



THE ELECTRIC RAILROADERS' ASSOCIATION, INC.

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BY-LAWS

[As amended through November 2, 1996]

ARTICLE I - NAME

1. This corporation shall be known as the Electric Railroaders' Association, Inc.

ARTICLE II - OFFICES

1. The Association may have offices at such places as the Board of Directors may from time to time appoint, or as the business of the Association may require.

ARTICLE III - MEMBERSHIP

1. The members present at the annual Membership Meeting shall elect, by secret ballot, three active members to the standing Membership Committee.

2. Any person of good character who is in agreement with the aims of the Association as set forth in its Articles of Incorporation and these By-Laws, is eligible for membership in the Association and should address inquiries and applications for admission to the Membership Secretary, in care of the Association's National Offices. All applications shall be accompanied by the initiation fee and dues for one calendar year.

3. An applicant for membership shall be placed on the mailing list promptly upon receipt of his initiation fee and dues at the National Office. Unless an applicant requests otherwise, membership in the Association shall take effect as of the date on which the Membership Committee approves the applicant's application, in which case the newly admitted member shall receive all publications issued without charge to active members since the preceding January 1st and shall be entitled to all rights and privileges of active members from the date on which his application is approved. However, an applicant may request that his membership not take effect until the January 1st next following the date on which his application is approved, in which case the newly admitted member

shall not receive publications nor be entitled to any rights or privileges of active members until such following January 1st.

4. Each newly admitted member shall be subject to a probationary period for the first year after his admission. A separate sheet listing the names and addresses of all members of the Association admitted since the publication of the preceding list shall be mailed with every third issue of HEADLIGHTS, but a postponement in the mailing of a list for a period not to exceed one month's time may be authorized by the President. Any active member who objects to the permanent admission of a new member on probation may express his views in writing to the Board of Directors within five weeks after the mailing of the sheet on which the new member's name is listed. During a new member's probationary period the Association may, by majority vote of its Board of Directors, discontinue the new member's membership and refund his dues pro-rata. A person whose membership is so rescinded may appeal the decision of the Board of Directors by appearing at an annual Membership Meeting or special Membership Meeting called for that purpose and personally putting his case before the membership present who may, by majority vote of the members present and voting, grant membership to the applicant. The vote so taken by the membership present and voting shall be binding on the Board of Directors.

5. The Membership Committee may, after due consideration of an applicant's application, reject the same and refund any payments made by the applicant. A person so rejected may appeal the decision of the Membership Committee by appearing at an annual Membership Meeting or special Membership Meeting called for that purpose and personally putting his case before the membership present who may, by majority vote, grant membership to the applicant. The vote so taken by the membership present and voting shall be

binding on the Membership Committee.

6. Membership dues shall become due and payable each year on January 1st. A member who pays his renewal dues for the current year shall be classed as an active member of the Association for that year and shall be entitled to participate in all the activities of the Association. A member whose dues remain unpaid after thirty days shall cease to be an active member and shall be classed as an inactive member of the Association. Inactive members shall not vote in elections; they shall not hold office; they shall not be entitled to the free services and publications of the Association. Nothing in this section shall be construed to prohibit the Board of Directors from waiving initiation fees and annual dues for present or prospective members making substantial contributions of money, material, or services toward the advancement of the Association's aims and purposes.

7. There shall be three classes of active membership in the Association:

Honorary: Persons attaining civic, industrial, or other distinction, or rendering unusually high service to the Association may be awarded Honorary Membership. A person may be received into membership in the Association as an Honorary member, or Honorary Membership may be bestowed on a person who is already a member of the Association by converting his Regular or Auxiliary status into that of Honorary. Honorary memberships may also be awarded by a majority vote of the membership voting in a referendum held for this purpose. Honorary members shall be exempt from all financial obligations to the Association, but shall have all the rights and privileges of Regular Members.

Regular: A member paying the Regular annual membership dues shall be a regular member of the Association.

Auxiliary: A member paying a specified dues lower than the regular membership dues shall be an Auxiliary member of the Association.

Life: A member paying 20 times the regular dues shall be a Life member of the Association. Life members shall be exempt from all financial obligations to the Association, but shall have all the rights and privileges of Regular Members.

8. Rates for initiation fees and regular annual membership dues shall be established, increased, or decreased, by majority vote of the Board of Directors, subject to ratification by a majority vote of the membership cast in a referendum held for this purpose. Rates and fees for other classes of membership are established by a majority vote of the

Board of Directors. Honorary members and Regular members shall be entitled to receive free of charge those issues of HEADLIGHTS and ELECTRIC RAILROADS, but not ELECTRIC RAILROADS SPECIALS, published during the year by the Association.

9. Mr. E. J. Quinby shall hold the lifetime position of Honorary President and shall have the lifetime title of **Founder and Honorary President**.

