

BY-LAWS
OF
WEST JERSEY CHAPTER, NATIONAL RAILWAY HISTORICAL SOCIETY, INC.
A NEW JERSEY NON-PROFIT CORPORATION

ARTICLE I

The name of the corporation is “West Jersey Chapter, National Railway Historical Society, Inc.” (hereinafter referred to as the “CHAPTER”).

ARTICLE II

OFFICE

SECTION A – REGISTERED OFFICE

The registered office of the Chapter shall be located at 20 Webster Avenue, Cherry Hill, New Jersey 08002.

SECTION B – BUSINESS OFFICE

The business office of the Chapter shall be located at 20 Webster Avenue, Cherry Hill, New Jersey 08002.

SECTION C – MAILING ADDRESS

The mailing address of the Chapter shall be Post Office Box 647, Palmyra, New Jersey 08065.

ARTICLE III

MEMBERSHIP

SECTION A – QUALIFICATIONS

Every person, 16 years of age or older, who has a sincere interest in the objectives of the NATIONAL RAILWAY HISTORICAL SOCIETY is eligible for membership. Spouses or immediate

other relatives (under the age of 16) of members domiciled in the same household as the member are eligible for family membership.

SECTION B – DUES

1. The monetary rate of annual dues for membership in the chapter shall be set by the Board of Directors.
2. Dues are due on or before January 1st.
3. New members accepted between January 1st and August 31st shall pay a full year's dues. New members accepted on or after September 1st shall pay dues for the next calendar year and receive membership for the remainder of the then current calendar year at no additional cost.

SECTION C – ELECTION TO MEMBERSHIP

Each person who desires to become a member of the West Jersey Chapter, NRHS, shall submit, to the Board of Directors, an application on the form prepared by the West Jersey Chapter, for that purpose along with a payment of dues as set forth in Section B above.

SECTION D – EXPULSION

1. A member may be expelled for cause upon the majority vote of the Board of Directors. For this purpose, cause shall mean deliberate theft or destruction of Chapter property, deliberate injury to another member or guest at a Chapter function, or any other conduct substantially detrimental to the interest of the Chapter or the Society.
2. A member who fails to pay dues within the first three (3) months of the calendar year shall have their membership terminated by the Board of Directors unless they determine that a member has a good reason for such nonpayment.

SECTION E – ANNUAL AND SPECIAL MEETINGS

1. The annual meeting of the membership shall be held on the date of the October regular membership meeting.

2. Special meetings of the membership may be called at any time by the Board of Directors. They may direct the Secretary to state in the meeting notice that certain specific matters shall be considered at such meetings.

3. Fifteen (15) members shall constitute a quorum for all annual and special meetings of members.

4. An affirmative vote of a majority of the members (1 vote per family membership) present, in person, at a membership meeting shall be sufficient for the taking of action by the members, unless specifically provided otherwise in these by-laws.

SECTION F – RESIGNATION

Any member may resign from the Chapter by giving written notice of such resignation to the Treasurer or Secretary.

ARTICLE IV

BOARD OF DIRECTORS

SECTION A – NUMBER

The Board of Directors shall consist of not less than seven (7) and not more than fifteen (15) persons duly elected as outlined in Article IV, sections C & D and four Directors Emeritus as outlined in Article IV, Section D.

SECTION B – ELIGIBILITY

Any member shall be eligible to run for a Directorship who:

- (1) Has been a member in good standing for not less than one (1) year and has attended at least six (6) Chapter meetings during the previous fiscal year, and;
- (2) Has been nominated by the nominating committee, or;
- (3) Presents a petition on the prescribed form, signed by 10% of the members, to the Chairman of the Nominating Committee no later than the third Monday in September.
- (4) However, only one (1) person from a family membership may hold an elected position at any given time.

SECTION C – NOMINATION

The nominating committee shall nominate a slate of Directors and shall submit such slate to the Chapter membership at the September membership meeting.

SECTION D – METHOD OF ELECTION

1. The initial Board of Directors consisting of the five incorporators, shall serve in the capacity of “Director Emeritus” until they are deceased, resign or are removed for cause by the Board of Directors. They shall serve on the Board with the elected Directors and Officers. As Director Emeritus positions are vacated they shall not be refilled with like Emeritus status, but that vacant position can be filled from the membership at large.

