

**TRANSLOAD DISTRIBUTION ASSOCIATION
of NORTH AMERICA**

BYLAWS

These bylaws of the TRANSLOAD DISTRIBUTION ASSOCIATION of NORTH AMERICA (the “Association”) constitute the rules to regulate and manage the affairs of the Association.

**ARTICLE I
Purpose**

Section 1. The Association is an international trade association operating as a business league under Section 501(c)(6) of the Internal Revenue Code (the “Code”).

Section 2. Membership in the Association is primarily intended for persons and entities directly engaged in the business of moving product from one mode of transportation to another mode of transportation (herein “Transloading”). Membership is also intended for persons and entities engaged in business activities related to Transloading or who have a general interest in Transloading (herein “Associate”).

Section 3. Since most Transloading services in North America involve moving product on to or off of the railroads, Class 1 railroad companies, their affiliates, short-line railroad companies and related logistics companies (herein “Railroad”) participate in the Association on an advisory basis.

Section 4. The Association strives to meet the needs of its members located in Mexico, the two regions in Canada (each a “Canada Region”) and the seven regions in the United States (each a “U.S. Region”) as defined by the Association’s Board of Directors:

**ARTICLE II
Offices**

Section 1. The Association is a nonprofit corporation organized under the laws of the State of Texas. As required by law, the Board of Directors shall establish a registered agent and a registered office in the State of Texas.

Section 2. The principal office of the Association shall be in one of the U.S. Regions as determined by the Board of Directors. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Association may require.

ARTICLE III Objectives

Section 1. The objectives of the Association shall be to:

- Foster an exchange of ideas and technology dedicated to the enhancement of providing trans-modal services to the shipping public.
- Publicize facilities and services offered and operated by Association members and represent the members' interest to the public.
- Strengthen the community of Transloaders and obtain recognition as an important international transportation resource by engaging business leaders and policy makers.

Section 2. At no time will the Association foster or permit any discussion or activity which directly or indirectly violates the antitrust laws of the United States or the laws of any state thereof.

ARTICLE IV Members

Section 1. The Association shall have four classes of members: Transload Members, Associate Members, Railroad Members and Emeritus Members.

- a. Transload Member.** A "Transload Member" is a person or entity directly engaged in providing Transloading services.
- b. Associate Member.** An "Associate Member" is a person or entity that is not directly engaged in providing Transloading services, but is engaged in providing equipment, materials or other services related to Transloading, and is not a Railroad or an affiliate of a Railroad. An "Associate Member" may also be a student or other person interested in Transloading.
- c. Railroad Member.** A "Railroad Member" is a Railroad and its affiliates.
- d. Emeritus Member.** An "Emeritus Member" is a person or entity that was previously a member of the Association, but through retirement or otherwise is no longer affiliated with a member entity, but continues to be interested in the Association.

Section 2. Each Transload Member is entitled to one vote on each matter submitted to a vote of the Association's members and has the right to elect Regional Directors and At-Large Directors, as provided below. Each Associate Member has the right to elect the Associate Director, as provided below. Except for the foregoing, Associate Members, Railroad Members and Emeritus Members do not have voting rights.

Section 3. No member shall be entitled to any dividend or any part of the income of the Association or to share in the distribution of the corporate assets upon dissolution. Notwithstanding the foregoing, in a winding up and liquidation of the Association, after all liabilities and obligations of the Association are satisfied, the property of the Association shall be applied and distributed as follows: (1) property held by the Association on a condition requiring return, transfer or conveyance because of the winding up or termination shall be returned, transferred or conveyed in accordance with that requirement, and (2) the remaining property of the Association shall be distributed only for tax-exempt purposes under a plan of distribution approved by the members. Membership in this Association is not transferable or assignable.

Section 4. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the Board of Directors will submit any “fundamental action” (as defined by Texas corporate law) to the members for a vote. Fundamental actions include (among others): dissolution of the Association, merger or consolidation with another corporation, sale of substantially all the Association’s assets, and most amendments to the Association’s certificate of formation.

Section 5. The Board of Directors will determine the amount of annual dues and assessments payable by the members for each class of membership. The amount of dues and assessments may vary within a class of membership depending on the size of the member and other criteria the Board of Directors may select from time to time.

Section 6. Application for membership must be made in written form as determined by the Board of Directors, and shall provide full information on applicant eligibility. The annual dues for the current calendar year are due and payable at the time of application (i.e., dues are paid annually on January 1st, and shall be pro-rated if the applicant joins mid-year). The dues payment must accompany the application. Notification of membership status will be sent to the applicant within 30 days after receipt of application. The Membership Committee shall determine whether an applicant meets the membership qualifications then in effect and shall assign the applicant a membership class. Decisions by the Membership Committee may be appealed to the Board of Directors. The Secretary shall keep an up-to-date membership list.

