



BY-LAWS

BELLEFONTE HISTORICAL RAILROAD SOCIETY, INC. BELLEFONTE, PENNSYLVANIA (Revised March 4, 2013)

ARTICLE I – Name and Purpose

1.1 Name – The name of this organization is the Bellefonte Historical Railroad Society, Inc. Hereafter referred to as the “Corporation”, “Society” or “BHRS”. The Society is organized as a volunteer Nonprofit Corporation of the Commonwealth of Pennsylvania [under provision of the Nonprofit Corporation Law of 1972] and is also established as a recognized 501(C) (3) organization under Federal Tax Guidelines.

1.2 Purpose – The purpose of the Society is to preserve and promote the history of railroading and related activity with an emphasis on the railroads serving Centre County and central Pennsylvania. It is the goal of the society to further various activities that educate the public about the region’s railroad heritage, including the operation of rail excursions, preservation of railroad history, and presentation of relevant information to the public by any practical means. Moreover, the Society shall exist to provide an opportunity for its membership to engage in the activities associated with the maintenance and operation of a tourist railroad.

ARTICLE II – Offices and Agency

2.1 Principal and Branch Offices – The principal place of business of this Corporation in the Commonwealth of Pennsylvania will be located in the Borough of Bellefonte, Township of Spring, County of Centre. In addition, the Corporation may maintain other offices either within or outside the Commonwealth of Pennsylvania as its business requires.

2.2 Registered Office – The location of the registered office of this Corporation is stated in the Articles of Incorporation. Such office will be continuously maintained in the Commonwealth of Pennsylvania for the duration of the existence of this Corporation as chartered in the Commonwealth of Pennsylvania. The Board of Directors of the Corporation may from time to time change the registered address of the Corporation by duly adopted resolution and amend its Articles or file the appropriate statement with the Commonwealth of Pennsylvania.

ARTICLE III – Membership

3.1 Definition of Membership – Members of this Corporation are those individual persons, families, or organizations having membership rights in accordance with the provisions of these By-Laws. For the purposes of these By-Laws, the General Membership includes all dues-paying members.

3.2 Classes of Membership – The membership will be defined in 3 classes to consist of Individual Membership, Student/Youth Membership, and Organizational Membership

3.2.1 Individual members are those persons age 18 or older paying the regular or family membership dues.

3.2.1.1 Family membership is defined as any individual or student/youth member who resides in the same household with a dues paying individual member, and thus qualifies for a discounted membership as determined by resolution of the board.

3.2.2 Student/youth members are those persons under the age of 18 or enrolled full time in an institution of higher education, and paying the student/youth membership dues.

3.2.3 Organizational members are defined as business or non-profit organizations paying the organizational membership dues.

3.2.4 Memberships cannot be transferred and are not assignable.

3.3 Membership Dues – The annual dues payable to the Corporation by members of each class will be in such amounts as may be determined from time to time by resolution of the Board of Directors. Annual dues for each class are due the first month of the designated fiscal year. Failure to pay dues prior to the Annual Meeting will result in termination of membership.

3.4 Place of Members' Meetings – Meetings will be held at the registered office of the Corporation, or at any other place, within or outside the Commonwealth of Pennsylvania, as determined by the Board of Directors.

3.5 Annual Members' Meeting – The annual meeting of the members will be held on the first Monday in March, at the registered office of the Corporation, or at any other place, within or outside the Commonwealth of Pennsylvania, and at a time as determined by the Board of Directors.

3.6 Special Members' Meetings – may be called by each of the following methods:

3.6.1 The Board of Directors.

3.6.2 The President

3.6.3 Ten (10) percent of the members who would be entitled to vote at such meeting.

3.7 Notice of Regular Members' Meetings – All Regular Monthly Meetings shall be held at a regular time and place as specified by the Board of Directors.

3.8 Notice of Special Members' Meetings – Written, printed, verbal, or electronic notice must be provided to members not less than five (5) nor more than forty (40) days before the date of the proposed Special Members' Meeting.

3.9 Members' Change of Address – It shall be the duty of all members in good standing to advise the Secretary or Membership Chair of any change in address. The Secretary or Membership Chair shall admit such changes to the membership records.

3.10 Voting Rights of Members – Individual members (age 18 and older) in good standing with the Corporation will be entitled to one vote on each matter submitted to a vote of members. Organizational members are entitled to one vote by their designated representative.

