

BYLAWS
OF
SOUTHWEST ASSOCIATION OF RAIL SHIPPERS

ARTICLE 1
NAME AND PURPOSE

1.1 Name. The name of the corporation is Southwest Association of Rail Shippers (hereinafter the corporation will be referred to as the "Association").

1.2 Purposes. The Association is organized and operated exclusively as a nonprofit corporation and a business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future Federal tax code (the "Code"). The Association shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of, or be distributable to, any member, director, officer or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of such purposes. Further, the Association pledges all of its assets for use in performing such purposes and all funds and money received from the operation of the Association are hereby pledged and shall be used solely for the furtherance of purposes set forth in Section 501(c)(6) of the Code. Notwithstanding any other provisions of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code.

More particularly, the Association is organized and shall be operated as a regional association of the North American Rail Shippers Association to provide its membership with educational forums, seminars, and a place for open dialog with participant railroads for the purpose of establishing and maintaining a better understanding of the needs and requirements of the parties involved in the rail transportation industry to promote and advance the interests of the industry as a whole.

1.3 The Association shall not do any act, which shall constitute a basis for denial of tax exemption under applicable law. In particular:

- (a) The Association shall not do the following:
 - (i) Lend any part of its income or corpus, without the receipt of adequate security and a reasonable rate of interest;
 - (ii) Pay any compensation in excess of a reasonable allowance for salaries, or other compensation for personal services actually rendered;
 - (iii) Make any part of its services available on a preferential basis;
 - (iv) Make a substantial purchase of securities or other property, for less than an adequate consideration in money or money's worth;
 - (v) Sell any part of its securities or other property, for less than an adequate consideration in money or money's worth;

(vi) Engage in any other transaction, which results in a substantial diversion of its income or corpus.

(b) The Association shall not accumulate out of income amounts which:

(i) Are unreasonable in amount or duration in order to carry out the purpose or function constituting the basis for tax exemption of the Association.

(ii) Are used to a substantial degree for purposes or functions other than those contributing to the basis for tax exemption.

(iii) Are invested in such a manner as to jeopardize the carrying out of the purpose or function constituting the basis for tax exemption.

1.4 Offices. The Association may have, in addition to its registered office, offices at such places, both within and without the State of Texas, as the Board of Directors may from time to time determine or as the activities of the Association may require.

ARTICLE 2

MEMBERS

2.1 Membership. The Association shall have members. The Members shall exercise such rights and perform such duties as outlined in these Bylaws or as required by law.

2.2 Jurisdiction. The membership territory of the Association shall cover the states of Arizona, Arkansas, Southern California (from and including Fresno and points South thereof), Colorado, Kansas, New Mexico, Oklahoma, Texas and Utah, and the Republic of Mexico.

2.3 Qualification. Membership shall be open to all entities and individuals who are owners or users of rail transportation in the Association's territory, and other vendors and service providers whose objective(s) and/or services are relevant to the rail transportation industry and the Association's objectives, as may be approved from time to time by the membership.

2.4 Dues. The Board of Directors shall evaluate and determine all dues on an annual basis. Membership dues are automatically included in meeting registration fees and are valid for one year from the date of such meeting.

2.5 Non-Liability of Members. The members shall not be individually liable for the debts, liabilities, or obligations of the Association.

2.6 Meetings of Members. The Association shall have two meetings each year, at such dates and times as shall be designated from time to time by the Board of Directors and stated in the notice of meeting.

2.7 Notice of Meetings. The Association is not required to provide notice of an annual or regular meeting of members. Written or printed notice of the date, time and place of each meeting of the members of the Association, if any, shall be sent (1) by first class mail, postage prepaid, (2) by electronic mail, or (3) by publication, to each member not less than ten (10) days before and not more than sixty

(60) days earlier than the date of meeting to the member's address as it appears on the records of the Association.

2.8 Waiver of Notice. Notice of a meeting, if any, need not be given to any member who submits a signed waiver of notice whether before or after the meeting. The attendance of any member at a meeting without protesting lack of notice prior to the conclusion of the meeting shall constitute a waiver of notice by said member.

