

The Railway & Locomotive Historical Society, Inc.

Bylaws

Approved by the Membership on _____.

Replaces all previous versions.

DRAFT as of September 30, 2018

ARTICLE I.

Name, Location, Seal

SECTION 1. The name of the Corporation shall be the Railway & Locomotive Historical Society, Inc.

SECTION 2. The principal office of the Corporation shall be located in Shelburne, Massachusetts.

SECTION 3. If there is a corporate seal, it shall bear the name of the Corporation, year of its organization, and such other device or inscription as the Directors may determine.

ARTICLE II. Purpose

SECTION 1. The purpose of the Railway & Locomotive Historical Society, Inc., is to collect, interpret, preserve, and disseminate information relating to railroad history, and the collection and preservation of artifacts related to all types of railroads, their development, operation, equipment, and history in order to make them available to amateur and professional students of railroad history. The officers and/or Board of Directors shall ensure that all state and federal laws governing political activities by tax-exempt organizations are obeyed.

ARTICLE III. Membership

SECTION 1. The members of the Corporation shall consist of all members in good standing. A member in good standing is any member who has paid annual dues on or before March 31st of the current year or who became a life member prior to June 10, 1990. Members who have been expelled are not members in good standing. Members in good standing shall receive all the benefits of membership.

SECTION 2. The Corporation will honor all Life Memberships received prior to the elimination of that class of membership on June 10, 1990.

SECTION 3. The Membership Committee may, upon the advice and direction of the Board of Directors, award Honorary Membership to members who, by virtue of their outstanding contribution to the railroad industry or their special efforts in behalf of this Corporation, are entitled to such recognition.

SECTION 4. The voting power of the Corporation shall be vested in those members personally present and voting at any Annual or Special meeting of the membership. However, at its discretion, the Board of Directors may determine that an alternate method of voting by the membership (that is, not at a physical meeting) will be used for the taking of a specific vote or a specific type of vote (for example, if an Annual Membership Meeting is not held in a particular year, the Board may decide to have the members vote by

postal mail or email).

Proxy voting is not allowed at membership meetings.

SECTION 5. (A) The membership of a member shall terminate upon the occurrence of any of the following events:

- (i) Upon failure to pay annual dues on or before March 31st of the current year; provided, however, that a member who submits a dues payment after March 31st may be reinstated at the discretion of the Membership Committee or the Board of Directors if such committee does not exist
- (ii) Upon written resignation submitted by the member to the President, Secretary, or Treasurer
- (iii) Upon a determination and two-thirds vote by the Board of Directors that a member should be expelled with or without cause. Any member expelled from the Corporation shall receive a pro rata refund of the current year's dues actually already paid.

(B) In the event of expulsion as described in Section 5(A)(iii), the member may appeal to the general membership. A simple majority vote of members by a means determined by the Board of Directors shall be sufficient for reinstatement.

ARTICLE IV. Directors

SECTION 1. The direction and management of the affairs of the Corporation shall be vested in a Board of Directors. The Board shall consist of one representative from each Chapter selected by the Chapter membership plus not less than seven other members nor more than thirty-one other members. Members of the Board who are not Chapter representatives shall be elected to a three-year term by the voting members of the Corporation at the Annual Membership Meeting with not more than forty percent of the total number of elected Directors being elected each year (staggering of terms). Calculation of the forty percent does not include Chapter Representatives on the Board of Directors unless the person also is an elected member of the Board.

In the event a Chapter representative also is an elected member of the Board, he or she is limited to one vote. Such a member may not vote twice on a matter before the Board by virtue of the dual source of that member's seat on the Board.

When a Chapter representative ceases to be such, he or she ceases to be a member of the Board in that capacity, and the successor Chapter representative becomes a member of the Board in his or her place.

Honorary Directors may be appointed by the President or may be proposed by any Director and approved by a majority of the Board. They shall serve in an advisory capacity to the Board but shall have no vote and may not exercise any of the powers of regular members of the Board.

Term Limits for Board Members. There is no limit to how many terms (consecutive or otherwise) a person may serve on the Board of Directors.

SECTION 2. The Board shall have full power to purchase, hold, mortgage, lease, or sell real or personal property as may be necessary for the proper management of the business of the Corporation and to do all such things, consistent with the Charter (or certificate of formation) of the Corporation and applicable laws, as the Board shall deem best calculated to promote to the fullest extent the interests of the members of the Corporation.

