



As approved by the Board on 9/23/18 via email.

**Meeting Minutes
NRHS Board of Directors
Ramada Hotel Downtown Cumberland, MD
Thursday, August 9, 2018**

Pursuant of notice, the Board of Directors of the National Railway Historical Society, Inc. met at the Ramada Hotel Downtown, Cumberland, MD on Thursday, August 9, 2018.

Call to Order - Open Session

President Al Weber called the meeting to order at 1:00PM EDT.

Roll Call

President Al Weber welcomed the Directors to this meeting. The Board attendance for this meeting was as follows:

Name	Office	Present	Absent
Al Weber	President (2014 - 2018)	A	
Joseph C. Maloney, Jr.	Vice President (2016 - 2020)	A	
Roberta Ballard	Global Director (2014 - 2018)	A	
E. Steven Barry	Global Director (2014 - 2018)	A	
Walter Zullig	Global Director (2016 - 2020)	A	
Robert J. Ernst	Global Director (2016 - 2020)	A	
Marlin Taylor	Global Director (2016 - 2020)	A	
R. Douglas Scott	District 1 Director (2014 - 2018)	A	
Tony White	District 1 Director (2016 - 2020)	A	
Harold Shaak	District 2 Director (2014 - 2018)	A	
Charles Webb	District 2 Director (2016 - 2020)	A	
Frank Fowler	District 3 Director (2014 - 2018)	A	
Ralph Robert Bitzer	District 3 Director (2016 - 2020)	A	
Sanford Williamson	District 4 Director (2014 - 2018)		E
Vacant	District 4 Director (2016 - 2020)		
Jim Pahrts	District 5 Director (2014 - 2018)	A	
Wesley F. Ross	District 5 Director (2016 - 2020)	P	
John Goodman	District 6 Director (2014 - 2018)	A	
Duane Durr	District 6 Director (2016 - 2020)		U

Steven Siegerist	District 7 Director (2014 - 2018)	A	
Skip Waters	District 7 Director (2016 - 2020)	A	
Jeffrey S. Smith	District A Director (2014 - 2018)		U
Wes Weis	District A Director (2016 - 2020)	A	
Jack Hilborn	District B Director (2014 - 2018)	A	
Ricky Durrant	District B Director (2016 - 2020)	P	

A= In Attendance P = Attended via phone E=Excused Absence U=Unexcused Absence

There was a quorum present in order to conduct business.

Asst. General Counsel Scott Andes, Asst. Treasurer Carol Ann Cornelius attended in person and Comptroller Bob Heavenrich attended via the phone.

There was no nomination to fill the vacant District 4 seat at this time.

Approval of Spring 2018 Meeting Minutes

The minutes of the 2018 Spring Board of Directors’ Meeting were approved via email and posted to the admin site on July 18, 2018.

Reports

Vice President - Joe Maloney

Joe submitted a written report prior to the meeting. (Appendix B)

Electoral Committee – The election ballots will be certified in mid-August. The election cycle is now closed.

Library Move – NLR has found a few items of interest while packing the NRHS material for shipment. Found was \$90 in cash and an old check for \$385.00. This was handed to the NRHS Treasurer at the meeting. Additional maps were found at NLR and will be need to be identified before disposition.

John Goodman expressed his thanks to Joe for the effort on the Library move. The Board showed their appreciation with a round of applause.

Treasurer – Bob Bitzer

Treasurer Bob Bitzer reviewed the financial reports (Appendix C) which were distributed prior to the meeting. A number of expenses will come due shortly, such as, RailCamp, Convention and *Bulletin* expenses. The NRHS has the money available to cover all planned expenses.

Bob has requested that all Directors and Service Directors who have budget expenditures to contact him with their 2019 Budget projections. The 2019 NRHS Budget will be discussed and voted on at the Fall meeting in October.

Comptroller Bob Heavenrich reviewed the progress of the 2017 audit. There is no exact finish date for the audit but it should be completed shortly. He is expecting a clean audit.

Bob noted that the dues income for 2018 is close to matching 2017. The NRHS has experienced a slight gain in 2018 membership numbers compared to 2017.

Jon Baake is requesting an explanation be written and distributed to the membership on how the membership dues are spent. He felt it would be beneficial in showing where dues money is directly spent each year. Steven Slegerist agreed and felt the best place to distribute this information would be along with the dues renewals.

Secretary – Bob Ernst

Bob submitted a written report prior to the meeting. (Appendix D)

General Counsel - John Florilla

President Weber noted that John was unable to attend the meeting today. He reported that John's workload as General Counsel is normal.

President's Report – Al Weber

Al is currently working closely with the Convention Committee on the details for next year's convention in Salt Lake City. He is expecting a very exciting program for the 2019 Convention.

Al reported he has begun work on re-aligning the various NRHS email addresses. The info@nrhs.com address has become over-used and not all messages are getting to the correct people. A notice will be placed in the upcoming publications listing the various NRHS email addresses and the people or services to whom they are connected. He hopes this will make it easier for members to contact specific people or committees.

Membership Records – Hugh Harris

Hugh submitted a written report prior to the meeting and was not able to attend the meeting. (Appendix E)

Al reiterated the slight increase in membership. This has not happened in many years. He will be looking at ways to find out how people are finding the NRHS.

Advisory Council – Del Kittendorf

The Advisory Council met earlier in the day and recommends the Board act on the Heritage Grants Budget for 2019. The Advisory Council is recommending for the 2019 Budget that line Item 9100 Grants be set at \$50,000.

A general discussion ensued on whether the \$50,000 Grant amount is feasible. To date, fundraising for Heritage Grants has not come close to \$50,000 in a year. The NRHS has funds available in Non-Restricted Donations but that money is used for expenses not covered by dues.

Al noted he does not want the NRHS to move back into a deficit spending budget. He stated that it took hard work to get the finances of the NRHS out of debt and that we should not return to excessive spending. A better fundraising campaign must be in place to raise funds for the Heritage Grants. He asked the Board to consider a budget number for the 2019 Grants and be prepared to discuss it at the Fall Conference.

Publications

A report from Val Hoski, Editor of the *NRHS Telegraph* was submitted prior to the meeting. (Appendix F).

Al reported the *Bulletin* was behind schedule. He expects the publication to be back on schedule over the next year.

Al is asking all Directors to submit material to the *NRHS News* and *NRHS Telegraph* emphasizing that the At-Large Directors need to communicate with the At-Large membership.

CFC 2018 – Wes Ross

Wes reported the NRHS application for the 2018 Combined Federal Campaign was accepted. Wes is asking for volunteers to attend the CFC kickoff meetings which are held in various cities.

The current donations received from CFC are about \$1,000 a year. This is down from years prior when \$10,000 was received. It is still worth the effort to apply each year and use CFC as advertising for the NRHS.

RailCamp – Tony White

2018 was the 20th Anniversary for RailCamp. It was another successful year for both the East and Northwest Camps. A commemorative coin was distributed to all involved in RailCamp.

The partners are in place for RailCamp 2019. Costs are expected to be higher in 2019 and a tuition increase may be required. RailCamp is always looking for new Camp Counselors. Contact Tony if interested in assisting at RailCamp.

NRHS Fund – Wes Weis

Wes reported the NRHS Fund is actively investing the funds available in the accounts. Wes is seeking volunteers to assist on the Investment Committee. Contact Wes for information on the Investment Committee.

Conventions – John Goodman

John gave an extensive report during the Advisory Council meeting, so he only had a few items to bring to the Board.

The 2018 Convention is in good financial shape and will be profitable. There were 225 registrants for this convention.

Plans for the 2019 Convention in Salt Lake City are coming together. The hotel is accepting reservations at this time and more room nights are being arranged. There will not be a Board or Advisory Council meeting held during the convention. Only the required Annual Membership Meeting will be held.

After reviewing several possible locations for the 2020 Convention, John asked the Board to narrow the choices to two to better focus the search. The Board consensus was to investigate sites in Lansing, MI and Fullerton, CA.

John is anticipating a Florida site for the 2021 Convention with the expected expansion of the Brightline route into Orlando.

Conferences - Bob Bitzer

A proposal for the Spring 2019 Conference was brought to the Board. Pittman Owen, the National Representative of the Heart of Dixie Chapter invited the Board to meet in Birmingham, AL on March 21 – 23, 2019. The Double Tree Hotel in Birmingham with a rate of \$129.00 plus tax will be the Conference hotel. Events will be held on Friday which will include the Calera & Shelby Railroad.

Motion: Skip Waters motioned and Steven Sigerist seconded to accept the proposal. Passed by voice vote.

The Fall 2019 Conference will be held in Dallas, TX on November 7 – 10, 2019. Skip Waters will have additional information at the Fall 2018 Conference.

Unfinished Business**Actions of the Executive Committee**

The Committee approved a contract to EBSCO on June 11, 2018.

New Business

Bylaws Change (Appendix G)

Motion: Bob Ernst motioned and Steve Barry seconded to approve the amendment to the NRHS Bylaws as presented.

Joe Maloney motioned to table discussion on the Bylaws change.

