

BY-LAWS OF THE BLUE RIDGE CHAPTER NR

1. Incorporated in Virginia

Revision as approved on December 8, 1993 and January

Article I Name of the Chapter

Section 1. The name of the Chapter shall be the BLUE RIDGE CHAPTER RAILWAY HISTORICAL SOCIETY, INCORPORATED.

Article II Principal Office

Section 1. The principal office of the Chapter shall be located in the city of Lynchburg, Virginia.

Article III Objectives of the Chapter

Section 1. The Blue Ridge Chapter of the National Railway Historical Society (NRHS) is a non-profit organization which engages primarily in historical and educational activities. Specifically, the Chapter has the following objectives:

- (1) to preserve the historical materials of railway transportation of all kinds,
- (2) to collect data on the history of transportation and to issue publications relating to this subject;
- (3) to encourage rail transportation;
- (4) to acquire by purchase, lease, or otherwise, real and personal property, and to mortgage, sell, deed, or otherwise manage same in a manner appropriate for the above mentioned purposes and
- (5) to provide a forum for fellowship and cooperation in the mutual pursuit of the avocation of railroading.

Article IV Membership in the Chapter

Section 1. Any person of good character and interested in the objectives of this Chapter shall be eligible for Chapter membership, without regard to race, religion, creed, gender, or national origin.

Section 2. Chapter membership is available in the following classes:

- (1) Regular membership, for individuals 16 years of age or older wishing to affiliate with the NRHS and the Blue Ridge Chapter, and
- (2) Family membership, which is available to provide participation in NRHS and Chapter activities, as delineated in the NRHS Constitution and Bylaws and in these Chapter Bylaws, for the spouse and/or children of a member who live at the same residence with the member. Each member of the family over 18 years of age, except the spouse, must become a regular member and pay the full Chapter dues (see Section 5).





Chapter membership shall in all cases be predicated upon National membership is the only class of membership entitled to vote.

Section 3. Application for National membership and Blue Ridge Chapter made to the Vice President of the Blue Ridge Chapter.

Section 4. Dues for the NRHS are set by the National Board of Directors. Ridge Chapter are set by the membership at a level calculated to cover Cl

Section 5. Chapter membership, and payment of National and Chapter dues, shall be on a calendar year basis, with all memberships expiring on December 31st of the current year, to conform with National memberships. Members joining after June 1st of any year shall pay one-half of normal National and Chapter dues for the balance of the year. Those joining after September 1st of any year shall pay full annual dues, which will cover National and Chapter dues for the ensuing year. Chapter members who are more than 90 days in arrears shall be suspended for non-payment of dues.

Section 6. Chapter members may invite guests to attend their meetings within reasonable limitations, with the general idea of interesting such guests in membership. Permanent guests are not permitted. This does not apply to guest speakers or entertainers.

Article V Officers of the Chapter

Section 1. At the October regular meeting of the Chapter, the following officers shall be elected for one-year terms: President, Vice President, Secretary, Treasurer, and National Director. The term of the National Director shall start immediately after the election, and the terms of all other officers shall start on January 1st of the following year. Chapter officers shall hold their respective positions until their successors are elected. A Chapter officer may serve consecutive terms in the same office without limit if duly re-elected, but no person may hold more than one office at a time.

Section 2. Only persons who are Regular members of the Blue Ridge Chapter and who are 18 years of age or older shall be eligible to hold office in the Blue Ridge Chapter, except that persons must be 21 years of age or older to hold the offices of National Director or Treasurer.

Section 3. In the event of a vacancy in the offices of Vice President, Secretary, Treasurer, or National Director, the President shall select a member to fill such vacancy until the next election of officers, under the provisions of Section 1 of this article.

Article VI Duties of the Officers

Section 1. Duties of the President. The President is charged with the responsibility of managing the Chapter. He is the program chairman, although this duty may be delegated to other officers or members. He conducts business meetings; ensures the compliance of the Chapter with the NRHS Constitution and By-Laws, these Chapter By-Laws, and with the laws of the State of Virginia and of the United States; oversees the duties of other officers; and ensures the Chapter's adherence to its basic objectives contained in Article III of these By-Laws. The President is an ex-officio member of all committees.



Section 2. Duties of the Vice President. The Vice President fulfills the duties whenever he is unable to perform them, and other duties as assigned to him in the event that the duties of the President are assumed by the Vice President after the President has resumed his duties, or until the next election of officers under Article V, Section 1. The Vice President is also responsible for maintaining the membership list, certifying new members to the NRHS, distributing annual membership forms, collecting membership dues, and conveying these dues to the Chapter Treasurer.

Section 3. Duties of the Secretary. The Secretary maintains accurate and complete records of the actions of the Chapter including recording the minutes of all regular and special meetings of the Chapter. The Secretary communicates with the members and carries on the correspondence of the Chapter. The Secretary is responsible for the preparation of an annual Chapter activities report, which is to be presented to the membership at the December regular meeting of the Chapter and then sent to the NRHS for inclusion in the National publication.