SECTION 3. **Quorum.** A quorum shall consist of the presence in person or by means of a conference call, telephone, or other electronic equipment of a majority of the currently serving Directors. Vacant positions shall not be counted in determining the number needed for a quorum.

SECTION 4. Resignation, Removal, and Vacancies.

- a. Any Director may resign at any time by written notice to the President. Such resignation needs no confirmation vote by the Board.
- b. Any Director may be removed from office, with or without cause, by the affirmative vote of two-thirds of the members of the Board of Directors at any regular or special meeting of the Board at which a quorum is present.
- c. Any vacant position on the Board may be filled at any time during the year by a majority vote of the Board of Directors at any regular or special meeting of the Board at which a quorum is present. The vacancy shall be filled to complete the remainder of the term of the vacant position or until a successor is elected, whichever occurs last.

SECTION 5. If any elected Director ceases to be a member in good standing of the Corporation, his or her office shall become vacant, and another member of the Corporation may be elected by the Board to fill the vacancy until the next Annual Membership Meeting.

Likewise, if a Chapter Representative ceases to be a member in good standing of the Corporation, his or her office shall become vacant, and another member of the Chapter must be chosen by the Chapter to fill the vacancy.

SECTION 6. The Board of Directors shall determine what compensation, if any, shall be paid to the officers and employees of the Corporation.

SECTION 7. **Proxy Voting at Meetings of the Board of Directors.** Voting by proxy is not allowed.

SECTION 8. **Participation by Telephonic and Similar Means.** Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference call, telephone, or similar electronic equipment such that all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

SECTION 9. **Action Without Having a Meeting.** The President shall have the authority to determine if a vote is to be taken without having a meeting. As long as there is no objection by any member of the Board of Directors, any action which may be taken at a meeting of the Board of Directors may be taken without having a meeting using other means for communicating the proposed action and for taking the vote. In most cases, this will be by email communication and email voting or may be by other similar electronic means but not by oral communication such as by telephone. (See also the Article in these Bylaws concerning written communications.)

ARTICLE V. Officers

SECTION 1. The officers of the Corporation shall be a President, Executive Vice President, Secretary, Membership Secretary, and Treasurer. Officers shall be elected from among the membership of the Board of Directors and shall be elected by the Board of Directors at a Board meeting no more than one month prior to the Annual Membership Meeting or as soon after the Annual Membership Meeting as

possible. Officers shall serve from one Annual Membership Meeting until the next Annual Membership Meeting and thereafter until their successors are qualified and elected. If the election of officers is not held at such meeting of the Board of Directors near in time to the Annual Membership Meeting or such Board meeting is not held, the election shall be held as soon after the Annual Membership Meeting as is convenient and by a means to be determined by the Board of Directors.

Subject to Board approval, the President may appoint for the period of one year (or partial year if appointed after the Annual Membership meeting) such other Vice-Presidents from among the Board members as the President shall deem appropriate for specific or "at large" functions.

The officers shall have all powers and duties usually incident to the office they are elected to except as specifically limited by a resolution of the Board of Directors. An officer shall have such other powers and shall perform such other duties as may be assigned to him or her by the Board of Directors or the President.

Term Limits for Officers. There is no limit to how many terms (consecutive or otherwise) a person may serve in an officer position.

Resignation, Removal, and Vacancies.

- a. Any officer may resign at any time by written notice to the President. Such resignation needs no confirmation vote by the Board.
- b. Any officer may be removed from office, with or without cause, by the affirmative vote of two-thirds of the members of the Board of Directors at any regular or special meeting of the Board at which a quorum is present.
- c. Any vacant officer position may be filled at any time during the year by a majority vote of the Board of Directors at any regular or special meeting of the Board at which a quorum is present. The vacancy shall be filled to complete the remainder of the term of the vacant officer position or until a successor is elected, whichever occurs last.

SECTION 2. The President shall preside at all meetings of the voting members of the Corporation and of the Directors. He or she shall sign all conveyances or instruments in writing to which the Corporation is a party and which have the approval of the Board of Directors. The President shall have the right to make, sign, or endorse checks or to make other payments for and in the name of the Corporation only if the Treasurer is unable to write checks or make payments.

