

BYLAWS

The Collis P. Huntington Railroad Historical Society Incorporated

Table of Contents

| | | | |
|--|----------|---|-----------|
| ARTICLE 1: Name | 1 | Article 8: Officers and Duties..... | 6 |
| ARTICLE 2: Objective | 1 | Section 1: General..... | 6 |
| Section 1 | 1 | Section 2: Terms of Office..... | 6 |
| Section 2 | 1 | Section 3: Duties and responsibilities of the President .. | 6 |
| Section 3 | 1 | Section 4:Duties of the Vice-President | 7 |
| ARTICLE 3: National Railroad Historical Society | 1 | Section 5:Duties of the Secretary | 7 |
| ARTICLE 4: Membership | 2 | Section 6:Duties of the Treasurer | 7 |
| Section 1: Qualifications | 2 | Section 7:The duties of the NRHS Representative..... | 8 |
| Section 2: Members in Good Standing | 2 | ARTICLE 9: Board of Directors | 9 |
| Section 3: Rights and Privileges | 2 | ARTICLE 10: Nominations and Elections | 10 |
| Section 4: Membership Categories..... | 2 | ARTICLE 11: Absentee Voting | 11 |
| A. Regular Member..... | 2 | ARTICLE 12: Election Committee | 11 |
| B. Family Member..... | 2 | ARTICLE 13: Vacancies in Offices | 12 |
| C. Associate Member..... | 2 | ARTICLE 14: Presidential Appointees and Duties | 12 |
| D. Honorary Member..... | 2 | ARTICLE 15: Publications | 14 |
| E. Student Member..... | 3 | ARTICLE 16: Committees | 15 |
| F. Senior Members | 3 | ARTICLE 17: Acquisition of Assets..... | 15 |
| Section 5: NRHS Membership..... | 3 | ARTICLE 18: Disposal of Assets | 16 |
| ARTICLE 5: Discrimination | 3 | ARTICLE 19: Quorum | 16 |
| ARTICLE 6: Meetings | 4 | ARTICLE 20: Parliamentary Authority | 17 |
| Section 1: Regular Membership..... | 4 | ARTICLE 21: Amendments | 17 |
| Section 2: Board of Directors | 4 | ARTICLE 22: Dissolution | 17 |
| Section 3: Board of Directors | 4 | ARTICLE 23: Formation and Operation of | |
| Section 4: Annual | 4 | Sub-Chapters | 18 |
| Section 5: Special Membership..... | 5 | ARTICLE 24: Dissolution of a Sub-Chapter..... | 19 |
| Section 6: Special Meetings of the Board of Directors: .. | 5 | | |
| Article 7: DUES..... | 5 | | |
| Section 1: Members..... | 5 | | |
| Section 2: Calendar Year | 5 | | |
| Section 3: Members paying after September | 5 | | |

BYLAWS
The Collis P. Huntington Railroad Historical Society Incorporated
Of
Huntington, West Virginia

ARTICLE I

Name

The name of this organization shall be the Collis P. Huntington Railroad Historical Society Incorporated herein referred to as the Society.

ARTICLE 2

Objective

Section 1: The Society shall be dedicated to the preservation of railroad history across the United States of America. The Society shall focus efforts and resources on collection, preservation and exhibition of railroad materials relating to railroads which exist, existed or operated within a 200-mile radius of the Society's headquarters in Huntington, West Virginia.

Section 2: The Society exists as an organization for the benefit of its members of similar interests and who may come together to enjoy fellowship with fellow railroad enthusiasts and to be of service to the surrounding community.

Section 3: Business activities of the Society shall be limited in scope to the minimum necessary to sustain activities and operations of the Society and to provide sufficient revenue for the achievement of the Society's goals and objectives.

ARTICLE 3

National Railroad Historical Society

The Society holds and shall maintain a Charter as a Local Chapter of the National Railroad Historical Society (NRHS). The Society's organization shall be guided by and shall not be in conflict with the Constitution and Bylaws of the NRHS.

ARTICLE 4

Membership

Section 1: Any person of good character may apply for membership in the Society. Completion of an application for membership and payment of dues shall be received by the Superintendent of Membership Services who shall review each application.

Section 2: A member of the Society is a member in good standing when the member's dues, fee and any financial obligations are paid in full, the member has not been expelled or suspended for reason of conduct or discipline and/or the member has not submitted his or her resignation. Members not in good standing shall not participate in Society activities and functions, which includes voting in Society elections, participation in any official capacity and shall only attend Society meetings as a guest. A member not in good standing holding an elected office shall immediately vacate that position and shall not be permitted to return to the vacated elected position even after all arrears are settled.