3.11 Members' Proxy Rights – A member may vote either in person or by proxy executed in writing by the member or by their duly authorized attorney-in-fact. Proxy votes shall be submitted to the organization as correspondence prior to voting. Proxies may be declared valid by the Board of Directors prior to being used for voting purposes.

3.12 Quorum of Members – shall be 5 members in good standing including at least one officer of the corporation.

3.13 Termination of Membership – Membership will terminate for any of the following events:

3.13.1 Resignation of a member.

3.13.2 Death of a member.

3.13.3 Failure of member to pay dues as outlined in section 3.3.

3.13.4 Conviction of a Felony crime as outlined by the United State Penal Code.

3.13.5 Conviction of a crime directly against or affecting the operation of the Corporation.

3.13.6 By vote of the Board of Directors following any action intentionally damaging to BHRS or its members, or for an intentional or recurring violation of BHRS policy.

3.14 Appeal of Termination – Persons whose memberships have been terminated under sections 3.13.4 through 3.13.6 inclusive, shall have the right to appeal to the BHRS membership as a whole. This written appeal shall be made within thirty days of the date of the notice of termination, and be addressed to the President of the BHRS. Action on this appeal shall be taken at the next regular meeting of the General Membership, after which the membership has been notified of the appeal. A majority vote of the General Membership shall prevail.

ARTICLE IV – Board of Directors

4.1 Definition of Board of Directors – The Board of Directors consists of elected Officers, the chair of each standing committee, plus one member-at-large from the General Membership who is not an Officer or Director.

4.2 Duties of the Board of Directors – The Board of Directors is the group of members vested with the management of the business and affairs of the Corporation. Annually, the Board

of Directors will create or dissolve standing committees deemed necessary for the Society's business or affairs.

4.3 Qualifications of Directors – Directors must be at least eighteen (18) years old and members in good standing of the Society.

4.4 Appointment of Directors – The officers and the "member-at-large" are elected by the General Membership at the annual meeting. The President then appoints the chairs of all the committees once he assumes office.

4.5 Vacancies on the Board of Directors shall be filled by appointment of the President. The replacement shall serve for the remainder of the unexpired term and will assume all duties and responsibilities of the vacated position.

4.6 Place of Board of Directors Meetings will be held at the registered office of the Corporation, or at any other place within or outside of the Commonwealth of Pennsylvania, as determined by the Board of Directors.

4.7 Regular Board of Directors Meetings – may be held at a regularly scheduled time and place as agreed to by a majority of the Directors.

4.8 Notice of Special Board of Directors Meetings shall be given to each Director via phone, in person, written document, or electronic means not less than two (2) days before the meeting date.

4.9 Call of Special Board of Directors Meetings may be called by the President or fifty (50) percent of the Board of Directors.

4.10 Quorum of Directors – No less than five (5) Directors (including the President and/or Vice President) shall constitute a quorum.

4.11 Removal of Directors – The removal of a Director shall be in accord with Section 3.13 of these By-Laws or the failure to attend three (3) consecutive regular Board of Directors meetings without appointing a proxy. Directors who are absent due to illness or infirmity may be excused from removal by majority vote of the Board of Directors. The President, in the event of a sustaining infirmity of a Director, shall appoint a substitute Director who shall be granted all rights and privileges of a Director until the regularly appointed Director can resume the duties of a Director. The substitute Director's term shall expire when the appointed Director returns to regular duties. If a Director is removed, the unexpired term of a Director shall be filled by appointment from the President.

ARTICLE V – Officers

5.1 Officers – The officers of this Corporation consist of the following personnel: President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.

5.2 Selection of Officers – Officers will be elected to a one year term at the Annual Members' Meeting. A nominating committee of four (4) members will be appointed by the Board of Directors at the January General Membership meeting and this committee will present its proposed slate of officers at the February General Membership meeting. Nominations from the floor at the Annual Members' Meeting will also be considered before a call for votes is taken.

5.3 Terms of Officers shall be for one year beginning with the meeting following their election.

5.4 Removal of Officers shall be in accordance with Section 4.11. If an officer is removed, the President, with a majority approval of the Board of Directors, will appoint a successor who shall serve the remainder of the term in accordance with the provisions in Section 4.11.