Section 4. Duties of the Treasurer. The Treasurer is charged with the responsibility of handling and managing the monies of the Chapter. He is expected to report the financial status of the Chapter to the membership at each regular meeting. In cooperation with the Vice President, he is responsible for conveying National membership dues to the NRHS Treasurer. The Treasurer shall open and maintain bank or savings accounts as he determines to be necessary for the proper management of the Chapter's funds; he shall arrange that the President is also authorized to perform all actions regarding any such accounts.

Section 5. Duties of the National Director. The National Director represents the Blue Ridge Chapter at any meetings of the Board of Directors of the NRHS. If he cannot attend the meetings, the President shall appoint an Alternate Director (either a past National Director or another current officer, if possible) to represent the Chapter. The National Director is also responsible for all liaison activities between the NRHS and the Blue Ridge Chapter.

Article VII Meetings of the Chapter

Section 1. Regular meetings of the Chapter shall be held monthly unless prevented by unforeseen circumstances (severe weather, etc.). Chapter "outings," such as tours of railroad facilities, photographic trips, and so forth, may also be conducted, but shall not substitute for regular meetings and no Chapter business may be conducted during such "outings."

Section 2. The Executive Committee shall set the schedule and location for the regular meetings, and shall communicate the established schedule and location to the membership in advance, periodically and whenever there is a change to the schedule or location previously established.

Section 3. The annual meeting of the Chapter shall be held in October at which time officers are elected for the following year (see Article V, Section 1). The election shall be on the slate of candidates prepared by the Nominating Committee (see Article VIII, Section 2), and any additional candidates duly nominated from the floor at the annual meeting.

Section 4. The quorum for all meetings, including any special meetings (see Section 5 below) shall be 20% of the regular members or six (6) regular members, whichever is higher. Any



meeting at which official Chapter business is conducted must have a quorum present.

Section 5. Special meetings may be called at any time by the President or one other officer, provided that all Chapter members are notified of the meeting in advance of said meeting.

Section 6. Simple majority vote shall prevail at all Chapter meetings, except Article IX.

Section 7. In questions of procedure, Robert's Rules of Order (Revised) shall be the final authority.

Article VIII Committees of the Chapter

Section 1. The Executive Committee. The sitting officers, (President, Vice President, Secretary, Treasurer, and National Director), along with the immediate past President and the Editor of the Chapter Newsletter, shall constitute the Executive Committee. A quorum for Executive Committee meetings is four Committee members, and must include at least three sitting officers. The Executive Committee is authorized to take emergency actions when a general Chapter meeting is not possible. The Executive Committee may not change the dues or these By-laws, nor dissolve the Chapter; these actions can only be taken by vote of the members in accordance with other sections of these Bylaws. All emergency actions taken by the Executive Committee shall be subject to approval or rejection by the members at their next following regular or special meeting as provided in Article VII. The Executive Committee shall also act as a General Short- and Long-Range Planning Committee of the Chapter.

Section 2. The Nominating Committee. The President shall appoint a Nominating Committee prior to the end of the September regular meeting of the Chapter to prepare a slate of candidates for officers for election at the October annual meeting. No less than three regular members shall serve on the nominating committee.

Section 3. The President, the Executive Committee, or the general membership by vote in any of its meetings, may create additional ad hoc committees necessary to achieve the objectives of the Chapter.

Section 4. The President shall appoint the chairperson of the Nominating Committee and each ad hoc committee.

Section 5. The vote of the majority of the committee members shall be considered to be the vote of the committee.

Article IX Amending the By-Laws of the Chapter

Section 1. These By-Laws of the Blue Ridge Chapter NRHS may be repealed, amended, added to, or otherwise changed by two-thirds vote of members present at two consecutive regularly scheduled or special meetings of the Chapter at which a quorum is present.

Section 2. These By-Laws may not be amended so as to be in conflict with the Constitution or



By-laws of the National Railway Historical Society.

Article X Liability and Expenditure

Section 1. No officer or member, individually or as a group, shall be personally liable for any bills or other obligations of the Chapter, past or present, except for the dues.

Section 2. The Chapter will legally defend all officers for their actions in official duties, provided that such actions were in accordance with these By-Laws, were performed in good faith, and were the result of prudent judgment.

Section 3. All expenditures of club funds shall be authorized either by the President, by the Treasurer, by a budget approved by the Executive Committee, or by the vote of the membership. Expenditures of greater than \$100 may only be authorized by the vote of the membership.

Article XI Dissolution of the Chapter

Section 1. This Chapter may be dissolved only on the affirmative vote of a majority of the entire membership by written ballots. In the event of such dissolution, the Executive Committee shall see that all assets shall be converted into cash (excepting 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 to a worthy museum(s) or educational organization(s), selected by the Executive Committee, which is exempt under the United States Internal Revenue Code of 1954, Section 501 (c) (3). This shall not be construed to mean that distribution shall be limited to one such organization but only that such organizations must be non-profit and exempt under Section 501 (c) (3) IRC.