2.9 Quorum. At any meeting of members, if any, a majority of the members in attendance at that meeting shall be a quorum for all purposes except as may otherwise be provided by law. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by a vote of the majority of the members present, without notice other than announcement at the meeting and without further notice to any absent member. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the meeting originally called.

2.10 Voting. At any meeting of the members, each member in good standing shall be entitled to one vote on each matter submitted to a vote. All actions to be taken by vote of the members shall, except as may otherwise be required by law, be authorized by a majority of the votes cast at such meeting. At all such meetings, each member may vote either in person, by means of remote communication, or by electronic transmission, as determined by the Board of Directors.

2.11 Good Standing; Removal. To remain in good standing, a member must satisfy any requirement to pay dues or other fees imposed by the Association in a timely fashion. Members not in good standing shall not be entitled to vote, hold office, or enjoy other privileges or powers of membership. Good standing may be resumed by satisfying all the requirements of the Association and approval of the Board of Directors. A member may be removed for misconduct, as determined by a majority vote of the remaining members at a meeting.

2.12 Meeting Via Remote Communication. Subject to such guidelines and procedures as the members may adopt, members may participate in any meeting of the members by means of remote communication. The Association may implement reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a member, and to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the membership, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings. A record of any votes and actions taken at any meeting by means of remote communication must be maintained by the Secretary. Participation by such means shall constitute presence in person at such meetings.

ARTICLE 3

BOARD OF DIRECTORS

3.1 Number, Resignation, Removal, and Vacancies.

(a) Number. The direction and management of the affairs of the Association and the control and disposition of its assets shall be vested in a board of Directors (the "Board of Directors") which shall consist of not less than three (3) persons or more than twenty-five (25) persons. There shall always be an odd number of Directors constituting the Board of Directors.

(b) Resignation. Each director shall have the right to resign at any time upon written notice thereof to the President or Secretary of the Association. Unless otherwise specified in the notice, the

resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

(c) **Removal.** The Board of Directors may remove at any time any director from office when such removal is determined by the Board of Directors to be in the best interest of the Association. Such determination shall be made by an affirmative vote of a majority of the members of the Board of Directors (other than the director to be removed) at any meeting of the Board of Directors. Unless excused by the President, Directors are expected to participate in all board meetings in person or via teleconference. A Director that misses two consecutive board meetings may be removed by an affirmative vote of a majority of the members of the Board of Directors (other than the director to be removed) at any meeting of the Board of Directors.

(d) **Vacancies.** A vacancy shall be declared in any seat on the Board of Directors upon the death, resignation, or removal of the occupant thereof or upon the disability of the occupant rendering him or her permanently incapacitated as defined in paragraph 11.4 of these bylaws.

(e) **Increase in Number of Directors.** In the event that the number of Directors constituting the Board of Directors is increased by amendment to these bylaws, the directorships to be filled by reason of such increase (it being recognized that the total number of Directors after such increase shall always be an odd number) shall be filled by appointment of the President described in paragraph 3.2(e) of these bylaws.

3.2 **Election.** Directors of the Association shall be elected as follows:

(a) The president shall appoint a nominating committee, which shall submit a slate of directors and officers at the Annual Meeting. Nominations for these positions may also be made from the floor.

(b) **Officer-Directors.** The Association's president, vice president, secretary, treasurer and immediate past president shall by virtue of their election as officers of the Association also be elected as a Director of the Association. If an individual is removed as an officer or director, such individual shall be deemed to have resigned from any position of the Association.

(c) **At-Large Positions.** Sixteen (16) directors shall be elected by the membership. Each year, the membership shall elect eight (8) at-large positions who shall hold office for a term of two years, or until their successors have been elected and inducted into office. At-large directors shall be elected at the Annual Meeting of the Association by a majority of members present and voting.

(d) **Past Presidents.** Past presidents, with the exception of the immediate past president, will be included on the board roster in addition to the board and officers so long as they are active in the organization and attend meetings. They will be eligible to vote, but, their presence does not constitute part of quorum. A Past President may be removed from the current board roster by a majority vote of the officers if such individual misses two consecutive board meetings.