10. At any time, a member may, by written notification to the Membership Secretary, withdraw and resign from the Association. When a member resigns he thereby waives all claims against the Association on behalf of himself, his heirs or assigns which may have arisen by reason of his membership in the Association.

11. A person whose membership is terminated under the provision of the preceding section shall, unless he otherwise directs, receive the publications distributed to Regular members for the remainder of the year. In no case shall a cash refund be made.

12. Membership in the Association may also be suspended for a specific period by affirmative vote of four or more members of the Board of Directors, provided, however, that the reasons therefor appear in the minutes of the Board meeting. Suspension shall take effect on the day of the Board's action and shall extend for the duration determined by the Board. The member whose membership is suspended under this provision may, upon written notification to the Membership Secretary, appeal to the members present at the next regular annual membership meeting. The members present at such meeting may, by a two-thirds majority, override the action of the Board, in which case the membership status of the member in question shall be restored and the member cleared of all charges. After the suspension period has expired the membership status of the suspended member shall be restored.

13. Membership in the Association may be revoked (a) by a two-thirds vote of the membership present and voting at an annual or special Membership Meeting provided, however, that the motion calling for revocation shall state the reasons therefor, or (b) by a unanimous vote of the Board of Directors provided, however, that the reasons therefor appear in the minutes of the Board meeting and provided, further, that the revocation be subject to ratification by a majority of the membership present and voting at an annual or special Membership Meeting. The person whose membership is sought to be revoked by either of the two above-described procedures shall be given

the opportunity to appear in person before the membership at the Membership Meeting and be afforded the chance to be heard in his own defense.

14. A person whose membership is terminated under the provisions of the preceding section shall elect whether to receive the publications distributed to Regular members for the remainder of the year for which his dues were paid, or whether, in the alternative, his dues shall be refunded pro-rata.

15. In order to maintain an active status, a member must keep the Membership Secretary advised of his current mailing address, to permit the mailing of meeting notices, ballots, or any other information as required by these By-Laws.

ARTICLE IV - MEMBERSHIP MEETINGS

1. The place of all meetings of the membership shall be the principal office of the Association, or such place as shall be determined, from time to time, by the Board of Directors, and the place at which such meetings shall be held shall be stated in the notice and call of the meeting.

2. The annual meeting of the membership shall be held during the month of October, or as soon thereafter as may be practicable.

3. Except where otherwise noted in these By-Laws, the voting at all meetings of the membership shall be by show of hands. At any meeting of the membership, every active member shall be entitled to one vote.

4. The order of business at the annual meeting of the membership shall be as follows:

- (a) Calling meeting to order.
- (b) Proof of notice of meeting.
- (c) Recording of attendance by the Membership Secretary.
- (d) Appointment of Parliamentarian.
- (e) Reading of minutes of last previous annual meeting and of special Membership Meetings if any were held since the last previous annual meeting.
- (f) Reports of Officers.
- (g) Reports of Committees.
- (h) Other reports, if any.
- (i) Election by plurality vote of the membership present and voting, of an Inspector of Elections for the 12 months commencing November 15th.
- (j) Election, by plurality vote of the membership present and voting, of the Membership Committee for the following year.
- (k) Election by plurality vote of the membership

present and voting, of the Nominating Committee for the following year.

- (l) Unfinished business.
- (m) New business.
- (n) Adjournment.

5. The Third Vice-President and Recording Secretary shall list at the conclusion of the official minutes of the annual meeting (a) any items of old business which could not be presented and acted upon due to a lack of a quorum or a lack of time, (b) any items of new business left on the agenda due to a lack of a quorum or a lack of time, and (c) any items of business as shall have been submitted in writing to the Third Vice-President and Recording Secretary or other Director at or before the conclusion of the meeting. All items on this list shall be termed Unfinished Business and shall be presented and acted upon, in the above order, at the next annual meeting before any new business is transacted.

6. Special meetings of the membership, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Chairman of the Board of Directors, or in his absence by any Vice-President, or by a majority of the Board of Directors, and shall be called at any time by any director upon the written request of 10% of the membership entitled to vote. Business transacted at all special meetings shall be confined to the objects stated in the call.

7. The Third Vice-President and Recording Secretary shall send a notice of the time and place of annual and special meetings of the membership not less than forty-five days prior to the meeting; he shall send all notices by mailing the same, with postage prepaid, to each member entitled to vote, and addressed to the member's last known post-office address.

8. A quorum at any annual or special meeting of the membership shall consist of twenty active members in person, and in the absence of twenty such members no business may be transacted. If a quorum be not present at a properly called Membership Meeting, the meeting may be adjourned by those present, and if a notice of such adjourned meeting sent to all members entitled to vote thereat, contain the time and place of holding such adjourned meeting and a statement of the purpose of the meeting, that the previous meeting failed for lack of a quorum, and that under the provisions of this section it is proposed to hold the adjourned meeting with a quorum of those present, then, at such adjourned meeting, except as may be otherwise required by law or provided in the Articles of Incorporation, any number of members entitled to vote

thereat shall constitute a quorum, and the votes of a majority of those present and voting at such meeting shall be sufficient to transact business.

