

Project Committee Operating Guidelines
For the Railway Supply Institute

1. Railway Supply Institute (“RSI”) Project Committees are committees of the RSI which are created to represent specific interests within the RSI membership. The Project Committees are distinct from the committees of the Board of Directors provided for in the RSI Bylaws.
2. The RSI Board of Directors has general oversight responsibility for all of the RSI Project Committees.
3. The Chairman of an RSI Project Committee shall be appointed or elected for a two-year term. The RSI President may appoint the Chairmen of any RSI Project Committee. If the Project Committee members do not elect a Chairman, then the President shall appoint a Chairman for a two-year term. The Chairmen may serve for two consecutive two-year terms after which a new Chairman shall be appointed or elected.
4. Any company involved in Project Committee activities must be a member of the RSI in good standing.
5. The RSI President may exercise his or her discretion to deny a prospective RSI member or an existing RSI member participation in a Project Committee if the RSI President determines that such participation would be inconsistent with either RSI or the Project Committee’s ability to carry out its organizational purposes.
6. Project Committee Rules:
 - a) Prior notice of all Project Committee meetings shall be given to the RSI President and to the committee members.
 - b) An agenda shall be circulated in advance of the Project Committee meetings.
 - c) Legal counsel and/or RSI staff shall be in attendance at all meetings.
 - d) Minutes of the meetings shall be prepared and retained as a “privileged and confidential” record of each meeting.
 - e) All Project Committee communication shall be through committee/subcommittee chair, legal counsel, or the RSI Staff.
 - f) Each Project Committee shall determine and adopt a methodology of collecting from its members all costs associated with Project Committee meetings and activities.
 - g) Any costs incurred by a Project Committee will be borne by Project Committee members and shall not be subsidized by the RSI.
 - h) Project Committee meeting procedure shall be in accordance with Roberts Rules of Order.
 - i) Each company represented on a Project Committee shall have one vote.
 - j) Project Committees shall strive to attain clear consensus but decisions on substantive matters shall be determined by majority vote of the members attending the meeting.

- k) Project Committees will periodically review their charters and evaluate their activities and effectiveness.
 - l) The RSI Board may terminate inactive Project Committees upon petition by the RSI President.
 - m) Without limiting the powers of the RSI Board in any way, the RSI Board may create new Project Committees upon petition from the RSI membership demonstrating a need for such Project Committee.
7. A Project Committee shall adopt and follow procedures to ensure the confidentiality of property or other confidential business information submitted by its members or compiled in its projects or studies in order to ensure that the compilation of all information and the dissemination of any such information conform to all applicable laws. Members will refrain from discussions of any activities, including but not limited to, marketing, pricing or other trade practices which might in any manner be interpreted as a violation of any antitrust law or regulations.
- In the event a Project Committee shall determine it necessary to initiate or intervene in any litigation or other legal or administrative proceeding (“Legal Action”); the Committee Chairman shall immediately notify the RSI President in writing of such determination which notice shall include a statement by the Chairman or legal counsel as to the necessity for the Legal Action to be taken, the nature of the proceedings, the purpose thereof, the anticipated result, and any contemplated positive or negative affect such Legal Action may have upon the Committee and/or the RSI. Unless the legal action is time sensitive, the action shall not be initiated by the Committee prior to seven (7) business days after delivery of the notice to the President.
8. Reports, studies, and analysis commissioned by the RSI or any Project Committee are the exclusive property of the RSI. Such reports, studies, and analysis may not be used by individual Project Committee members for their respective companies’ individual interests without the express consent by majority vote of the Project Committee members and RSI President.
9. Subject to paragraph 6 above concerning the compilation and dissemination of information in conformity with all applicable laws, Project Committees shall make available the results of any project or study to any company without a representative on the Project Committee (a “non-member”) which requests such results in writing, provided that the non-member shall pay its fair share of the costs associated therewith and is a member in good standing of the RSI. If the Project Committee and non-member cannot agree on the fair share of the costs, the determination shall be made by the RSI President and his determination shall be final and binding upon the committee and the non-member.
10. In the event that a Project Committee member shall take a position which is adverse to or materially inconsistent with a specific Project Committee action or initiative on an issue of public policy, regulatory policy, or other matter of public concern (collectively, “public matter”), the following actions shall occur:

- a) The Project Committee will deliberate the merits of various positions it may take on the public matter at issue;
- b) The Project Committee will hold a vote to determine by simple majority the official position of the Project Committee on the public matter;
- c) If the member maintains its adverse or inconsistent position on the public matter said member must disclose its dissenting position to the Project Committee; and
- d) Upon disclosure, the dissenting Project Committee member may voluntarily excuse itself from Project Committee activities and portions of meetings pertaining to the said public matter at issue.

If the dissenting Project Committee member does not voluntarily excuse itself, the dissenting Project Committee member will be excused from Project Committee activities and portions of meetings pertaining to the public matter, upon the request of the RSI President with advice of the RSI Board of Directors Executive Committee. The dissenting member shall continue as a Project Committee member and shall take part in activities and discussions other than those related to the public matter at issue.

11. A "restricted committee" is a Project Committee whose membership is limited by specific criteria defined by the Project Committee. Restricted committees currently include the Tank Car Committee and the Coupler Committee. With the exception of the restricted committees whose membership is limited, Project Committee membership shall be open to all interested RSI members.
12. The member representatives on the Project Committees shall be bound by the provisions of these guidelines. All activities of the Project Committees are confidential and shall not be disseminated or disclosed except as provided herein.