(e) **Successor Directors.** Any successor director shall be elected by the members in accordance with these bylaws at any regular or special meeting of the Board of Directors.

(f) **Vacancy.** A vacancy among the Directors shall be filled by appointment of the President, such appointment to fill the unexpired term of one year or less and will be eligible for re-election as Director for a full term when such term expires.

3.3 Annual Meeting. The annual meeting of the Board of Directors shall be held every year at such time and place as the Board of Directors shall from time to time determine for the transaction of such business as may lawfully come before the meeting. It shall be the duty of the Secretary of the Association to give ten (10) days notice of the time, place and date of the annual meeting to each director.

3.4 Regular Meetings. Regular meetings of the Board of Directors may be held on such dates and at such times and places as the Board of Directors shall from time to time determine, for the transaction of such business as may lawfully come before each meeting. It shall be the duty of the Secretary of the Association to give five (5) days notice of the time, place and date of each regular meeting to each director.

3.5 Special Meetings. Special meetings of the Board of Directors shall be held whenever called by or upon the request of the President of the Association or upon request of any five (5) Directors. It shall be the duty of the Secretary to give sufficient notice of the date, time and place of each special meeting to each director to enable each director to attend the special meeting.

3.6 Quorum for Meetings. The presence of a majority of the total number of Officer- Directors and At-Large Directors as fixed by these bylaws as constituting the Board of Directors shall be a quorum for the transaction of business at all meetings convened according to these bylaws. The presence of Past President directors does not count for purposes of determining a quorum of a meeting of the Board of Directors.

3.7 Voting. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or these bylaws. At all such meetings, each Director may vote either in person, by means of remote communication, or by electronic transmission.

3.8 Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or committee may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of directors or committee members necessary to take that action at a meeting at which all of the directors or committee members are present and voting, and such consent shall have the same force and effect as a vote at a meeting. Any such consents must state the date of each director's or committee member's signature. An electronic mail or similar transmission sent by a Director or a member of a committee, or a photographic, photostatic, facsimile, or similar electronic reproduction of a writing signed by a Director or member of a committee shall be regarded as signed by the Director or member of a committee for purposes of this section. The Secretary shall give notice of the taking of an action by directors or a committee without a meeting by less than unanimous written consent to each director or committee member who did not consent in writing to the action.

3.9 Alternative Forms of Meetings. Members of the Board of Directors may participate in and hold a meeting of the Board of Directors by means of conference telephone or similar communications equipment or another suitable electronic communications system, by means of which all persons participating in the meeting can hear each other, and participation in such meeting pursuant to Tex. Bus. Orgs. § 6.002 shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

3.10 Conduct of Meetings. The President, and in his or her absence the Vice President, shall call meetings of the Board of Directors to order, and shall act as chairman of such meetings, and the Secretary of the Association shall act as secretary of all such meetings, but in the absence of the Secretary, the President may appoint any person present to act as secretary of the meetings.

3.11 Compensation. Directors shall not be entitled to compensation for their services, but the Association may reimburse the expenses of attendance for officers and directors in accordance with the Association's policies and procedures approved by the Board of Directors.

ARTICLE 4 NOTICES

4.1 Form of Notice. Whenever under the provisions of these bylaws, notice is required to be given to any director or committee member, and no provision is made as to how such notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given or sent by mail, facsimile or electronic message to each Director at his or her address as appears on the books of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. If notice is given by facsimile or electronic message, such notice is considered to be given when the facsimile or electronic message is transmitted to a facsimile number or electronic message address provided by the person, or to which the person consents, for the purpose of receiving notice.

4.2 Waiver. Whenever any notice is required to be given to any director or committee member under the provisions of these bylaws, 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 equivalent to the giving of such notice.

ARTICLE 5 GENERAL OFFICERS

5.1 Election and Term.

(a) The officers of the Association shall be the President, Vice President, Treasurer, Secretary, and Immediate Past President.

