

Northstar Railway Historical Society, Inc.
Operating as the
Northstar Chapter
of the
National Railway Historical Society
By-Laws

I
Name

The name of the organization is the Northstar Railway Historical Society, Inc., operating as the Northstar Chapter of the National Railway Historical Society, and referred to in these By-laws as the "Chapter".

II
Membership

1. Membership shall be open to anyone who indicates an interest by application to the Chapter; payment of such annual due, fee or other assessment voted on by the membership of the Chapter from time to time. The Chapter will not discriminate against any person applying for membership on the basis of race, religion, nationality, sex, sexual orientation or economic status. Applicants, who may reflect unfavorably upon the Chapter, for other than the reason cited above, may be rejected by the Board. An Existing member can have their membership in the Chapter revoked by a two-thirds (i.e. 66%) vote of the entire Board of Directors for the same reasons, other than the basis of race, religion, nationality, sex, sexual orientation or economic status.

2. Membership shall be divided into four classes; Chapter, Family, Student and Chapter only defined as follow:

(a) Chapter Members: Those who desire to affiliate with this chapter and pay their national dues through this chapter. They may vote and hold office in the Chapter.

(b) Family Members: Family membership shall be available to the spouse and/or children of a member who live at the same residence with the member. The participation of such family members in Chapter meetings and Chapter activities shall be as defined by the Chapter. Family members will not receive copies of the National Railway Bulletin.

(c) Student Members: A discounted annual membership offered to individuals who are under the age of 18 (on January 1), and Chapter dues will be applicable. They may not vote or hold office in the Chapter. Additional members of their family (individuals living in the same household) may become members of the Chapter, and the National Society.

(d) Chapter Only Members: Those who pay their national dues and show proof of same through another chapter but whom also wish to join this chapter. Chapter Only members shall have the right to vote and hold office in this chapter. 3. All applications for membership shall be made on a form approved by the National Railway Historical Society. Applications shall

specify the type of membership desired and the pertinent information relevant to the applicant.

4. Applications for Chapter membership shall be accompanied by the proper amount of Chapter and National dues as of the date of application. The Secretary or other Chapter officer shall forward the application to Membership Services for processing. If a person's membership is declined by the Chapter, that person's name and address, together with a summary of the reasons for membership rejection shall be forward to the Chairman of the Membership Committee of the National Railway Historical Society. If members of the Chapter Membership Committee know of any reason for declining the membership, the Board will advise the applicant, that their membership has been declined and the applicant's money will be refunded to them.

III, Board of Directors

The Board of Directors shall serve for a period of **three years** ~~one-year~~ from January 1st of the year for which they are elected. Officers shall be at least eighteen (18) years of age and shall be elected for the ensuing year at a general meeting of the membership to be held in the preceding November. The time and place of the general meeting at which election are held shall be publicized or otherwise communicated to all members at least one week in advance. A nominating committee shall be appointed at a meeting held prior to September 1st of each year. Such committee shall be composed of an odd number of members, minimum size of the committee shall be three (3), and the majority of whom are not on the board of directors. Their nominations shall be presented at the October meeting. Subsequent to the nominating committee presenting their nominations, the Chapter will accept additional nominations from the floor. The person being nominated from the floor must either be present to agree to the nomination or have provided a written communication, indicating that they would accept the nomination if made. The election of new officers will be held during the November meeting, all members of the Chapter present at the meeting, will vote on the nominee for each elective office. The winner of each elective office will be the person that receives 50% plus 1 of the votes of the membership at the meeting. Note; a quorum Must be present. If not, the election is postponed to the next meeting that has a quorum, and the existing officers will continue to hold that office until the election is held. If more than three (3) persons seek the same office, and None receive 50% plus 1 vote, the person(s)with the lowest number of votes will be dropped, and another ballot taken for the two (2) remaining nominees. Vacancies shall be filled by vote of the majority on the Board of Directors. All retiring board members shall assist the corresponding newly elected officer(s) with the transfer of office and records. The Board of Directors shall be composed of the persons elected to the following positions: President (who is Chairman of the Board)

~~Vice President~~

Secretary

Treasurer

National Representative

The Chapter President may appoint a replacement to replace a Board of Directors member if unavailable to attend meetings due to illness, long term unavailability (more than six (6) months), resignation or death. The new appointment is to be approved by vote of the Board of Directors (BOD).

No person shall hold more than one position on the Board of Directors. Example; If the person that is scheduled to become the Past President on the BOD, is elected to another position on the BOD, then that person must resign the Past President position, and that position is offered to the immediate preceding Past President. If that person cannot accept the position for whatever reason, then the position would be offered to the next preceding Past President(s) in reverse chronological order, until a Past President accepts the position.

