

**BYLAWS
MARYLAND AND PENNSYLVANIA RAILROAD
HISTORICAL SOCIETY, INC.**

**ARTICLE I
NAME, PURPOSE, EMBLEM AND POLICY**

Section 1. Name.

The name of the Society shall be the: MARYLAND AND PENNSYLVANIA RAILROAD HISTORICAL SOCIETY, INC., hereafter referred to as the Society.

Section 2. Purpose.

The purpose of this organization is to preserve, protect, and distribute the heritage and history of the MARYLAND AND PENNSYLVANIA RAILROAD to future generations. This Society will therefore preserve and exchange historical items and information related to all aspects of the MARYLAND AND PENNSYLVANIA RAILROAD and its operation toward the discovery, enjoyment, and modeling of this railroad.

Section 3. Emblem.

The Society emblem shall be a rectangle outlined with a black line with a ribbon running from the lower left corner through the upper left corner and ending at the upper right corner. "THE MA & PA" will be in the upper left corner of the ribbon with a star located at the upper left corner within the rectangle. "THE MARYLAND AND PENNSYLVANIA RAILROAD HISTORICAL SOCIETY, INC." will be placed off-center within the rectangle.

Section 4. Policy.

No member of the Society shall, without the explicit approval of the Board of Directors, use the Society name or any material supplied by the Society for any advertising, promotional scheme, endorsement of products or services, or like purpose.

**ARTICLE II
MEMBERSHIP**

Section 1. Membership.

Membership in the Society shall be open to all those individuals interested in railroading and the Maryland and Pennsylvania Railroad in particular and the purposes of this Society.

Section 2. Membership in Good Standing.

Any member who fails to pay dues as may be levied shall not be considered to be a member in good standing of the Society, and shall have their membership privileges suspended until such time as all fees owed have been paid.

Section 3. Privileges.

Members in good standing of the Maryland and Pennsylvania Railroad Historical Society, Inc. are entitled to all Society privileges.

Section 4. Forfeiture of Membership.

A. Forfeiture of membership in the Society shall occur and be automatic at the time of the next quarterly newsletter after a renewal notice has been sent out, and dues have not been paid.

B. A proceeding for forfeiture of membership shall occur for the following:

1. Willful infraction of the Society Bylaws or any rules enacted pursuant thereto.
2. For conduct which discredits the Society or is in any way contrary to the best interests of the Society.

Proceedings may be instituted by any member of the Board of Directors upon receipt in duplicate of a signed complaint by any member in good standing. In the event that the Board shall decide to institute such proceedings, the Board of Directors shall transmit to the member in question, by Registered Mail, one copy of such complaint accompanied by a notice of the right to request, within thirty (30) days, a personal hearing on the matter set forth in the complaint, before the Board of Directors.

In the event that the member in question requests such a hearing within thirty (30) days, the Board of Directors will designate a special meeting to adjudicate the complaint at a reasonable time and place, and shall notify all interested persons thereof.

The Superintendent or his/her proxy shall preside at the hearing. The complaining member shall appear and give evidence in support of their complaint. The member complained of shall have the right to appear, in person or by proxy, to present evidence and to cross-examine witnesses. At the conclusion of all evidence, the Board of Directors of the Society shall determine by majority vote in secret written ballot, whether in their sole and final discretion, forfeiture of membership shall occur. Should a majority of Directors vote not in favor of forfeiture, no forfeiture shall occur, and the facts alleged in the complaint shall not be the basis for any other proceeding against the same member.

In the event the Superintendent is the member complained of, his/her duties and functions set forth in this section shall be performed by the Assistant Superintendent.

In the event that any Director of the Society is the member complained of, they shall not vote upon the question of forfeiture of their own membership, but the remaining Directors shall appoint an ad hoc Director to hear and determine the question with the remaining Directors as provided in this section.

Section 5. Class of Membership.

The classes of membership, as defined on the application form, will upon receipt of their dues be granted full privileges in the Society. The Board of Directors may from time to time, create or eliminate classes of membership (either voting or non-voting) as may be deemed necessary.

Section 6. Resignation.

Any member may resign by directing a letter of resignation to the Clerk. The resignation shall be effective upon receipt provided all indebtedness to the Society is met at the time the notice is received.

ARTICLE III MEETING

Section 1. Annual Meeting.

An Annual Meeting of the Society shall be held during the month of June at such time and place as may be designated by the Board of Directors. The members at each Annual Meeting shall consider and transact such business as may properly and legally come before them, including the election of Directors and reports of Officers and Committees.

Section 2. Notice of Annual Meeting.

Notice of the Annual Meeting shall be mailed to the last recorded address of each member in good standing at least fifteen (15) days prior to the time appointed for said meeting.

