

THESE BY-LAWS, WHICH REPLACED ALL PREVIOUS BY-LAWS, WERE ADOPTED BY THE MEMBERSHIP ON 11/19/90

BY-LAWS of the OLD DOMINION CHAPTER, NATIONAL RAILWAY HISTORICAL SOCIETY

ARTICLE I

Offices

The principal office of the Corporation in the State of Virginia shall be located at P. O. Box 8583, Richmond, Virginia 23226. The Corporation shall have such other offices, either within or without the State of Virginia as the Board of Directors may designate, or as the business of the Corporation may require from time to time.

The registered office of the Corporation, required by Title 13.1 of the Code of Virginia to be maintained in the State of Virginia may be, but need not be, identical with the principal office in the State of Virginia, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II

Membership in the Corporation

Section 1 - Persons becoming Members of the Corporation will simultaneously become Members of the National Railway Historical Society, Inc. (the "NRHS"), subject to the qualifications for Membership set forth in the Constitution and By-Laws of the NRHS.

Section 2 - Membership in the Corporation shall be divided into two classes, defined as follows:

A. Members - those who are entitled to vote. Members shall be at least 12 years of age. For administrative purposes, such Members are classified as either Individual or Family Members. Family Membership shall be available to any spouse, child or other relative of an Individual Member 12 years of age or older residing in the same household with such Member. Family Members are eligible for full participation in Corporation meetings, trips and activities; shall have the right to vote; and may hold office in the Corporation, subject to the age restrictions in Articles III and IV. Family Members shall not have the right to receive a separate mailing of the NRHS Bulletin or of other NRHS and Corporation notices and other mailings.

B. Junior Members - Junior Membership shall be available to any child or relative of a Member who resides in the same household and is under age 12. Junior Members have the same rights as other Members except they may not vote or hold any office.

Section 3 - Dues. The Board of Directors shall from time to time set annual dues, payable in such amounts and at such times as the Board may decide. The Board may provide for lower dues for Family Members in light of the savings in printing and mailing expenses which Family Membership affords the Corporation and the NRHS.

In addition to the dues of the Corporation stated above, the Corporation shall simultaneously collect from each member the dues payable by such member to the NRHS, and shall transmit such dues to it.

Section 4 - Annual and Special Meetings of Members. The annual meeting of the Members of the Corporation shall be held on the third Monday in November of each year, unless a resolution from the Board of Directors shall provide for an alternate time, for the purpose of electing Directors and, advising and making recommendations to the Directors on matters of policy and management and for the transaction of such other business as may come before the meeting. If for any reason the annual meeting cannot take place at the November chapter meeting, it shall occur at the next regularly-scheduled meeting which can be held with due notice of such change being published in **The Highball** for the month in which the meeting will occur. The term(s) of any individual(s) which are/were scheduled to expire at the November meeting shall be extended and such individual(s) shall fully function in said position until the annual meeting is held.

Special meetings of the Members may be called from time to time by the Board of Directors by means of written notice thereof to each Member, in accordance with the provisions hereinafter set forth.

Notice of any meetings of the Members shall be given by the Secretary of the Corporation at least ten days prior to the date thereof. Notice of special meetings of the Members shall state the general nature of the business for which such meetings are called. All such notices shall be in writing or by telegram and shall be delivered personally or mailed to each Member at the last known address. Notice to an Individual Member shall be deemed notice to all Family Members who reside in the same household. Any Member may waive notice of any meeting.

Section 5 - Place of Meetings. Any and all meetings of the Members of the Corporation may be held at any place within the State of Virginia, as prescribed by the Board of Directors.

Section 6 - Quorum. A quorum for Members' meetings for the transaction of business and election of officers shall consist of at least 10% of the entire voting Membership of the Corporation, or five (5) voting Members, whichever is greater.

ARTICLE II I

The Board of Directors

Section 1 - Tenure and Election. The direction and management of the affairs and finances of .the Corporation shall be vested in a Board of Directors consisting of nine persons. Directors shall be elected at the annual meeting by the Members in the following manner: Three directors shall be elected for a term of one year and two directors for a term of three years. All such elections are to be by the Members of the Corporation from among said Membership. Directors shall be at least 18 years of age. . . .