Section 3: All members of the Society in good standing shall enjoy the following rights and privileges: attend and participate the Society's regularly scheduled meetings and functions, both official and social and shall receive a membership card. Members in good standing may take an active role in the direction and operation of the Society by standing for election for officers and Directors and the NRHS Representative. Associate and Honorary members do not have voting privileges.

Section 4: Membership in the Society shall fall into the following categories:

- A. Regular Member:** A Regular member of the Society shall be a minimum of eighteen (18) years of age and shall enjoy full privileges of membership and shall participate in all Society activities including holding elective office in the Society.
- B. Family Member:** Family Membership in the Society is available to family members over the age of sixteen (16) years of age living in the same house hold with a Regular Member. Family members are eligible to participate in Society activities. Only the spouse of a Regular Member shall have the right to vote or hold elective office in the Society.
- C. Associate Member:** Any person, not eligible for membership in the Society under other categories, may apply for membership as an Associate Member. Limited, non-voting participation in Society activities and functions are permitted.
- D. Honorary Member:** Honorary Membership may be granted to a non-member on the recommendation of a member in good standing of the Society and with the approval of the Board of Directors of the Society. This membership shall be in recognition of the

non-member's performance or the commitment to perform a special task(s) or service(s) of benefit to the Society. Honorary Membership shall be for a period not to exceed one (1) membership term and shall be without cost to the Honorary Member. An Honorary Member may participate in Society activities but without voting or holding an elective office. Honorary Members may be appointed to serve as members of committees of the Society.

- E. Student Member:** Any person under the age of sixteen (16) years of age wishing to become a member of the Society may, with the signed approval of a parent or guardian and the payment of NRHS dues and local Chapter dues become a member. Student Members shall have limited rights and privileges of the Society, excluding voting and holding elective office in the Society. Student Members are prohibited from voting in National elections based on provisions of NRHS bylaws pertaining to voting privileges.
- F. Senior Members:** A member of the Society reaching eighty (75) years of age and having been a member of the Chapter for a minimum of five (5) years shall qualify as a Senior Member. Senior Members shall enjoy full rights and privileges of Society membership and are exempt from payment of local Chapter dues. Senior Members shall pay NRHS annual dues.

Section 5: NRHS Membership: The Society is a Local Chapter of NRHS and as such each member of the Society shall be required to join and maintain membership in NRHS. NRHS membership established and maintained through association with another NRHS Chapter shall be accepted as satisfying this requirement.

ARTICLE 5

Discrimination

No member of the Society or the Society as an entity shall take any action or adopt any policy that prohibits or discourages from membership or participation in the Society by any person for reasons of race, creed, color, sex, age, national origin and/or sexual orientation and /or physical disability.

ARTICLE 6

Meetings

Section 1: Regular Meetings: Regular meetings of the Society shall be held on the fourth Tuesday of each month at 7:30 PM at the Society's headquarters located at 1232 Eighth Avenue, Huntington, West Virginia. The following exceptions shall be the months of January, April, July and September which shall be held in the area in Saint Albans, West Virginia at an announced location. Deviations from this schedule may be made at the decision of the President shall be made and announced as early as possible and at the widest dissemination.

Section 2: Board of Directors Meetings: Regular meetings of the Board of Directors shall be held on the second Tuesday of each month at 7:30 PM at the Society' headquarters located at 1323 Eighth Avenue Huntington, West Virginia. Members of the newly elected Board may convene an organizational meeting immediately following their election after the Annual Meeting. At the first meeting following their installation the Board of Directors shall adopt a resolution to authorize the officers and bank(s) to comply with existing laws. Signature cards authorizing the Treasurer, President, Vice-President and Secretary to sign all checks, drafts and bills of exchange with two signatures. Business conducted during any Board of Directors meeting shall be limited to only those items appearing on a meeting agenda compiled and published not less than forty-eight (48) hours before the scheduled meeting. The Board of Directors may retire to a private area to consider matters of a sensitive or personal nature with a motion to do so. At the conclusion of the Executive Session the Board shall return to open session. Minutes of the Executive Session shall be considered confidential and are to be held as such, separate from the minutes of open session meetings. Cancellation of a Board of Directors meeting shall only be for good and pressing reason following a motion to cancel with majority vote and approval by phone or e-mail.