9. After the attendance of a Membership Meeting has been recorded by the Membership Secretary, a Parliamentarian shall be appointed by the presiding officer. The Parliamentarian shall serve only at the Membership Meeting at which he is appointed. Questions of parliamentary procedure, or of interpretation of the Association's Articles of Incorporation, or By-Laws, shall be referred by the presiding officer to the Parliamentarian who shall in turn give advice on such questions to the presiding officer.

10. An Inspector of Elections shall be elected by plurality vote in a secret ballot at each annual Membership Meeting and shall serve until the following annual Membership Meeting. The Inspector of Elections shall receive and take in charge all ballots and shall decide all questions touching upon qualification of voters, and the acceptance and rejection of votes. In all elections, votes, and referenda, the Inspector of Elections shall keep the ballots for at least forty-five days from the date of the closing of the vote. If, within those forty-five days, he does not receive in writing a challenge to the vote and a demand for a recount of the ballots, the Inspector of Elections may destroy the ballots and the vote shall not be open to further challenges.

11. Any active member who does not believe he will be present at an annual or a special meeting of the membership may submit in writing to the Third Vice-President and Recording Secretary in advance of that meeting, any motion upon business appropriate to such meeting; if the member is not present at the meeting, the Third Vice-President and Recording Secretary shall introduce the motion under the appropriate order of business. Any active member present at such a meeting of the membership who cannot remain until the meeting is adjourned may submit in writing to the Third Vice-President and Recording Secretary at the time the member leaves the meeting, any motion upon business appropriate to such meeting, and the Third Vice-President and Recording Secretary shall introduce the action under the appropriate order of business.

12. Not later than November 12th, or fifteen (15) days after the meeting, whichever is later, the Third Vice-President and Recording Secretary shall prepare and distribute to all active members a synopsis of the meeting which shall include the names of all persons

elected or appointed to positions or committees, and shall list all non-procedural motions presented at the meeting, whether such motions passed or failed. No motion (excluding elections, appointments, and procedural motions) passed at the annual Membership Meeting shall take effect until fifty days after the meeting. If within fifty days after the meeting, the President receives from active members not present at the meeting, objections to the fact that a particular motion passed, failed, or was tabled, and the number of such objections to the disposition of any one motion total at least five percent of the active membership as of the date of the meeting, the President shall call for a referendum on such motion or motions. If a referendum is ordered on a motion which passed at the meeting, such motion shall not take effect pending the outcome of the referendum. On or before the sixty-fifth day after the meeting, the Membership Secretary shall mail to each active member a ballot pre-addressed in accordance with instructions from the Inspector of Elections. The Membership Secretary shall include with the mailing of the ballot the wording of the motion attacked, together with such statements in support of, and in opposition to, the motion as shall be drafted by a committee for, and a committee against, the motion. Referenda relating to different motions may be combined onto one ballot and statements concerning the different motions may be mailed together. A member wishing to vote on the referendum shall mark his ballot and shall mail it so that it is received by the Inspector of Elections no later than 100 days after the meeting. On the night of the one-hundredth day, the Inspector of Elections shall verify the ballots and tabulate the vote, and shall notify the Secretary of the results.

ARTICLE V - DIRECTORS

1. There shall be seven Directors of the Association. Six directors shall also be the first six officers of the Association. The titles of these six director-officers shall be:

- (a) President and Chairman of the Board of Directors;
- (b) First Vice-President;
- (c) Second Vice-President and Corresponding Secretary;
- (d) Third Vice-President and Recording Secretary;
- (e) Membership Secretary;
- (f) Treasurer.
- (g) The seventh director shall be known simply as Director and shall have no specific officer responsibilities.

2. Each director shall be elected for a term of one calendar-year, and shall be elected to fill a particular

director-officer position.

3. A director shall be at least 21 years of age, subject to the laws of the District of Columbia, and at least 12 months shall have elapsed between the date on which the membership committee approved his application and January first of the year in which the director is to serve. A director must maintain active membership status in the Association throughout the term of his office.

4. Each year at the annual Membership Meeting, the membership of the Association shall, by plurality vote in a secret ballot, elect to the standing Nominating Committee three persons, at least two of whom shall not then be serving on the Nominating Committee, provided, however, that no person shall be eligible to serve on the Nominating Committee unless he be an active member of the Association, nor shall a person who is a candidate for a directorship of the Association be eligible for election, or appointment, to the Nominating Committee.

