



THE NATIONAL RAILWAY HISTORICAL SOCIETY, INC.

NOTICE OF ANNUAL MEETING

NRHS Secretary
c/o John K. Fiorilla, Esq
Capehart & Scatchard PA
P.O. Box 5016
Mt. Laurel, NJ 08054

April 20, 2015

Dear NRHS Member,

Each year, the management of the National Railway Historical Society (NRHS) gives members who are unable to attend the Annual Membership Meeting the chance to participate in the business of the Society. Management accomplishes this through the solicitation of a proxy for any member who cannot attend the membership meeting. While we would rather see you attend the meeting, we know that many members cannot attend this important event.

The Annual Meeting of the National Railway Historical Society, Incorporated, for 2015 will be held at the Holiday Inn – Rutland-Killington, 476 Holiday Drive (near the junction of US-4 and US-7), Rutland, Vermont 05701, on Friday, June 19, 2015 at 3:15 p.m. (EDT). At the meeting, the members will act on the NRHS Bylaws changes and any society business as may come before the members at the Annual Meeting. NRHS Management is soliciting the attached proxy.

Chapter Members, At-Large Members, and Family Members in good standing with the National Railway Historical Society may vote at the Annual meeting. If you cannot attend the meeting, you may authorize management to vote in your stead by completing the attached proxy. Each member should complete an individual proxy. You can obtain additional copies of the proxy from the Secretary at the address listed above or you may make a photocopy of the attached proxy and submit copies for additional family members.

If you have not already done so, please make sure that you have paid your 2015 membership dues before June 1, 2015. Renew your membership at www.nrhs.com/membership/renew.

I extend a cordial invitation to all members to join me and attend the Annual Membership Meeting and to enjoy the convention activities in and around Rutland, VT. However, if you cannot attend, please complete the attached proxy. I encourage you to complete the proxy and mail it in a timely fashion so that we can hear your voice at the membership meeting. To be effective, your proxy must be in the Secretary's hands **by June 1, 2015**.

By Order of the Board of Directors

A handwritten signature in black ink, appearing to read "R. Ernst", is written over a white background.

Robert J. Ernst, Secretary



Instructions for return of proxy form:

Complete the proxy form below and mail to:

**Secretary, NRHS
c/o John K. Fiorilla, Esq
Capehart & Scatchard PA
PO Box 5016
Mt. Laurel, NJ 08054**

**The National Railway Historical Society, Inc.
Member Proxy**

KNOW ALL PEOPLE BY THESE PRESENTS, that I, the undersigned member of the National Railway Historical Society, Inc., do hereby appoint Al Weber, Joseph C. Maloney, Jr., Robert J. Ernst or any one of them, my true and lawful attorney and agent, with the power of substitution, for me and in my name to vote at the Annual Meeting of the members of said Society, to be held in Rutland, VT on Friday, June 19, 2015 or at any adjournment or adjournments thereof, for any society business which may come before the membership:

Item 1: President/Vice President Terms of Office – Article VII Section 6 and Article IX Section 1

(Check One)

Agree.....

Disagree.....

Item 2: Board of Directors' Meeting Requirements – Article VII Section 12

(Check One)

Agree.....

Disagree.....

Item 3: Advisory Council Meeting Requirements – Article VIII Section 5

(Check One)

Agree.....

Disagree.....

Item 4: Business from the Floor

(Check One)

Agree.....

Disagree.....

If you sign the proxy without checking any of the boxes, you authorize management to vote "For" the items listed.

Signature

Print name

Date Signed

NRHS Member Number

Home Chapter Name or At-Large Member

The NRHS Board of Directors approved the following changes to the NRHS Bylaws at the Spring Conference on April 19, 2015. The membership is being asked to ratify the changes at the Annual Membership Meeting being held Friday, June 19, 2015 in Rutland, VT.

There are three separate items to ratify. A vote is required for each item.

Item 1: President/Vice President terms of office.

Article VII Section 6.

Current:

"Section 6. Each individual who serves as a member of the Board of Directors may not exceed ten consecutive years of service on the Board. A member's service on the former Board of Directors of the Society pursuant to the 2005 and prior bylaws is not counted for this ten year term limitation. Members of the Board of Directors shall serve for four year terms, after completion of the initial classification. Notwithstanding the above, terms of the President and Vice President, shall not be term limited.

At the time of the adoption of these bylaws, the seats on the Board of Directors shall be classified as of the effective date of these bylaws. There shall be two classes. Those persons elected to serve in class one, shall be elected to serve a four year term. Those persons elected to serve in class two, shall be elected to serve a two year term. Once these classified terms have concluded, all subsequent terms shall be four years. A director who is elected to an initial two year term may be re-elected twice, thus serving ten consecutive years. A director elected to an initial four year term may be reelected once, thus serving eight consecutive years. Notwithstanding this section, the terms of the President and the Vice President shall be two years, and shall not be classified."

