

To: Members of the Board of Directors

Enclosed are proposed changes to the bylaws which the bylaw committee is recommending that the Board put before the membership. You will note that it reduces the size of the board to nine members but retains districts to represent both chapter and at large members. It reduces the term of board members to two years with eight years being the amount of years anyone can serve. These changes are proposed so that it will be easier to find members who want to serve with the two-year term provision to hopefully inspire more qualified members who do not want to commit to four years to serve. Note Assistant Treasurer has been included in the bylaws for the first time. As many of the current members approach term limits it is hoped that these changes will result in new members of the society being willing to serve on the board with no vacancies.

We expect that these proposed changes can be discussed in detail at Birmingham by the Directors. It is assumed that the Advisory Council will also discuss them at their meeting earlier in the day.

John K. Fiorilla

General Counsel

# 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:

## Article II. Purpose

- 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

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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.

**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 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

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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.

**Section 2.** The Board of Directors shall consist of ~~twenty-five~~ **nine (9)** 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)~~ **nine (9)** 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. **The remaining seven (7) seats shall be divided for election purposes between At-Large and chapter members, roughly proportional to the composition of the voting membership at the time of counting, divided by the voting members in good standing in the various electoral districts which shall be drawn by the Board of Directors.** In addition, ~~five (5) seats shall be elected as global directors by all voting members.~~

~~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. **Districts shall be apportioned by total numbers of At-Large members and total numbers of chapter members in good standing.** ~~At least two, but no more than three members of the Board shall be elected from each district; There shall be one (1) member of the Board elected from each district.~~
- b) The districts shall be geographically delineated so as to create contiguous, reasonably equally populated zones. ~~within ten percent of the mean, determined by dividing the total number of members qualified to vote in a category by the number of voting districts. Each district shall elect two members of the Board of Directors, unless it shall elect three. If a district is to elect three such directors, it shall be fifty percent larger than the remaining districts;~~
- c) 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

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- d) 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;
- e) 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;
- f) 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.

**Section 6.** 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 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.~~

**Section 7.** 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;~~

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- 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;
- 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.** 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.** 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.** Sixty percent of the 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*

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*Rules of Order*, or applicable law.

**Section 11.** 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 society election occurs**. 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 meeting shall be the election of a Secretary and Treasurer, **and when deemed necessary by the President, an Assistant 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.** The Board of Directors shall meet in regular session at least ~~three~~ **two** 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.

**Section 13.** 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.** 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.** 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 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.** 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.** 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

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of order that the Society may adopt.

**Section 18.** 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 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.** The Executive Committee shall consist of ~~five (5)~~ **three (3)** 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~~ **two (2)** members.

**Section 20.** At the organizational meeting of the Board of Directors, the President shall present ~~five (5)~~ **three (3) 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.** The Electoral Committee shall supervise the election of the Board of Directors, including approval of electoral districts, approval of qualifications of

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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 remaining members 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.** 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.

**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

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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 his 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.

**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 (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.

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**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 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.

**Section 2.** At its organizational meeting, the Board of Directors shall elect a Secretary and a Treasurer, **and, as recommended by the President, may elect an Assistant Treasurer.** To be eligible for election, each candidate must meet the criteria contained in Article VII, Section 7, throughout 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, Treasurer **and Assistant 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.

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**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 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.

**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.

## Article X

- 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 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.

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**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.

**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

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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 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.

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**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.

**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.

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### 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,

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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.