5. The Nominating Committee shall present to the Membership Secretary not later than one week prior to the mailing of the notice of the annual Membership Meeting, a slate of at least two candidates for each directorship. The Nominating Committee shall be guided in selecting its slate of officers by the job descriptions set forth in Article VII of these By-Laws. The Third Vice-President and Recording Secretary shall cause to be included with the notice of the annual Membership Meeting, the Nominating Committee's slate of candidates, together with the wording of Article V, Section 6 of these By-Laws.

6. Twenty-five active members may nominate for a directorship a person not included in the Nominating Committee's slate of candidates for that directorship. Such nomination shall be by written petitions presented to the Membership Secretary not later than the closing of the annual Membership Meeting; but if the Meeting be adjourned, recessed, or continued to a later date, the petitions shall be presented to the Secretary not later than the closing of the first session of the Meeting. No person may sign the nominating petition for himself.

7. No person shall be nominated or run for a directorship under Sections 5 or 6 of this Article, nor shall any person be nominated, proposed, appointed, or elected to any office, position, post, or committee whatsoever, unless that person gives his prior approval to run for office and to serve if elected or appointed. No person holding any honorary office or title shall

hold a similar elective or appointive position.

8. In the event that between the date the Nominating Committee presents its slate of candidates to the Membership Secretary and the date on which the ballots are distributed to the members, the number of candidates selected by the Nominating Committee for a directorship becomes reduced to less than two for any reason whatsoever, including, but not limited to, the withdrawal or death of one or more candidates, or the withdrawal by the Nominating Committee of its endorsement of one or more candidates, the Nominating Committee which selected the original slate of candidates shall reconvene and shall endeavor to select replacement candidates sufficient in number to provide at least two Nominating Committee candidates for such directorship. In selecting replacement candidates, the Nominating Committee make take into consideration whether or not there are other candidates for such directorship whose names have been placed in nomination by petition, and the Nominating Committee may endorse any such candidate as its own replacement candidate if the Nominating Committee finds such candidate qualified for such directorship. The Membership Secretary shall delay distribution of the ballots as long as possible to enable the Nominating Committee to name replacement candidates, but in no case shall the distribution of ballots be delayed beyond November 12th, or fifteen (15) days after the annual Membership Meeting, whichever is later. In the event that after the ballots have been distributed a candidate withdraws or dies and such candidate is elected, the directorship to which such candidate was elected shall be a vacancy on the Board of Directors and shall be filled by the remaining newly elected directors in the manner prescribed in Article VI, Section 2 of these By-Laws.

9. The Membership Secretary shall prepare the final slate of candidates which shall include those candidates nominated by the Nominating Committee and those candidates duly nominated by petition in accordance with Section 6 of this Article. The Membership Secretary shall notify each candidate of his nomination and in each case request the candidate to prepare a biographical sketch not to exceed 150 words. No person shall be a candidate for two directorships at the same time, and if a person has been nominated for more than one position, the candidate shall make his choice and shall notify the Membership Secretary of his decision.

10. Not later than November 12th, or fifteen (15) days after the annual Membership Meeting, whichever is later, the Membership Secretary shall distribute to

each active member (a) a ballot listing the final slate of candidates and providing appropriate spaces for write-in votes, and (b) the biographical sketches of the candidates; the ballot shall be pre-addressed in accordance with instructions from the Inspector of Elections. A member wishing to exercise his franchise shall mark his ballot and shall mail it so that it will be received by the Inspector of Elections no later than December 27th, or sixty (60) days after the annual Membership Meeting, whichever is later.

11. The Inspector of Elections shall verify the ballots and tabulate the vote. The candidate receiving the largest number of votes cast for an office shall be the person elected.

12. Any member shall be permitted to campaign, advertise and electioneer in his own behalf, or in behalf of another, for or against a candidate or for or against any issue, and shall be permitted to use free the printing and addressing machinery of the Association for electioneering purposes, provided, however, that such use of Association facilities shall be at such times and in such wise as not to interfere with normal operations of the Association, and provided, further, that the cost of paper stock, ink, and postage, shall be borne by the member or members electioneering. No such electioneering material shall be mailed with any official business of the Association.

13. Fifty active members may, upon written petition addressed to the Second Vice-President and Corresponding Secretary, demand the recall of a director. As soon as he shall verify the authenticity of the petition and the membership status of the petitioners, but in any event no later than two weeks after he shall have received such a petition, the Second Vice-President and Corresponding Secretary shall mail all active members a ballot pre-addressed in accordance with instructions from the Inspector of Elections. The Second Vice-President and Corresponding Secretary shall include with the mailing of the ballot a statement of the charges of the petitioners against the director whose recall they demand, as well as a statement of defense by the director in question. A member wishing to vote on the question of the recall shall mark his ballot and shall mail it so that it will be received by the Inspector of Elections no later than six weeks after the Second Vice-President and Corresponding Secretary posted the ballots to the membership. On the night of the forty-second day after the Second Vice-President and Corresponding Secretary posted the ballots to the membership, the Inspector of Elections shall verify the ballots and tabulate the vote, and shall notify the

Second Vice-President and Corresponding Secretary of the results. A vacancy created by a recall under this Section shall be filled in accordance with the provisions of Article VI, Section 2 of these By-Laws.

