

# **BYLAWS OF THE RICHMOND, FREDERICKSBURG AND POTOMAC RAILROAD HISTORICAL SOCIETY**

## **Article I – Name:**

The name of this organization shall be the Richmond, Fredericksburg and Potomac Railroad Historical Society.

## **Article II. Purpose:**

The purpose of the Society shall be to promote and preserve the history of the Richmond, Fredericksburg & Potomac Railroad through education, historical and technical research, preservation and modeling.

## **Article III - Membership:**

### Section 1: Eligibility

Membership in the Society shall be open to any person with an interest in any aspect of the RF&P.

### Section 2: Types of Membership

There shall be 4 classes of membership: Charter, Regular, Sustaining and Honorary.

- A. Charter members may vote and hold office, and participate in all activities of the Society. Charter members shall receive all periodic publications of the Society.
- B. Regular members may vote and hold office, and participate in all activities of the Society. Regular members shall receive all periodic publications of the Society.
- C. Sustaining members may vote and hold office, and participate in all activities of the Society. Sustaining members shall receive all periodic publications of the Society.
- D. Honorary Membership may be bestowed on an individual by a vote of the membership at any regular meeting of the Society.

### Section 3: Dues Year

Payment of dues shall be on a calendar year basis.

### Section 4: Society Dues

The amount of dues shall be enacted by the vote of the membership assembled, not to be less than \$20 per person per year. Charter and Regular members shall pay the primary rate, while Sustaining members shall pay a premium rate at least 50% above the primary rate. Dues may be changed at the annual meeting of the Society for the following calendar year.

### Section 5: Voting

Every dues-paying member shall be entitled to one vote.

## **Article IV: Officers:**

### Section 1: Offices

A. Elected Offices

The Society shall annually elect a President, Vice-President, Secretary, Treasurer, and an Officer-at-large. These offices shall constitute the Executive Committee.

B. Appointed Offices/Chairmen

**In addition, the Society may have the following appointed offices, each appointed by the Executive Committee if they deem necessary: Newsletter Editor and Membership Chairman.**

Section 2: Terms of office

Terms of office for the President, Vice-President, Secretary, Treasurer, and Officer-at-Large shall be for one full year following elections for their respective offices. All officers are eligible for reelection in successive terms.

Section 3: President

The President shall preside over all Meetings of the Society. He shall also preside over meetings of the Executive Committee of the Society. Unless otherwise stated in these bylaws, the President shall have the power to appoint committees.

In addition, the President, with the advice of the Executive Committee, may appoint persons for specific purposes. These appointees serve at the discretion of the Executive Committee for the duration of the current term of office.

Section 4: Vice-President

The Vice-President shall preside in the absence of the President. In the case of a Vacancy in the office of President, the Vice-President shall become President, and the Vice-President filled by Section 10 of this Article.

Section 5: Secretary:

The Secretary shall be responsible for all Society correspondence. The Secretary shall also keep a record of all Meetings of the Society.

Section 6: Treasurer:

The Treasurer shall keep record of all finances of the Society. This may include, but not be limited to, a bank account, petty cash, and dues. The Treasurer shall report to the Society on a regular basis on its financial affairs, and prepare an annual report to present to the membership at the Annual meeting.

Section 7: Officer-at-Large

**The Officer-at-Large shall hold a seat on the Executive Committee, and perform other duties as set by the Executive Committee.**

Section 8: Newsletter Editor

**The Editor shall oversee the compilation of a Society newsletter, in such quantity as directed by the Executive Committee of the Society.**

Section 9: Membership Chairman:

The Membership Chairman shall be responsible for maintaining the membership list, processing applications and renewals, forwarding all funds received to the Treasurer, and providing the Executive Committee and Editor with the most current list.

**Section 10: Vacancies:**

Any elected vacancy shall be filled by simple majority of the members present and voting at the next regular meeting of the Society, for the remainder of the term.

**Section 11: Removal:**

Any elected officer can be removed from office by a two-thirds vote at a regular meeting of the Society. Said officer shall have the right to speak in his defense prior to such a vote.

**Section 12: Nominations:**

The Executive Committee shall appoint a Nominations committee at least eight weeks prior to the Annual meeting of the Society. This committee shall report back a slate of officers at least four weeks prior to the Annual meeting.

**Section 13: Elections:**

Elections shall be held once yearly by mail ballot prior to the Annual meeting of the Society. Election shall be by secret ballot, and each office shall require a Plurality of votes cast for that office. The Nominating Committee shall tabulate election results at the Annual meeting. In case of a tie, a second ballot shall be held between the tied candidates by the members present and voting at the Annual meeting.

**Article V - Meetings**

**Section 1: Annual Meeting**

An annual meeting shall be held once yearly.

**Section 2: Meeting Frequency**

Regular meetings of the Society shall be held at least twice per year. The annual meeting shall count toward this requirement.

**Section 3: Quorum:**

To conduct business, the following conditions must be met:

**A. Regular meeting:**

- i. Seven-days notice of the meeting
- ii. At least two elected officers must be present and
- iii. The lesser of:
  - (a) At least ten members at large must be present or
  - (b) A majority of the dues-paying membership must be present

**B. Executive Committee:**

A majority of the Executive Committee shall be necessary to conduct business

#### Section 4: Majority

##### A. Regular Meetings and all other Committees:

All business must carry by simple Majority.

##### B. Executive Committee:

All business must carry by an absolute Majority of the Executive Committee, regardless of how many are present.

### **Article VI. Finances**

#### Section 1. Disbursement of funds

Any expenditure of non-budgeted society funds greater than \$200 shall require the vote of the membership at any regular meeting of the society. Any expenditure less than \$200 may be authorized by a majority vote of the Executive Committee. The Treasurer shall sign all notes and drafts of the Society. The President shall countersign all notes and drafts that exceed \$50.

#### Section 2: Deposit of Funds

Any monies received by the Society shall be kept in a bank account as recommended by the Treasurer and approved by the Executive Committee.

#### Section 3: Annual Budget

The Treasurer shall present an annual budget for consideration and adoption at the annual meeting of the Society.

#### Section 4: Annual audit

The Treasurer shall submit the Society financial records to an audit committee for review every year.

### **Article VII. Amendment**

#### Section 1: Initial Adoption

Upon an affirmative vote of two-thirds of those present and voting, these bylaws shall be effective immediately.

#### Section 2: Amendments at a meeting

These by-laws may be amended at any regular meeting of the Society, provided notice has been given to the membership. Any and all amendments require a two-thirds affirmative vote of the members present.

#### Section 3: Amendments by Proxy:

Should the Executive Committee deem it necessary between regular meetings of the Society, Amendments may also be handled via the mailing of ballots to all regular members. A two-thirds affirmative vote of those ballots returned by the deadline set by the Executive Committee shall be required for passage.

#### Section 4: Revisions Committee

A Bylaws Revisions committee shall be formed every three years to review these Bylaws. They shall report their recommendations to the membership at the next meeting of the Society. In the intervening years, the President may appoint a committee at any time to review and revise these bylaws at his discretion. Any report such a committee may make shall be considered notice.

**Article VIII. Parliamentary Authority**

The current edition of *Robert's Rules of Order, Newly Revised* shall govern in all cases where applicable, and where not inconsistent with these bylaws or any special rules the Society may adopt.