

MON VALLEY RAILROAD HISTORICAL SOCIETY, Inc.

CONSTITUTION and BYLAWS

**Ratified
August 4, 2011**

**Amendments Ratified
January 30, 2013**



Mon Valley Railroad Historical Society, Inc. Constitution

Approved - August 4, 2011

ARTICLE 1 - NAME, AND PURPOSE

- 1.1 The name of this corporation shall be the MON VALLEY RAILROAD HISTORICAL SOCIETY, Inc., a West Virginia not-for-profit corporation.
- 1.2 The purpose of this organization is to educate its members and the general public about the hobby and history of Model Railroading, and the history of railroads and industries in the area known as the Monongahela River Valley and the State of West Virginia, and how this railroad and industrial history can be translated into a miniature model railroad as an educational opportunity.
- 1.3 Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 2 - MEMBERSHIP - ALL FORMS

- 2.1 Regular - Any person interested in the purposes of this organization as set forth in the Constitution and Bylaws will be eligible for regular membership regardless of race religion, color, national origin, sex, or ancestry providing the person is at least eighteen(18) years of age. Regular members shall have full voting rights, may participate in all society activities, chair and/or serve on committees and run for elected office.
- 2.2 Family - A Family membership is available to any Regular Member and shall consist of a member's spouse and dependents less than 12 years of age. Family members are encouraged to participate in the organization's meetings, trips, activities, etc., however, family members will not have the right to vote, hold office, or participate in the government of the organization.
- 2.3 Associate - Associate membership is available to any "Regular Member." who, for personal or business reasons, can no longer participate as a "Regular Member." This member may be out of town/state but wishes to remain in good standing with the organization. This member retains all rights of regular membership with the exception that he/she may not hold office.
- 2.4 Youth - Any youth (12 to 17) years old may become a member of this organization if his/her parent or guardian give consent and this youth has shown interest. Youth members shall have full voting rights, may participate in all Society activities, chair and/or serve on committees. Youth members may not run for or hold elected office.
- 2.5 College Student - Any College student (18 to 22) years old may become a member of this organization. College Student members will have full voting rights, may participate in all Society activities, chair and/or serve on committees. College Student members may not run for or hold office due to the temporary nature of their residency.
- 2.6 Contributing - This is an individual who has shown interest in the organization and wishes to support our purposes, but only in a monetary way. Contributing members will be recognized by the MVRHHS for their donations as specified by the Board of Directors. Contributing members shall not participate in any way with the government of this organization.

2.7 Member Rights and Responsibilities

- 2.7.1 As a member in good standing, as stated in Article 1, Section 1.4 of the Bylaws, you have the right to participate in all MVRRHHS activities.
- 2.7.2 As a member in good standing you have the right to petition for a Recall of an Officer as set forth in Article 3, Sections 3.7 thru 3.11 of the constitution.
- 2.7.3 As a member in good standing you have the right to have any dispute with another member resolved by the Member At Large and/or the Board of directors as set forth in Article 8, Sections 8.1 thru 8.2. of the Bylaws.
- 2.7.4 As a member in good standing you have the responsibility to act in a manner that does not harm the reputation of the Mon Valley Railroad Historical Society or any of its Officers and/or members.
- 2.7.5 As a member in good standing you have the responsibility to facilitate the purpose of the Mon Valley Railroad Historical Society as stated in Article 1, Section 1.2 of the Constitution.
- 2.7.6 As a member in good standing you have the responsibility to assist the Mon Valley Railroad Historical Society and/or any member in Society related activities whenever and wherever possible.

ARTICLE 3 - ELECTION OF OFFICERS

- 3.1 All Regular Members in good standing are eligible to hold office.
- 3.2 A Nominating Committee shall be formed at the March business meeting. No member shall be nominated for elective office without his/her approval. No current elected officer may serve on the Nominating Committee nor sit with it during its deliberations. The Nominating Committee shall begin their search for officers after the March business meeting.
- 3.3 The Nominating Committee shall present at the April business meeting a list of candidates for each office to be filled. At this meeting, nominations may be made from the floor. A member must be present to accept a nomination from the floor unless a signed notification is presented to the Nominating Committee.
- 3.4 At the close of the April business meeting, nominations will be closed.
- 3.5 A ballot shall be prepared and mailed to all voting members within seven (7) days. The ballots shall be returned to the Secretary within twenty (20) days of the postmark date.
- 3.6 At the May business meeting, the presiding officer shall select three (3) members, who are not nominees, to count and certify the correctness of the vote. A majority vote of only those ballots received before or during the May business meeting shall be required to elect. In case of a tie vote for any office, the presiding officer of the May meeting shall determine the winner by lot.
- 3.7 The results of the election shall be announced by the presiding officer at the May business meeting and shall be published in the June or next edition of the newsletter. New officers shall take office on July 1.
- 3.8 Recall of any elected officer may be initiated by a petition to the Board of Directors, signed by twenty-five (25) percent of the membership in good standing, and presented to the Secretary.
- 3.9 A recall ballot shall be prepared and mailed to all voting members within seven (7) days of receipt of the petition. The ballots shall be returned to the Secretary within twenty (20) days of the postmark date.