(b) Each officer, except for Immediate Past President, shall be elected by the membership of the Association and shall hold office for a two year term, or until his or her successor shall have been duly elected and shall have qualified. No person shall hold more than one office concurrently. If no single candidate receives a majority in an election involving three or more candidates, a run-off election shall be immediately held between the two candidates with the highest number of votes.

(c) Any officer may resign at any time by giving written notice thereof to the President or Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of the resignation shall not be necessary to make it effective.

(d) Any officer may be removed at any time by the Board of Directors whenever in its judgment the best interest of the Association.

5.2 Duties. The principal duties of the several officers are as follows:

(a) President. The President shall preside at all meetings of the Board of Directors. The President shall be the chief executive officer of the Association, and subject to the control of the Board of Directors, shall have general charge and supervision of the administration of the activities and affairs of the Association. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall sign and execute all legal documents and instruments in the name of the Association when authorized to do so by the Board of Directors, and shall perform such other duties as may be prescribed from time to time by the Board of Directors. The President (or a committee delegated with such responsibility)

shall also submit a report of the activities and affairs of the Association at each annual meeting of the Board of Directors and at other times when called upon so to do by the Board of Directors.

(b) Vice President. The Vice President shall assist the President in the performance of his/her duties, and shall exercise all power of the President in his/her absence or disability. The Vice President shall assume such powers and duties as may be delegated to him or her from time to time by the Board of Directors or the President.

(c) Treasurer. The Treasurer shall keep an account of all moneys received and paid; liquidate all properly authorized bills against the Association and shall report the state of the finances at the annual general membership meeting and at such other times as may be required by the Board of Directors, which report, if necessary, shall be maintained in writing and available for inspection, as required by Tex. Bus. Orgs. §22.351. In general, the Treasurer shall perform all the duties which are incident to the office of Treasurer, subject to the Board of Directors, and shall perform such additional duties as may be prescribed from time to time by the Board of Directors. In addition, the Treasurer shall exercise all power of the Vice President in his/her absence.

(d) Secretary. The Secretary shall keep all minutes of the annual membership meeting and meetings of the Board of Directors and, in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors.

(e) Immediate Past President. The Immediate Past President of the Association shall be an officer of the Association and shall perform such other duties as may be prescribed from time to time by the Board of Directors.

5.3 Vacancies. Should a vacancy occur among the President, the Vice President shall advance to the office of President, the Treasurer shall advance to Vice President, the Secretary shall advance to Treasurer, and another Secretary will be appointed by the Board of Directors. If the Secretary office shall become vacant, such vacancy shall be filled by the Board of Directors. Any officer position filled by vacancy shall hold such office until the earlier of the date of the next annual meeting of the Board of Directors following the date of his or her election, and thereafter, until his or her successor shall have been duly elected and qualified, or the date such officer resigns or is removed.

ARTICLE 6

APPOINTIVE OFFICERS AND AGENTS

6.1 Appointive Officers and Agents. The Board of Directors may appoint such other officers and agents (such as, an Executive Director) in addition to those provided for in Article 5 of these bylaws, as the Board of Directors may deem necessary. Such persons shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Directors. All appointive officers and agents shall hold their respective offices or positions at the pleasure of the Board of Directors, and may be removed from office or discharged at any time with or without cause, provided that removal without cause shall not prejudice the contract rights, if any, of such officers and agents.

ARTICLE 7

SPECIAL COMMITTEES

7.1 Special Committees. The Board of Directors may designate one or more special committees as are necessary and which are not in conflict with other provisions of these bylaws, and the duties of any such special committees shall be prescribed by the Board of Directors upon their designation. Each such special committee shall consist of two or more persons, who may, but need not be, limited to Directors of the Association. A special committee shall limit its activities to the accomplishment of the tasks for which it is designated and shall have no power to act except as specifically conferred by action of the Board of Directors. Upon the completion of the task for which designated, such special committee shall stand dissolved.