Section 2 - Nomination - At least 10 days before the annual meeting, the Board of Directors shall appoint a nominating committee of three (3) Members of the Corporation to submit a slate of five members subject to election as directors at such meeting, two of which shall be for a term of three years and three which shall be for a term of one year. Additional nominations may be made from the floor. The

nominating committee may also be instructed to submit a slate of Officers to be elected by the new Board. The terms of those board members elected for any period longer than one year shall expire at the annual meeting at the end of the term for which they were elected and shall not be subject to any action nor inaction at any meeting in the intervening time except as stated in Article III, Section 8.

Section 3 - Powers and Duties. The Board of Directors shall elect all officers and agents, including a National Director, as authorized by the By-Laws, and shall have the power to appoint such other officers and agents as the Board shall deem necessary for the transaction of the business of the Corporation.

The Directors may require any officer or agent to file with the Corporation a satisfactory bond conditioned on faithful performance of their duties.

Section 4 - Place of Meeting. Any and all meetings of the Board of Directors may be held any place within or without the State of Virginia, as directed by the Board of Directors.

Section 5 - Annual Meetings. The Board of Directors shall meet annually, immediately following the meeting of the Members of the Corporation, without any notice other than these By-Laws.

Section 6 - Special Meetings. Special meetings of the Board of Directors may be called by the President at any time by means of written notice thereof to each Director, at least five (5) days before the date of such meeting. All such notices shall be delivered personally, mailed or faxed to each Board Member at the last known address, or by telegram.

Any Director may waive notice of any meeting, and the attendance of any Director at any meeting shall constitute waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Special meetings of the Board of Directors shall be called by the President upon receipt of a written request signed by any three (3) Directors. If, at any time, the President is absent or unable to act, such special meeting may be called by the Vice-President, Second Vice-President or Secretary.

Section 7 - Quorum. One-half of the total Members of the Board of Directors shall constitute a Quorum.

Section 8 - Resignation and Removal. Any Director may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall be effective at the time specified therein; the acceptance of the resignation shall not be necessary to make it effective. Any Director may be removed for cause by a vote of two-thirds of the Directors attending a meeting of Directors called with notification of that purpose.

ARTICE IV

Officers

Section 1 - The officers of the Corporation shall be a President, a Vice-President, a Second Vice-President (unless the Board chooses to dispense

with election of a Second Vice-President), a Secretary, a Treasurer and a National Director, all of whom shall be age 18 or older. Other officers may be appointed pursuant to these By-Laws by the Board, and the Board may in its discretion appoint Members under 18 to such positions.

Section 2 - Election and Term of Office. The President, Vice-President, Second Vice-President (if any), Secretary, **Regional Advisor** and Treasurer shall be elected by the Board of Directors, and the term of office of each of such officers shall be for one (1) year. Each of the said officers shall be elected at the annual meeting of the Board of Directors, and none of said officers, except the President, need necessarily be a member of the Board of Directors. Officers so elected shall hold office until their respective successors shall have been duly elected and shall have qualified, or until death, resignation or disability. The same person may occupy, at the same time, any two or more offices, except that no person shall simultaneously be both President and Secretary.

Section 3 - President. The President shall preside at all meetings of the Board of Directors and shall be the principal executive officer of the Corporation and shall supervise the affairs and activities of the Corporation. The President may sign contracts and all instruments which the Board of Directors is authorized to execute, except in cases where the signing and execution thereof shall expressly be delegated by the Board of Directors, or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and, in general, shall perform all duties incident to the office of President, and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4 - Vice-President. In the absence of the President, or in the event of disability or refusal to act, the Vice-President shall perform the duties of the President. When so acting, the Vice-President shall have all the powers and responsibilities and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as may be assigned from time to time, by the President or the Board of Directors.