2. When a Director resigns or is removed for cause, that position shall be declared vacant. The remaining members of the Board of Directors can elect a member of the Chapter to fill that position until the end of the current fiscal year.

3. Whenever a position of Director has been vacated, that position can be filled by election at the next annual meeting. Each member may cast as many votes as vacant Director positions exist. Cumulative voting is prohibited. If any position is uncontested a unanimous vote shall be cast by the Secretary. Otherwise, votes can be cast by means of a secret ballot.

SECTION E – TERM OF OFFICE

Each Director who is elected by a direct vote of the members shall be elected for a three (3) year term of office. Up to seven (7) Directors shall be elected in a class each year, making three (3) classes total. Any elected Director may resign from said position by submitting a request in writing to the Secretary.

SECTION F – REMOVAL

1. A Director who is expelled from membership in the Chapter shall be automatically removed from office.

2. In the event an elected Director fails to attend four (4) consecutive Board meetings without an excuse the Board of Directors deems adequate, the Board may remove such Director from office.

SECTION G – NATIONAL DIRECTOR

The Board of Directors shall elect, one Director who shall serve the Chapter on the National Railway Historical Board of Directors. His term of office shall coincide with the Chapters fiscal year. An alternate National Director can be appointed from the Board of Directors by the President and shall act in accordance with the rules of the National governing National Director.

SECTION H – MEETINGS

1. The Board of Directors shall hold not less than four (4) regular meetings during the fiscal year, and, in addition, may hold special meetings as may be called by the President or by action of a majority of the Board of Directors. A quorum shall be seven (7) Directors.
2. An affirmative vote of a majority of the Board of Directors present in person at a meeting of the Board of Directors shall be sufficient for the taking of any action by said Board of Directors unless specifically provided elsewhere in these by-laws.
3. A vote by proxy from any voting member of the Board of Directors shall be permitted if that member finds it impossible to attend a Board meeting. This proxy vote shall be submitted to the Board on a form supplied by the Board Secretary.

SECTION I – POWERS/DUTIES

1. All powers of the Chapter not specifically reserved to the members, shall be exercised by the Board of Directors.
2. The Board of Directors shall perform such duties as are:
 - (a) Specified in these by-laws;
 - (b) Set forth in properly adopted resolutions of the membership; and
 - (c) Usually performed by a Board of Directors.

ARTICLE V

OFFICERS

SECTION A – POSITION

All officers shall be a member of the Board of Directors. All officers shall be elected from and by the Board of Directors.

SECTION B – TITLE & DUTIES

1. THE PRESIDENT shall be the chief executive officer of the Chapter. He shall preside at Board of Directors meetings and membership meetings. He shall appoint standing committee chairmen from the Board of Directors. He shall appoint ad hoc committee chairmen as required. He shall be an ex-officio member of each committee. The President shall not hold any other position, elected or appointed, concurrent with his Presidency.

2. THE VICE-PRESIDENT shall act in place of the President when President, by reason of illness or otherwise, is unable to perform his functions.

3. THE TREASURER shall keep all of the financial books and records of the Chapter, consisting of accounts receivable, accounts payable, receipts and disbursements, so as to be able to reconcile cash balances. He shall keep a record of appropriations and expenditures against such appropriations. He shall submit bills to members for dues and to such other persons as may owe money to the Chapter and effect collection of the same. He shall promptly advise the Board of Directors as to receipt of dues from members. The Treasurer shall be responsible for the receipt and safekeeping of all funds belonging to the Chapter. He shall open and maintain accounts in the name of the Chapter, into which all Chapter funds shall be deposited, excepting such amounts of cash which may be kept at hand from time to time as necessary for orderly operation of the Chapter. He shall have power to sign checks, but shall issue such checks only in payment of expenditures authorized by the Board of Directors. He shall report, whenever requested to do so, at a regular meeting of the Board of Directors or membership, as to the receipts, disbursements and cash balances. The Treasurer shall be responsible for the preparation of an annual budget for the Chapter. He shall submit a copy of this budget to the Board as soon as possible after the first of January and shall submit budgetary reports periodically to the Board. The Treasurer shall be responsible for filing any and all government forms necessary to maintain incorporated and non-profit Chapter status and in response to any tax liabilities. He shall keep a current list of all members and issue an updated directory each year.