Section 3: All members of the Society are welcome and encouraged to attend meetings of the Board of Directors. Participation of members attending Board meetings as guests is limited to those attendees who have previously requested and have been given permission to speak during the meeting regarding agenda items.

Section 4: Annual Meeting: The Regular membership meeting in November shall be designated the Annual Meeting. Election of officers and directors shall be held during this meeting in odd numbered years. Required reports of all officers, Directors, NRHS representative, Executive Director, Presidential appointees and committee chairs shall be made during this meeting. Other business may be conducted at this meeting.

Section 5: Special Membership Meetings: The President may call a special meeting of the Society or at the request of a majority vote of the Board of Directors with a written request signed by ten (10) members in good standing. Special membership meetings are called to allow the membership to address a specific item of Society business critical to the Society and detrimental to be delayed. Only business related to the specific item shall be discussed. Written notice by first class US mail or electronic means shall be provided not later than five (5) days prior to the date of the special meeting.

Section 6: Special Meetings of the Board of Directors: The President shall be Chairman of the Board of Directors and may call a special meeting of the Board when he/she deems it necessary or appropriate. A special meeting of the Board of Directors may be called upon receipt by the Secretary of a written request by mail or e-mail signed by a minimum of three (3) members of the Board. The purpose of the special meeting shall be clearly stated in the request and the meeting limited to consideration of the issue stated in the request.

Article 7

DUES

Section 1: The dues for membership shall be established by a vote of a quorum of majority members in good standing present at a regular meeting. The proposed vote on dues shall be introduced at a regular meeting and then announced in the *Gondola Gazette* preceding the meeting when the dues proposed change is to be considered.

Section 2: The dues period shall be a calendar year beginning January 1 and ending December 31. Membership dues are due and payable in full to the Society's Treasurer not later than February 1. Only members who have paid dues in full by February 1 shall be eligible to vote in that calendar year. If dues are not paid by February 1 their membership in good standing status shall be lost until payment in full has been paid.

Section 3: Members joining the Society after September 1 shall be obligated to pay full dues with their membership term being extended to December 31 of the next full membership year. New members joining after September 1 shall be deemed ineligible to vote in the current Chapter's elections.

Article 8

Officers and Duties

Section 1: Members elected to serve and represent the interests of the membership of the Society as officers and directors are charged with the responsibility for conduct of Society business in a manner consistent with achievement of the stated goals, objectives and mission of the Society giving priority consideration to the best interests, viability and sustainability of the Society. They shall develop, implement and enforce the Society's operational policies and procedures; make recommendations concerning Society projects and activities for consideration by the membership and exercise supervision over Society assets, operations, authority and activities. No member shall hold more than one (1) elected position at any given time. No member shall stand for election to more than one (1) elected position at a time.

Section 2: The officers of this Society shall be: President, Vice-President, Secretary, Treasurer and NRHS Representative. The term of office for the President and Vice President shall be one two-year term. No Board member shall serve more than two (2) consecutive terms in the same elected position with the exception of the Secretary, Treasurer and NRHS Representative.

Section 3: Duties and responsibilities of the President are:

- A. The President shall preside at all meetings of the Board of Directors and all membership meetings. A report shall be given on the current status of Society business and activities.
- B. The President shall enforce the bylaws and perform duties incident to the office and which are required by law.
- C. The President with the Treasurer shall prepare an annual budget detailing financial operations for the upcoming year with anticipated revenues and expenses. The proposed budget shall be presented to the Board of Directors at the November Board of Directors meeting.
- D. The President shall call all regular and special meetings of the Board of Directors and general membership.
- E. The President shall, with the approval of the Board of Directors, appoint and remove, employ and discharge and fix all compensation of servants, agents, employees and clerks of the Society.
- F. The President shall, with at least one elective officer, shall co-sign and execute contracts and agreements in the name of and for the benefit of the Society.
- G. The President shall ensure the Society's financial records and reports, statements and certificates required by law are properly maintained and filed according to applicable law.
- H. The President shall sign all certificates, notes, drafts, or bills of exchange, warrants or other order for the payment of money drawn by the Treasurer.

- I. The President shall serve as *ex officio* member of all committees except the Nominating Committee.

Section 4: Duties of the Vice-President:

- A. The Vice-President shall be a voting member of the Board of Directors.
- B. The Vice-President shall, in the absence of the President, assume all duties and obligations of the President. The Vice-President shall continue to discharge the duties and obligations until the President can return to the office of President
- C. In the event the office of President is permanently vacated the Vice-President shall assume that office with all authority, duties and responsibilities for the remainder of the unexpired term of office.
- D. The vacated office of Vice-President shall be filled in accordance with (IAW), the provisions of Section 12 of this Article.