The President shall have the authority to create with the Board's approval other offices in the Corporation as will best further the purpose(s) of the Corporation, and the President shall have the authority to fill such offices provided, however, that such offices shall not infringe on, nor interfere with, such offices as are created by these Bylaws. In the absence of the President, his or her duties shall be performed by the Executive Vice President, Secretary, Membership Secretary, or Treasurer, in that order.

The President shall designate the duties of the Executive Vice President. The President shall be an ex-officio (voting) member of all committees.

SECTION 3. The Secretary shall keep the records of the meetings of the Corporation and of the Board of Directors and shall send, or cause to be sent, notices of meetings as these Bylaws provide or as the Board of Directors so directs. Further, the Secretary shall hold copies of all official documents such as contracts, agreements, authorizations, etc., executed on behalf of the Corporation and shall attend to such general

matters in his or her line of duties as may be ordered by the Board of Directors. He or she shall sign, execute, and deliver on behalf of the Corporation all documents when required by, or as may be ordered by, the members of the Corporation or Board of Directors (such documents may include ones that also must be signed by the President); shall keep a full record of the same; and shall perform such other duties as the Board of Directors may direct. The Secretary shall file all forms and reports required by the state in which the Principal Office is located.

SECTION 4. The Membership Secretary shall have charge of the membership records; shall be responsible for sending out, or causing to be sent out, bills for dues; shall issue membership cards (if applicable); and shall publish, or cause to be published, a Membership Roster at the direction of the Board of Directors. If any or all of these functions are handled by a separate company or entity, the Membership Secretary is responsible for interfacing with that company or entity and for ensuring that all membership matters are taken care of.

SECTION 5. The Treasurer shall give such bond to the Corporation, conditioned upon the faithful performance of the Treasurer's duties as may be required by the Board of Directors. The Treasurer shall have custody of all the monies, debts, obligations, and contracts belonging to the Corporation; shall maintain safe custody of its Corporate seal (if any); shall collect, or cause to be collected, all monies that are due and payable to the Corporation; and shall disburse, or cause to be disbursed, all payments as part of the Corporation's contracts and obligations, subject to the approval of the Board of Directors.

The Treasurer shall have the right to make, sign, or endorse for, and in the name of, the Corporation checks or other forms of payment but those only in the regular course of business or as approved by the Board of Directors. The Treasurer shall perform such other duties as may be ordered by the Board of Directors. The Treasurer's books shall be reviewed by the Finance Committee annually or on a frequency or basis as determined by the Board of Directors. The Board of Directors shall have the power to contract for, or require, an audit of the Corporation's financial records.

ARTICLE VI. Committees

SECTION 1. **Executive Committee.** There shall be an Executive Committee consisting of the President, Executive Vice President, Secretary, Membership Secretary, Treasurer, and not to exceed three additional Directors to be named by the President. The Executive Committee shall, during the interval between meetings of the Board of Directors, possess and exercise all powers and functions of the Board of Directors except as to matters consideration of which is prohibited by the Board of Directors. Full reports of all actions of the Executive Committee shall be made at the next upcoming meeting of the Board (or subsequent meeting as determined by the Board of Directors) and shall be subject to approval of the Board.

SECTION 2. **Standing Committees.** At each Annual Membership Meeting, the President shall appoint (or reappoint) the members of the Standing Committees (normally no fewer than three nor more than five members) who may be, but who do not have to be, Board members. Unless otherwise determined by the Board of Directors due to organizational considerations, there shall be the following Standing Committees with the indicated duties and any additional duties determined by the Board of Directors:

Publications Committee: shall assist in all matters related to publications of the Corporation.

Membership Committee: shall assist in all matters relating to the membership of the Corporation.

Finance Committee: shall assist in all matters relating to management of the Corporation's fiscal assets; shall develop, and shall submit to the Board of Directors, an annual budget; and shall handle other

financial matters as the President or the Board of Directors may deem necessary or as these Bylaws may require.

Nominating Committee: shall maintain a list of all Board members with the beginning and ending dates of their terms and a list of Honorary Board members (if any). Annually, it shall present to the Board for its recommendation to the membership for election a slate of candidates for each vacancy along with a brief statement of each candidate's background.

Archives Committee: shall assist in all matters relating to the historical collections of the Corporation, shall maintain an inventory of those collections, shall provide supervision of the maintenance of such collections, and shall perform other duties relating to collections as the President or Board of Directors may deem necessary.

SECTION 3. Special Committees (non-standing committees) may be established by the President or the Board of Directors. Members of Special Committees shall be appointed by the President. Members of Special Committees may be, but do not have to be, Board members.