Section 7. Members in good standing will be notified of dues payable for the coming year at least 30 days in advance of the due date. Any member failing to pay dues on time will be considered delinquent and shall lose their membership following 90 days of delinquency. A delinquent member may be reinstated as a member in good standing by payment of the current calendar years dues when paid in full.

Section 8. The Board of Directors may suspend or expel a member for cause after an appropriate hearing. Upon written request signed by a former member and filed with the President, the Board of Directors may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 9. As determined and directed by the Board of Directors, the Association may circulate an official publication of the Association which shall be made available to members as a membership service.

Section 10. The Association shall convene an annual conference each Spring. Additionally, the membership shall meet at any such time and place designated by the Board of Directors for the purpose of educating, networking, and transacting any business that the Board of Directors may submit to the members. Written notice of membership meetings shall be given not less than 10 calendar days nor more than 60 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, electronically or by facsimile, and shall state the place, day, and time of the meeting. Participants may attend any meeting electronically in the manner prescribed by the Board of Directors.

ARTICLE V Board of Directors

Section 1. The Board of Directors of the Association is vested with the management of the business and affairs of the Association.

Section 2. The Board of Directors will consist of thirteen members. The directors will be divided into classes as follows:

- a. **U.S. Directors (7).** Seven directors shall be residents of the United States, with one director being a resident of each U.S. Region (the “U.S. Directors”), with such U.S. Directors representing the interests of the Transload Members residing in the United States (the “U.S. Directors”), and together with the Canada Directors and the Mexico Director, the “Regional Directors”).
- b. **Canada Directors (2).** Two directors shall be residents of Canada with one director being a resident of each Canada Region, and represent the interests of the Transload Members residing in Canada (the “Canada Directors”).
- c. **Mexico Director (1).** One director shall be a resident of Mexico and represent the interests of the Transload Members residing in Mexico (the “Mexico Director,” and together with the U.S. Directors and the Canada Directors, the “Regional Directors”).
- d. **At Large Directors (2).** Two directors shall be residents of North America (the “At Large Directors”), with such At-Large Directors representing the interests of all Transload Members.
- e. **Associate Director (1).** One director shall be a resident of North America (the “Associate Director”), with such Associate Director representing the interests of all Associate Members.

Section 3. The Membership Committee shall determine residency. For entities, residency shall generally coincide with the principal place of business or corporate headquarters of such entity. Residency determinations made by the Membership Committee may be appealed to the Board of Directors.

Section 4. If at any time there are no Transload Members nominated for the Board of Directors residing in any of the U.S. Regions, the Canada Regions or Mexico, then the number of At Large Directors shall be increased so that at all times there are thirteen members serving on the Board of Directors. Vacancies occurring on the Board of Directors between elections shall be filled by the President.

Section 5. Directors shall be elected annually by mail-in or electronic ballot. The Nominating Committee shall manage the electoral process. Not later than 60 days prior to the annual conference, the Nominating Committee shall solicit nominations from the members. Nominations must be received not later than 45 days prior to the annual conference to be considered. The Nominating Committee may also volunteer its own nominees for any Director position. Not later than 30 days prior to the annual conference, the Nominating Committee shall deliver a ballot to each Transload Member. For instance, the ballot delivered to a Transload Member residing in Canada would list all nominees for Canada Directors and all nominees for At Large Directors. The Transload Member would be asked to select one nominee for each Director position. Similarly, not later than 30 days prior to the annual conference, the Nominating Committee shall deliver a ballot to each Associate Member listing all nominees for the Associate Director position. The Associate Member would be asked to select one nominee for the Associate Director position. Ballots must be received by the Nominating Committee not later than 15 days prior to the annual conference for the vote of such member to be timely. For each Director position, the nominee with the most votes will be elected. The newly elected Directors will be announced at the annual conference.

Section 6. Directors shall serve one-year terms, commencing at the beginning of the annual conference. Directors may serve consecutive terms without limit. A majority of the incumbent Directors shall constitute a quorum for the purposes of convening a meeting or conducting business.

Section 7. The Board of Directors shall meet at least two times a year, once in the Spring (coinciding with the annual conference) and once in the Fall. Other meetings of the Board of Directors may be held upon the call of the President or any three Directors, provided notice of such meetings is given at least 10 days in advance of such meetings. The Secretary shall furnish all members of the Board of Directors with copies of the minutes of each Board meeting. Directors may participate electronically in such meetings in the manner prescribed by the President

Section 8. Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the certificate of formation, and these bylaws may be taken without a meeting, if all Directors individually and collectively consent in

writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

Section 9. The general responsibilities of each Director include: (a) assist in the development and solicitation of new members from their respective region; (b) represent the Association and its interest with Railroads, Transloaders and industry representatives within their region; (c) attend two Board meetings per year; (d) develop and mentor an alternate Board member for their region; (e) monitor regional Transloading, industry and Railroad issues, and present the issues to the Board of Directors for discussion at Board meetings; (f) assist the Association marketing representative in developing awareness within the Association for regional related issues; and (g) provide assistance for the annual conference by suggesting and soliciting speakers, vendors and industry representatives as conference participants.