The Bylaws Committee will take up the changes and accept comments from all members.

Chapter Withdrawal – Western Colorado Chapter

An email was received on June 20, 2018, from Dick Helmke stating that the Chapter will be dissolved.

Motion: John Goodman motioned and Walter Zullig seconded to withdraw the charter of the Western Colorado Chapter. Passed by voice vote.

Announcements and Discussion

General announcements were made.

Adjournment

Motion: John Goodman motioned to adjourn.

The Board meeting adjourned at 3:25PM. EDT

Respectfully Submitted:

Robert Ernst
NRHS Secretary

**Appendix A
Members and Guests in attendance**

National Representatives X – In Person P – Via phone

Chapter	#	Last Name	First Name	Present
Bluewater Michigan Chapter	165	Patterson	Elizabeth	p
North Texas Chapter	223	Hoski	Valli	P
Arkansas-Boston Mountains Chapter	188	Eddy	Kenneth	X
Atlanta Chapter	046	Kittendorf	Delmar	X
Baltimore Chapter	003	Shulby	Richard	X
Blue Ridge Chapter	043	Leslie	Robert	X
Cape Cod Chapter	183	Scott	Ellen	X
Central Coast Chapter	097	Graham	Edward	X
Cincinnati Chapter	110	Andes	Scott	X
Collis P. Huntington Chapter	048	Hensley	Timothy	X
Cumberland Valley Chapter	125	James	Susan	X
East Carolina Chapter	067	Varney	R. Victor	X
East Tennessee Chapter	042	Hopkins	M.Paul	X
George L. Carter	242	Pahris	Charlotte	X
Heart Of Dixie Chapter	060	Owen	Martin	X
Inland Empire Chapter	089	Simanton	John	X
Lackawanna & Wyoming Valley Chapter	132	Verbyla	Anthony	X

Lancaster Chapter	001	Shaak	Helen	X
Northstar Chapter	105	McLean	Jim	X
Old Smoky Chapter	049	Freeman	Robert	X
Pacific Northwest Chapter	032	Baker	Al	X
Philadelphia Chapter	004	Senin	Peter	X
Piedmont Carolinas Chapter	129	Shulby	Richard	X
Potomac Chapter	116	Davidson	Richard	X
Pottstown & Reading Chapter	120	Sweigart	John	X
Roanoke Chapter	036	Jensen	Carl	X
Saint Louis Chapter	064	Gawedzinski	Ron	X
Washington DC Chapter	019	Baake	Jon	X
Western Kentucky Chapter	178	Ross	Shirley	X
Western Maryland Chapter	148	Soderman	Richard	X
Wilmington Chapter	088	Posatko	Thomas	X
Winchester Chapter	083	Robinson	Berton	X

Members and Guests

Bob Heavenrich (Phone)
 Sheila Dorr
 Dawn Holmberg
 Dan Meyer
 Carol Ann Cornelius
 Marvin Rodgers
 Stephen Wasby

NRHS VP Notes

Summer 2018 BOD Meeting

- **Membership Awards**
 - Present Jeff Smith with 25-Year Award
 - Otherwise, NSTR

- **Library Move** (Status as of 01 August 2018)
 - Books shipped from NLR to DeGolyer – 13-16 July 2018.
 - Interurban Lantern – shipped to NRHS Lancaster Chapter – ceremony took place 18 June 2018.
 - Bulletins – Shipped to Jeff Smith for digitizing in 2017
 - Locomotive Bell – will go to IRM, Union, IL – Awaiting shipping cost estimate from NLR.
 - Paintings – will go to Al Weber for resale – Awaiting shipping cost estimate from NLR.
 - PRR Filing Cabinets and SE Pennsylvania Maps – will go to PHL Chapter – Awaiting shipping cost estimate from NLR.
 - Photos & 35 mm Slides – More located at NLR 6 July 2018 – will go to Dakelman in Phillipsburg, NJ - Awaiting shipping cost estimate from NLR.
 - Corporate Records – More located at NLR 6 July 2018 – will go to Storage Site in Laurel, MD - Awaiting shipping cost estimate from NLR.
 - Western US Track Charts and ephemera – NLR completed inventory – will go to several PNW NRHS chapters, and possibly Oregon Department of Transportation - Awaiting shipping cost estimate from NLR.
 - Surprise Finding – A check to NRHS for \$385, dated 15 Sep 2013, and \$90 Cash – Present to Bob Bitzer.

- **2018 Election**
 - Balloting started 01 June 2018
 - Balloting closed today, 01 August 2018
 - Maloney & Fiorilla to certify election results 20-21 August 2018

7/30/2018

**To the Officers and Board of Directors of the National Railway Historical Society
To the Officers and Board of Trustees of the National Railway Historical Society Fund**

The Society continues to be in sound financial health as can be seen from the data supplied in mid-July by our Comptroller, Robert Heavenrich. I have attached another copy with this report. The 2018 unaudited data goes through June 30, 2018. Please bring a copy of it with you to the BOD's meeting in Cumberland, MD. The following financial observations are made:

- Budgeted dues income has exceeded our plan by \$8300.00.
- One important note related to expenses. While our expenses appear to be low in relation to the planned budget, there are much large open expenditures which have not yet been incurred for this year.

It is again time to prepare our 2019 budget for the Society. We ask that all NRHS Officers and Project Managers review the attached data supplied by the Comptroller to assist in determining your budget requirements for 2019. If you need more updated data, or detailed information, please contact the Comptroller or the Treasurer for assistance. All projected budget requests must be submitted in writing by August 27th. Copies of proposed budgets should be sent to both myself and Robert Heavenrich. A final 2019 budget draft will be submitted to the Board of Directors for review and approval at the Fall Conference in Scranton, PA.

The 2017 audit continues to be under final review by RKL. The 2017 audit report probably will not be completed until after the Cumberland BOD's meeting.

Thank you for your continued support of the National Railway Historical Society.

Bob Bitzer

NRHS Treasurer

Appendix C
Preliminary Interim Report; NRHS Income and Expenses

	2017 Actual Unaudited	Jan. 1 to June 30, 2018			
		Actual Unaudited	Budget	Over Budget	Percent of Budget
Income					
4100 · Current Year Dues	221,030	218,310	210,000	8,310	104%
4110 · Prior Year(s)' Dues	350	0	0	0	
4120 · Affiliate Dues	250	250	0	-250	
4200 · Interest	262	373	1,000	-627	37%
4300 · Sales	3,648	1,238	3,000	-1,763	41%
4400 · Convention	114,570	0	100,000	-100,000	0%
4450 · RailCamp Income	45,440	2,450	45,500	-43,050	5%
4600 · Other Events	418	0	0	0	
4800 · Unrestricted Donations	221,929	13,215	25,500	-12,285	52%
4900 · Restricted Donations					
4910 · Library	0	210			
4911 · Film/Video Library	95	225			
4920 · Grants	3,504	2,265			
4930 · Railcamp	1,727	1,330			
4990 · Other Restricted Donations	3,017	0			
Total 4900 · Restricted Donations	8,343	4,030	20,000	-15,970	20%
Total Income	616,239	239,865	405,000	-165,135	59%
Expense					
5100 · Convention	93,520	12,721	90,000	-77,279	14%
5200 · NRHS Bulletin	63,793	781	90,000	-89,219	1%
5300 · NRHS News	20,409	11,984	22,000	-10,016	54%
5350 · Misc. Publication	1,200	600	3,000	-2,400	20%
5400 · Membership Records	19,538	4,686	20,000	-15,314	23%
5600 · Meetings & Travel	19,153	1,506	13,000	-11,494	12%
5800 · Admin. Office	3,713	2,473	5,000	-2,527	49%
5950 · Financial Fees	3,199	1,296	5,000	-3,704	26%
6000 · Corporate	3,469	7,851	7,600	251	103%
6050 · Accounting	20,968	6,130	25,000	-18,870	25%
6060 · Legal Fees	15,989	7,498	14,000	-6,502	54%
6090 · Insurance	7,590	5,148	8,000	-2,852	64%
6150 · Advertising	0	660	1,000	-340	66%
6300 · Fund Raising	1,125	570	1,200	-630	48%
6400 · Sales	2,379	313	2,500	-2,476	1%
6500 · Services	7,173	2,154	8,000	-5,846	27%
6600 · Library Operations	42	5,455	0	0	
6650 · Rent	14,255	6,507	15,000	-8,493	43%
6700 · RailCamp	53,609	17,312	53,000	-35,688	33%
6800 · IT Systems	0	0	3,700	-3,700	0%
6900 · IT Systems Development	0	0	3,000	-3,000	0%
9100 · Grants	20,000	21,000	15,000	6,000	140%
9200 · Donations	410,000	0	0	0	
9300 · Library Acquisitions	17,127	0	0	0	
9311 · Film Preservation/Dup.	1,387	1,906	0	-1,906	
Total Expense	799,636	118,551	405,000	-286,449	29%
Net Income	-183,397	121,315	0	121,315	

Appendix C

Preliminary Interim NRHS Balance Sheet (Unaudited)

