

BYLAWS OF THE HARRISBURG CHAPTER, NRHS, INC.

Article I Name

The name of this Corporation shall be **Harrisburg Chapter, National Railway Historical Society, Inc.** (*hereinafter "Corporation".*)

Article II Purpose

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

- a. to preserve the historical materials of railway transportation of all kinds,
- b. to collect data on the history of transportation and to issue publications relating to this subject,
- c. to prepare and display educational exhibits on the development of the transportation industry,
- d. to encourage rail transportation,
- e. to acquire by purchase, lease, or otherwise real and personal property, and to mortgage, sell, deed, lease or otherwise manage same in a manner appropriate for museum operation and the above-mentioned purposes.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, excepting that the Corporation 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 Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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 Corporation shall not carry on any other activities that are not permitted: (1) 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 (2) 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 Location

The Corporation may have offices at such places as the Board of Directors may from time to time determine or the business of the Corporation may require.

Article IV Membership

Section 1. Any person interested in the objectives of the Corporation, and willing to uphold its Constitution and Bylaws, shall be eligible to be a member of the Corporation, 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 Corporation shall not discriminate against anyone based on race, color, creed, gender, religious affiliation or lack thereof, national origin, disability, sexual orientation or age.

- Section 2. All applications for membership shall be made on an official application approved by the Board of Directors and made available to all who request it.
- Section 3. All applications for membership, accompanied by the proper amount of dues, (National/Chapter) where applicable, shall be submitted to the Secretary, who shall present the application to the membership at the annual or first general meeting on or following the date of application.
- Section 4. The Board of Directors may suspend a member or decline to renew a membership for conduct prejudicial to the best interest of the Corporation, or for other sufficient cause. Any suspended member or member whose renewal has been declined may appeal the case to the membership.
- Section 5. The following classes of membership and eligibility requirements are hereby established:
- a. Regular
 - Eligible to hold office and includes voting privileges.
 - Obligated to pay dues in an amount set by the membership.
 - Must be a member in good standing in the NRHS, Inc. NRHS membership may be qualified through the Harrisburg Chapter or through another NRHS chapter.
 - b. Honorary
 - Individuals may be granted honorary membership by the National Board of Directors. Such class of members has all rights and privileges of membership, except voting or assuming office within the National Organization.
 - Individuals may be granted honorary chapter membership after recommendation of the Board of Directors and approval of a quorum of the membership as defined in Article VII. Chapter honorary members shall not be entitled to vote or hold office in the Corporation and dues will be forgiven.
 - Chapter honorary members do not need to be a member in the NRHS, Inc.
 - c. Family
 - Applicant must be a relative of and live in the same household with a Regular Corporation member.
 - Eligible to hold office and includes voting privileges.
 - Obligated to pay dues in a reduced amount established by the membership.
 - Must be a member in good standing in the NRHS, Inc.

Article V Dues

- Section 1. All dues shall be on a calendar year basis and shall expire December 31. Dues for renewal memberships shall become due on that date.
- Section 2. Annual dues for all members of this Corporation shall be at rates determined by the Board of Directors and approved by the membership.
- Section 3. A member in good standing shall be a person who is in compliance with these Bylaws as to matters of discipline, and whose Corporation dues have been paid for the current year.
- Section 4. Only members in good standing may hold elective positions as officers or staff members, or may serve in any capacity on the Board of Directors or vote at any meeting.

Article VI Meeting of Members

- Section 1. The annual meeting of this Corporation shall be held at such place as may be determined by the Board of Directors, on the second Tuesday of October, for the purpose of electing officers and the transaction of such other business as may properly come before the meeting.