5.5 Duties of the President – The President will be the Chief Executive Officer of the Corporation and will, subject to control of the Board of Directors, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these By-Laws or as may be prescribed from time to time by the Board of Directors. The President shall appoint the chairmen of all standing committees.

5.6 Duties of the Vice-President – The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed in these By-Laws, or from time to time by the Board of Directors. In the event of the removal or resignation of the President, the Vice President will become the acting President for the remainder of the fiscal year.

5.7 Duties of the Recording Secretary – The Recording Secretary will keep minutes of all Corporation meetings. Minutes of each prior meeting will be read and submitted for approval at the beginning of the next scheduled meeting. The Recording Secretary should have copies of the minutes available for members to read prior to a vote of approval.

5.8 Duties of the Corresponding Secretary – The Corresponding Secretary will handle correspondence and maintain BHRS correspondence files.

5.9 Treasurer – The Treasurer will have charge and custody of all funds of the Corporation, will deposit funds as required by the Board of Directors, will keep and maintain adequate and correct amounts of the Corporation's properties and business transactions, will render reports and accountings to the Board of Directors or by law, and will perform all duties incident to the office of the Treasurer and such other duties as may be required by law, or which may be assigned from time to time by the Board of Directors. It shall be the duty of the Treasurer to have available to the General Membership copies of the previous month's financial transactions, and to provide copies of the most recent annual audit upon request.

ARTICLE VI – Operations

6.1 Fiscal Year – The fiscal year will run from February 1 to January 31.

6.2 Execution of Documents – Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer and one other Officer. Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the President and one other Officer, and will have attached copies of the resolutions of the Board of Directors approving such actions.

6.3 Books and Records – The Corporation will keep correct and complete books and records of account and will also keep the minutes of all meetings. The Membership Chair will keep a membership register giving the names, addresses, and other details; these records will be presented to the Corporation for incorporation into its records. The Membership Chair will provide a copy of current members to the Secretary so the latter can determine voting rights.

6.4 Inspection of Books and Records – All books and records of this Corporation may be inspected by any member, his agent, or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

6.5 Annual Audit – An audit of the Society's books by an independent auditor should be completed once each fiscal year. For purposes of this section an IRS 990 filing will be considered acceptable as an annual audit providing it is completed by an independent accountant or accounting firm, unless an additional audit is requested by the Board of Directors or by a majority vote of the Membership.

6.6 Nonprofit Operations – This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its Members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to Members, Officers, or Directors for services rendered.

6.7 Meetings – All meetings shall follow the guidelines of *Roberts Rules of Order*.

ARTICLE VII – Disorganization

7.1 Dissolution – If the Board of Directors votes to dissolve the Organization; it shall present a motion to disband to the General Membership for approval. If the General Membership approves dissolution, the following steps shall be taken:

7.1.1 A full accounting of the Organization's financial assets shall be taken.

7.1.2 A full accounting of the Organization's debts shall be taken.

7.1.3 If applicable, the Organization's personal property shall be sold or distributed according to the Board of Directors' recommendations which shall be in lawful compliance.

7.1.4 All financial obligations shall be paid.

7.1.5 Any remaining intangible personal property shall be distributed according to the Board of Directors' recommendations which shall be in lawful compliance.

7.1.6 All the Organization's records may be given to the Bellefonte Historical Society or to any other organization as directed by the Board.

7.1.7 Final dissolution shall be in lawful compliance.

ARTICLE VIII – Amendment

8.1 **Modification of By-Laws** – The power to alter, amend, or repeal these By-Laws, or to adopt new By-Laws, insofar as is allowed by law, is vested in the General Membership.

8.1.1 Proposed changes to the by-laws must be presented in writing at a minimum of one Members' Meeting prior to the Members' Meeting at which the changes will voted upon.

8.1.2 An announcement of an intended change to the by-laws must provided to the membership a minimum of 5 days prior to the Members' Meeting at which the changes will voted upon. This notice must be in addition to the presentation at a previous Members' Meeting and may be communicated verbally, by mail, or by electronic means.

8.1.3 Changes to the by-laws require a 2/3 majority vote of the members present at a duly called Members' Meeting where a quorum is attained .

8.2 **Adoption of By-Laws** – Adopted by majority vote of the General Membership on **March 4, 2013** at Bellefonte, Pennsylvania.

Daniel Durachko, President

Jeff Stout, Recording Secretary