4. THE BOARD SECRETARY shall issue notice of all meetings of the Board of Directors at least seven (7) days in advance of such meetings. The meeting notices shall specify the date, time and place of such meetings and such other information as may be required in accordance with these by-laws. He shall keep the minutes of the Board of Directors meetings and the annual or special meeting of members. In such minutes the Board Secretary shall faithfully record all motions made and the dispositions thereof.

SECTION C – ELECTION & TERM

1. ELECTION OF OFFICERS - The Chapter officers shall be elected by ballot of the Board of Directors at the first regular meeting of the Board following the annual meeting.
2. TERM OF OFFICE - The Chapter officers shall be elected for a term of one year to run concurrently with the fiscal year of the Chapter.

SECTION D – VACANCIES

1. In the event of a vacancy in the office of the President, the Vice-President shall become President.
2. In the event of a vacancy in the office of Vice-President, the Board of Directors shall, at the next regular Board meeting, fill this office. The succession of the Vice-President to the office of President shall be deemed to create a vacancy in the office of Vice-President.
3. In the event of a vacancy in any office other than the President or Vice-President the Board of Directors shall elect any Board member to fill any such vacant office.
4. Any Chapter Officer who shall hold office by reason of his succession to a vacated office or interim election by the Board of Directors shall hold such office until the end of the current fiscal year.
5. All Chapter Officers may serve in the same office for an unlimited number of terms at the pleasure of the Board of Directors.

ARTICLE VI

APPOINTED OFFICERS

SECTION A – TITLE & DUTIES

1. The Historian shall be responsible for maintaining the Chapter Archives consisting of Chapter record pertaining to:
 - (a) Directors meetings;
 - (b) Membership meetings;

- (c) Finances;
- (d) Membership;
- (e) Important Chapter events;
- (f) CREW CALLER newsletter and the WEST JERSEY RAILS QUARTERLY and any items of record deemed worthy of entry into the Chapter Archives by the Board of Directors.

In addition, the Chapter Historian shall prepare the Chapter's annual report for insertion into the NRHS BULLETIN. He shall also prepare appropriate historical monographs for any trip or excursion the Chapter may sponsor. The Chapter Historian shall serve as resource person, answering questions submitted by both Chapter members and the general public.

2. The PUBLIC RELATIONS OFFICER shall be responsible for maintaining a liaison between the Chapter and the National office, the public, the press, and the railroad industry.

3. The President and/or Board of Directors shall have the authority to make such other appointments as may be desirable for the benefit of the Chapter. It is not obligatory to appoint all of the foregoing if their duties are being performed by other elected or appointed Officers or Directors. He shall be appointed annually and serve at the pleasure of the President.

SECTION B – APPOINTMENT & TERM

1. The President, subject to approval of the Board of Directors, shall appoint such officers.

2. The term of office of appointed officers shall run concurrently with the fiscal year of the Chapter.

SECTION C – REMOVAL

1. An appointed officer who is expelled from membership in the Chapter shall be automatically removed from office.

2. The President, subject to the approval of the Board of Directors, may remove an appointed officer from office at any time.

SECTION D – POWERS & DUTIES

1. All appointed officers shall carry out their duties as set forth in this Article or as directed by the President and Board of Directors.

2. The position of an appointed officer shall hold no voting privilege in of itself.

ARTICLE VII

COMMITTEES

SECTION A – STANDING COMMITTEES

The following Standing Committees shall have the duties and functions indicated hereafter.

1. NOMINATING COMMITTEE shall nominate a slate of Chapter Directors to run for Chapter election in accordance with these by-laws. This committee shall consist of the Chairman and four (4) other non-serving Chapter members selected by the Chapter President. Three committee members shall constitute a quorum.

2. The MEMBERSHIP COMMITTEE shall consist of members as appointed by the membership Chairman. They shall:

- (a) Send, receive and review applications of prospective Chapter members;
- (b) Review the circumstances contributing to the conduct of a member to cause that member to be considered for expulsion;
- (c) Recommend to the Board of Directors and Chapter Officers findings for final action for admission of a new member or expulsion of a current member.
- (d) Be responsible for the dispatching of suitable Chapter expressions of sympathy, get well, congratulations or others as the need arises.
- (e) Be responsible for attendance records at membership meetings.