Section 5 - Second Vice-President. In the absence of the President and the Vice-President, the Second Vice-President, if any, shall perform the duties of the President. When so acting, the Second Vice-President shall have all the powers and responsibilities and be subject to all the restrictions upon the President. The Second Vice-President shall perform such other duties as may be assigned from time to time, by the President or the Board of Directors.

Section 6 - Secretary. The Secretary shall keep the Minutes of the Board of Directors in one or more books provided for that purpose, shall be the custodian of the Corporate records and the seal of the Corporation, shall give, or cause to be given, all notices in accordance with the provisions of these By-Laws, or as required by law, and in general shall perform all duties incident to the office of Secretary, and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 7 - Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities which the Corporation may

hold. The Treasurer shall deposit all such funds in the name of the Corporation in such banks, trust companies, or other depository which shall be selected in accordance with the provisions of these By-Laws and, in general, shall perform all duties incident to the office of Treasurer and such other duties which may be assigned from time to time by the President, or by the Board of Directors. The Treasurer shall give bond for the faithful performance of the duties of the office of Treasurer in such sums or with such surety or sureties as the Board of Directors shall determine. The accounts of the Treasurer shall be audited annually by an independent accountant, appointed by the Board of Directors.

Section 8 - **Regional Advisor**. The **Regional Advisor** shall be the Corporation's representative on the Board of Directors of the National Railway Historical Society, Inc. and shall perform such other duties as shall be assigned by the President or the Board of Directors of this Corporation.

In the event the **Regional Advisor** is unable to attend any duly called meeting of the said National Board of Directors, the President of this Corporation may appoint an alternate Director from among the Membership to represent the Corporation at such meeting, in which case, and for the purposes of such meeting, such alternate shall have all the powers and responsibilities of the **Regional Advisor**.

ARTICLE V

Contracts, Checks and Deposits

Section 1 - Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general, or confined to specific instances.

Section 2 - Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation in such manner and as shall, from time to time, be determined by a resolution of the Board of Directors.

Section 3 - Deposits. All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies or other depositories as the Board of Directors may direct.

Section 4 - Loans. Loans may be contracted on behalf of the Corporation, and evidences of obligation shall be issued in its name, when expressly authorized by the Board of Directors.

ARTICLE VI

Corporate Seal

The seal of the Corporation shall be two concentric circles. The inner circle shall contain the words "Old Dominion Chapter" and "Seal". The outer circle shall contain the words, "National Railway Historical Society" and "Richmond, Va.". An impression of said seal is affixed to these By-Laws.

ARTICLE VII

Amendments to By-Laws

These By-Laws may be amended, altered or repealed and new By-Laws may be adopted by a majority vote of the Board of Directors present at any regular or special meeting of the Board, provided that at least ten days' written notice is given of the intention to amend, alter or repeal, or to adopt new By-Laws at such meeting.

Any By-Law adopted by the Board of Directors may be amended or repealed by a vote of more than two-thirds of the Members present or represented at a regular or special Members' meeting. Notice of any such action to be taken at a special Members' meeting must be included in the notice of such meeting.

ARTICLE VIII

Transition Provisions

The approval of these Amended and Restated By-Laws shall not affect the term of the incumbent officers and directors, and all their terms shall expire as they were scheduled to expire under the By-Laws previously in effect.

These Amended and Restated By-Laws shall be effective when (1) they have been approved in accordance with the former By-Laws and (2) The Secretary certifies to the Board that there have been filed in the Office of the Clerk, State Corporation Commission, the Articles of Amendment necessary to permit certain of the changes effected hereby. Until such conditions are met the former By-Laws shall remain in force.

Article IX

Term limitations to the Board of Directors of the Old Dominion Chapter, National Railway Historical Society shall be as follows:

No person or persons shall serve more than two (2) three-year terms or six (6) one-year terms, or any combination of these terms consecutively. After serving six (6) years on the Board of Directors, a person must remain off the board for one (1) year.

No person shall remain as President of the Old Dominion Chapter for more than three (3) consecutive years.

Note: This is an OCR of a scanned copy of the bylaws. Changes to the wording as amended are included in lieu of the original wording.