- Section 2. Notice of the annual meeting shall be forwarded by mail to the last known address of every member in good standing at least ten days prior to the date fixed for said meeting. This requirement may be satisfied by a notice inserted in any official publication of the Corporation having general circulation among all the members thereof. Every member in good standing shall be eligible to attend such meeting and shall be entitled to one vote for each office and on each subject presented to the membership.
- Section 3. Special meetings of members may be called by the President or by majority of the Board of Directors, on ten days' notice, given in the same manner as provided for in Section 2 hereof. Notice shall state the place, date and hour for such meeting and the business to be transacted thereat. Only such business referred to in said notice shall be presented and acted upon. Every member in good standing shall be entitled to attend the said meeting and to one vote on each subject, or subjects, as outlined in the notice thereof.
- Section 4. Upon written petition of fifteen percent of the general membership, the board of Directors shall call a special meeting of members at a date, place and hour to be agreed upon between the petitioning members and the Board of Directors. Only the business presented in such petition shall be acted upon at the said meeting.
- Section 5. The Corporation shall hold general membership meetings at regular intervals established by the Board of Directors.
- Section 6. A simple majority vote of the quorum as defined in Article VII shall prevail at all members' meetings.
- Section 7. *Robert's Rules of Order* shall be considered as final authority on questions of parliamentary procedure.

Article VII Quorum for Members' Meetings

The members present at any annual, general or special meeting of the members, of which due notice has been given as herein provided, but not less than eleven persons, shall constitute a quorum.

Article VIII Board of Directors

- Section 1. The Board of Directors of this Corporation shall consist of the elected officers. The Board shall meet to conduct business of the Corporation at the call of the President or a petition of a majority of the Directors.
- Section 2. The Board of Directors shall establish written procedures for the approval of all payments and the processing of all receipts of the Corporation.
- Section 3. The Board of Directors shall approve any and all loans, use of credit and debit cards in the Corporation's name, and entry into contracts or other legal obligations of the Corporation prior to their use.

Article IX Officers

- Section 1. The officers shall be President, Vice President, Secretary, Treasurer, National Representative, Historian, Comptroller and three Directors at Large. Election shall be by majority vote at the annual meeting of the Corporation provided a quorum is present. Their term of office shall be for the succeeding calendar year. No person under eighteen years of age shall be eligible to hold any elective office.

- Section 2. Whenever any elective office other than President shall become vacant from any cause, it shall be filled by the affirmative vote of a quorum of the general membership in attendance at the next general or special meeting wherein a candidate or candidates are willing to stand for election. Temporary appointments may be made by the President pending such election.
- Section 3. Any officer failing to perform the duties of that office to the satisfaction of the Board of Directors or a majority of the membership shall be so advised and may be subject to replacement.

Article X Duties of Officers

- Section 1. The President shall preside at all annual, general and special meetings of members and at all meetings of the Board of Directors. Said officer shall be the official Corporation spokesperson in all business and civic relationships. The President shall be ex-officio a member of all committees and shall have the power to appoint such additional committees or agents as deemed necessary or proper.
- The President shall prepare and present to the annual meeting of members an annual report on the activities of the Corporation during the previous year. This report shall include information as the financial standing of the Corporation, number of members, and any other information of general interest.
- In the absence of the President, the next highest ranking officer present, in the order named in Article IX, Section 1, shall preside at meetings of the members or the Board of Directors.
- Section 2. In the event that the President is unable to perform the duties of said office for any reason, the Vice President shall become President.
- Section 3. The Secretary shall maintain records for all proceedings and meetings of the Corporation. The Secretary shall transmit to the Treasurer all dues and other moneys received for or in the name of the Corporation. The Secretary shall also conduct correspondence and perform other such duties as determined by the Board of Directors.
- Section 4. The Treasurer shall collect all dues from the members and receive all moneys belonging to the Corporation and maintain an accurate accounting of the same. Said officer shall deposit all funds in the name of the Corporation in a financial institution authorized by the Board of Directors. The Treasurer shall prepare payments for all properly approved bills of the Corporation. The Treasurer will prepare monthly reports for periodic review by the Audit Committee.
- Section 5. The National Representative or an Alternate Representative shall represent the Corporation at meetings of the National Railway Historical Corporation's Advisory Council and shall report the proceedings of these meetings to the membership.
- Section 6. The Historian shall maintain records of the Corporation's collection of historical materials and shall report to the Corporation any available additions to the collection. Said officer shall maintain a chronological record of publicity material and news clippings about the Corporation and shall submit an annual report of these activities. Records will be periodically (at least annually) reviewed by the Audit Committee.
- Section 7. The Comptroller shall: [1] Develop and maintain key cost components of on-going chapter activity; [2] Monitor performance of investment options of chapter funds as well as consider new avenues to increase income from other sources. [3] Work with the board to insure adequate levels of insurance are maintained along with appropriate coverages to allow continued chapter functioning. [4] Insure all appropriate reporting such as IRS 990 filings and any other reports are completed with needed information. Respond to inquiries of a financial nature from outside agencies. [5] Assist as necessary the Treasurer in regular collection processing and disbursements activities as guided by the board and generally accepted accounting protocols. [6] Fill the Treasurer's role should the Treasurer not be available to perform any regular functions. [7] Perform other duties as the chapter