	June 30, 17	June 30, 18	Change
ASSETS			
1000 · Cash Accounts	595,156	277,936	-317,220
1180 · US Treasury Securities	25,000	70,000	45,000
1200 · Inventory	14,835	11,799	-3,036
1370 · Prepaid RailCamp Expense	4,200	3,915	-285
1380 · Prepaid Convention Expenses	0	7,866	7,866
1462 · NRHS Fund Receivable	40,143	40,143	0
1600 · Historical Items	14,940	14,940	0
TOTAL ASSETS	694,224	426,599	-267,626
LIABILITIES			
Current Liabilities			
2110 · Accounts Payable	6,386	10,344	3,958
2130 · Grants Payable	0	11,500	11,500
2210 · Prepaid Dues	500	400	-100
2270 · Prepaid RailCamp Tuition	43,440	43,400	-40
2280 · Prepaid Convention Income	0	91,301	91,301
Total Current Liabilities	50,326	156,945	106,619
Long Term Liabilities	72,000	64,000	-8,000
Total Liabilities	122,326	220,945	98,619
3100 · Unrestricted Assets	477,088	204,007	-273,081
3200 · Temporarily Restricted Assets	94,810	1,647	-93,163
3000 · Net Assets	571,898	205,654	-366,244

Appendix C

NRHS T-bills as of 6/30/18 (Unaudited)

Type	Transaction Date	Auction Date	Face Value			Purchase Price	Interest Earned	Interest Rate	Issue Date	Maturity Date	Status
			Redeemed	Owned	Ordered						
4 Week	04/04/18	04/10/18	5,000			4,993.70	6.30	1.65%	04/12/18	05/10/18	Redeemed
4 Week	04/04/18	04/24/18	5,000			4,993.47	6.53	1.71%	04/26/18	05/24/18	Redeemed
13 week	04/04/18	04/23/18		15,000		14,930.61	69.39	1.86%	04/26/18	07/26/18	Owned
13 Week	04/04/18	04/09/18		10,000		9,956.65	43.35	1.75%	04/12/18	07/12/18	Owned
13 Week	05/19/18	05/21/18		15,000		14,928.15	71.85	1.92%	05/24/18	08/23/18	Owned
13 week	04/04/18	05/29/18		15,000		14,928.15	71.85	1.92%	05/31/18	08/30/18	Owned
13 Week	05/19/18	06/04/18		15,000	0	14,927.28	72.72	1.94%	06/07/18	09/06/18	Owned
13 Week	05/19/18	07/16/18			10,000				07/19/18	10/18/18	Ordered
TOTALS			10,000	70,000	10,000	79,658.01	341.99				

Appendix C

NRHS Fund Preliminary Interim Income / Expenses

	2014 Audited	2015 Audited	2016 Audited	2017 Unaudited	Jan - Jun 18 Unaudited	TOTAL
Income						
4200 · Interest and Dividends	5	2	3	1,158	4,859	6,027
4530 · Unrealized Gains / Losses	0	0	0	2,523	0	2,523
4560 · Realized Capital Gains /Losses	0	0	0	0	-2,316	-2,316
4800 · Unrestricted Donations	7,620	9,869	2,887	67,102	5,548	93,026
4900 · Restricted Donations						
4910 · Library	0	55	125	50	0	230
4911 · Film and Video Library	20,000	0	5,000	9,110	2,000	36,110
4920 · Grants to by issued by NRHS	0	1,810	2,676	18,429	3,270	26,184
4940 · RailCamp	0	208	2,309	48,595	1,025	52,137
4950 · Educational Program	0	0	200	27,300	1,000	28,500
4990 · Other Restricted Donations	200	0	1,200	286,250	0	287,650
Total Income	27,825	11,944	14,400	460,517	15,386	530,071
Expense						
5600 · Travel and Meetings	0	0	0	1,887	0	1,887
5700 · Office Expenses	0	73	0	348	0	421
5950 · Financial Fees	346	306	744	1,215	208	2,819
5990 · Interest Expense	6	0	0	0	0	6
6050 · Accounting Fees	0	7,570	9,825	9,933	2,308	29,635
6060 · Legal Fees	7,474	293	4,931	3,855	1,051	17,604
6300 · Fundraising Fees	31,846	0	1,295	0	0	33,140
6500 · Program Services	0	0	2,310	7,313	15,154	24,777
6800 · IT	0	0	0	0	330	330
8000 · Depreciation FFE	850	2,292	2,292	1,442	0	6,876
9311 · Film Preservation	8,056	0	0	2,426	0	10,482
Total Expense	48,577	10,534	21,396	28,419	19,051	127,978
Net Income	-20,752	1,410	-6,997	432,097	-3,665	402,094

Note:

Donations received during 2017 include forgiveness of a \$50,000 loan to the Fund from NRHS and the transfer of \$360,000 from NRHS to the Fund.

NRHS Fund Preliminary Interim Balance Sheet

	Dec 31, 17 Unaudited	Jun 30, 18 Unaudited	Change
ASSETS			
Current Assets			
1000 · Cash Accounts	164,600	138,411	-26,189
1500 · Investment Securities	288,837	326,042	37,205
TOTAL ASSETS	453,437	464,453	11,016
LIABILITIES			
2100 · Bills Paid by NRHS (loan)	40,093	40,093	0
2110 · Accounts Payable	473	0	-473
2200 · Loan From NRHS	0	0	0
2400 · Grants Payable to NRHS			
2410 · Grants Payable – Library	280	330	50
2411 · Grants Payable - Film	1,387	1,387	0
2420 · Grants Payable - Grants	5,335	20,389	15,054
2440 · Grants Payable - Railcamp	312	312	0
Total Liabilities	47,878	62,560	14,682
Equity			
3100 · Unrestricted Assets	17,031	21,124	4,093
3200 · Temp. Restricted Assets			
3210 · Library	0	0	0
3211 · Film & Video Library	13,749	15,749	2,000
3220 · Grants	11,794	10	-11,784
3240 · RailCamp	49,285	50,310	1,025
3250 · Educational Program	27,500	28,500	1,000
3300 · Perm. Restricted Assets	286,200	286,200	0
NET ASSETS	405,559	401,893	-3,666

Appendix C

NRHS Investment Account as of 6/30/18 (Unaudited)

Security	Symbol	Shares	Quote/Price	Book Value	Unrealized Gain/Loss	Balance
Money Fund				30,461	0	30,461
Mutual Funds						
DoubleLine Total Return Bond Fund Class N	DLTNX	1,429.33	10.42	15,176	-283	14,894
Energy Select Sector SPDR Fund	XLE	150.00	75.94	11,498	-107	11,391
Fidelity Select Retailing Portfolio	FSRPX	790.83	15.39	10,534	1,637	12,171
Fidelity International Capital Appreciation Fund	FIVFX	502.87	20.89	10,591	-85	10,505
Fidelity Small Cap Growth Fund	FCPGX	424.07	28.20	10,487	1,472	11,959
Goldman Sachs High Yield Municipal Fund Class C	GHYCX	2,128.70	9.75	20,330	425	20,755
Ishares S&P PFD EFT	PFF	110.00	37.71	4,154	-6	4,148
Templeton Global Bond Fund Class C	TEGBX	1,669.71	11.55	19,901	-616	19,285
Vanguard Consumer Staples Index Fund ETF Shares	VDC	100.00	134.27	14,604	-1,177	13,427
Vanguard Telecommunication Services Index Fund ETF Shares	VOX	110.00	84.92	10,027	-685	9,341
Vanguard Value Index Fund Investor Shares	VIVAX	259.33	40.49	10,740	-240	10,500
TOTAL Mutual Funds				138,041	335	138,376
Stocks						
AT&T Inc	T	725	32.11	26,104	-2,824	23,280
BP PLC	BP	360	45.66	15,131	1,307	16,438
Ford Motor Co	F	1,325	11.07	16,549	-1,882	14,668
Merck & Co Inc	MRK	190	60.70	10,691	842	11,533
PPL Corp	PPL	1,000	28.55	28,957	-407	28,550
Regions Financial Corp	RF	500	17.78	9,330	-440	8,890
South Jersey Industries Inc	SJI	300	33.47	9,369	672	10,041
Southern Co	SO	500	46.31	22,735	420	23,155
Union Pacific Corp	UNP	100	141.68	13,410	758	14,168
Ventas Inc	VTR	200	56.95	11,967	-577	11,390
Verizon Communications Inc	VZ	450	50.31	23,819	-1,179	22,640
TOTAL Stocks				188,062	-3,310	184,752
TOTAL				356,563	-2,975	353,588

NRHS Secretary Report – 8/9/18

Bob Ernst

NRHS Chapter Information Project

To date I have received information from 28 of 137 chapters. The attached spreadsheet is my worksheet showing which chapters have updated their information. I have not spent much time on this project since the Spring meeting, but I will start to directly contact chapters who I have not heard from in the next few months. Notices have been published in the *News* and the *Telegraph*.

NRHS Membership Meeting Notice and Proxy

The notice and proxy for the NRHS Membership meeting was produced and sent for mailing. Mailing was sent in late June.