Section 3. Other Meetings.

Such other general meetings as may be required to carry out the business of the Society shall be called by the Board of Directors with a minimum of fifteen (15) days prior notice to all members in good standing.

Section 4. Quorum.

At the Annual Meeting or any other meeting of the voting members, ten (10) percent of the members in good standing present and voting shall constitute a quorum. If less than a quorum is present, a majority of the voting members present may adjourn the meeting until a quorum is present.

Section 5. Voting.

All actions at the Annual Meeting or other meetings shall be by a majority of those present and voting except as may be provided elsewhere in the Bylaws.

Section 6. Parliamentary Procedure.

Roberts Rules of Order Revised shall be adhered to in all parliamentary questions and conduct of meetings. The Chairman of the Bylaws Committee shall be the Parliamentarian of the Society.

ARTICLE IV DIRECTORS AND OFFICERS

Section 1. Board of Directors.

The business and affairs of the Society shall be managed by a board of no less than five (5) and no more than nine (9) Directors, each of which must be a member in good standing. The Board of Directors shall have full charge of the property and business of the Society with full powers and authority to manage and conduct the same subject to the instructions of the membership. A simple majority of the total number of Directors shall constitute a quorum. The Directors shall serve for two years, or until their successors take office. The terms of the directors shall be split as evenly as possible between the two election years.

Section 2. Officers.

The Officers of the Society shall be the President, hereafter called the Superintendent; Vice President, hereafter called the Assistant Superintendent; Secretary, hereafter called the Clerk; and Treasurer, hereafter called the Paymaster. No individual shall hold more than one office at a time. Officers shall serve for one (1) year, or until their successors are elected and assume office. In order to qualify for any office except Paymaster, an individual must be a Director. The officers shall be elected by the Board of Directors, as provided in Article V. In the event that a vacancy occurs in any office, a special election by the Board of Directors shall be held within thirty (30) days to fill that office for the remainder of the current term. Until such special elections have been held, the Superintendent may appoint an Officer pro tempore to the vacated office.

Section 3. Duties.

A. Duties of the Superintendent:

The Superintendent shall preside at all meetings of the members, the Board of Directors, and Officers, and shall perform the duties appertaining to this office. He/she shall be the Chief Executive Officer of the Society.

B. Duties of the Assistant Superintendent:

In the absence of the Superintendent, the duties of the office of Superintendent shall be performed by the Assistant Superintendent. He/she also performs such other duties as may be assigned at any time by the Superintendent.

C. Duties of the Clerk:

The Clerk shall attend all meetings of the members, Officers, and Directors, and shall record all minutes and votes in a book kept for that purpose. The Clerk shall keep an up-to-date roll of all Society members. The Clerk shall give all notices of meetings of the Membership required by the Bylaws and shall perform all other duties incident to the office. The Clerk shall have custody of the Society's records. The Clerk may, with approval of the majority of the Directors, appoint an Assistant Clerk and delegate functions and powers of the Office of Clerk.

The Clerk shall bring to each meeting of the members or Board of Directors a copy of the Bylaws. In the absence of the Clerk and Assistant Clerk, if any, from such meeting, a Clerk pro tempore shall be chosen by the presiding officer.

D. Duties of the Paymaster:

The Paymaster shall, subject to such restrictions and conditions as may be made by the Board of Directors, supervise:

1. Custody of all monies, debts, and obligations belonging to the Society.
2. Receiving all monies of the Society and depositing them to the Society account(s).
3. Payment of Society debts and obligations.
4. Maintaining the financial records of the Society so as reflect its financial condition.
5. Financial analysis and advice to the Board of Directors on financial matters.

The Paymaster may, with approval of the majority of the Directors, appoint an Assistant Paymaster and delegate functions and powers of the Office of Paymaster.

The Paymaster shall give financial bond at the Society's expense when bond is determined to be desirable by the Board of Directors.

The Paymaster shall render a report of the financial status of the Society at the Annual Meeting and, if so required by Superintendent, at any meeting of the Board of Directors and members.

The Paymaster shall, when requested by the Board of Directors, submit the books and records for an audit in addition to the annual audits required by Article VIII, Section 4, of the Bylaws.

ARTICLE V ELECTION AND REMOVAL OF DIRECTORS AND OFFICERS

Section 1. Directors.

A. To be elected, a candidate must have been nominated in one of the following ways:

1. Any member in good standing may nominate a candidate for the Board of Directors. Such nominations must be delivered to the Chairman of the Elections Committee in a timely fashion as established by the Board of Directors.

2. The Election Committee shall nominate candidates for the Board of Directors. The number of candidates so nominated shall at least equal the number of vacancies to be filled.