Section 5: Duties of the Secretary:

- A. The Secretary shall be a voting member of the Board of Directors.
- B. The Secretary shall be custodian of the Society's administrative records and shall maintain records in accordance with IAW applicable rules, regulations and statutes.
- C. The Secretary shall be the custodian of the Seal of the Society and shall affix the seal when required.
- D. The Secretary shall keep the minutes of all official meetings of the Society.
- E. The Secretary shall manage all correspondence and other written communications of the Society.
- F. The Secretary shall perform all duties incident to the office.

Section 6: Duties of the Treasurer:

- A. The Treasurer shall be a voting member of the Board of Directors.
- B. The Treasurer shall be responsible for the management and accounting for all funds and securities in accordance with IAW with the rules, regulations, statutes and laws pertaining to Internal Revenue Code 501 C3 organizations.
- C. The Treasurer shall, in the name of the Society, sign, make and endorse all checks, drafts, warrants and orders for payment of money with the President. In the absence of the Treasurer or President, the Vice-President and/or Secretary are authorized to sign all checks and pay out and dispose of same under the direction of the President and the Board of Directors.
- D. The Treasurer shall, on a timely request from a Board of Directors member or a member in good standing, display books and accounts of the Society.
- E. The Treasurer shall make an oral report of the current condition of finances of the Society at a meeting of the Society and Board of Directors meeting and at other times

when required. A report shall be given at the Annual Meeting of the Society. Reports of the Treasurer shall be included in the minutes of the Society.

- F. The Treasurer shall, in coordination with the Society's accountant, keep complete, accurate and timely records of all business activities of the Society and file required forms and reports.

Section 7: The duties of the NRHS Representative are:

- A. The NRHS Representative shall serve as a voting member of the Board of Directors.
- B. This member shall serve as the Society's representative on the Advisory Board of the NRHS.
- C. The NRHS Representative may, with approval of the Board of Directors, attend meetings of the NRHS Advisory Board representing the interests of the Society. Reasonable and customary expenses associated with attendance to the meetings shall be authorized to be paid and/or reimbursed by the Society.
- D. When called upon to do so the NRHS Representative shall cast votes in accordance with wishes of the Society. When specific directions of the Society are absent the NRHS Representative shall act in the best interest of the Society.
- E. In the event the elected NRHS Representative is unable to attend the meeting of the NRHS Advisory Board the President may appoint a member in good standing to serve as Acting NRHS Representative. A member so appointed shall serve for a specific limited time for a specific limited purpose, to represent the interests of the Society at an NRHS Advisory Board meeting.
- F. The NRHS Representative, or the acting Representative, shall upon return from the NRHS Advisory Board meeting prepare and present a report detailing matters discussed and actions taken at the meeting. The report shall be presented to the membership at the first regular meeting following their return.
- G. The Representative shall file a copy of the written report with the Secretary of the Society for inclusion in the minutes and with the Editor of *the Gondola Gazette* for publication.

ARTICLE 9

Board of Directors

Section 1: The Board of Directors is authorized and empowered to render and implement those necessary decisions regarding the business of the Society. Matters brought before the Board for consideration shall require majority approval of a voting quorum during a regular or special meeting of the Board. This authority permits the Board to manage all matters of the Society without prior consultation or approval of the membership. The Board shall report to the membership all Board actions involving the acquisition or sale of Society assets in excess of two thousand dollars (\$2000.00) as well as the expenditure of, or commitment to expend Society funds in excess of ten thousand dollars (\$10,000.00)

Section 2: The Board of Directors of the Society shall be composed of ten (10) members. By virtue of their elected position the President, Vice President, Secretary, Treasurer and NRHS Representative shall sit as members of the Board of Directors during their term of elected service. The immediate Past President shall sit on the Board of Directors in an advisory, non-voting capacity for a period of six (6) months. The President of the Society shall serve as Chairman of the Board of Directors.

Section 3: The remaining five (5) Directors shall be nominated and elected according to the IAW provisions of Article V.

Section 4: The term of office for the Board of Directors shall be two (2) calendar years beginning January 1 of the year following their election and ending twenty-four (24) months later on December 31. The President and Vice President shall be elected to serve a term of office of one two-year term. No Board member shall serve more than two (2) consecutive terms in the same elected position with the exception of the Secretary, Treasurer and NRHS Representative.