Article 3 - Election of Officers - continued

- 3.10 A copy of the petition shall be sent to the officer being considered for recall at the same time as the ballots for recall are sent to the membership.
- 3.11 A special Board of Directors meeting shall be scheduled to be held within seven (7) days of the expiration of the recall election period. The officer being considered for recall shall not attend this meeting of the Board. During this meeting, the Board of Directors shall open all ballots, count, and certify the correctness of the results. A two-thirds (2/3) majority vote of all Regular, Youth, College Student and Associate Members in good standing shall be required to approve recall.
- 3.12 The Board of Directors shall select a member of the Board to notify the officer being considered for recall as to the results of the recall election. This notification shall first be made by telephone within twenty-four (24) hours of the Board of Directors meeting and then by certified mail within five (5) days of the telephone notification.

ARTICLE 4 - BOARD OF DIRECTORS

- 4.1 The Board of Directors as described in Article 5- Government, Section 5.1 shall hold meetings on a regular basis and those meetings shall be open to all members in good standing. The January Board of Directors meeting must be held during that month. This meeting shall be to consider any and all Society relevant business, including but not limited to the following: finances, disciplinary actions, constitution and bylaws issues.
- 4.2 All members of the Board of Directors shall be eligible to vote at Board of Directors meetings. The immediate past President shall be a non-voting member of the board unless he/she is also a member of the Board of Directors in another capacity.
- 4.3 A majority vote of the Board members present shall be the vote of the Board of Directors, providing those present constitute a quorum. The quorum at any Board of Directors meeting shall be a majority of the members of the board.
- 4.4 At any meeting of the Board of Directors and in the absence of one or more officers, the duties of the presiding officer shall devolve upon the senior officer present in the order listed in Article 5, Section 5.1 of this Constitution.
- 4.5 Special meetings of the Board of Directors may be called at any time by a majority of the Board or the President or upon written request of twenty-five (25) percent of the members in good standing presented to the Secretary.
- 4.6 No business other than that specified in the notice for the meeting shall be transacted at any special meeting of the Board of Directors.

ARTICLE 5 – GOVERNMENT

- 5.1 The Board of Directors shall consist of the President, the Vice President, the Secretary, the Treasurer, the Member At Large and the Immediate Past President.
- 5.2 The Board of Directors shall control the business affairs of the Society, approving all expenditures and ordering payments made by check or draft which must be signed by the President and Treasurer.
- 5.3 The Board may also make any regulations for its own government provided that they do not violate the Constitution or Bylaws.

Article 5 - Government - continued

- 5.4 The President, Vice President, Secretary, Treasurer and Member At Large shall be elected for a two (2) year term. There is no limitation on successive terms of office.
- 5.5 Any vacancy of an elected office, except that of President, shall be filled by the Board of Directors. If the office of President becomes vacant, the Vice president shall assume the presidency for the remainder of the term of office.
- 5.6 The duties of all elected and appointed officers shall be the usual ones as prescribed by the Bylaws.
- 5.7 The MVRRHs year shall begin on the first day of January and end on the last day of December of the same calendar year.
- 5.8 The terms of all officers shall begin on the first day of July and end on the last day of June, two years later.
- 5.9 All duties, responsibilities, liabilities, authority, badges of office, and records shall be transferred from one administration to the next during a Board of Directors meeting to be scheduled for June.
- 5.10 The Society may provide by its bylaws for such standing committees as it may deem necessary. All committees shall be appointed by the President.

