

SURFACE TRANSPORTATION BOARD

DECISION

Section 5a Application No. 34 (Amendment No. 9)

MIDDLEWEST MOTOR FREIGHT BUREAU, INC.

Decided: July 18, 2003

By notice published in the Federal Register on October 24, 1997, at 62 FR 55454, the Board requested comments on certain amendments proposed by the Midwest Motor Freight Bureau, Inc. (MWB) to its by-laws. The proposed amendments are summarized as follows.

1. The titles of Board members: "Executive Vice President" would be changed to "President", "President" would be changed to "Chairman of the Board", and "Vice President" would be changed to "Vice Chairman of the Board."

2. Provisions would be deleted from Sections 6.4, 6.5 and 6.6 that were added to implement a merger with the Central States Motor Freight Bureau, Inc. (CSB), which was authorized in Middlewest Freight Bureau, Inc., and Central States Motor Freight Bureau, Inc.—Merger Agreement, Section 5a Application No. 34 (ICC served July 9, 1993).

3. Section 6.3 would be amended to reduce the membership of the Board from 27 directors to 18 directors and to eliminate territorial classifications that apportioned seats on the Board and certain Board committees according to the territories comprising the expended MWB territory, viz., Southwestern Territory, Midwest Territory, and Central States Territory. MWB states that these classifications are no longer necessary. Also language would be eliminated that governed the election of the first Board after the merger with CSB.

4. A new Section 6.4 would be added which staggers the terms of directors so that one-third are elected each year, and Section 6.5 would be amended to reduce the nominating committee from 9 to 4 directors. A provision would be added to Section 6.6 authorizing the Board to fill vacancies if an insufficient number of directors are elected. Section 6.9 would be amended to authorize the Board to fill vacancies resulting from death, resignation, inability to serve, or expulsion.

5. Section 8.1 would be amended to delete the requirement for quarterly Board meetings. MWB states that regularly scheduled Board meetings are no longer necessary. Section 12.1 would be amended to authorize the Board to call and hold meetings when needed. Section 12.3

Section 5a Application No. 34 (Amendment No. 9).

would be amended to authorize Board meetings by telephone conference call and to permit fax or telephone notices of emergency Board meetings. Section 12.4 would be amended to reduce the quorum requirement for Board meetings from 10 to 7.

Comments were due on November 24, 1997. No comments were filed.

The minor amendments to the by-laws are approved. The amendments will have no competitive impact on MWB's previously approved agreement and are not inconsistent with the statutory requirements of 49 U.S.C. 13703.

This action is being taken following the Board's recent decision regarding the continued approval of the MWB agreement and numerous other rate bureau agreements in EC-MAC Motor Carriers Service Association, Inc., et al., STB Section 5a Application No. 118 (Sub-No. 2), et al. (STB served Mar. 27, 2003).

It is ordered:

1. The minor amendments proposed by MWB are approved.
2. This decision is effective on its date of service.

By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams  
Secretary