Bob Ernst – NRHS Secretary

NRHS Chapter Information Worksheet
Appendix D
as of 07/30/2018

District	Chapter Number	Chapter Name
4	152	Alexander
7	188	Arkansas-Boston Mountains
4	182	Asheville
4	046	Atlanta
4	095	Augusta
3	003	Baltimore
3	136	Bergen-Rockland
6	107	Blackhawk
4	043	Blue Ridge
5	165	Bluewater Michigan
1	013	Boston
5	234	Bradford Ohio
6	144	British Columbia
2	096	Bucktail
1	183	Cape Cod
4	164	Cape Fear Railroaders
4	215	Carolina Clinchfield
7	097	Central Coast
1	020	Central New York
7	111	Central Oklahoma
2	133	Central Pennsylvania
7	141	Central Texas
1	068	Champlain Valley
4	084	Charleston
6	179	Chicago
5	110	Cincinnati
5	048	Collis P. Huntington
7	094	Colorado Midland
6	197	Columbia River
5	069	Conneaut
1	208	Connecticut Eastern
1	012	Connecticut Valley
1	161	Cornell
2	125	Cumberland Valley
6	099	Danville Junction
2	113	Delaware Valley
4	202	Delmarva
4	067	East Carolina
4	042	East Tennessee
4	162	Florida East Coast
4	196	Fort Lauderdale
5	242	George L. Carter
7	211	Grand Canyon

Legend	
	Chapter Information Confirmed
	Chapter Information Inputted But Not Confirmed
	Chapter is Withdrawing From NRHS

NRHS Chapter Information Worksheet
Appendix D
as of 07/30/2018

District	Chapter Number	Chapter Name
7	193	Great Plains
4	145	Greensboro
4	169	Greenville
7	085	Gulf Coast
1	189	Gulf Curve
4	128	Gulf Wind
3	192	Hagerstown
2	045	Harrisburg
5	060	Heart Of Dixie
5	186	Hoosierland
2	093	Horseshoe Curve
5	074	Indianapolis
6	089	Inland Empire
7	055	Intermountain
6	029	Iowa
6	240	Japan
3	158	Jersey Central
7	023	Kansas City
5	194	Kentucky Central
2	132	Lackawanna & Wyoming Valley
2	037	Lake Shore
2	001	Lancaster
1	167	Leatherstocking
2	016	Lehigh Valley
1	075	Long Island - Sunrise Trail
5	026	Louisville
5	050	Memphis
5	245	Memphis & Charleston
4	044	Miami
5	021	Midwest
4	108	Mississippi Great Southern
1	065	Mohawk & Hudson
5	057	Nashville
7	170	Nebraska Railroad Museum
1	022	New York
1	017	Niagara Frontier
4	160	North Florida
3	010	North Jersey
7	223	North Texas
6	106	North Western Illinois
6	105	Northstar
3	041	Old Dominion
4	123	Old North State
7	072	Old Pueblo

NRHS Chapter Information Worksheet
Appendix D
as of 07/30/2018

District	Chapter Number	Chapter Name
5	049	Old Smoky
6	127	Overland
6	032	Pacific Northwest
5	217	Paducah
3	224	Perryville
2	004	Philadelphia
4	129	Piedmont Carolinas
5	157	Pocahontas
2	205	Pocono Mountains
3	116	Potomac
2	120	Pottstown & Reading
6	073	Promontory
3	244	Raritan River
6	092	Red River Valley
7	149	Rio Grande
4	134	Rivanna
4	036	Roanoke
6	064	Saint Louis
4	151	Samuel Spencer
4	195	Shenandoah Valley
7	082	Southeast Louisiana
5		Southern Kentucky
6	147	Southern Oregon Historical Society
4	201	Suncoast
1	058	Susquehanna Valley
6	071	Tacoma
4	118	Tampa Bay
5	053	Tennessee Valley
4	033	Tidewater
7	027	Topeka
3	070	Tri-State
1	221	Twin Forks
1	171	Ulster & Delaware
1	150	Utica & Mohawk Valley
3	019	Washington DC
5	159	Watauga Valley
3	018	West Jersey
7	227	Western Colorado
1	030	Western Connecticut
5	178	Western Kentucky
3	148	Western Maryland
6	222	Western Montana
5	219	White Oak
1	225	White River Junction

NRHS Chapter Information Worksheet
Appendix D
as of 07/30/2018

District	Chapter Number	Chapter Name
7	031	Wichita
3	088	Wilmington
4	083	Winchester
4	040	Winston-Salem
6	025	Wisconsin
4	218	Yadkin Valley
6	212	Yaquina Pacific

MEMBERSHIP REPORT TO THE BOARD & ADVISORY COUNCIL

JULY 16TH, 2018

Hugh R. Harris

I am sorry not to be with you all for this Convention, as you know I am in the process of moving to a new house and there's just no way I can make it.

Our current membership (as of 7/16/2018) is 5,061. That includes new members sent in from Roanoke and St. Louis as well as a steady succession of new members from the web-site. The new brochures and the simpler web-site sign-up seem to be having the effect that we want and are encouraging new members to sign-up.

There is a meeting at Neon, our database supplier, on July 26th. I don't think I will be able to get a report to you after that but before the meeting in Cumberland, so I will just ask that Al (who is to attend the meeting) report on it for you. I hope, from that meeting, to have a plan to add some information gathering to our membership form and to begin to understand how we can add some more utility to the Neon database.

I am very happy with the responses that I am getting from the Membership Chairs at several Chapters and hope to extend that responsiveness to more Chapters as time goes on. Thanks for the help!

Hugh R. Harris,
Membership Administrator.

2019 *NRHS* Convention, Cumberland MD

***NRHS Telegraph* Publication Status Report**

by Valli Hoski, Editor. (email: TelegraphVal@gmail.com)

July 22, 2018.

***NRHS Telegraph* - Publication schedule**

Six issues are planned for each year, one in each odd numbered month. Publication year begins in January.

2018 –As of July 22, 2018, four issues have been published; two issues (September, November) remain for 2018.

2019 – Six issues planned, starting with January 2019.

***NRHS Telegraph* - News and articles deadline**

Articles and news must be received by the 15th of the month preceding the issue (such as, August 15 for the September issue)

Every effort is made to publish on schedule. News, articles, content received after the deadline may be held for use in a future issue.

For content guidelines, please see "Scope of publication" below.

***NRHS Telegraph* - Scope of publication**

Current scope and direction

The publication scope of the *NRHS Telegraph* is 'News for Leadership' The intended audience (readers) includes officers at national and chapter levels, directors, chapter representatives, and committees.

Articles, news, updates relevant to national and chapter management are welcome, in particular from:

- *NRHS* officers, directors, committee chairs, and other leadership positions.
- Chapter officers, board members, committees.

Content is expected to be unique, and not duplicate articles or news found in other *NRHS* publications. This requires collaboration of all *NRHS* publication editors.

Chapters may reuse *NRHS Telegraph* content. Use of information must be timely, accurate and current.

History of recent changes

- As of March, 2018, at Al Weber's request, the publication is specifically charged to "focus on the chapter level rather than the general membership".
- Chapters and leadership teams are encouraged to "please share information and news that would be of interest to other chapters and leadership".

Have questions about coverage, content or submissions? Please email the *NRHS Telegraph* editor Valli Hoski at Telegraphval@gmail.com .

CONSTITUTION AND BYLAWS

of

THE NATIONAL RAILWAY HISTORICAL SOCIETY, INC.

Incorporated in Maryland

February 19, 1937

As Adopted by Board of Directors January 13, 2013 and
Amended on April 10, 2013, April 27, 2014 and April 19, 2015

Article I. Name

The name of this corporation shall be The National Railway Historical Society, Inc.

Article II. Purpose

The purpose for which this corporation or society is formed and the business or activities or objectives to be carried on and promoted by it are mainly historical, educational and not for profit. The more particular activities or objectives are:

- to preserve historical material concerning railway transportation of all kinds;
- to collect data on the history of transportation and to issue publications relating to this subject, along with current transportation topics, and doings of the Society;
- to encourage rail transportation;
- to acquire by purchase, lease, or otherwise, real and personal property, and to mortgage, sell, deed,
- or otherwise manage same in a manner appropriate for museum and the above mentioned purposes;
- to engage in any other lawful purpose as permitted by Maryland and Federal Law.

No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, excepting that the Society shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause above. No substantial part of the activities or objectives of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of this document, the organization shall not carry on any other activities that are not permitted:

- by any organization exempt from federal income tax under §501 (c) (3) of the Internal Revenue Code, or any corresponding section of any successor federal tax code; or
- by any organization, contributions to which are deductible under §170 (c) (2) of the Internal Revenue Code, or corresponding section of any successor federal tax code.

Article III. General

Section 1. The principal office of this Society shall be located in such place as the Board of Directors shall designate.

Section 2. The corporate seal of the Society shall be the usual impression type and bear the words “The National Railway Historical Society, Incorporated 1937, Maryland.”

Section 3. It is the intention of the Society to encourage all interested persons to affiliate with the Society. At any place in these bylaws where a male pronoun is used, it shall mean a male or female person.