ARTICLE VII. Finances

SECTION 1. The fiscal year of the Corporation shall begin on January 1st of each year and continue through December 31st of the same calendar year.

SECTION 2. The dues for the various classes of membership shall be determined by the Board of Directors.

ARTICLE VIII. Meetings

SECTION 1. Meetings of the Board of Directors. The Directors shall hold such meetings at such times and places as they may determine. The meetings shall be called by the President, Executive Vice President, or any five Directors. In case of the Secretary's default or inability to serve, any Director may notify the Directors of the appointed time and place. A notice of a meeting shall be sent based on the method(s) and advance notice timing as determined by the Board of Directors.

Participation by Telephonic and Similar Means. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of a conference call, telephone, or similar electronic equipment such that all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at the meeting.

Action Without Having a Meeting. The President shall have the authority to determine if a vote is to be taken without having a meeting. As long as there is no objection by any member of the Board of Directors, any action to be taken by the Board may be taken without a meeting if three-fourths of all members of the Board consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the vote of the Directors. (See also the Article in these Bylaws concerning written communications.)

SECTION 2. Meetings of the Membership – Annual Membership Meeting. The Annual Membership Meeting of the Corporation shall be held each year at such time and place as the Board of Directors may designate. A notice of the meeting shall be sent based on the method(s) and advance notice timing as determined by the Board of Directors. A quorum at the Annual Membership Meeting shall consist of those members present and qualified to vote. Voting by proxy is not allowed.

SECTION 3. Meetings of the Membership – Special Membership Meetings. A special meeting of the voting members of the Corporation may be called by the Board of Directors. The same notice requirements and quorum as for the Annual Membership Meeting also shall apply to Special Membership Meetings. Voting by proxy is not allowed.

SECTION 4. Meetings of the Membership – Action Without Having a Meeting. In extreme circumstances as determined by the Board of Director, any action to be taken by the Membership may be taken without a meeting if a majority of all members consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Membership. Such action by written consent shall have the same force and effect as the vote of the Membership. (See also the Article in these Bylaws concerning written communications.)

ARTICLE IX. Records

SECTION 1. The records of all meetings (for example, minutes) shall be verified by the signature of the Secretary indicating the date approved by the Board of Directors or Membership and shall be duly filed with the records of the Corporation.

ARTICLE X. Amendment of the Bylaws

SECTION 1. These Bylaws may be amended by a two-thirds vote of the members present at any Annual or Special meeting of the members of the Corporation if notice of the intention to amend the Bylaws is included in the notice of the meeting or if the Board of Directors has previously considered the amendment(s) and presents them for approval at the membership meeting.

ARTICLE XI. Non-Discrimination

SECTION 1. The Corporation shall not discriminate against any person on the basis of race, color, religion, age, ancestry, national origin, sex, political affiliation, sexual orientation, or any other basis prohibited by law.

ARTICLE XII. Prohibition Against Sharing Corporate Profits and Assets

SECTION 1. No member, director, officer, employee, other person connected with this Corporation, or any private individual shall receive at any time any of the net earnings or monetary profit from the operations of the Corporation provided, however, that this provision shall not prevent payment to any such person of such reasonable compensation for service performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is established by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, or to receive, any corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on dissolution of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed in such a way as required by its 501(c)(3) tax exempt status.

ARTICLE XIII. Non-liability of Directors

SECTION 1. The members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

ARTICLE XIV. Indemnification

SECTION 1. To the extent that a person who is, or was, a Director, officer, employee, or agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation or has been successful in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings by this Corporation but only to the extent allowed by applicable law.

ARTICLE XV. Insurance for Corporate Agents

SECTION 1. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance to cover, or to be on behalf of, any agent of the Corporation including, but not limited to, a Director, officer, or employee.

ARTICLE XVI. Chapters

SECTION 1. The Board of Directors may grant a charter for a Chapter to any group of ten or more members of the Corporation. The Corporation's Board of Directors shall establish the geographic region for coverage of the requesting Chapter.

SECTION 2. Except as indicated herein or contained in separate relevant documents, matters related to establishment, governance, rules, and ongoing management of a Chapter shall be as are included in a Chapter Affiliation Agreement that is required for a Chapter to sign and adhere to.