ARTICLE 6 - MEETINGS OF THE MEMBERSHIP

- 6.1 Meetings will be held regularly as approved by the membership and shall be governed by “Robert’s Rules of Order”, newly revised edition, as long as such rules do not conflict with the MVRRHs Constitution or Bylaws.
- 6.2 A business meeting must be held once per month as scheduled by the Board of Directors.
- 6.3 The quorum at any business or special meeting of the membership shall be one-third (1/3) of the members in good standing.
- 6.4 Each Regular, Youth, College Student and Associate Member is entitled to one (1) vote on all questions submitted to the membership.
- 6.5 At any business or special meeting of the membership and in the absence of one or more officers, the duties of the presiding officer shall devolve upon the senior officer present in the order listed in Article 5, Section 5.1 of this Constitution.
- 6.6 Special meetings of the membership may be called at any time by a majority of the Board of Directors or President, or upon written request of twenty-five (25) percent of the members in good standing as presented to the Secretary.
- 6.7 No business other than that specified in the notice for the meeting shall be transacted at any special meeting of the membership.
- 6.8 Regulations regarding regular and special business meetings are not to be viewed as precluding the scheduling of outside activities and events.

ARTICLE 7 - AMENDING-THE CONSTITUTION

- 7.1 Proposals to amend the Constitution may be initiated by a petition to the Board of Directors signed by twenty-five (25) percent of the members in good standing and presented to the Secretary or Member At Large.

Article 7 - Amending the Constitution - continued

- 7.2 All proposals to amend the Constitution shall be considered by the Board of Directors for endorsement. The proposal may be modified or withdrawn by consent of the proposer and signatories.
- 7.3 A ballot listing the exact wording of the proposed amendment to the Constitution shall be sent to each voting member at the address shown on the current membership list. The ballot shall be returned to the Secretary within twenty (20) days of the postmark date.
- 7.4 A special Board of Directors meeting shall be scheduled to open all ballots, count and certify the correctness of the results. The results shall be announced at the next scheduled business meeting. An affirmative vote by two-thirds (2/3) of the votes cast shall be necessary for approval.
- 7.5 The Board of Directors may renumber, revise, codify, and correct any part of the Constitution to eliminate errors in spelling, grammar, and/or numbering to bring a more proper order and sequence, but in so doing it shall not change the meaning, in part or in full, of any Article, Section and/or Sub-section.

ARTICLE 8 - AMENDING THE BYLAWS

- 8.1 Proposals to amend the Bylaws may be initiated by a petition to the Board of Directors signed by twenty-five (25) percent of the members in good standing and presented to the Secretary or Member At Large.
- 8.2 All proposals to amend the Bylaws shall be considered by the Board of Directors for endorsement. The proposal may be modified or withdrawn by consent of the proposer and signatories.
- 8.3 The exact wording of the proposed amendment to the Bylaws shall be made available to the members for consideration prior to voting.
- 8.4 The Bylaws may be amended by a two-thirds (2/3) majority of the members present at any Business Meeting or Special Meeting called for that purpose.
- 8.5 The Board of Directors may renumber, revise, codify, and correct any part of the Bylaws to eliminate errors in spelling, grammar, and/or numbering to bring a more proper order and sequence, but in so doing it shall not change the meaning, in part or in full, of any Article, Section and/or Sub-section.

ARTICLE 9 - DONATIONS AND GIFTS

- 9.1 All money and/or items of value donated to the Mon Valley Railroad Historical Society become the property of the Society with no interest retained by the donor.

ARTICLE 10 - DISSOLUTION OF THE ORGANIZATION

- 10.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal Tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal

Article 10 - Dissolution of the Organization - continued

Section 10.1 Continued

Revenue Code, or corresponding section of any future federal tax code.

- 10.2 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Amendments Ratified
January 30, 2013

Mon Valley Railroad Historical Society, Inc.

Bylaws

Approved - August 4, 2011

ARTICLE 1 - MEMBERSHIP

- 1.1 Any person desiring membership must submit an application in writing, The member accepting the application will countersign it as sponsor and forward it to the Member At Large or Secretary.
- 1.2 The Secretary shall keep a record of all applications received for a period of seven (7) years.
- 1.3 Elections to approve applicants for membership shall be held at business meetings. Applicants may become members only after being approved by a majority vote of the members. In the event of a tie vote or negative vote the applicant may re-apply prior to the next business meeting. If the applicant fails to receive a majority vote for the second time, he/she must wait six (6) months before re-applying.
- 1.4 Dues must be current to be considered members in good standing.
- 1.5 Any member who has not paid all assessed dues and fees for any club year by the last day of March of that year shall lose all rights and privileges of membership and shall have his/her name removed from the membership list. The member must return any and all Society property in his/her possession, including door key. He/she must re-apply for membership.
- 1.6 Members agree to hold harmless the Mon Valley Railroad Historical Society and the Board of Directors for any damages or loss of personal property left on the society premises. This is in no way meant to prevent an individual member from exercising his/her rights under the Bylaws, Article 8 Complaints.