ARTICLE VI Officers

Section 1. The Association shall have a President, First Vice President, Second Vice President, Secretary and Treasurer. All officers shall serve one-year terms. The Nominating Committee shall prepare a slate of nominees who shall be members of the Board of Directors. An election shall be conducted at the conclusion of the annual meeting by the Board of Directors. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

Section 2. The President shall be the chief executive officer of the Association. He shall preside at all meetings of the members and Directors. He shall have general and active management of the affairs of the Association and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall appoint all committees and be EX-OFFICIO a member of all committees.

Section 3. The First Vice President shall act in all cases for and as the President in the latter's absence or incapacity, shall preside over the Annual Conference Committee, and shall perform such other duties as he may be required to do from time to time.

Section 4. The Second Vice President shall act in all cases for and as the President in the absence or incapacity of the President and the First Vice President, shall preside over the Membership Committee, and shall perform such other duties as he may be required to do from time to time.

Section 5. The Secretary shall attend all sessions of the Board of Directors and all meetings of the members and act as clerk thereof, and record all the votes of the Association and minutes of all its transactions in a book to be kept for that purpose. He shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the President. In the case of the absence or disability of the Secretary, the President shall designate another

officer or the Executive Director to perform the functions of the Secretary for purposes of the meeting. The Secretary may also delegate any part, or all, of these duties to the Executive Director.

Section 6. The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association, and shall keep the moneys of the Association in a separate account to the credit of the Association. He shall disburse funds of the Association as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all his transactions as Treasurer and of the financial condition of the Association. The Treasurer may delegate any part, or all, of these duties to the Executive Director.

Section 7. The Board of Directors may appoint an Executive Director to serve at the Board's discretion and to carry out whatever tasks the President or the Board assigns. The Executive Director shall be paid an annual salary set by the Board of Directors. Subject to such supervisory powers as are vested in the President and the Board, the Executive Director shall supervise, direct, and control the business of the Association and actively manage its business.

Section 8. The Executive Director may engage in negotiations involving commitments of the resources of the Association or the acceptance of money or resources by the Association in furtherance of the purposes of the Association as set out in the certificate of formation and these bylaws, or as directed by the Board of Directors. The Executive Director shall generally be expected to attend all meetings of the Executive Committee, the Board of Directors and meetings of the general membership.

ARTICLE VII

Executive Committee

Section 1. The President, First Vice President, Second Vice President, Secretary, Treasurer, and immediate past President of the Association shall constitute the executive committee of the Association (the "Executive Committee"). The Executive Director shall be a non-voting member of the Executive Committee.

Section 2. All members of the Executive Committee (other than the immediate past President) must be currently serving as Directors of the Association. The Executive Committee shall serve for a term of one year, commencing at the conclusion of the annual conference. Executive Committee members may serve consecutive terms without limit.

Section 3. The President shall act as chairperson of the Executive Committee. Meetings of the Executive Committee will be held upon the call of the President. The Executive Committee shall meet at least six times per year, at such time and place as determined by the President. Members of the Executive Committee shall be notified at least 10 calendar

days in advance of meetings. Members of the Executive Committee may participate electronically in such meetings in the manner prescribed by the President. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

Section 4. The Executive Committee shall have the authority to act in the stead of the Board of Directors, except the following actions, which may only be considered and adopted by the full Board of Directors: amendment to the certificate of formation and/or the bylaws of the Association; election or removal of officers of the Association; adoption, approval and/or modification of the annual budget of the Association; setting and/or changing the amount of annual fees and/or dues of the members; initiating litigation; and publicizing or advocating an official position of the Association.

ARTICLE VIII

Standing Committees

Section 1. The Board of Directors may from time to time designate and appoint standing committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the certificate of formation and these bylaws.

Section 2. Without limiting the foregoing, the Association shall have the following standing committees:

- a. **Membership Committee.** The “Membership Committee” shall consist of three members: the Second Vice President and two Directors appointed by the President. The Second Vice President shall preside over the Membership Committee. The purpose of the Membership Committee is to determine qualification of members and class of membership.
- b. **Nominating Committee.** The “Nominating Committee” shall consist of five members: the President, the immediate past President, the second immediate past President, and two Directors appointed by the President. The immediate past President shall preside over the Nominating Committee. Should either of the past presidents be unwilling or unable to serve, the President may appoint additional Director(s) in their stead, and then designate a member of the committee to preside. The purpose of the Nominating Committee is to oversee the electoral process of the Board of Directors and the officers.
- c. **Annual Conference Committee.** The “Annual Conference Committee” shall consist of the First Vice President and any number of Directors or Association members appointed by the President. The First Vice President shall preside over the Annual Conference Committee. The purpose of the Annual Conference Committee is to plan and execute the annual conference.