(a) Scholarship Committee. A Scholarship Committee shall be established as a standing committee of the Board. The Committee shall be chaired by the Vice President of the Board (“Chair”) and shall further include two (2) members of the SWARS Board selected by the Chair in consultation with the Board and approved by the SWARS Membership, such members to serve for a two (2) year term. The members of the Scholarship Committee shall adopt policies and procedures governing their scholarship responsibilities and the judging of scholarship candidates, which policies and procedures shall be approved by the Board. The Committee Chair shall have the authority to appoint volunteers on an annual basis to serve as judges along with Committee members to review and judge scholarship applications in accordance with the policies and procedures of the Committee. Volunteers do not need to be members of SWARS. The Chair shall be responsible for the administration of the policies and procedures of the Committee and shall not participate in the review and judging of any individual applicant.

The Scholarship Committee’s policies and procedures shall be governed by the following:

- Applications for scholarships shall be open to all students who reside in the geographic area served by SWARS and shall be awarded to students who have graduated from high school (or are, in the year of application, graduating from high school) and have been admitted to an institution of higher learning school or any student currently attending an institute of higher learning.
- Scholarships shall be awarded on an objective, non-discriminatory basis with emphasis on academics, extracurricular achievement, personal goals, and financial need.
- The Committee shall annually review the high schools, colleges, institutes, vocational schools, corporations, charitable organizations, or other sources through which applicants are solicited to maximize geographic, economic, and personal diversity.
- Procedures for judging applicants shall be designed to assure anonymity. Each applicant shall be known to the judges by number only. Judges reviewing any application shall be selected in such a manner as to assure Board Members of the Committee do not have control over the decision as to each applicant. Any Committee members or volunteers reviewing applications who believe they may know an applicant must immediately recuse themselves from the review of the application in question.

7.2 Quorum and Voting. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee and the act of a majority of the committee members present at a meeting at which a quorum is present shall be the act of the committee.

7.3 Meetings and Notices. Meetings of a committee may be called by the President or the chairman of the committee. Each committee shall meet as often as is necessary to perform its duties. Notice may be given at any time and in any manner reasonably designated to inform the members of the time and place of the meeting.

7.4 Resignations and Removals. Any member of a committee may resign at any time by giving notice to the chairman of the committee or the Secretary of the Association. Unless otherwise specified in the notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may remove at any time with or without cause any member of any committee who was originally appointed thereto by the Board of Directors as provided in these bylaws.

7.5 Vacancies. A vacancy on a committee may be filled for the unexpired portion of the term of the former occupant in the same manner in which an original appointment to such committee is made.

ARTICLE 8 AMENDMENT

8.1 Amendment. These bylaws shall be amended by two-thirds vote of the membership at any regular meeting, or called meeting to consider such amendments, provided notice of proposed change or changes shall have been submitted to the membership not less than ten (10) days prior to the meeting.

ARTICLE 9 INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.1 Indemnification. Chapter 8 of the Texas Business Organizations Code permits the Association to indemnify any person who is or was a director, officer, employee or agent of the Association, any person who while a director of the Association, is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, and any other person who is not or was not a director, officer, employee, or agent of the Association but who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the extent and under the circumstances set forth therein. The Association hereby elects to and does hereby indemnify all such persons to the fullest extent permitted or required by such Chapter promptly upon request of any such person making a request for indemnity hereunder, unless (i) there are restrictions to the contrary in the Articles of Incorporation or (ii) any such indemnification would be considered self-dealing or an excess benefit transaction (but only to the extent it would be so considered) under section 4941 or 4958 of the Internal Revenue Code of 1986, as amended, or the regulations thereunder. Such obligation to so indemnify and to so make all necessary determinations may be specifically enforced by resort to any court of competent jurisdiction. Further, the Association shall pay or reimburse the reasonable expenses of such persons covered hereby in advance of the final disposition of any proceeding to the fullest extent permitted by such Article and subject to the conditions thereof.