SECTION 3. The amount of Chapter dues is determined by the members of a Chapter or its Board of Directors. Chapter dues shall be collected by the Corporation and shall be paid to the Chapter on a basis determined by the Corporation's Board of Directors. The fiscal year of each Chapter shall be established by the Chapter in its Bylaws, but the recommendation is that it be the same as the fiscal year of the Corporation. If it is not the same as the fiscal year of the Corporation, the Corporation's Board of Directors must approve the adjustment of procedures to account for the difference between the Chapter's fiscal year and the Corporation's fiscal year.

SECTION 4. Each Chapter shall hold an election of officers (preferably annually) which will include, but is not limited to, a President or Chairman, a Vice President or Vice Chairman, a Secretary, a Treasurer, and a Chapter Representative on the Corporation's Board of Directors. A Board of Directors may be elected on the same basis at local discretion.

SECTION 5. Each Chapter shall establish Bylaws that are not inconsistent with the Bylaws of the Corporation insofar as possible under the laws of the state in which the Chapter is incorporated. Such Bylaws, subsequent revisions, deletions, and additions must be approved in each instance by the Executive Committee of the Corporation before they take effect.

In addition to other matters normally included in Bylaws, the Bylaws of a Chapter must include a provision stipulating the number constituting a quorum of its Board of Directors, a mechanism for filling interim vacancies on the Chapter Board of Directors or officer positions, and provision for involuntary termination of Chapter membership (expulsion), preferably a stipulation in the Bylaws that involuntary termination can be with or without cause.

SECTION 6. Each Chapter may hold meetings and may issue publications. Copies of such publications produced by the Chapters shall be forwarded to the Corporation for its files.

SECTION 7. Each Chapter must apply for Internal Revenue Service 501(c)(3) tax-exempt status within the time period designated in the Chapter Affiliation Agreement (currently, during the first six months of the Chapter's existence). The Chapter must make every effort possible to consummate that tax-exempt status during the first year of the Chapter's existence.

SECTION 8. As indicated herein and in the Chapter Affiliation Agreement, a Chapter (1) must sign the Chapter Affiliation Agreement, (2) must be incorporated in its controlling jurisdiction as a nonprofit organization, and (3) must be an Internal Revenue Service 501(c)(3) tax-exempt organization. It is recognized that, for a newly forming Chapter, creating its formation document (for example, Articles of Incorporation) and receiving its incorporation status, creating its Bylaws, and applying for and receiving its Internal Revenue Service 501(c)(3) tax-exempt status may take some time during the first year of the Chapter's operation. Therefore, the Corporation's Board of Directors may establish a provisional period (for example, one-year) for newly forming Chapters to create such documents, to get nonprofit corporation status, and to receive 501(c)(3) tax-exempt status. In such cases, the new Chapter must sign the Chapter Affiliation Agreement at the beginning of the provisional period and must follow all other provisions of the Chapter Affiliation Agreement. During the provisional period, the Chapter shall be considered, and shall be treated as, a regular Chapter. If at the end of the provisional period the Chapter has not met all requirements for being a Chapter, the Chapter's charter shall be revoked and the Chapter must be dissolved. Under extreme circumstances, by two-thirds vote, the Corporation's Board of Directors may extend the provisional period for a Chapter.

SECTION 9. A report of any involuntary Chapter membership termination action by a Chapter must be forwarded to the President of the Corporation in a timely manner.

SECTION 10. Each Chapter will be requested to present at a Board Meeting of the Corporation (which such meeting to be determined by the Corporation's Board of Directors) a report either in writing or orally of the Chapter's activities during the preceding twelve months.

SECTION 11. The officers of any Chapter which plans to establish a museum of any kind whatsoever shall keep the President of the Corporation informed of plans and programs in a timely manner. The Articles of Incorporation and/or Bylaws of such museum must be consistent with the Corporation Bylaws insofar as local law will allow and must be approved by the Board of Directors of the Corporation prior to taking effect.

SECTION 12. Any Chapter whose total membership falls below the number of six shall be considered as being dissolved.

ARTICLE XVII. Written Communications

For purposes of voting or other procedures of this organization, email or other similar electronic communications of the organization (including, but not limited to, votes taken without having a meeting) shall be considered written and signed votes or written communications. This does not include oral communications such as by telephone. At its discretion, the Board of Directors may specify that certain types of communications must be in physical form and not in electronic form.

ARTICLE XVIII. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and with any special rules of order that the organization may adopt.