ARTICLE VI - BOARD OF DIRECTORS

1. The management of all affairs, property, and business of the Association shall be vested in a Board of Directors, consisting of seven persons, who shall be elected as more fully set forth in Article V of these By-Laws, and shall hold office until their successors are elected and qualify. In addition to the powers and authorities by these By-Laws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these By-Laws directed or required to be exercised or done by the membership of the Association. The powers of the Board of Directors are in no way limited to the following enumerated powers, but the Board of Directors alone has the power to:

- (a) Select the place and time of the annual Membership Meeting in accordance with the provisions set forth above in Article IV, Sections 1 and 2.
- (b) Select the location for, and arrange the necessary leasing, or purchase of, space and facilities for the Association's National Offices and for the Sprague Memorial Library.
- (c) Issue keys to the Association's National Offices and to the Sprague Memorial Library.
- (d) Permit, at specified times, or deny use of the Association's National Offices and facilities to individuals, E.R.A. divisions, or other organizations.
- (e) Issue and revoke Division charters in accordance with the provisions of Article VIII of these By-Laws.
- (f) Authorize affiliation with other organizations having aims, purposes, and interests similar to those of the Electric Railroaders' Association, Inc.
- (g) Authorize disposal of old records of the running of the Association's affairs, such as accounts, ballots, bank statements, etc. But, the Board of Directors shall not dispose of permanent historical records such as National office correspondence files, minutes of meetings, etc.
- (h) Authorize any special, irregular, non-operating expenditures by the Association in excess of \$10.00.
- (i) Elect the officers of the Association as set forth in Article VII of these By-Laws.
- (j) Fill vacancies to committees elected at Membership Meetings.
- (k) Select the printers of E.R.A. publications, giving particular attention to the recommendations of the Editors of E.R.A. publications.

(l) Establish advertising rates in E.R.A. publications.

(m) Approve or disapprove of subject matter for publication in ELECTRIC RAILROADS. Approve or disapprove of subject matter for publication in HEADLIGHTS, although the Board of Directors may delegate this authority to the Editor of HEADLIGHTS.

(n) Authorize the publication and distribution of such other bulletins and material as the Board of Directors sees fit.

(o) Designate as ELECTRIC RAILROADS SPECIALS those issues of ELECTRIC RAILROADS which because of their unusual size cannot be distributed free to the members without adversely affecting the financial status of the Association.

(p) Except as noted in Article V, Section 12 of these By-Laws, authorize use of the Association's file of Addressograph plates by members and/or outside organizations.

(q) Reimburse agents to operate on the Association's behalf without a referendum.

2. Except as noted herein, all vacancies in the Board of Directors, whether caused by resignation, death, or otherwise, may be filled by the remaining director or a majority of the remaining directors attending a stated or special meeting called for that purpose, even though less than a quorum be present. A director thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor, and until his successor is elected and qualifies.

3. Regular meetings of the Board of Directors may be held at the National Offices of the Association, or at such other place or places as the Board of Directors may from time to time designate. The Third Vice-President and Recording Secretary shall give notice of meetings to all Board members by mail not less than seven days in advance of the meeting. Regular meetings of the Board of Directors shall be held at least once every two months.

4. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors, or by any two directors, to be held at the National Offices of the Association, or at such other place or places as the directors may from time to time designate. Notice of all special meetings of the Board of Directors shall be given to each director by whatever means is practical, i.e., by letter, telegraph, telephone, or personally. No special meeting of the Board of Directors may be held if any director objects to the time or place of the meeting.

5. A quorum at all meetings of the Board of Directors

shall consist of a majority of the whole Board. Where not otherwise specified in these By-Laws, the Board of Directors shall transact its business by a majority vote of those present; when a unanimous vote is specified, it refers to a unanimous vote of the directors present.

6. All meetings of the Board of Directors shall be open meetings, and a notice specifying the time and place of the next meeting of the Board of Directors shall be affixed in a prominent place in the Association's National Office by the 3rd Vice-President and Recording Secretary at least 7 days prior to the meeting, except in the event of special meetings of the Board of Directors in which case the notice shall be exhibited as soon as the meeting is summoned. Any active member of the Association may attend meetings of the Board of Directors and may ask to be heard by the directors. However, the Board of Directors may hold executive sessions to the exclusion of all but directors, and the person or persons directly concerned with the question under discussion. But in any event, minutes of all meetings and sessions must be kept by the Third Vice President and Recording Secretary and these minutes shall be available for inspection in accordance with the provisions of Article X, Section 1 of these By-Laws.