Article IV. Membership.

Section 1. Any person interested in the objectives of the Society, and willing to uphold its Constitution and Bylaws, shall be eligible to be a member of the Society, under provisions of these bylaws. Except for family members, prospective members under the age of eighteen (18) must have the written approval of a parent or legal guardian, or other indicia of emancipation. The Society shall not discriminate based on race, color, gender, religious affiliation or lack thereof, national origin, sexual orientation or age. The chapters of the Society shall all honor this non-discrimination.

Section 2. Membership shall be divided into three (3) classes, Individual Members, Organizational Members, and Honorary Members, as defined as follows:

- a) Individual Members: If a member chooses to either join a chapter, or affiliate directly with the Society, the member may do so. The privileges of both chapter and At-Large membership shall be the same with respect to Society membership. Family membership is a subcategory of individual membership;
- b) Organizational Members: Organizational members shall be those corporations, organizations, libraries and other business entities who wish to support the programs of the Society and receive its publications. Organizational membership shall be a non-voting class of membership;
- c) Honorary Members: Individuals may be granted honorary membership by the Board of Directors. Such class of members has all rights and privileges of membership, except voting, or assuming office within the Society.

Section 3. Members are required to pay Society dues once per year, but shall also pay the locally set dues of each chapter with which the member affiliates. Any Individual member who desires to be a member of more than one chapter must designate one chapter to be his home chapter. These members shall be called additional chapter members in chapters other than their home chapters. Each chapter shall report to the Society the names and membership number of all additional chapter members. As stated in Article X, section 4, a Chapter shall not establish a class of membership which does not include the payment of Society dues.

ARTICLE IV

Section 4. Family members shall be a membership status available to persons residing with a Member, without regard to degree of affiliation, gender or legal relationship. Family members may vote on matters which shall come before the National Membership, may hold elected and appointed office, pursuant to these Bylaws, subject to being qualified for such offices, and shall enjoy such other benefits as determined by the Board of Directors. The rights of Family members in chapters shall be as defined by each chapter.

Section 5. The Board of Directors may establish subcategories of membership for such individuals and entities as it believes will be beneficial to the purposes of the Society. The Board of Directors shall define and describe the conditions and privileges of each sub-category of membership and the class(es) under which they shall be available.

Section 6. A member in good standing shall be a person who is in compliance with these Bylaws as to matters of discipline, and whose Society dues have been paid for the current year. Only members in good standing may hold elective or appointed positions as officers or staff members, or may serve in any capacity on the Board of Directors or the Advisory Council or may vote at the Annual Meeting of the members.

Section 7. In order to vote at the Annual Meeting of members and to vote in any election of officers and directors, all regular and family members must have attained the age of twelve (12) years by the day of the Annual Meeting of members OR by August 1, whichever comes first.

Article V. Dues

Section 1. The Society dues shall be fixed by the Board of Directors, payable in advance. Members joining on or after October 1st of any year shall pay full annual dues, which will cover Society dues for the following year. All memberships shall expire on December 31st of each calendar year.

Section 2. Members may pay dues for time periods of up to three years at any one time at the then existing rates as in effect.

Section 3. The Board of Directors may fix a sum for lifetime memberships, which shall be fully pre-paid for the natural life of the subscribing member.

Section 4. Chapters may establish annual chapter dues rates in addition to Society dues.

Article VI. Meetings of Members

Section 1. The Annual Meeting of the members of the Society shall be held to transact such business of which the members have been properly notified pursuant to the laws of Maryland, or such other business as may lawfully or properly come before the meeting. In addition, a report of the state of the Society and its business shall be given to the members. The annual meeting shall be held in the period between May 1st and September 30th, in all

ARTICLE VI

cases. In years in which the Society holds a National Convention within the required period for the Annual Meeting, the meeting shall be held in conjunction with the Convention.

Section 2. Notice of the Annual Meeting shall be sent by mail or other means permitted by the laws of Maryland to the last known address of every member in good standing. The notice shall be mailed or forwarded at least forty-five (45) days, but no more than ninety (90) days, before the date of the meeting.

Section 3. Every member in good standing shall be eligible to attend the Annual Meeting. Members in voting classes may be represented by proxy. To be considered valid, all proxies must be received by the Secretary at least seven (7) days in advance of the date of the meeting.

Section 4. A special meeting of the members may be called by the President or by a vote of the Board of Directors. The provisions of Sections 2 & 3 of this Article shall apply except for the following:

- a) The notice shall be sent at least thirty (30) days, not more than ninety (90) days before the date of the meeting;
- b) The notice shall state the business to be transacted, and only that business shall be presented and acted upon;
- c) In order to be considered valid, every proxy vote must indicate whether it is to be used for or against each proposed matter to be acted upon.

Section 5. The members present at any meeting of the members of which proper notice has been given, but not less than five percent of the members in good standing appearing in person or by proxy, shall constitute a quorum for the transaction of business. Simple majority vote shall prevail at all meetings of the members, with the exception of those matters which require a supermajority pursuant to Robert's Rules of Order. Actions of the membership assembled in meetings on Sundays or legal holidays shall be binding insofar as they relate to the affairs of the Society.

Section 6. The rules contained in the current edition of *Robert's Rules of Order* shall govern the meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Society may adopt.

ARTICLE VII. Board of Directors

Section 1. The Board of Directors shall have general charge of the affairs of the Society, regulate dues of members and shall have supervision of the business affairs of the Society. It may appoint additional Managers and create such committees, either standing, or ad hoc, as it may deem proper, useful, or necessary to achieve the goals and purposes of the Society. The Board of Directors may appoint an Executive Director, and any appropriate assistants, to take charge of the day to day operations of the Society, should such an appointment be deemed in the best interests of the Society.

ARTICLE VII

Section 2. The Board of Directors shall consist of ~~twenty-five~~ seven members in good standing of the Society. Each member of the Board shall have one vote in matters to be decided by the Board.

Section 3. All of the seats on the Board of Directors shall be elected directly by the voting members in good standing of the Society. Of the ~~twenty-five (25)~~ seven (7) seats on the Board of Directors, two (2) shall be held by the President and Vice President, who shall be elected by all voting members. ~~In addition, Five (5) seats shall be elected as global directors by all voting members. In the event of multiple candidates in excess of the number of open seats, the five global director candidates receiving the most votes shall be considered the winners subject to certification by the Electoral Committee.~~

~~The remaining eighteen (18) seats shall be divided for election between chapter and At-Large members, proportional to the composition of the voting membership at the time of counting, divided to the nearest whole number of directors. Such seats shall be allocated and elected by the voting members in good standing in the various electoral districts which shall be drawn by the Board of Directors, and are described herein.~~

Section 4. All voting classes of members shall be counted equally, notwithstanding any differential in dues paid to the Society.

~~**Section 5.** Upon the adoption of these bylaws the Society shall:~~

- ~~a) Begin the process to define, and thereafter draw electoral districts. There shall be districts delineated for At Large members, and different districts delineated for members who are also members of chapters of the Society. At least two, but no more than three members of the Board shall be elected from each district;~~
- ~~b) In determining the location of members of chapters, such members shall each and all be deemed to have the location of the mailing address of the member's home chapter at the time of drawing the districts. To determine the location of an At Large member, the member's mailing address home location shall be used. Allocation of members to the electoral district shall take place as of September 30, of the year in which these bylaws take effect;~~
- ~~c) The electoral districts shall be reallocated and reapportioned in the tenth year following the effective date of these bylaws, and the aforementioned zones shall be reallocated and reapportioned in every tenth year thereafter, based on the members of the Society at the time of each reapportionment;~~
- ~~d)c) The electoral districts, as shall be drawn from time to time, shall be subject to the approval of the Electoral Committee, prior to the districts taking effect.~~

ARTICLE VII

Section 6.5. Each individual who serves as a member of the Board of Directors may not exceed ten eight 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 two 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.

Section 7.6. All persons serving on the Board of Directors shall meet the following criteria:

- a) They shall be members in good standing of the Society at the time of their nomination, upon taking office, and throughout their term of office;
- b) If chapter members, they shall maintain their membership through a chapter whose location according to these bylaws is within the district for which they are to serve, at the time of their nomination, upon taking office, and throughout their term of office;
- c) If an At-Large member, shall maintain their membership at whose location according to these bylaws is within the district for which they are to serve, at the time of their nomination, upon taking office, and throughout their term of office;
- d) Shall have attained the age of eighteen years before taking office;
- e) Shall not have been convicted of a crime which has been classified by any jurisdiction as a felony, nor have been convicted of a crime which has been classified by any jurisdiction as a misdemeanor and involving moral turpitude;

ARTICLE VII

- f) Shall not be under the conservatorship of any Court at the time of their nomination, upon taking office, and throughout their term of office;
- g) Shall be ready, willing and able to attend meetings of the Board of Directors as they shall be convened from time to time.
- h) Shall not have been a member of the Board of Directors for less than two years after reaching the specified term limit for consecutive years.

Any disputes as to the qualification of a member to serve on the Board of Directors shall be resolved by the Electoral Committee.