B. No member shall be nominated without consent of the nominee

C. The Elections Committee shall report the list of nominees to the membership by mailing at least six (6) weeks prior to the Annual Meeting in alphabetical order without disclosing the source of nomination.

D. Elections:

1. Each member shall be entitled to vote for as many individual candidates as there are directorates to be filled at that election.

2. The Elections Committee shall prepare a ballot to be mailed to the members in good standing. Such ballot shall be mailed no less than six (6)

weeks before the Annual Meeting. The ballot must clearly state the number of candidates who may be voted for and the terms of the Directorates to be filled. Voting for more than the slated number of candidates will invalidate the ballot, but the ballot will not be invalidated if less than the stated number of candidates are voted for.

3. All ballots must be post marked seven (7) days prior to the date of the Annual Meeting, or received within one-half ($\frac{1}{2}$) hour prior to the commencement of the Annual Meeting.

4. Each ballot shall be returned in the envelope provided, which shall be marked as a ballot. The member voting shall legibly place his/her name on the outside of the envelope.

5. The Elections Committee shall receive all sealed envelopes containing ballots and certify each with regard to membership in good standing. Uncertified envelopes will be retained for one month after the Annual Meeting pending challenge, and, if there is no challenge, shall be destroyed.

6. The Elections Committee, one-half ($\frac{1}{2}$) hour prior to the Annual Meeting shall begin to open all certified, sealed envelopes, immediately separating all envelopes from ballots so that no identification of ballots is possible. The Elections Committee shall declare ballots improperly marked or otherwise unintelligible as invalid.

E. Awarding of Directorate:

Directorates and corresponding terms shall be awarded in decreasing order of votes received by individuals. In case of tie votes, a majority of incumbent Directors shall, by means of a secret ballot, determine which candidate shall receive the Directorate.

F. Assumption of Office:

The newly elected Directors shall assume office on the day of the Annual Meeting, and the term shall end in the second year following, on the day of the Annual Meeting.

G. Board of Directors Vacancy:

Should any Director be unable to complete their term for any reason (death, sickness, resignation, etc) and the Director has more than a year to complete their term, a majority of the Board of Directors shall fill the vacant directorate(s) by appointment of a member of good standing. Such appointed Director shall serve

the remainder of the first (1st) year of the term until the next Annual election at which time an additional Director (added to prescribed number of directors due for election) will be elected to fill that vacancy and serve a one year term.

Should any Director be unable to serve the second year of their term, a majority of Board of Directors shall fill the vacant directorate by appointment of a member in good standing to serve until the next Annual Election.

H. Removal of Directors:

1. Board Review

A member of the Board of Directors who misses two (2) consecutive meetings of the Board of Directors will have their position on the Board of Directors evaluated by the remaining Directors. Proper action will be taken by the Board of Directors.

2. Petition

Any ten (10) percent of the membership in good standing may, by written petition submitted to the Superintendent in duplicate proposing the removal of a Director. In the event the petitioners propose the removal of the Superintendent, their petition shall be directed to the Assistant Superintendent. Petitions shall clearly explain any charges. The receiving officer shall subsequently transmit at the earliest opportunity a copy of the petition, by registered mail, to the Director whose removal is proposed. Said Director shall be given five (5) calendar days in which to file with the receiving officer any answering statements. At the end of five (5) days, a copy of the petition plus any answering statements which the Director in question may care to make shall be mailed to all members in good standing with a ballot by the Clerk, or, if it is that officer's removal that is proposed, by an ad hoc officer appointed for that purpose by the Superintendent. Not less than fifteen (15) days and not more than thirty (30) days shall be allowed for voting. If two thirds (2/3) of the members voting favor the proposal, the removal of the officer becomes effective immediately, providing that the members voting represent at least ten (10) percent of members in good standing.

Section 2. Officers.

A. Election and Assumption of Office:

The officers of the Society shall be elected annually by the Board of Directors. This election shall be held at a meeting to be held following the Annual Meeting. The current Superintendent shall call and preside over this meeting. Election shall

be by secret ballot if more than one nominee seeks the same office. The Officer shall assume office the day of the election.

B. Removal

An Officer may be removed by a majority of all Directors using a secret ballot.

**ARTICLE VI
COMMITTEES**

Section 1. Committees.

A. The Superintendent shall create and designate such committees as it may deem necessary over and above those mentioned in the bylaws. The Superintendent shall specify the duties and responsibilities of such committees and the Superintendent shall appoint a chairman for each committee.