7. Standing or temporary committees may be appointed from its own number or from the membership by the Board of Directors from time to time, and the Board of Directors may from time to time invest such committees with such powers as it may see fit, subject to such conditions as may be prescribed by such Board. In addition to the two standing committees - the Membership Committee and the Nominating Committee - to which persons are elected by the membership at the annual Membership Meetings in accordance with the provisions of Articles III and V of these By-Laws, the membership may, by the passage of a motion at the annual or special Membership Meetings, direct the Board of Directors to establish a committee or committees for a specified purpose or purposes. Unless otherwise specified in the motion, the Board of Directors shall determine the size and term of existence of the committee, and shall make the appointments to the committee. Throughout its term of existence, the committee shall be subject to the Board of Directors and shall make such reports to the Board as the Board may from time to time require. The committee shall make its final report to the membership at an annual or special Membership Meeting. Except where a committee must issue a report by a stated deadline, no committee shall cease its work or render a final report without notifying and consulting all the members of such committee that the

committee is about to terminate its work. All committees shall keep regular minutes of the transactions of their meetings, and shall cause them to be recorded in books for that purpose in the office of the Association.

8. No stated salary shall be paid to directors, as such, for their services, provided, however, that nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor under Article VII, Section 11 of these By-Laws.

9. The Association shall indemnify any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers or a director or officer of the Association, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any By-Law, agreement, vote of the membership, or otherwise.

ARTICLE VII - OFFICERS

1. The officers of the Association shall be a President, a First Vice-President, a Second Vice-President and Corresponding Secretary, a Third Vice-President and Recording Secretary, a Membership Secretary, a Treasurer, a Chairman of the Trip and Convention Committee, a Librarian, a Manager in Charge of Publication Sales, a Circulation Manager, an Overseas Liaison Officer and Editor of HEADLIGHTS, and an Editor of ELECTRIC RAILROADS. The President, the Vice-Presidents, the Membership Secretary, and the Treasurer shall be members of the Board of Directors and shall be elected to their six separate directorships in the manner prescribed in Article V of these By-Laws. The other officers shall be elected for the calendar-year by the directors at their January meeting and shall hold office until their successors for the next calendar-year are elected and qualify.

2. The President shall preside at annual and special meetings of the membership, shall have general supervision of the affairs of the Association, shall sign or countersign all contracts and other instruments of the Association as authorized by the Board of

Directors, shall make reports to the Board of Directors and to the membership, and shall perform all such other duties as are incident to his office or are properly required of him by the Board of Directors. The President shall also be Chairman of the Board of Directors and shall preside at all meetings of the Board of Directors.

3. The Vice-Presidents, in the order listed in Section 1 of this Article, shall exercise the functions of the President during the absence or disability of the President. In addition, the Third Vice-President and Recording Secretary shall keep the minutes of membership meetings and of meetings of the Board of Directors, shall issue notices of all meetings except that notices for special meetings of Directors called at the request of two directors as provided in Article IV, Section 4 of these By-Laws may be issued by such Directors, and shall perform such other duties in connection with membership Meetings as are set forth in Article IV of these By-Laws, the Third Vice-President and Recording Secretary shall oversee all matters relating to local divisions, and each Vice-President shall have such other powers and discharge such other duties as may be assigned to him from time to time by the Board of Directors.

4. The Second Vice-President and Corresponding Secretary shall have charge of the seal and the books of the Association, shall handle all correspondence of the Association, shall conduct Membership Meetings in the absence of the President and First Vice-President, and shall make such reports and perform such other duties as are incident to his office, or are properly required of him by the Board of Directors. The Second Vice-President and Corresponding Secretary will be the official, legal Secretary of the Association.

5. The Treasurer shall have the custody of all moneys and securities of the Association and shall keep regular books of account. He shall disburse the funds of the Association in payment of the just demands against the Association, or as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors from time to time as may be required of him, an account of all his transactions as Treasurer and of the financial condition of the Association. He shall conduct Membership Meetings in the absence of the other directors, and shall perform all duties incident to his office or which are properly required of him by the Board of Directors. The Treasurer shall, by virtue of his office, be a member of the Trip and Convention Committee.

6. The other officers of the Association shall perform those duties, incident to their offices, as shall be defined, from time to time, in Memoranda promulgated by the Board of Directors.

7. In the case of absence or inability to act of any officer of the Association and of any person herein authorized to act in his place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer, or any director or other person whom it may select.

8. Vacancies in any office arising from any cause may be filled by the directors at any regular or special meeting.

9. The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. The Second Vice-President and Corresponding Secretary, the Membership Secretary, and the Treasurer may delegate specific parts of their work other than of an executive nature, to assistants responsible to them. Any such delegation extending beyond one month's time shall be subject to approval of the Board of Directors, and in no case may the period of the delegation extend beyond the term of office of the person who made the delegation.