ARTICLE 2 - FEES AND DUES

- 2.1 The initiation fee shall be five (5) dollars and shall be paid by each Regular, Youth, College Student and Associate Member at the time his/her application is approved.
- 2.2 Dues for each form of membership shall be set by the Board of Directors and approved by the membership.
- 2.3 Dues for a Contributing member as defined in Article 2, Section 2.6 of this Constitution shall donate the sum of at least, fifty (\$50) or more for one year. No initiation fee is required.

ARTICLE 3 - COMMUNICATIONS

- 3.1 This organization shall publish regularly an official newsletter to be known as TRAIN OF THOUGHT.
- 3.2 The chairman of the Communications Committee shall be editor of the newsletter, and he/she shall be responsible for preparing and making available the publication.
- 3.3 Each issue of TRAIN OF THOUGHT may include, but will not be limited to, minutes, financial information, and any other Society related material that might be of interest to members.

Article 3 - COMMUNICATIONS Continued

- 3.4 The newsletter shall be made available to all Regular, Youth, College Student and Associate Members in good standing on the current membership list.
- 3.5 The Communications committee is also responsible for the Society's website. The chairperson shall appoint a webmaster to maintain and update the Society's website on a regular basis.

ARTICLE 4 - DUTIES OF THE BOARD OF DIRECTORS AND ELECTED OFFICERS

4.1 Duties of the Board of Directors

- 4.1.1 The Board of Directors shall determine the overall goals of the MVERRHS, determine the final structure of the budget to be voted upon by the membership, establish schedules and broad agendas for the operation of the organization, as needed.
- 4.1.2 The Board of Directors will establish reasonable dues and fees for proper financial operation of the organization.
- 4.1.3 The Board of Directors will schedule all outside activities and events sponsored by the Society.

4.2 Duties of the President

- 4.2.1 The President shall direct and supervise the activities of this organization and shall assume, with the Board of Directors, final responsibility for its functions in strict accordance with the Constitution, Bylaws, and Laws of the State of West Virginia.
- 4.2.2 The President shall appoint the chairperson of all committees and be an ex-officio member of all committees.
- 4.2.3 The President shall cause to be called all business meetings and special meetings of the membership and Board of Directors in accordance with the Constitution and Bylaws.
- 4.2.4 The President shall sign all membership certificates.
- 4.2.5 The President shall sign and make all contracts and agreements in the name of the organization.

4.3 Duties of the Vice-President

- 4.3.1 The Vice-President shall assist the President and in the absence of the President shall assume all of the duties and responsibilities of the office. The Vice-President shall be an ex-officio member of all committees along with the President.

4.4 Duties of the Secretary

- 4.4.1 The Secretary shall keep a correct record of all business meetings and special meetings of the organization and of the Board of Directors.

Section 4.4 - Duties of the Secretary - continued

- 4.4.2 The Secretary shall maintain all Society correspondence and other communications in an organized and comprehensive format. He/She shall keep the President and Board of Directors informed regarding all communications. Copies of all outgoing correspondence are to be sent to the President.
- 4.4.3 The Secretary shall notify each Board member by E-mail, telephone or in person of the date, time, and location of all Board meetings.
- 4.4.3 The Secretary shall notify all members of any special Business meetings by E-mail or mail not less than seven (7) prior to the date set for said meeting. The notice shall be E-mailed or mailed to each member's address as shown on the current membership list.
- 4.4.4 The Secretary shall prepare and mail all ballots for amendments to the Constitution and/or Bylaws and for the election of or recall of officers. He/she shall mail a copy of the notice to each voting member's address on the current membership list. The ballot shall be returned to the Secretary within twenty (20) days of the postmark date.
- 4.4.5 The Secretary shall designate a return address to be used on all correspondence of the organization during his/her term of office.

4.5 Duties of the Treasurer

- 4.5.1 The Treasurer shall be responsible for all monies belonging to the organization.
- 4.5.2 The Treasurer shall prepare an annual budget proposal which shall be submitted to the Board of Directors at the January Board of Directors' meeting.
- 4.5.3 The Treasurer shall pay bills and disburse funds only as authorized by the vote of the Board of Directors or the Membership.
- 4.5.4 The Treasurer shall prepare a financial statement of the organization to be presented at each business meeting. He/she shall also present a complete year-end report.
- 4.5.5 The Treasurer shall be responsible for overseeing any and all monies donated during club events and shall keep all keys to locks used on donation boxes. The Treasurer may at his/her discretion, designate another Officer/Board member to keep monies and keys, IF the Treasurer will not be able to attend said event.