Section 5: All officers and directors of the Society, elected or appointed, serve without compensation with the exception of the elected Treasurer. The elected Treasurer of the Society may or may not receive compensation at the direction of the President of the Society.

Section 6: The Treasurer, Assistant Treasurer, Office manager, Office Clerk, Gift and Food Concession Service of the Society shall be bonded. All officers and directors of the Society, at the direction of the Board of Directors shall be bonded. All costs associated with bonding of Society officials shall be the responsibility of the Society.

ARTICLE 10

Nominations and Elections

Section 1: A Committee on Nominations of three (3) Regular members in good standing shall be appointed at the August Board meeting in the odd number years.

Section 2: The Nominating Committee shall develop a list of qualified nominees for the office of President, Vice-President, Secretary, Treasurer, NRHS Representative and five (5) Directors. At least one (1) nominee shall be presented for each office and five (5) nominees for the Director's seats. At the September meeting following their appointment The Nominating Committee shall report the names of the nominees for election to the Board of Directors

Section 3: Nominees shall be Regular Members, Family Member spouses of Regular Members over the age of eighteen (18) years of age in good standing at the time of nomination and will have attended a minimum of five (5) Regular membership meetings in twelve (12) months immediately preceding their nomination.

Section 4: No person employed in a fulltime paid capacity within the Society shall be eligible for election as an officer or member of the Board of Directors.

Section 5: At the September Regular membership meeting in odd numbered years the Secretary shall announce the names of nominees as presented by the Committee on Nominations. Following the announcement of nominee's members may nominate, qualified and in good standing, Regular and /or Family Member Spouses of Regular Members for offices and Board of Directors. The nominations from the floor require a second. Those nominated from the floor shall be placed on the ballot with those presented by the Committee on Nominations.

Section 6: Officers and Directors shall be elected by ballot at the November Regular membership meeting in odd numbered years. The nominee receiving the majority of the votes (plurality) shall be elected to that office. Nominees for Directors receiving five majority votes cast for each position shall be elected to those positions. In the event the office or Director is not filled the incumbent shall continue to serve in that position until a permanent replacement is determined in accordance with IAW Article V, Section 12.

ARTICLE 11

Absentee Voting

The Secretary shall upon receipt of a written request, mail to a member in good standing an official absentee ballot listing the candidate for each office and Board of Directors. Requests for absentee ballot shall be received by the Secretary no later than October 31 of the year in which the bi-annual election is scheduled, the odd numbered year. The Secretary shall mail to the requestor an absentee ballot along with instructions and materials necessary for proper completion of the ballot no later than the end of the day November 5, of the year the election is scheduled. Properly completed official absentee ballots shall be returned to the Secretary in a sealed envelope provided by the Society. Once voting by absentee ballot the member shall not vote in any other manner.

ARTICLE 12

Election Committee

The President shall appoint an Election Committee composed of three (3) Regular members none of whom currently hold elective office or are paid employees or whose name appears on the official election ballot. The committee shall be responsible for the conduct of the election and for the tabulation of votes cast, certification and announcement of election results. The Secretary shall receive and hold unopened all returned absentee ballots. Returned absentee ballots shall be given to the Elections Committee on the night of the election prior to the beginning of vote tabulation. Only the Election Committee shall open the returned absentee ballots. Only those official absentee ballots submitted in accordance with IAW and received prior to the election and given to the Election Committee unopened shall be accepted and counted.

ARTICLE 13

Vacancies in Offices

Section 1: The Board of Directors shall declare an elected office or Director's seat to be vacant on receipt of a letter of resignation from an elected officer or Director or as a result of motion for removal from office of an officer or director. Appointments to fill an unexpired term of a position, regardless of duration of the term, shall not consider this as a full term.

Section 2: If the elected office is vacated before the expiration of the regular term of office or remains unfilled after the bi-annual election, the Board of Directors shall appoint a Regular member in good standing to fill the vacant position at the next scheduled Board of Directors or at a special Board of Directors meeting.

Section 3: If the office of President becomes vacant the Vice President assumes the office of President. The Board of Directors shall appoint a Regular member in good standing to fill the position of Vice President. Appointees shall fulfill only the unexpired term of office to which they were appointed.

Section 4: The President has the authority to appoint interim appointments to temporarily fill vacant positions until the position is filled by the Board of Directors.

ARTICLE 14

Presidential Appointees and Duties

Section 1: The President shall appoint, with Board approval, Regular members in good standing to the positions listed below for the purpose of supervising the tasks related to the needs of the Society. Members appointed to such positions shall serve at the pleasure of the President for a period coinciding with the term of office of the President or until a successor is appointed and approved. Members occupying these positions shall select a Regular member in good standing to be Assistant to serve during their term or until dismissed. Their title shall be Superintendent and Assistant Superintendent.