3. The PROGRAM COMMITTEE shall be responsible for providing entertainment at the monthly membership meetings. It shall be this committee's responsibility to:

- (a) Arrange for speakers and schedule programs;
- (b) Arrange for transportation and/or accommodations of guest speakers as required;
- (c) Select a proper gift to give to guest speakers from the Chapter's publications and/or an appropriate honorarium as approved by the Board of Directors.
- (d) And follow up a guest appearance with a proper thank-you letter.

4. The PUBLICATIONS COMMITTEE shall be responsible for all publications produced by the Chapter. The Chairman of this committee shall have charge over the Chapter newsletter, THE WEST JERSEY RAILS QUARTERLY, and shall be responsible for its content. He shall direct that the

Editor of the Chapter newsletter keep abreast of the NATIONAL RAILWAY HISTORICAL SOCIETY news at both Chapter and National level, as well as Railroad news of interest. He shall empower the Editor of the Chapter newsletter to solicit articles from the membership and outside sources. This committee shall also consist of, but not limited to, an Editor, an Assistant Editor, a Production Manager, an Art Director, and a Book Sales Manager.

5. THE TRIP COMMITTEE shall be responsible for the initiation, development and operation of all Chapter-sponsored trips and excursions. It shall investigate all costs and concerns involved in operations, including insurance, and recommend a per ticket cost to the Board of Directors for their action. This committee shall work with the publications committee in regard to publicity about Chapter trips.

6. The SHOW COMMITTEE shall be responsible for coordinating the Chapter's participation in Shows operated by other organizations.

This Committee shall:

- (a) Contact shows sponsor's regarding location, date(s), availability of tables and other pertinent details.
- (b) Where possible the Chapter will operate a table or set of tables without charge. If a table charge is imposed, the Board of Directors must approve the amount.
- (c) Provide publicity to Chapter membership, and the public regarding the Chapter's participation.

SECTION B – SPECIAL COMMITTEES

The President and the Board of Directors may, from time to time, establish special, or ad hoc, committees when necessary for the proper conduct of the activities of the Chapter. Such special committees shall have existence only until the particular purpose for which they are formed ceases to exist.

SECTION C – APPOINTMENT OF CHAIRMAN AND MEMBERS

All standing Committee Chairmen shall be appointed by the President from the Board of Directors. The President, subject to the Board's approval, shall have the authority to remove a Committee Chairman. With the exception of the Nominating Committee, each Chairman is wholly responsible for the selection of his Committee members from the Chapter membership at large.

SECTION D – TERM OF OFFICE-COMMITTEE CHAIRMAN AND MEMBERS

Committee Chairman and members of Standing Committees shall serve, unless previously removed, until the end of the fiscal year during which they were appointed. Committee Chairmen and members of Special Committees shall serve until their Committee is dissolved.

ARTICLE VIII

MISCELLANEOUS

SECTION A – FISCAL YEAR

The fiscal year of the Chapter shall commence on the first day of January of each year.

SECTION B – RULES FOR INTERPRETATION

Any noun or pronoun used herein shall be deemed to apply to one person or more than one person and to the masculine or feminine gender, as may be appropriate under the circumstances.

SECTION C – REFUND OF DUES

In the event of termination of membership for any reason, no portion of the dues paid for the then current fiscal year shall be refunded. In the event that, at the time of such termination of membership, such member had paid dues in advance for the next succeeding year, such dues shall be refunded.

SECTION D – LOANS

Loans shall not be contracted on behalf of the Chapter nor shall negotiable paper be issued in its name unless authorized by the Board of Directors. When authorized to do so, the President or Treasurer may effect loans and advances at any time for the Chapter from any bank, other institution or individual.

SECTION E – DISSOLUTION

In the event of dissolution of the Chapter, all of its assets after payment of all just debts, shall be distributed to one or more New Jersey, or other states, non-profit educational

organization(s) exempt under Section 501, C-3, of the Internal Revenue Code. The selection of such organizations shall be made by the Board of Directors.

SECTION F – AMENDMENTS

1. These by-laws may be amended by two-thirds vote of the Board of Directors at any regular or special meeting of the Board.

2. Any such amendments must be adopted by a majority of the members present at the next annual meeting of the members or at any special meeting which meets the requirements of ARTICLE III, Section E2.