10. For outstanding service to the Association, a member may be appointed as an Honorary Officer. Honorary officers shall be awarded only by a two-thirds vote of the membership present at an annual or special Membership Meeting, ratified by a unanimous vote of the Board of Directors.

11. No stated salary shall be paid to directors, officers, or agents, as such, for their services, provided, however, that nothing herein contained shall be construed to preclude any director, officer, or agent from being employed or engaged by the Association in a special or unique capacity and receiving compensation therefor, such employment or compensation to be only on the approval of a majority of the membership voting in a regular or special referendum.

12. The officers of the Association shall hold office until their successors are chosen and qualify. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors.

13. The Board of Directors may, by resolution, require any and all of the officers to give bonds to the Association, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with other conditions as may from time to time be required by the Board of Directors.

ARTICLE VIII - DIVISIONS

1. Ten active members residing in the same area or locality may petition the Board of Directors to establish a local division in that region. The Board of Directors shall hold open hearings on the petition at which time all interested parties, including the petitioners, shall be heard. In deciding whether or not the proposed division should be established, the Board of Directors shall consider all factors pertinent to insure that the division, if created, will continue to exist and flourish well into the future.

2. Pending completion of its deliberations into the merits of the petition, the Board of Directors may, by unanimous vote, issue the petitioners a Temporary Division Charter good for one year after issuance unless revoked earlier by unanimous vote of the Board of Directors. Temporary Division Charters may be renewed until such time as the Board of Directors either rejects the petition or issues a Permanent Division Charter.

3. After due consideration of the petition, the Board of Directors may, by unanimous vote and with or without having first issued a Temporary Division Charter, issue the petitioners a Permanent Division Charter.

4. Permanent Division Charters shall be revoked only by a unanimous vote of the Board of Directors, ratified by a two-thirds vote of the membership present and voting at an annual or special Membership Meeting. The motion to revoke the Charter shall state the reasons therefor.

5. Except as set forth below, a Division shall administer all its affairs - administrative, social and financial - completely independently and without interference of any kind from the parent Electric Railroaders' Association, Inc.

(a) No person shall be a member in a Division unless he be an active member in the parent Electric Railroaders' Association, Inc.

(b) No person shall hold office in more than one Division at a time.

(c) Each division shall submit a report to the Third Vice-President and Recording Secretary annually, at

least 30 days before the date of the annual Membership Meeting, which shall contain: 1.- a list of current division members, 2.- a list of current division officers, and 3.- a description of such activities the Division has engaged in during the year.

6. A Division may undertake and engage in all activities and programs as are consistent with the aims and policies of the parent Electric Railroaders' Association, Inc., but engaging in programs or activities contrary to the known policies of the parent Electric Railroaders' Association, Inc., shall be grounds for the immediate revocation of the Division's Charter. For the governance of its affairs, a Division may enact such By-Laws and resolutions as are necessary and desirable, but no By-Laws or resolution shall be in conflict with the aims and purposes of the parent Electric Railroaders' Association, Inc.

7. A Division may perform any of its activities jointly with other organizations whose aims and purposes are not in conflict with those of the parent Electric Railroaders' Association, Inc. A Division may affiliate itself with conferences composed of other organizations as members, but if such conference undertakes any action or policy in conflict with the aims and policies of the parent Electric Railroaders' Association, Inc., this shall terminate the Division's affiliation in that conference forthwith.

8. Although a Division shall be completely autonomous in all respects except as noted in the preceding sections, a Division may call upon the parent Electric Railroaders' Association, Inc., for advice, suggestion, and assistance other than of a financial nature. In addition, a Division may elect one of its members to be the Division's representative at meetings of the Board of Directors of the Electric Railroaders' Association, Inc. Except that the representative shall be a member in good standing of the Electric Railroaders' Association, Inc., each division shall be free to determine for itself the qualifications of its representative. Division representatives may participate, except at executive sessions, in all discussions at meetings of the Board of Directors of the Electric Railroaders' Association, Inc., but in no case shall a Division representative be entitled to vote in any manner before the Board of Directors.

ARTICLE IX - FINANCE

1. Liabilities shall not be incurred beyond the debt limit, which limit shall be the difference between the total liquid assets and the total outstanding obligations and commitments.

2. No assessment shall be levied unless applied to capital improvements. Such assessments shall be levied only if voted by the Board of Directors, and ratified by a two-thirds vote of the membership present and voting at an annual or special Membership Meeting.

3. No funds of the Association shall be appropriated as wages, nor shall property of the Association be distributed in lieu of wages, to members, for voluntary routine assistance in the affairs of the Association.

