section 1. Official Journal. The Board shall periodically select at least one (1) official journal from each of the party States and said newspapers shall be used for the official publications of the Commission.

Section 2. Additional Newspapers. The Board may, if it deems it to be in the public interest, direct the use of additional newspapers for official publications, provided that such newspapers are published and circulated within a substantial part of the party States.

XI.

Corporate Seal

The seal of the Southern Rail Commission shall contain the name of the Commission, which shall be used in such manner as seals generally are used by public and private corporations. The Secretary-Treasurer shall have official custody of the seal and shall be responsible for its safekeeping and use.

XII.

Potential Conflict of Interest

Section 1. Refrain from Participation. Any member of the Commission who is present at a meeting at which is discussed any matter in which he or she has, directly or indirectly, a private pecuniary or property interest shall declare that he (she) has a potential conflict and shall refrain from advocating for or against the matter, and shall not vote in respect to such matter.

Section 2. Official Interest Only. No member of the Commission, nor any employee or agent of the Commission, shall be interested in any contract or transaction with the Commission

except in his (her) official representative capacity, or as provided in his (her) contract of employment with the Commission.

XIII.

Modification of By-laws

These by-laws may be revised or amended by two-thirds majority vote of the Commission at any regular meeting of the Commissioners or at any special meeting of the Commissioners called for that purpose, provided that notice of proposed revisions or amendments has been provided to each Board member not less than five (5) days prior to the meeting at which such revisions or amendments are considered. These by-laws are subject to all existing laws of the party States as now or hereafter may be enacted. If any provision or item of the by-laws is found to be invalid or contrary to State law, such invalidity shall not affect other provisions, terms or applications of these by-laws which can be given effect without the invalid provisions, terms or applications and to this end of the provisions of the by-laws are hereby declared severable.

XIV.

Previous Amendments

This document shall incorporate all previous amendments to the by-laws approved and ratified by the Commission.

XV.

SHSRC NO&M Position Statement

(as approved, February 17, 2006)

*Alabama, Louisiana and Mississippi Departments of Transportation abstained from the vote to adopt this position statement.

The Southern High Speed Rail Commission supports the preservation of all freight-rail right-of-way corridors (existing and abandoned) wherever possible for future use as passenger-rail right-of-way on the designated Gulf Coast High Speed Rail Corridor and potential supporting passenger corridors not only in the states represented by the SHSRC (Alabama, Louisiana and Mississippi) but in adjacent states as well. The SHSRC also supports the use of light rail in metropolitan areas for transportation links to intercity passenger-rail terminals wherever possible.

The SHSRC strongly supports the conversion of the existing CSX Transportation (formerly Louisville & Nashville) New Orleans & Mobile Division right-of-way into a dedicated, state-owned passenger-rail right-of-way with track and signal systems when other right-of-way is identified and found acceptable to CSXT and the states for freight-rail use. The states, or their appointed contractor, would assume responsibility for dispatching trains and for maintenance on this passenger-rail right-of-way.

This dedicated passenger-rail right-of-way would expand available forms of transportation and would improve sustainability for the gulf south region. A state-owned railroad with limited freight traffic would provide real priority passenger service with greater operating schedule reliability and higher frequency of passenger trains.

Further the SHSRC supports the construction of the new CSXT route outside and north of the heavily populated urban areas of the gulf south between Mobile and New Orleans. The SHSRC requests the route be constructed to standards that would accommodate both higher speed freight and passenger trains in the safest possible conditions. Among these standards should be total grade separation, double track mainline with passing tracks where necessary, and appropriate traffic-control signaling systems. These standards would assist in providing the railroad, the states, and all persons involved with a safe-working environment and a smoothly operating transportation system.

The SHSRC believes the existing railroad serves multiple purposes, from increasing alternative transportation options to providing for hurricane safety. Therefore, the following tenants are set forth:

- The existing railroad bed would continue to serve as a major barrier to the storm surge as demonstrated in two major hurricanes during the past 36 years.
- The existing rail alignment can best be used for rail passenger service (commuter, regional and Amtrak-long distance) due to its close proximity to the

metropolitan areas where the established correlation between increased ridership and passenger convenience can be observed.

- Since the proposed CSXT northern rail alignment traverses a less populated corridor of the Gulf Coast, it would be less attractive to regional riders

Background

A combination of factors including the large number of highway crossing accidents and the increasing number of freight trains running on the current CSXT mainline through the Mississippi Gulf Coast prompted the Mississippi DOT in 2002 to undertake a major feasibility study evaluating the potential for relocating the CSXT track north of I-10 as a measure to improve safety. More recently, the catastrophic damage to the CSXT mainline and the Mississippi Gulf Coast cities caused by Hurricane Katrina in late August 2005 provided an opportunity for an in-depth community discussion on rebuilding the Gulf Coast. The subject of moving the railroad has appeared prominently in these discussions.

The SHSRC representing intercity passenger rail interests for Alabama, Mississippi and Louisiana, believes it is the duty of the Commission to provide its position to the Mississippi Governor's Renewal Commission and to other planning agencies in each of the other states the commission serves.