president and/or board deems necessary to assist the chapter in functioning.

Section 8. The three Directors at Large shall represent the interests of the membership and shall hold one vote each at meetings of the Board of Directors.

Section 9. Each officer shall, at the expiration of each of their terms of office, deliver to their successor all books, papers, keys and equipment belonging to the Corporation.

Article XI Liability of Directors and Officers

Section 1. Liability of Directors.

Except for responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to local, state or Federal law, A Director of the Corporation shall not be personally liable for monetary damages for any action taken or any failure to take any action unless (a) such Director has breached or failed to perform his fiduciary duties as provided in Section 2 hereof and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Section 2. Directors' Fiduciary Duties.

A Director of the Corporation shall stand in a fiduciary relation to the Corporation and shall perform his duties as a Director (including as a member of any committee of the Board) in accordance with the standards set forth in Section 511(a) of the Corporations and Unincorporated Associations Code, 15 Pa. C.S.A. §511(a), as the same may be amended from time to time. Absent breach of fiduciary, lack of good faith or self-dealing, actions taken as a Director or any failure to take any action shall be presumed to be in the best interest of the Corporation.

Section 3. Liability of Director and Officers.

As provided in 42Pa. C.S.A. §8332.2, no Director or officer of the Corporation who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as a Director or officer, unless (a) the conduct of such Director or officer falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties and (b) it is shown that the Director or officer did an act or omitted doing an act which he was under a recognized duty to another to do, knowing or having reason to know that the act or omission created a substantial risk of actual harm to the person or property of another.

Article XII Committees

Section 1. The standing committees of the Corporation shall be: Program Committee, Audit Committee and Nominating Committee and such other standing committees as the Board of Directors may deem necessary.

Section 2. The Program Committee shall be appointed by the President and shall arrange programs for the general membership meetings.

Section 3. The Audit Committee shall be appointed by the President and shall conduct an annual audit of all Corporation ledgers, Treasurer records, other financial records and the records of the Historian. A written report of the annual audit determining financial stability and accuracy of Corporation records will be presented to the Board of Directors and membership by the February meeting for the preceding year's records.

Section 4. The Nominating Committee shall solicit nominees for the elected positions of the Corporation. In instances where there are multiple candidates for one or more offices, the Nominating Committee

shall prepare a written ballot for use in the election, distribute and tally the ballots, and report the results of the election at the annual meeting.

Section 5. The President may appoint such special, non-standing committees and committee chairmen as deemed necessary.

Article XIII General

Section 1. Any provision in these bylaws which may be found to be inconsistent with the bylaws of The National Railway Historical Society, Inc., shall be deemed invalid.

Section 2. The corporate seal of this Corporation shall be of the usual impression type and bear the words "Harrisburg Chapter, NRHS, Inc. 1972, Pennsylvania."

Article XIV Amendments

These bylaws may be repealed, amended, added to, or otherwise changed at any annual or special meeting of the members at which a quorum is present, upon the affirmative vote of such members present.

Article XV Dissolution

This Corporation may be dissolved only on the affirmative vote of a quorum at a special meeting as stated in Article VII. 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 liabilities, all assets of the Corporation shall be transferred to an appropriate organization organized and operated exclusively for charitable, educational or historical purposes as shall at the time qualify for exemption under §501(c)(3) of the U.S. Internal Revenue Code or any corresponding section of any successor federal tax code.

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Approved by membership on August 12, 2014