4. The monies of the Association shall be deposited in the name of the Association in such bank or banks or trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check signed by persons designated by resolution of the Board of Directors.

5. The fiscal year of the Association shall begin on the first day of January in each year, unless otherwise provided by the Board of Directors.

ARTICLE X - BOOKS AND RECORDS

1. The books, accounts, and records of the Association, except as may be otherwise required by the laws of the District of Columbia, may be kept outside of the District of Columbia, at such place or places that the Board of Directors may from time to time appoint.

2. The accounts and books of the Association shall be open to the inspection of the membership, and any active member, provided he shall be accompanied by a director of the Association, shall have the right to inspect any account, book, or document of the Association except those of a personal nature.

3. Any active member or his deputy may have access, at a time or times mutually convenient to the Membership Secretary of the Association and applicant, to the file of addresses of members of the Association in good standing.

ARTICLE XI - NOTICES & REFERENDA

1. Whenever the provisions of the statute or these By-Laws require notice to be given to any director, officer, or member, they shall not be construed to mean personal notice; such notice may be given in writing by depositing the same in a post-office or letter box, in a post-paid communication, addressed to such director, officer, or member at his or her address as the same appears in the books of the Association, and the time

when the notice shall be mailed shall be deemed the time of the giving of such notice.

2. Statements in support of, or in opposition to, any actions taken for which referenda are provided, shall be listed to a maximum of 700 words.

ARTICLE XII - SEAL

1. The corporate seal of the Association shall consist of concentric circles, between which shall be the name of the Association and date of founding, and in the center of which shall be inscribed the date and place of incorporation of the Association.

ARTICLE XIII - PROCEDURE

1. In silence of these (or any division) By-Laws, *Robert's Rules of Order* or Parliamentary Procedure shall govern except that procedural motions to table, postpone, defer, recommit, or any other similar motion which, in the opinion of the presiding officer of the meeting, (or Parliamentarian in the case of the Membership Meetings), are made to prevent a due consideration and vote on a proper issue, shall not be accepted.

ARTICLE XIV - AMENDMENT OF BY-LAWS

1. **Amendments** as used in this Article shall include alterations, additions, deletions, repeals of the By-Laws, and the adoption of new By-Laws.

2. Amendments of the By-Laws shall be adopted only by a two-thirds vote of the active members present and voting at an annual or special meeting of the membership, except as provided in Section 7 of this Article.

3. The text of an amendment of the By-Laws to be proposed at an annual Membership Meeting shall be filed with the Third Vice-President and Recording Secretary not later than August 1st, and the Third Vice-President and Recording Secretary shall include the text of the proposed amendment in the notice of the annual meeting.

4. At an annual meeting, amendments of the By-Laws shall be restricted to (a) those proposed amendments the texts of which were included in the notice of the meeting, (b) amendments within the scope of the amendments proposed and announced in the notice of the meeting, (c) alternative amendments to the amendments proposed and announced in the notice of the meeting, and (d) such other and further amendments of the By-Laws as are necessary to keep

the By-Laws consistent with any amendments adopted at the meeting. The texts of amendments proposed under (b), (c), or (d) of this section need not be included in the notice of the meeting.

5. Subject to the provisions of Section 6 of this Article, amendments of the By-Laws shall be considered at special meetings of the membership only if the purpose of the meeting is to revise the By-Laws. If a special meeting of the membership is called for the revision of specified sections of the By-Laws, the notice of the meeting shall include the text of the proposed amendments, and amendments of the By-Laws at the special meeting shall be restricted in accordance with the provisions of the preceding section of this Article. However, if the special meeting of the membership is called for the revision of all of the By-Laws, the notice of the meeting shall include the text of the proposed amendments, but amendments of the By-Laws at such special meetings shall not be restricted in any way.

6. Where a special meeting of the membership is called for a purpose other than the revision of all or part of the By-Laws, amendments of the By-Laws may be proposed and adopted provided such amendments are occasioned by action taken and approved at the meeting, and are necessary to carry out the measures adopted at the meeting.

7. In an emergency, amendments of the By-Laws may be proposed by the Board of Directors upon the affirmative vote of five directors. The text of the proposed amendments and a brief statement explaining the changes and the reasons therefor, shall be mailed to the membership together with a ballot pre-addressed in accordance with instructions from the Inspector of Elections. A member wishing to exercise his franchise shall mark his ballot and shall mail it to the Inspector of Elections as addressed thereon. The Inspector of Elections shall count the ballots received by him up to and including the 45th day after the mailing of such ballots.

NOTE: The foregoing copy of the By-Laws is based upon the 1967 text and all amendments adopted from 1969 through the 1996 annual Membership Meeting. It is believed that the text is correct and that the amendments as entered accurately reflect the intent of the membership. Further corrections and suggestions are invited. Please direct any comments to the Third Vice-President & Recording Secretary.
—WKG