Section 2: The tasks associated with the various areas of the Presidential appointments that have the commitment of the Society shall have funds of the Society for the tasks. The appointees shall, in the month of November, in concert with the Treasurer provide to the President a report giving the expected revenues expected to be generated and expenses to be incurred in their areas of responsibilities.

Section 3: The President of the Society shall have authority to appoint additional Regular members in good standing to accomplish not covered by the existing appointments listed below.

Section 4: The following appointees shall be made by the President at the beginning of the term of office of the President:

- A. Superintendent of Equipment:** This position shall be responsible for the condition, maintenance and upkeep of Society equipment other than that assigned to the Society's museum.
- B. Superintendent of Indoor Museum:** This position shall be responsible for the condition, maintenance and upkeep of the Society's Museum to include all items within the museum. This includes development, implementation, and maintaining a system for cataloging and displaying museum items. This member shall develop, implement and maintain a secure facility for the storage of museum items not currently on display.
- C. Superintendent of Outdoor Museum:** This position shall be responsible for the condition, maintenance and other matters located at 14th Street West and Memorial Boulevard in Huntington, West Virginia or at any location to which it may be moved, either temporarily or permanently. Action shall be taken when necessary for the conduct of museum affair as directed by the President and Board of Directors.
- D. Superintendent of Travel and Tours:** This position shall be responsible for the development of an annual program of Society sponsored and/or sanctioned tour and excursion events. A proposal shall be presented to the Board of Directors at their August meeting for all planned events for the calendar year that includes a detailed description of each event with an estimate of the expected revenues and expenses for each event. Proposals approved by the Board shall be final. Upon culmination of the event the member shall report the results of the event at the first Regular meeting after culmination of the event.
- E. Superintendent of Member Services:** This position shall be responsible for development and implementation of a program of member services. This member shall collect member dues and issue membership cards and pins reporting to the Secretary the failure of any member to remit their annual membership renewal obligations. Members not in good standing shall be reported to the Secretary at each Regular membership meeting. Members returning to Regular membership in good standing shall be reported to the Secretary. An entry detailing the Superintendent's report shall be made in the minutes of the meeting.
- F. Superintendent of Information and Publications:** This position shall be responsible for the supervision of all Society publications and shall serve as Editor of *the Gondola Gazette*.

- G. Superintendent of Buildings and Grounds:** This position shall be responsible for supervision of maintenance and security matters pertaining to the Society's office located at 1323 Eighth Avenue Huntington, West Virginia.
- H. Superintendent of AMTRAK Presentations:** This position shall be responsible for the development, implementation of the Society's AMTRAK narration program.
- I. Assistant Treasurer:** In the absence of the Treasurer the Assistant Treasurer shall be responsible for the deposit of monies but shall not make payments, and shall assist the Treasurer when requested. The Assistant Treasurer shall be bonded.

ARTICLE 15

Publications

Section 1: Newsletter: The Society shall publish and distribute a newsletter to each member in good standing. The name of the publication shall be *the Gondola Gazette* and shall be published and distributed monthly. The publication shall be the official publication and shall contain announcements and information regarding the operation and condition of the Society.

Section 2: Editorial Control: The Board of Directors shall, through the Superintendent of Information and Publications, acting as Editor, exercise editorial control of *the Gondola Gazette*. The term of the Editor shall coincide to that of the President.

Section 3: Editorial Content: The content of *the Gondola Gazette* shall be non-personal and objective in nature. The content shall be informative, newsworthy, supportive and representative of the goals, objectives and mission of the Society. *The Gondola Gazette* shall not be used for editorial comments regardless of the source.

Section 4: Distribution: *The Gondola Gazette* shall be distributed to all Regular members and to others as directed by the Board of Directors via United States mail. Members may elect to receive delivery of *the Gondola Gazette* by electronic means. The Editor is authorized and encouraged to furnish reciprocal subscriptions free of charge to organizations of similar orientation as approved by the Board of Directors. A current copy of *the Gondola Gazette* shall be posted on the Society's web page.

Section 5: Other Publications: To meet specific needs of the Society special issues of the newsletter and other publications may be published and distributed at the direction of the Board of Directors.

ARTICLE 16

Committees

Section 1: The President shall appoint all committees, standing and Ad Hoc, and appoint the committee Chairmen with the approval of the Board of Directors. The President shall, with the Board of Directors, identify, create and charge committees as deemed necessary. The president shall serve as ex-officio member of all committees.