Section 3. Meetings of each committee will be held upon the call of the presiding officer. Each committee shall meet as often as necessary to accomplish the purposes of the committee and at such time and place as determined by the presiding officer. Members of each committee shall be notified at least 10 calendar days in advance of meetings. The presiding officer shall designate a member of the committee to record and distribute the minutes of each meeting. Members of each committee may participate electronically in such meetings in the manner prescribed by the presiding officer. A majority of each committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present. Any decision made by a committee may be appealed to the Board of Directors.

ARTICLE IX Other Committees

Section 1. The President or the Board of Directors may from time to time designate and appoint temporary committees. Such temporary committees shall have no authority. Rather, such temporary committees shall perform tasks, study questions and research issues as directed by the President or the Board of Directors. The temporary committee shall make recommendations and report back to the President or the Board of Directors, provided the ultimate authority to take action on behalf of the Association remains with the Board of Directors and the Officers of the Association.

Section 2. Each temporary committee shall meet as often as necessary to fulfill the tasks assigned by the President or the Board of Directors. Upon completion of the tasks assigned, the temporary committee will be disbanded. Any member of the Association in good standing may serve on a temporary committee

ARTICLE X Advisory Board

Section 1. The Association shall establish an advisory board made up of the Class I railroads (or their affiliates), and any short-line railroads operating at least 10,000 miles of track (the "Advisory Board"). Each qualified Railroad Member shall designate a representative to serve on the Advisory Board. The Advisory Board shall meet at such time and place as determined by the President or the Board of Directors.

Section 2. Advisory Board members serve in an advisory capacity only and have no voting rights.

ARTICLE XI Liability and Indemnification

Section 1. To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a director or officer of the Association or a member of a committee of the Association shall be indemnified by the

Association against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

Section 2. Notwithstanding the above, the Association will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the Association's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful.

Section 3. Reasonable expenses incurred by a director, or by any officer or by any member of a committee of the Association, in defending a civil or criminal action, suit or proceeding, shall be paid by this Association in advance of the final disposition of such action, suit or proceeding, provided such person agrees in writing to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by this Association. Provided, however, that the foregoing shall not require this Association to advance expenses to any person in connection with any suit, proceeding or counterclaim initiated by or on behalf of such person.

Section 4. The indemnification and advancement of expenses provided by, or granted pursuant to, these bylaws shall not be exclusive of any other right to indemnification or advancement under any provision of law, agreement or bylaw, and shall continue as to a person who has ceased to be a director or officer, or committee member, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The duties of the Association to indemnify and to advance expenses to a director or officer or committee member as provided herein shall constitute a contract between the Association and each such director or officer, or committee member, and no amendment or repeal of any provision of the bylaws, shall alter, to the detriment of such director or officer, or committee member, the right of such person to the indemnification or advancement of expenses related to a claim based upon an action taken or any failure to take an action which took place prior to such amendment or repeal.

ARTICLE XII

Annual Report

Section 1. The Executive Director shall prepare annually a report containing in appropriate detail, the following:

- a. The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year immediately preceding the date of the report.
- b. The principal changes in assets and liabilities including trust funds, during the year immediately preceding the date of the report.

- c. The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.
- d. The expenses or disbursements of the Association, for both general and restricted purposes, during the year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Association.
- e. The number and class of members of the Association as of the date the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Section 2. This report shall be filed with the minutes of the Spring meeting of the Board of Directors and shall be made available to any member in good standing upon request.

ARTICLE XIII Miscellaneous Provisions

Section 1. The fiscal year of the Association shall begin on the first day of January.

Section 2. Bylaws may be adopted, amended or repealed by the Board of Directors.

Section 3. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, or by facsimile, e-mail or other electronic means charges prepaid, to his address appearing on the books of the Association, or, in the case of Directors, supplied by him to the Association for the purpose of notice. If the notice is sent by mail, facsimile, e-mail or other electronic means, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or transmitted to such person. A notice of meeting shall specify the place, date and hour of the meeting and any other information required by statute or these bylaws. When a special meeting is adjourned it shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted at an adjourned meeting, other than by announcement at the meeting at which such adjournment is taken.

Section 4. Whenever any written notice is required to be given under the provisions of the statute or the certificate of formation or bylaws of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Except as otherwise required by statute, neither the business to be transacted at, nor the purpose of a meeting, need be specified in the waiver of notice of such meeting. Attendance of a person at any meeting (in person or electronically) shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of

objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of Transload Distribution Association of North America at its meeting held on Oct 9, 2014.


Secretary