4.6 Duties of the Member At Large

- 4.6.1 The Member At Large shall bring the individual and collective interest and concerns of the membership to the attention of the Board of Directors for consideration, action, and/or resolution. The Member At Large is responsible for mediating all complaints brought by one member against another as defined in the Bylaws, Article 8 - Complaints, Section 8.1.
- 4.6.2 The Member At Large is responsible for coordinating all outside activities, shows, events, picnics, etc. He/She may enlist the help of members willing to assist in this endeavor.

ARTICLE 5 - COMMITTEES

5.1 Nominating Committee

- 5.1.1 The Nominating Committee shall recommend candidates for the various elected offices of the organization. It shall obtain consent of the candidates, present the proposed list of candidates at the April business meeting and otherwise function in accordance with Article 3, Sections 3.2 and 3.3 of the Constitution.

5.2 Communications Committee

- 5.2.1 The Communications Committee is responsible for the publication of the newsletter, TRAIN OF THOUGHT, and maintenance of the website as set forth in the Bylaws, Article 3 - Communications.

5.3 Rules Committee

- 5.3.1 If any changes in the government of this organization are deemed necessary by the membership or the Board of Directors, a Rules Committee shall be formed to investigate said changes and report all information to the Board of Directors for discussion and approval.

5.4 Other Committees

- 5.4.1 The President and/or the board of Directors may at their discretion create other committees to help facilitate the business of the Mon Valley Railroad Historical Society.

ARTICLE 6 - LIABILITY OF MEMBERS

- 6.1 No officer or member shall personally be liable for any bills or obligations of the organization, past or present, except for the payment of his/her dues, initiation fee, or special assessments that might be levied by the Board of Directors.
- 6.2 No officer or member of the organization shall disburse any funds or monies in his keeping and belonging to the organization without prior authorization of the Board of Directors. This is to be confirmed in writing by the President and Treasurer of this organization. Both signatures are required.
- 6.3 No person shall use the name of the organization for other than approved organizational purposes without authorization of the Board of Directors, which is to be confirmed in writing by the President and Vice President, or Secretary of this organization. Two (2) signatures are required.

ARTICLE 7 – GUESTS

- 7.1 Members are held responsible for the behavior of their guests. Guests must abide by the rules of this organization. The Board of Directors shall determine the number of allowable guests and the rules and regulations covering them. Guests will be admitted only when accompanied by a member in good standing. Guests will not be admitted to any Board of Directors meeting and/or special Business meetings.

ARTICLE 8 - COMPLAINTS

- 8.1 Any member in good standing may file with the Member At Large any complaint regarding transactions, deadlines, or relationships with any other member(s) as set forth in Article 2, Section 2.7.3 of the Constitution. All complaints shall be in writing and details must be included. No verbal complaints regarding actions covered in this section will be considered under any circumstances.
- 8.2 The Member At Large shall mediate any disputes between individual and/or groups of members. After receiving a written complaint the Member At Large shall meet with both members separately to get both members viewpoints. A joint meeting will be scheduled to try and resolve the complaint. If resolution is not possible, the Member At Large shall forward said complaint to the Board of Directors for their consideration. If the Member At Large is one of the aggrieved parties, the Board of Directors shall appoint an alternate mediator.
- 8.3 The decision of the Board of Directors on any matter of complaint shall be considered in the best interest of the membership of the Mon Valley Railroad Historical Society. The Board of Directors may take such action as they deem necessary to resolve complaints. The action of the Board of Directors is final in all cases except those involving termination of membership, as described in Article 9 of the Bylaws. The aggrieved parties, may appeal the decision of the Board of Directors to the full membership of the Society whose decision is then final. The decisions of the Board of Directors and the membership shall not subject the Board of Directors or any member of the Mon Valley Railroad Historical Society to personal liability.

ARTICLE 9 - DISCIPLINARY ACTION

- 9.1 Actions of members as described in this paragraph that are not in the best interests of the Mon Valley Railroad Historical Society and its membership will constitute grounds for termination of membership. Termination of membership shall mean permanent barring from any function and elimination from the membership roll. This shall be by action of the full membership of the club and based on a two-thirds (2/3) majority vote. Grounds for termination of membership may include but are not limited to the following: causing disruptions at Society meetings or events, theft of any and all Society or personal property, failure to pay a monetary debt owed to the organization, fraudulent misrepresentation, misuse and malfeasance of office (e.g., misuse of MVRRHHS assets, tax status, issuance of insufficient funds checks, etc.), destruction of Society and/or personal property thru deliberate act or negligence, conviction of a felony, disgrace, dishonor and/or public defamation of the club. A member whose membership is terminated shall not receive a refund in full or in part of any dues and/or fees paid to the Mon Valley Railroad Historical Society, Inc.