Section 2: The President, with approval of the Board of Directors, shall appoint members in good standing to serve as members of a committee. Priority for appointments to serve shall be given to members of the Board of Directors. Appointment of additional committee members from members in good standing shall be encouraged and based on knowledge, skills, abilities and interests. Each committee shall have at least three members, including the Chairman. The term for committee members shall expire at the end of the term of the President.

Section 3: Each committee shall convene quarterly. The Chairman of each committee shall make a report on the current status of the committee activities at each Board of Directors meeting.

ARTICLE 17

Acquisition of Assets

Section 1: The President shall be empowered, on behalf of the Society, to acquire assets as he or she deems appropriate.

- A. An expenditure less than \$1,000.00 shall be accomplished at the discretion of the President.
- B. An expenditure in excess of \$1,000.00 shall require prior approval by a majority of the Board of Directors at a Regular meeting or Special meeting of the Board.
- C. Proposed assets, after approval of the Board of Directors, shall be introduced to the membership at a Regular meeting and notice of the details in the *Gondola Gazette*.
- D. Following the above procedure an asset acquisition shall be brought before the membership for consideration by members in good standing at a Regular membership meeting. Final approval requires an affirmative vote of two-thirds (2/3) of the members in good standing at a Regular membership meeting.

ARTICLE 18

Disposal of Assets

Section 1: The disposal of Society assets shall follow the procedures as given below:

- A. Assets less than \$1,000.00 the President shall determine, direct and accomplish disposal in the manner most beneficial to the Society.
- B. For assets at more than \$1,000.00 the Board of Directors shall determine, direct and accomplish disposal of the asset in the manner most beneficial to the Society.
- C. Disposal of assets may be accomplished by donation. An asset excess to the needs of the Society and requested by another organization of similar dedication to the preservation of railroad historical artifacts may be donated to that organization without cost to the Society.
- D. An asset excess to the needs of the Society may be exchanged for an item of similar value with an organization of similar dedication to the preservation of railroad related materials, equipment, artifacts and references. Costs associated with any exchange shall be negotiated between the organizations involved.
- E. An asset excess to the needs of the Society shall be sold on the open market with consideration being given, according to the following priority:
 - 1. To members in good standing.
 - 2. To organizations of similar dedication to the preservation of railroad related materials, equipment, artifacts and references.
 - 3. To the general public.
- F. Every effort shall be made to maximize the monetary benefit derived by the Society. The President may, if deemed appropriate engage the services of a professional liquidation service to accomplish the sale of excess items.

ARTICLE 19

Quorum

Section 1: The quorum for conducting business at a Regular or Special membership meeting shall be seven (7) percent of members in good standing as currently reported by the Superintendent of Membership Services.

Section 2: The quorum for conducting business at a Board of Directors shall be a total of six (6) elected officers and Board of Directors. The meeting may be rescheduled by vote of the lesser number.

ARTICLE 20

Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order, Newly Revised* shall govern the Society in all cases in which they are not inconsistent with the constitution, bylaws of NRHS and the laws of the State of West Virginia and any special rules of order the Society may adopt.

ARTICLE 21

Amendments

Section 1: The bylaws shall be amended by two-thirds vote of Regular members in good standing in attendance at a Regular membership meeting, a quorum being present. Prior to the vote the proposed amendment(s) shall be introduced at a previous Regular meeting and notice of the proposed amendments is published in an issue of the *Gondola Gazette*. Voting by proxy or absentee ballot is not permitted.

Section 2: During the Regular meeting in which the amendment(s) are presented for vote members in good standing may propose an amendment to the original proposal amendment. The affirmative vote shall be a majority vote of the voting quorum in Attendance.

Section 3: Amendments to the bylaws shall become effective immediately unless a specified date is in the motion to amend.

ARTICLE 22

Dissolution

Section 1: The Corporation that is the Society may be dissolved only with an affirmative vote of the majority of the entire membership cast by written ballot. In the event of dissolution all assets of the Society shall be converted into cash, except real estate, equipment or other fixed assets suitable for transfer to a museum, and after payment of all outstanding indebtedness, the assets of the Corporation shall be distributed as follows:

- A. To any museum or educational foundation as determined by the Board of Directors of the Society.
- B. To a corporation(s) exempt under the United States IRC Section 501 (c) (3), as amended.