Section 8.7. Members shall elect the Board of Directors directly via paper ballot, electronic ballot, or by any such method permitted by the laws of the State of Maryland.

Nominations shall close in a year in which there is a regular election on March 31st of the aforesaid year.

On or about June 1st of the aforesaid year ballots shall be disseminated to the members by a method of distribution permitted by the laws of Maryland.

The cutoff date for submission of ballots by members to the Secretary shall be August 1st of the year in which the election is conducted.

Section 9.8. Vacancies in seats on the Board of Directors occurring within terms shall be filled by the Board at its next meeting after the vacancy occurs, if before the nominations deadline, by vote of the remaining directors. The directors so elected to fill an unexpired term shall serve until the term expires. Directors shall be otherwise qualified to serve pursuant to these Bylaws and applicable law. In the event that a seat of the Board has no candidates seeking election, the Board shall appoint a qualified member in good standing to fill that position until the next scheduled election for that seat. The appointment shall take place at the next Board Meeting scheduled after the election is completed.

Section 10.9. ~~Sixty percent of the~~ Five (5) members of the Board of Directors shall constitute a quorum at its meetings. This requirement may be satisfied by telephonic or other electronic attendance, provided that all of those participating may hear the comments and discussion by all others participating. There shall be no voting by absentee ballot, or proxies at meetings of the Board. Actions of the Board of Directors taken in meetings on Sundays or legal holidays shall be of full force and effect. All motions shall be decided by majority vote of votes cast, in person or by other means, with the exception of those motions which require a supermajority in accordance with *Roberts Rules of Order*, or applicable law.

Section 11.10. Subsequent to the adoption of these Bylaws, the newly elected Board of Directors shall convene for organization on a weekend date in October or November of the year in which these bylaws become effective. The date of the meeting shall be fixed by the President or a vote of the Board of Directors at a previous meeting. The first business of this organizational

ARTICLE VII

meeting shall be the election of a Secretary and Treasurer, but not the President and Vice President who are elected by the membership of the Society. In each subsequent year, the meeting held in October or November shall be deemed the organizational meeting.

Section ~~12~~ 11. 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.

Section ~~13~~ 12. The President may call a special meeting of the Board of Directors at any time. The Secretary must call a special meeting of the Board of Directors upon receipt of a written request from ~~ten~~ three Directors, with the exception of the President.

Section ~~14~~ 13. The Secretary shall give written or other permitted notice of all meetings of the Board of Directors in accordance with the time periods and format set by the laws of Maryland, not later than fourteen (14) days, nor more than ninety (90) days prior to the meeting's date. The notices shall be sent by mail, or by any other means permitted by the laws of Maryland, to all Directors, officers, and other persons designated by the Board to receive such notices.

Section ~~15~~ 14. A member of the Board of Directors who is absent, without an excuse accepted by the Board of Directors, from two (2) consecutive meetings of the Board, or from two (2) out of three (3) consecutive meetings, ~~may~~ shall be removed by the Board of Directors. Absences resulting from illness of the Director or death or serious illness in the family are excusable. The Board may set additional criteria for valid excuses for absence.

Section ~~16~~ 15. Only Members of the Board of Directors and Society officers, along with program personnel invited to attend, shall be entitled to **participate in** meetings of the Board of Directors. All other members shall have the right to attend meetings of the Board of Directors but may not participate except under policies developed by the Board. Members shall have the right to attend meetings of and respond to questions from the Board of Directors during deliberations on suspension, termination and reinstatement of their own membership or that of their chapter.

Section ~~17~~ 16. The rules contained in the current edition of *Robert's Rules of Order* shall govern the meetings of the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the Society may adopt.

Section ~~18~~ 17. ~~The Executive Committee of the Board of Directors is empowered to provide the Board of Directors action, counsel and guidance to the officers on urgent matters between meetings of the full Board. The authority of the Executive Committee includes, but is not limited to, approval of contracts and legal actions, and approval of major changes to budgets and convention arrangements. The Executive Committee may also implement the disciplinary process contained in Article XI. The Executive Committee shall have charge of all personnel~~

ARTICLE VII

~~and human resources matters concerning those employed by the Society. The President may call the Executive Committee into session at any time. The Secretary shall call the Executive Committee into session upon receipt of written request from a number of directors who are members of the Executive Committee representing a quorum of the Executive Committee. The Vice President may call the Executive Committee into session on matters concerning the suspension of the President. In addition, the Board of Directors may delegate approval for specific decisions to the Executive Committee or may instruct the Executive Committee to investigate specific situations and report their findings to the full Board of Directors.~~

~~**Section 19 18.** The Executive Committee shall consist of five (5) directors, who shall have one vote each. The President and Vice President shall not be members of the Executive Committee, but shall be privileged to attend all of its meetings, ex officio. Decisions by the Executive Committee shall be determined by a majority of votes cast. The Executive Committee may meet in person, by telephone conference call, or by other means permitted by Maryland Law. The Executive Committee shall report all of its actions to the Board of Directors at or before the next meeting of the Board of Directors. A quorum of the Executive committee shall be three members.~~

~~**Section 20.** At the organizational meeting of the Board of Directors, the President shall present five (5) nominees to the Board for membership of the Executive Committee for the ensuing two years. The Board of Directors may approve the President's nominees or may substitute one or more of its own. Current members of the Executive Committee are eligible for reappointment to additional terms. An Executive Committee member may also hold an appointed officer position, but in such case must recuse himself from consideration of his own suspension or approval of business in which he was personally involved.~~

~~Should a vacancy occur on the Executive Committee, the President shall within thirty (30) days appoint another Director to fill that position on an interim basis. If approved by the Board of Directors at its next meeting, the interim appointee shall continue to serve the remainder of the unexpired term. If the interim appointee is not approved, the President shall make another interim appointment, and the next subsequent meeting of the Board of Directors shall approve or disapprove the appointment.~~

~~**Section 21 17.** The Electoral Committee shall supervise the election of the Board of Directors, including approval of electoral districts, approval of qualifications of candidates, and oversight of the election process to assure that schedules and procedures adhere to these Bylaws and the laws of the State of Maryland.~~

The President shall present to the Board of Directors three (3) nominees for membership of the Electoral Committee for the ensuing two years. ~~One Director whose term does not expire with the upcoming election shall be a member of the committee and shall chair the committee. The General Counsel shall be a member of the Electoral Committee in addition to the three nominees.~~ The ~~remaining members~~ nominees shall be Society members in good standing and shall not be candidates for any elected office while serving on the Electoral Committee.

Should a vacancy occur on the Electoral Committee the President shall within thirty (30) days appoint another Director to fill that position on an interim basis. If approved by the Board of Directors at its next meeting, the interim appointee shall continue to serve the remainder of the term. If the interim appointee is not approved, the President shall make another interim appointment to the Electoral Committee, and the next subsequent meeting of the Board of Directors shall approve or disapprove the appointment.

Section 22.18. Standing committees shall be established by the Board of Directors, as may be necessary for the orderly conduct of the Society's business. Chairmen and members of committees shall be appointed by the President, and shall serve at the pleasure of the President, with the exception of the Electoral Committee and the Executive Committee, who shall serve for the fixed terms to which they are elected by the Board of Directors.

As of the adoption of these Bylaws, the standing committees of the Board shall be the ~~Executive Committee, the~~ Electoral Committee, the Finance Committee, and the Audit Committee. Other committees shall be established as needed to accomplish the good works of the Society. Ad hoc committees may be established on Presidential authority, as heretofore.

ARTICLE VIII. Advisory Council

Section 1. An Advisory Council is established for the ongoing purposes of fostering communication, the resolution of issues and concerns which may arise and training among the Society's Board of Directors, the Society's chapters, and the members. The National officers shall seek the views of the Council on matters of importance to members, and the Council shall be given the views of the officers and staff of the Society. The Advisory Council may also make recommendations to the Board of Directors of the Society that certain actions be taken or refrain from being taken.

Section 2. Meetings of the Advisory Council shall be open to all members of the Society. Each meeting of the Advisory Council shall include a time period allocated for Society members to address the Council. Each individual member of the Society can be a member of the the Advisory Council but only the National Representative can speak on behalf of the chapter.

Section 3. Each chapter shall select a member in good standing of the Society, and of the chapter, as its National Representative. The election or appointment of the chapter's National Representative and the term of office shall be left to the governance structure of the chapter, provided that the selection of the National Representative is not governed by race, color, gender, religious affiliation or lack thereof, national origin, sexual orientation or age. The National Representative shall not be a member of the Board of Directors of the Society. The National Representative shall represent ~~their his chapter constituency~~ on the Advisory Council.

Section 4. In the event that a Chapter's National Representative is unable to attend any meeting of the Advisory Council, the Chapter, acting through its President or another individual with executive authority, may appoint a member in good standing to act as its Alternate Representative at the aforementioned meeting. The Alternate Representative shall have the duties and responsibilities of the National Representative for the term appointed. All persons

serving as an Alternate Representative shall not be members of the Board of Directors of the Society.

ARTICLE VIII

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.”