New:

"Section 6. Each individual who serves as a member of the Board of Directors may not exceed ten consecutive years of service on the Board. A member's service on the former Board of Directors of the Society pursuant to the 2005 and prior bylaws is not counted for this ten year term limitation. Members of the Board of Directors shall serve for four year terms, after completion of the initial classification. ***Notwithstanding the above, terms of the President and Vice President, shall be limited to two consecutive terms but be eligible for re-election after not holding office for one election cycle.***

At the time of the adoption of these bylaws, the seats on the Board of Directors shall be classified as of the effective date of these bylaws. There shall be two classes. Those persons elected to serve in class one, shall be elected to serve a four year term. Those persons elected to serve in class two, shall be elected to serve a two year term. Once these classified terms have concluded, all subsequent terms shall be four years. A director who is elected to an initial two year term may be re-elected twice, thus serving ten consecutive years. A director elected to an initial four year term may be reelected once, thus serving eight consecutive years.

Notwithstanding this section, the terms of the President and the Vice President shall be **four years and classified as of the effective date of these amended bylaws. The President will serve a four year term which began at the certification of the 2014 election and will be considered the first term of office. The Vice President will serve the current two year term and be eligible for election for the 2016 election cycle. All subsequent terms for President and Vice President will be four years.**

The terms of the President, Vice President and Directors begin at the organizational meeting following the certification of their election. The Electoral Committee will establish a certification date of the election.

Article IX Section 1.

Current:

“Section 1. The President and Vice President of the Society shall be directly elected by its members. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout his term of office. He shall serve for fixed terms, of two years, and shall be eligible for re-election. Election shall be by a plurality of those votes cast by any legally permissible means. Such officers shall take office upon certification by the Electoral Committee of the results of his election, within fourteen days of the election.”

New:

“Section 1. The President and Vice President of the Society shall be directly elected by its members. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout his term of office. **He shall serve for fixed terms as contained in Article VII, Section 6.** Election shall be by a plurality of those votes cast by any legally permissible means.” **(Last sentence deleted.)**

Discussion of intent for Item 1:

The offices of President and Vice President shall be four year terms but staggered for continuity.

In order to set up the four year terms, the 2014 election of President will be the first term ending in 2018 and the 2016 election of Vice President for his first term ending in 2020.

Both offices have a two consecutive terms limit but a candidate may run for office again after not holding the office for one election cycle (four years).

All Officers and Directors terms start at the Fall organizational meeting following the election certification.

Item 2: Board of Directors meeting requirements.

Article VII Section 12.

Current:

“The Board of Directors shall meet in regular session at least four times each year, including the organizational meeting. The meetings may be held by any means of communication which is permitted by the laws of Maryland. The times and places of these meetings shall be fixed by the President or by the Board of Directors.”

New:

“The Board of Directors shall meet in regular session at least **two (2)** times each year, including the organizational meeting. The meetings may be held by any means of communication which is permitted by the laws of Maryland. The times and places of these meetings shall be fixed by the President or by the Board of Directors. ***Additional meetings may be scheduled by the Board of Directors as deemed necessary.***”

Note: The organizational meeting is required to be held in October or November of each year per Article VII Section 11.

Discussion of intent for Item 2:

Change the mandatory requirement of Board meetings from four to two meetings a year. The Board may still call more meetings if business warrants. This keeps one of the meetings as the Fall organizational meeting.

Item 3: Advisory Council meeting requirements.

Article VIII Section 5.

Current:

“**Section 5.** The Advisory Council shall meet at times and places that shall be set by the President, or pursuant to order of the Board of Directors, after consultation with the Advisory Council. These meetings shall take place at least three (3) times per year. Additional meetings of the Advisory Council shall be called by the Secretary, upon motion of the Board of Directors. The Board of Directors shall direct not less than three Directors in addition to the Presiding officer of the Advisory Council to attend the Advisory Council meetings.”

New:

“**Section 5.** The Advisory Council shall meet at times and places that shall be set by the President, or pursuant to order of the Board of Directors, after consultation with the Advisory Council. These meetings shall take place at least **two (2)** times per year. Additional meetings of the Advisory Council shall be called by the Secretary, upon motion of the Board of Directors.”

The Board of Directors shall direct not less than three Directors in addition to the Presiding officer of the Advisory Council to attend the Advisory Council meetings.”

Article VIII Section 7.

Current:

“**Section 7.** Advisory Council meetings shall take place in various portions of the territory which is served by the Society. Advisory Council meetings will also be a part of the National Convention, should such a National Convention be held in a particular year. Chapters of the Society may host the meetings of the Advisory Council, as may the Society.”

New:

“**Section 7.** Chapters of the Society may host the meetings of the Advisory Council, as may the Society.”

Note: Delete reference to holding meeting at a convention. First and last sentence say the same so I went with the last sentence only.

Discussion of intent for Item 3:

As with the Board meetings, change the mandatory requirement from three meetings to two meetings. Additional meetings may be called as required with consent of the Board.

The intent of section 7 is to allow chapters to host an Advisory Council meeting or National may host a meeting not connected with a chapter.

Submitted

Bob Ernst

NRHS Secretary