Section 2: This Section is a binding legal requirement of the Society and may not be amended, repealed or altered except in the case of a change in the laws of the United States of America and/or the laws of the State of West Virginia.

ARTICLE 23

Formation and Operation of Sub-Chapters

Section 1: To form a sub-chapter a group of ten (10) Regular members in good standing of the Society, herein known as the Parent Organization, shall petition the Parent Organization for authority to organize a Sub-Chapter, subordinate to the Parent Organization. The purpose of the Sub-Chapter is to accommodate members who are outside the geographic location of the parent Organization and who wish the enjoyment and benefits of the parent organization.

Section 2: Upon receipt of a petition seeking authority to form a Sub-Chapter the President of the Parent Organization shall call a special meeting of the Board of Directors of the Parent organization to consider the petition. The proposed officers of the Sub-Chapter may appear at the special meeting to make an oral presentation regarding the merits of the petition. At the conclusion of the discussions the President of the Parent Organization shall call the question. Approval for the Sub-Chapter shall require an affirmative vote of sixty (60) percent of a voting quorum of the Board of Directors. Upon approval the President shall appoint an Oversight Committee of three (3) members to oversee the operation of the Sub-Chapter. The Committee shall be charged during the first year with the responsibility of ensuring compliance with the bylaws of the Parent Organization and the Sub-Chapter.

Section 3: The requirements for the formation of a Sub-Chapter are as follows and shall be included in the petition for organizational authority:

- A. The name to be used by the Sub-Chapter.
- B. The geographic area defined by State(s) and County(ies) to be represented by the Sub-Chapter and from which it expects to draw new members.
- C. The number of Parent Organizations within the proposed geographic area, the number of current Regular members of the Parent Organization expected to affiliate with the Sub-Chapter and an estimation of the number of additional members expected to join the Sub-Chapter.
- D. A plan for scheduling of regular membership meetings and shall include a minimum of six (6) meetings annually, meeting locations and times.
- E. A clear and concise narration showing justification for the formation of a Sub-Chapter.
- F. A statement of the anticipated annual financial requirements for the Sub-Chapter and to include estimates of anticipated revenues and expenses for the first three (3) years of operation.

Section 4: The operation of a Sub-Chapter shall be under the authority and limitations of the bylaws of the Parent organization.

- A. The President of the Sub-Chapter shall ensure that at least one officer of the Sub-Chapter attends the Board of Directors meetings of the Parent Organization at least two (2) times per year to keep the Parent organization informed of the current status and activities and plans for future projects of the Sub-Chapter.
- B. The President of the Parent Organization shall, in the month of January of each calendar year, direct the Treasurer of the Parent Organization to commit forty (40) percent of the annual dues collected from members of the Sub-Chapter for use by the Sub-Chapter. Additional financial support by the Parent Organization is a matter of resolution by request and negotiation between the governing bodies of the two organizations.
- C. The Secretary/Treasurer of the Sub-Chapter shall provide the Secretary of the Parent Organization a copy of the minutes of each meeting after the minutes have been approved for inclusion in the records of the Parent Organization.
- D. The Secretary/Treasurer of the Sub-Chapter shall provide the Treasurer of the Parent Organization in March of each calendar year a complete annual financial report. The report shall be included in the records of the Parent organization.
- E. The President of the Sub-Chapter shall provide the Board of Directors of the Parent Organization in the month of March of each calendar year a summary report of activities detailing the accomplishments and achievements of the Sub-Chapter during the previous calendar year.
- F. A Sub-Chapter of the Parent Organization shall not obligate itself or the Parent Organization in any form or manner without approval by affirmative action by the Board of Directors of the Parent Organization.

ARTICLE 24

Dissolution of a Sub-Chapter

Section 1: Sub-Chapter of the Parent organization exists under the authority granted by the Parent Organization and is subject to the bylaws of the Parent Organization and Article22 on the Society's Dissolution. Actions and/or activities of a Sub-Chapter or its members which are contrary to the stated mission, purpose and focus of the Parent Organization and which reflects badly on the Parent Organization and may subject the Parent Organization to unfavorable publicity or criminal sanctions shall result in action resulting in revoking the Sub-Chapter.

Section 2: Should an allegation of non-compliance to the bylaws be made against the Sub-Chapter and after the conduct of a comprehensive investigation and found to be guilty of one or more instances of non-compliance of the bylaws as adjudged by the Board of Directors of the Parent Organization, the Organizational Authority of the Sub-Chapter may be revoked. To be revoked a sixty (60) percent of a voting quorum of the Board of Directors of the Parent Organization shall be the number to revoke.