B. Members of committees shall serve at the pleasure of the Superintendent.

Section 2. Standing Committees

Committees specifically created are:

A. Bylaws Committee:

The Superintendent shall appoint a Bylaws Committee of no less than three (3) members. It shall be the duty of the Bylaws Committee to:

1. Review current bylaws annually and recommend such action as may seem appropriate;
2. Resolve questions of interpretation of the bylaws and recommend such actions as may seem appropriate to eliminate further problems as to the meaning of the provision(s) in question; and
3. Offer advice and recommendations on new bylaws and bylaw amendments proposed by petition, as provided in Article IX.

B. Elections Committee:

The Superintendent shall appoint an Elections Committee of no less than three (3) members. They shall be responsible for nominating candidates and conducting elections in accordance with Article V.

ARTICLE VII PUBLICATIONS

Section 1. Society Publications.

- A. The Society shall publish a periodic newsletter type publication containing announcements and reports of the Society Business and such other material as is considered to be of general interest to the membership. This newsletter shall constitute the “official” publication of the Society.
- B. The Society shall sponsor or issue such other publications and other items as in the judgment of the officers will best serve the interests of the Society.
- C. The staff for any publication shall be appointed by the Superintendent.

Section 2. Subscription Price.

- A. The subscription price for the newsletter will be included in the annual dues as established in Article VIII, Section 1 of the Bylaws.
- B. The subscription price for any other publication and/or item of interest shall be established by the Board of Directors with the advice of the appropriate publications staff.

ARTICLE VIII FINANCES

Section 1. Dues.

- A. Members shall pay dues at such times and in such amounts as the Board of Directors may from time to time establish.
- B. The membership year shall be for a period of one (1) year as established by the Board of Directors. No refunds of membership dues shall be granted.
- C. The Board of Directors may establish reduced dues for other such classifications of members as it may determine.

Section 2. Fiscal Year.

The fiscal year shall be established by the Board of Directors.

Section 3. Books.

The books of record shall be properly maintained by the Paymaster to reflect

financial receipts, disbursements, balance, and assets of the Society.

Section 4. Audit.

The books of the Society shall be audited annually at the close of the fiscal year. This audit shall be performed by an individual who does not hold an elected or appointed position in the Society within ninety (90) days of the close of the fiscal year. The auditor will be selected by the Board of Directors, or in the absence of decision by fifteen (15) days prior to the end of the fiscal year, by the Superintendent.

Section 5. Financial Orders.

Checks and other orders for payment of monies in the name of the Society shall be signed by either the Superintendent, the Paymaster or Assistant Paymaster.

ARTICLE IX AMENDMENTS OF BYLAWS

Section 1. Amendments Sponsored by Members.

Amendments to the bylaws not originating in the Bylaws Committee shall be proposed to the Bylaws Committee by means of a written petition signed by ten (10) members in good standing. The Bylaws Committee shall consider and report on each such proposal at the next annual meeting of the Society, provided that the Bylaws Committee shall have no less than fifteen (15) days in which to consider such proposals and to submit recommendations thereon. In the event that less than fifteen (15) days exist before the meeting, the report shall be submitted at the next meeting following receipt of the petition at which a quorum is present. A copy of the proposal and any alternate proposal prepared by the Bylaws Committee shall subsequently be mailed to members in good standing by the Clerk with a ballot. Not less than fifteen (15) nor more than thirty (30) days shall be allowed for voting. The ballots shall be opened and counted at the next meeting of the Board of Directors following mailing of the ballots. If two-thirds (2/3) of the members voting favor the amendment, it shall thereby be approved and adopted, providing the members voting represent fifteen (15) percent of the membership in good standing.

Section 2. Amendments Originating in the Bylaws Committee.


Amendments to the bylaws originating in the Bylaws Committee shall be reported on by the Committee at any regularly scheduled meeting. If fifteen (15) days elapse after the meeting without a proposal on the same subject being presented to the Committee by petition, the Clerk shall mail a copy of the proposal and a ballot to the members in good standing for voting as provided for in Section 1, of this Article. If a proposal on the same subject is presented within fifteen days (15) as provided above, the Bylaws Committee shall consider the whole subject as if it had been raised by petition.


The foregoing bylaws were adopted by the general membership of the Maryland & Pennsylvania Railroad Historical Society, Inc. by a mail ballot of all members in good standing.

The results of the mail ballot were confirmed by the members of the Board of Directors of the Society and the Bylaws Committee at a special meeting held on December 22, 2002 in Glen Arm, Maryland.

The foregoing bylaws were then amended by the general membership of the Maryland & Pennsylvania Railroad Historical Society, Inc. by a mail ballot of all members in good standing.

The results of the mail ballot were confirmed by the members of the Board of Directors of the Society and the Bylaws Committee at a meeting held on April 28, 2012 in Red Lion, Pennsylvania and ratified by the Board of Directors on May 4, 2012.


Gary E. Frederick
Superintendent


Gregory C. Halpin
Clerk