Section 6. The Secretary shall maintain the roll of the National Representatives. Chapters shall inform the Secretary of the appointment, within 15 days of its occurrence in writing, or via electronic means which are capable of being archived.

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

Section 8. The Advisory Council shall elect a Chairperson from among Council members to chair Council meetings. The Council may also elect a Chair Pro Tempore to chair meetings if the Chairperson is absent or unable to Chair the meeting. The Chairperson (or (typo)of the Chair pro tempore in the Chairperson’s absence) shall be responsible for planning, leadership and communications of the Council with the Board of Directors.

Section 9 The Advisory Council shall elect a Secretary from among its members to record meetings of the Council and perform other secretarial duties as assigned by the Chairperson. All such recordings shall be forwarded to the National Secretary as soon as practicable after each meeting of the Council so that such recordings may become part of the permanent records of the Society.

Section 10. The Advisory Council may create such Council Offices and Committees as it deems necessary from its membership and the NRHS membership to help it develop recommendations to the Board, and /or communications with the Chapters and NRHS membership.

Section 11. The election of Advisory Council officers shall take place at the Fall meeting of even numbered years by those Advisory Council members in attendance. A term of office shall be two years, ~~pending continued selection to the Council by the Representative’s home chapter.~~ Election to fill vacancies will be for the remainder of the current term and shall take place at the next Council meeting. Any current Advisory Council member shall be eligible for election to Council Office.

ARTICLE IX. Officers

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 6.7, throughout his term of office. He shall serve for fixed terms as contained in

Article VII, Section ~~5~~6. Election shall be by a plurality of those votes cast by any legally permissible means.

ARTICLE IX

Section 2. At its organizational meeting, the Board of Directors shall elect the remaining corporate elected offices, namely a Treasurer, and a Secretary. To be eligible for election, each candidate must meet the criteria contained in Article VII, Section ~~6~~7, throughout ~~their~~ ~~his~~ term of office. All elected officers named in this section shall take office at the adjournment of the organizational meeting, and shall serve for the ensuing four years, or until his successor is elected and qualified. The election of these offices shall be by plurality of the votes cast.

Section 3. The Secretary and Treasurer, upon their assuming office, shall not automatically be members of the Board of Directors unless otherwise elected thereto. The Treasurer and Secretary shall not be members of the Board of Directors, but shall have the right to attend meetings of the Board.

Section 4. Prior to the organizational meeting, the President shall appoint a member in good standing to a position as an appointed officer, namely, a General Counsel. Such appointed officer shall be subject to confirmation by the Board of Directors, and shall serve at the pleasure of the President. The President shall have the authority to appoint other members in good standing to assist the appointed officer, which such assistants shall also serve at the pleasure of the President.

The tenure of an appointed officer shall be ongoing from year to year until he is replaced, and his successor confirmed.

Section 5. The President shall be empowered to make a temporary appointment to an office which becomes vacant during the incumbent's term of office. The temporarily appointed officer shall be submitted for confirmation by the Board of Directors at its next regularly scheduled meeting. The person so appointed and confirmed shall serve the remainder of the unexpired term. This section only is applicable to officers named in Sections 1, 2, and 4 of this article.

Section 6. In the event that the President is not available, or is for any reason unable to perform his duties, the Vice President shall assume the duties of the office as President. The order of succession among the officers shall be President, Vice President, Secretary, Treasurer and General Counsel.

Section 7. The President shall have charge of the business affairs of the society. The President shall be the presiding officer at all meetings of the Board of Directors, and all meetings of the members of the Society, with full parliamentary authority. The President shall have authority to execute all contracts, and shall also have the authority to designate others authorized to sign agreements on behalf of the Society. Only the President or a person designated in writing by the President or the Board of Directors is empowered to make statements on behalf of the Society. Such designation shall be in writing or an electronic communication capable of being archived. With the exception of the ~~Executive and~~ Electoral Committees, which ~~is~~ ~~are~~ appointed with the concurrence of the Board of Directors, the President shall appoint all committees, and

their chairpersons, and the members thereof, and all directors of program services, all of whom shall be members in good standing. Only the President shall have the authority to remove such persons from those positions.

ARTICLE IX

Section 8. The Vice President shall have such duties as assigned by the President, or Board of Directors, and shall be informed of all business of the Society. The Vice President or his/her designee shall attend all meetings of the Advisory Council to observe and advise the Council at its request.

Section 9. The Secretary or his/her designee shall keep records of the proceedings of the Board of Directors and all meetings of the members. The Secretary shall issue all notices of meetings, and retain all corporate records.

Section 10. The Treasurer shall be the Chief Financial Officer of the Society.

Section 11. The General Counsel shall be the Attorney-at-Law for the Society. The General Counsel and any assistants duly appointed shall manage the legal needs of the Society.

Section 12. All officers either elected or appointed shall have attained the age of eighteen years prior to their taking office.

Article X. Chapters

Section 1. A chapter is an organized group of individuals sharing goals and interests with the Society. A chapter shall not be a subsidiary of the Society but may represent itself as part of the Society and sell Society memberships to the public. Chapters shall have the right of input to the national organization management and to receive certain services from the Society. Chapters shall be in compliance with these Bylaws, and any regulations or policies promulgated by the Society, and duly distributed to the chapter by the Society.

- a) A chapter in good standing is a chapter that has remitted dues and other funds held in trust for the Society on a timely basis; maintained membership above the minimum levels fixed by the Board of Directors and complied with the bylaws of the Society.
- b) A chapter not in good standing shall be a chapter that fails to remit funds held in trust on a timely basis, fails to comply with reasonable directives from the President, or other officers of the Society, fails to maintain membership at or above the minimum level fixed by the Board of Directors or fails to comply with provisions of these Bylaws. Such a designation shall be made by the Board of Directors. Such a chapter shall no longer have representation on the Advisory Council and may be suspended from such national services as determined by the Board of Directors.
- c) The charter of a chapter not in good standing may be revoked by the Board of Directors if there is not corrective action taken within a reasonable time. Reinstatement as a chapter in good standing can be done only by the Board of Directors.

Section 2. A charter is a document granted by the Board of Directors to an organized group setting forth the rights and obligations to operate as a chapter of the Society as defined in Section 1 of this Article and to use the name specified. A charter shall remain in effect until rescinded by the Board of Directors as provided in these Bylaws or surrendered by the chapter. The current charters of chapters pursuant to previous bylaws in effect at the time of the charter

ARTICLE X

being issued to the chapter shall remain in effect without further action by the Board of Directors.

Section 3. Each petition for a chapter charter shall be accompanied by full information as to the number of members, their names and addresses, and other pertinent information. The Board of Directors shall designate the minimum number of members necessary to establish and maintain a chapter.

Section 4. Chapter membership shall in all cases be predicated upon national membership. Chapters may provide their own procedures and rules for admission of persons to chapter membership, not inconsistent with these Bylaws. Except as provided in Section 5 of this article, a chapter shall not establish any class of membership that does not include the payment of Society dues.

Section 5. When an existing independent organization petitions to become a chapter of the Society, the President may grant a limited exemption from Society membership to individual existing members of that organization. Such exempted persons must have become members of the independent organization prior to its petition to become a chapter of the Society. Exempted persons may participate in the activities of the chapter, but shall not be officers of the chapter and shall receive no benefits or services of the Society. The chapter shall provide the name and address of each exempted person to the Society's headquarters by January 31 of each year. Such exempted persons shall not be counted toward the minimum number of members required for a chapter to receive a charter or maintain good standing status.

Section 6. Should a chapter's members also conduct business as a part of another organization, such as a railroad museum, which is not affiliated with the Society, such other organization may not pool monies with the chapter. Officers of the two organizations must be elected separately and must meet the qualifications for the specific offices to which they are elected.

Section 7. Each chapter shall adopt and maintain bylaws that shall not conflict with these Bylaws.

Section 8. Each chapter shall have a President, National Representative and such other officers as it may desire, or as may be required by the laws of the jurisdiction in which it is organized. The chapter shall notify the Secretary of the names and addresses of all chapter officers, and any changes thereto.

Section 9. Any chapter acquiring any real or personal property shall incorporate or otherwise adopt a form of limited liability prior to the acquisition of such property. Any chapter owning property in more than one state or other political subdivision shall make certain that the chapter's corporate or other status qualifies to conduct its activities and/or business operations in each political subdivision in which property is owned and business operations conducted.

ARTICLE X

Section 10. No chapter shall enter into negotiations, sign contracts or make statements on behalf of the Society unless it has obtained written authorization from the President or the Board of Directors. Language to this effect, which shall indicate that the chapter is not the Society, must be incorporated into all third party contracts. All contracts, complaints, answers, affirmative defenses, other legal pleadings, or other legal documents shall include the following language, or such other language as shall be approved by the General Counsel or his designee from time to time:

“The _____ is a separate and distinct corporation/organization from The National Railway Historical Society, Inc., a Maryland not-for-profit Corporation (hereinafter NRHS). This contract is entered into solely by the _____ and not the NRHS.”

Third party contracts shall be approved by the General Counsel or his designee, prior to any contract being executed.