IV. Powers of the Board of Directors

Powers of Board. The Board of Directors has all powers granted by the Minnesota Nonprofit Corporation Act (statutes section 317A), the Articles of Incorporation or applicable local, state and Federal laws or regulations. The Board must approve all expenditures above \$500.00 not specially approved by the membership in advance either by specific item or by a limiting budget for projects or recurring items, except for items which because of their nature are specifically excluded by vote of such Board. All action on expenditures of \$500.00 or more shall be communicated to the membership at the next membership meeting. The Board shall have the power to define the duties and responsibilities of officers except as specified in these Bylaws.

V. Powers of Officers

The President shall not serve more than two consecutive **terms years**. The President shall preside over meetings of the members and of the Board. He (1) shall determine the propriety of all motions of each body. He shall determine whether a quorum of at least **three five** Directors meeting and 20% of the membership at a general meeting exist. He shall display leadership and insure that the desires of the membership are followed. He or she shall appoint committees and chairmen thereof except as specified in these Bylaws. He shall have all other powers not precluded by these Bylaws or the Board. He is a non-voting advisory member of all committees, unless the Chairman of the committee designates them as a full (voting) member. He shall give all officers a copy of the current bylaws at the beginning of their term.

~~The Vice President will assume the duties of the President in his absence.~~ If the President cannot attend a meeting, ~~the Vice President will chair the meeting. If the Vice President is not available, then another member of the Board of Directors will chair the meeting.~~ **The members of the Board of Directors in attendance will appoint a chairman for that meeting.** Under no circumstances will a member that is not a member of the BOD chair a membership meeting, unless there are no members of the BOD available or those members

of the BOD in attendance refuse to chair the meeting. He shall be responsible to the President and the Board of Directors.

The Secretary shall be responsible for all minutes and the corporate records (except for those maintained by the Treasurer).

The Treasurer shall maintain cash basis accounting records and prepare financial statements and required Tax reports. He shall prepare and process all checks. He will review all budgets and transactions and prepare overall budgets and financial plans. He will review funds maintained or processed by committee. The Treasurer shall report any financial problems of any sort to the Board of Directors immediately, and shall provide periodic reports to the membership.

The National Representative shall conduct all communications between the Chapter and the National Officers. The National Representative shall attend the meetings of the Advisory Council, however if the Chapter's National Representative is elected to be one of the members of the NRHS Board of Directors, then he/she would attend the meeting of the National Board of Directors and the Chapter would elect a new National Representative. In case the National Representative cannot attend an Advisory Council meeting, the Chapter President may appoint an alternate from the membership to take his place. The National Representative shall be at least eighteen years of age.

(1) General term, The terms "He" ,"His" are generic and refer to both Male and Female members.

VI, Amendments to By-laws

Amendments require approval by two-thirds (i.e.66%) of those present and voting at a regular business meeting provided a quorum is present. Proposed amendments must be publicized thru the chapter newsletter, a special mailing or otherwise communicated to all members at least seven (7) days before a meeting to permit adoption at that meeting.

VII Chapter purpose

Northstar Chapter, National Railway Historical Society, Inc.

1. Railroads have played a major part in the development of the United States and the State of Minnesota and continue to play an important role in our current economics, commerce and heritage. Such being the case, the Chapter shall be dedicated primarily to the education of its members and the general public on all aspects of railroad history, present day railroading, railroads in the future and the influence of railroad history on railroads of the present and future.

2. The Chapter may conduct activities appropriate to the above including but not limited to the

following:

a. Membership meetings open to those interested among the public with programs appropriate to railroading past, present and future.

b. Booths and displays at community, business and state events providing information on railroading past, present and future and encouraging interested person to apply for membership.

c. Provide tours to and of railroad facilities, museums, historical sites and other sites of interest to our membership and those interested among the general public to provide the participants with educational opportunities related to railroading past, present and future.

d. Provide educational tours to and over railway lines for member and those interested among the general public by scheduled or special train using any appropriate conveyance to reach the site of such train operation.

e. Obtain by donation, purchase, lease, rent or any other appropriate means, railway equipment for use in providing tours.

f. Publish newsletters, books, pamphlets, articles, visual media, studies, recordings and any other appropriate material to further the railroad education of members and the interested general public. Conduct fund raising activities as appropriate to carry out activities and operation of the Chapter.

VIII Not-for-Profit

No part of the net earnings of the Chapter shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance or the purposes set forth in Article VII hereof. No part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution or statements) any political campaign on behalf or any candidate for public office. Notwithstanding any other provision of these articles, the Chapter 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IX Dissolution

Upon the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Chapter, dispose of all of the assets of the Chapter exclusively for the purposes of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational,

religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision or any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Pleas of the county in which the principal office of the Chapter 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.

Proposed March 2023 to become effective January 1 2024

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