9.2 Procedure for Indemnification of Directors and Officers. Any indemnification of a director or officer of the corporation under Section 9.1 or advance of expenses under Section 9.5 shall be made

promptly, and in any event within 30 days, upon the written request of the director or officer. If a determination by the corporation that the director or officer is entitled to indemnification pursuant to this Article 9 is required, and the corporation fails to respond within 60 days to a written request for indemnity, the corporation shall be deemed to approve the request. If the corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within 60 days, the right to indemnification or advances as granted by this Article 9 shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his or her right to indemnification, in whole or in part, in any such action shall also be indemnified by the corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Texas Business Organizations Code for the corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the corporation. Neither the failure of the corporation (including its board of directors, or its independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Texas Business Organizations Code, nor an actual determination by the corporation (including its board of directors or its independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

9.3 Article Not Exclusive. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article 9 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the certificate of incorporation, by-law, agreement, or disinterested directors or otherwise.

9.4 Insurance. Section 8.151 of the Texas Business Organizations Code permits the Association to purchase and maintain insurance on behalf of any person who is or was a director, director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his status as such a person, whether or not the Association would have the power to indemnify him or her against that liability under Chapter 8 of the Texas Business Organizations Code. The Association is hereby authorized to purchase and maintain such insurance, as determined by the Board of Directors; provided, however, that the portion of insurance premium cost which is allocable to the insurance coverage for items not eligible for indemnification under section 4941 or 4958 of the Code or the regulations thereunder be treated as compensation to the officers, Directors, employees, and agents of the Association so covered.

9.5 Expenses. Expenses incurred by any person described in Section 9.1 in defending a proceeding shall be paid by the corporation in advance of such proceeding's final disposition unless otherwise determined by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

ARTICLE 10
DISSOLUTION

10.1 In the event of the dissolution of the Association, the assets remaining after satisfaction of all just claims shall be distributed to a successor organization, if any, and if none, to the North American Rail Shippers Association for use in educational programs. The distribution shall not inure to any member, organizer, or donor.

ARTICLE 11
GENERAL PROVISIONS

11.1 Fiscal Year. The fiscal year of the Association shall begin on the 1st day of January (or with respect to its year of incorporation, the date of incorporation if different) and end on December 31 of each year.

11.2 Books and Records. The Association shall keep correct and complete books and records of account on the cash basis method of accounting and shall also keep minutes of the proceedings of the meetings of the membership and Board of Directors.

11.3 Seal. The Board of Directors may adopt a corporate seal to be in such form and to be used in such manner as the Board of Directors shall direct.

11.4 Permanent Incapacity. Any member of the Board of Directors who shall be incapable of participating in the management and affairs of the Association for a continuous period of six months shall be deemed to be "permanently incapacitated" within the meaning of that term as used in these bylaws.

CERTIFICATE

I, the undersigned, Secretary/Treasurer of the Southwest Association of Rail Shippers, a Texas nonprofit corporation, do hereby certify that the foregoing bylaws were duly adopted as the bylaws of the corporation on February 28, 2013 at a meeting of the membership of the Association.

Dated: 2 - 28, 2013.

Doug Summy

Secretary/Treasurer

CERTIFICATE

I, the undersigned, Secretary/Treasurer of the Southwest Association of Rail Shippers, a Texas nonprofit corporation, do hereby certify that the foregoing bylaws were duly amended as required by the bylaws of the corporation on February 27, 2014 at the annual meeting of the membership of the Association.

Dated: February 27, 2014


A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

Secretary/Treasurer

CERTIFICATE

I, the undersigned, Secretary/Treasurer of the Southwest Association of Rail Shippers, a Texas nonprofit corporation, do hereby certify that the foregoing bylaws were duly adopted as the bylaws of the corporation on March 2, 2017 at a meeting of the membership of the Association.

Dated: 2 March, 2017


DAY HUFNAGEL
Secretary/Treasurer

CERTIFICATE

I, the undersigned, Secretary of the Southwest Association of Rail Shippers, a Texas nonprofit corporation, do hereby certify that the foregoing Bylaws were duly amended as required by the Bylaws of the Corporation on March 11, 2021, at the Annual Meeting of the Membership of the Association.

Dated: March 11, 2021



Secretary