Section 11. Dues, donations and other monies collected by a Chapter on behalf of the Society are funds held in trust by the chapter. The chapter shall use funds held in trust for no purpose other than that for which they are intended. The chapter shall forward Funds Held in Trust to the Treasurer or designated agent promptly and no later than sixty (60) days after receipt by the chapter. The President may authorize specific exceptions to the 60-day forwarding requirement, and shall report such exceptions to the Board of Directors. The Board of Directors may set additional standards for the handling of funds held in trust.

Article XI. Discipline

Section 1. All members of the Society shall be subject to discipline for any malfeasance as noted herein.

Section 2. All actions for discipline described in this Article shall be governed by the following procedure, except for situations deemed frivolous and covered by Section 12, below. Within a reasonable time, but no more than one hundred twenty (120) days of receiving either evidence that a member has acted in a way which is described in Section 9 of this article, or a request for expulsion or removal or an accusation that could likely lead to expulsion or removal, the President shall appoint a Special Master and report the appointment to the **Board** of Directors. If the accusation is against the President, or for any other reason, the Executive Committee may appoint its own Special Master. The Special Master is not required to be a member of the Society. The Special Master shall investigate the matter, interview people having

knowledge of the dispute and report the facts of the case to the Board of Directors, along with his recommendations for actions, if any, to be taken against the accused member.

Section 3. The Special Master shall have the right to subpoena witnesses, call for the production of documents, including electronic communications, and require members to give evidence in pending matters. After review of the Special Master's report and any written rebuttals filed by parties to the dispute, the Board of Directors may impose appropriate

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discipline, including but not limited to probation, suspension or expulsion, by a majority of the votes cast.

Section 4. For cause, a member may be expelled from the Society or renewal of his membership denied. If, in the opinion of the Board of Directors, the cause being determined is of a minor nature, which would lead to the conclusion that a member may be rehabilitated if placed on a period of probation, with whatever special conditions are demonstrably required, a lesser penalty than expulsion may be assessed. If a member is expelled, a pro-rata proportion of his dues paid for the current year shall be returned to him.

Section 5. Failure to cooperate with a pending investigation by a Special Master working on behalf of the Society shall be grounds for expulsion from the Society, without further need to appoint a new Special Master to investigate the lack of cooperation.

Section 6. For cause, a chapter may be expelled from the Society. Cause for the expulsion of a chapter shall be limited to conduct or actions detrimental to the Society or its purposes or significant and continuing violation of these Bylaws or lawful actions of the Board of Directors.

Section 7. For cause, a member of the Board of Directors may be removed from the Board of Directors for the balance of the current term.

Section 8. For cause, an elected officer may be removed from office for the balance of the current term.

Section 9. Cause shall have its common meaning, and shall include, but not be limited to, conduct detrimental to the good order of the Society, malfeasance with Society funds or property, violation of these bylaws, conduct which places the Society in a false light, or working in opposition to the Society, including defamatory statements about its officers and members. Cause also may be defined as an inability to perform the duties of office due to incapacity.

Section 10. Appointed officers, chairpersons, members of the various committees, managers and staff members of the Society serve at the pleasure of the President, with the exception of the Executive Committee and the Electoral Committee, which have fixed terms. Persons serving at the pleasure of the President may be removed by the President for any reason at any time.

Section 11. Should the President, or other officer have personal knowledge of the facts, other than those about which he is informed in the normal course of Society business, which underlie the complaint at issue before a Special Master, the President, or such other officer shall recuse himself from the appointment of the Special Master, or participation in the proceedings other than as a fact witness. Recusal shall only be required where the President or other officer is the sole witness to the alleged malfeasance, and the credibility of his testimony will be central to the prosecution of the claim against the member.

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Section 12. Should the President believe that the charges brought against any member are frivolous, to the extent that the charges will not sustain the complaint made by a preponderance of the evidence, the President shall submit the matter of the frivolity, including a summary of the facts and circumstances presented by the complaint to the Executive Committee of the Board of Directors, which shall either vote by a majority, that the complaint is frivolous and is to be dismissed, with or without prejudice, and not to be pursued or in the alternative determine that the complaint must be submitted to a Special Master for determination in the normal course.

Section 13. A member who has been expelled from or denied membership renewal, or disciplined in any other way by his home chapter may apply for membership in another chapter or as an At-Large member. Disclosure of his expulsion, denial or discipline must be made by the member when applying to a new chapter, or for At-Large membership. His acceptance in another Chapter shall be governed by the rules of that Chapter. His application for At-Large membership shall be subject to approval by the President.

Section 14. A member expelled from his home chapter and denied At-Large membership by the President may appeal to the Board of Directors for reinstatement as an At-Large member. Such an appeal shall be governed by the procedure in Sections 9 through 12 of this Article. Such appellant shall reimburse the Society for the costs and fees of any Special Master appointed in connection with his appeal.

Section 15. A chapter which expels a member, or denies him renewal shall notify the Secretary immediately of its actions, and the reasons therefore. A chapter may provide its own rules for expulsion of its members from the chapter or decline to renew memberships for sufficient cause. Such rules so lawfully adopted shall not conflict with these Bylaws.

Article XII. Conventions and Conferences

Section 1. A convention, which shall consist of a gathering of the members of the Society for the purpose of advancing the historical and educational mission of the Society at locations which provide such opportunity, may be held one or more times, or not at all, each calendar year.

Section 2. The Board of Directors shall establish a standard policy governing the relationship between convention host organizations and the Society. Each host organization and the Society shall negotiate, sign and adhere to a letter of agreement regarding application of the

standard policy and mutually agreed exceptions to it. Any such agreement shall be filed with the General Counsel or his designee upon execution.

Section 3. Conferences may be conducted by the Society, or by one or more chapters, with or without the participation of one or more other rail history organizations, sharing 501(c) (3) status. Railroad, historical and social activities and other educational activities may be a portion of the conferences and conventions, to promote the goals and aims of the Society, to allow members to conduct research and familiarization with railroad facilities and historical sites, and to provide exposure to such activities to the Society as a whole.

ARTICLE XIII. Indemnification and Insurance

Section 1. To the fullest extent permitted by, and in accordance with and pursuant to the procedures prescribed in the laws of Maryland, and the Articles of Incorporation, and the Articles of Revival, the Society shall indemnify any and all of the Directors and any and all of the officers, employees, or volunteers of the Society for certain expenses and other amounts paid in connection with legal proceedings in which any such persons become involved by reason of serving in any such capacity with or for the Society. Provided, however, such indemnification shall not extend to any claims against such persons which arise out of such persons' acts of willful misconduct or gross negligence.

Section 2. Upon specific authorization by the Board of Directors, the Society may purchase and maintain insurance on behalf of any or all of the Directors, officers, employees, agents or representatives of the Society against any liability asserted against any such person and incurred in any such capacity, or arising out of the status of serving in any such capacity, whether or not the Society would have the power to indemnify them against such liability under the provisions of Section 1 of this Article.

ARTICLE XIV. Conflict of Interest and Confidentiality

Section 1. The effectiveness of the Society is dependent on its credibility and reputation for objectivity and fairness. At the same time, individual Board members may provide business assistance, volunteer services, or contractor services to the Society, its vendors and suppliers, or be otherwise involved in the Society transactions. Therefore, the Society shall adopt policies that address real or apparent conflicts of interest. All directors, officers, National Representatives, contractors, and persons appointed by any means as staff members of the Society shall execute an appropriate agreement on conflict of interest.

Section 2. All directors, officers, National Representatives, contractors and staff members of the Society shall identify situations that present a need for confidentiality. The Society shall adopt policies to address such needs. All directors, officers, contractors, and persons appointed by any means as staff members of the Society shall execute an appropriate agreement on confidentiality.

Article XV. Amendments

Section 1. These bylaws may be repealed, amended, added to, or otherwise changed at any annual meeting or special meeting of the members, upon affirmative vote of a majority of such members present or represented by proxy, subsequent to the approval of such revisions by the Board of Directors.

Any such proposals for amendment of the bylaws, which have not been passed on by the Board of Directors, must be submitted to the Secretary not more than one hundred eighty (180), nor less than one hundred twenty (120) days prior to the convening of the annual meeting.

Section 2. The Board of Directors shall have the authority to make, amend, alter or repeal these bylaws at any time, but such revisions or amendments shall be subject to approval or

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rejection by the members at their next following annual or special meeting as provided in Section 1 of this Article.

Proposed changes to the Bylaws must be submitted to the Board of Directors in writing, or an electronic format capable of being archived thirty (30) days prior to the meeting at which they are to be considered.

Article XVI. Dissolution.

This corporation may be dissolved only on the affirmative vote of a majority of the entire membership by written ballot. In the event of such dissolution, all assets shall be converted into cash, excepting real estate, equipment, and other fixed assets suitable for transfer to appropriate museum(s). After payment of all outstanding indebtedness, the assets of the corporation shall be distributed as follows: To one or more worthy museum(s) or educational organization(s) exempt from taxation under §501 (c) (3) of the Internal Revenue Code, or any corresponding section of any successor federal tax code.