

BY-LAWS OF THE SOUTHERN OREGON RAILWAY HISTORICAL SOCIETY

ARTICLE ONE MEMBERSHIP

Section 1: Membership in the Southern Oregon Railway Historical Society, herein after known as S O Rail, shall consist of four classes of members, designated as follows: Regular, Student, Youth, and Family. The manner of appointment of members of each shall be as follows: (1) All applications for membership shall be on the S O Rail's membership form and shall be accompanied by the full amount of S O Rail dues as applicable. Applications for Youth and Student members under sixteen years of age must include the signature of a parent or guardian. (2) The application for membership, accompanied by the dues, shall be submitted to any Board Member. (3) The Board Member shall review the application and shall present the application with their recommendation at the next convenient Board of Directors meeting. (4) The request for membership must be approved by a majority of the Board. (A member shall escort the applicant from the meeting during the discussion and vote.) (5) Upon acceptance of the application by the membership the Treasurer shall enter the name and address of the new member on S O Rail's roster, make an account for the new member, and, at the request of the new member, forward applicable dues and application to the National Railway Historical Society, herein after known as the Society. (6) If the application is rejected by the Board, the Treasurer shall return the application and collected dues to the applicant.

Section 2: A. Dues: (1) The dues of S O Rail shall be set by the Board of Directors, with the consent of the membership, and may be changed as the conditions warrant. (2) Annual dues shall cover the period from January 1 to December 31 of each calendar year. (3) A person applying for membership after September 1 shall pay a full year's dues which will cover the balance of the current year and the entire next year.

B. Special Assessments. The Board of Directors, with a two-thirds (2/3) concurrence of the Regular members present at any annual, regular or special meeting or a two-thirds (2/3) majority "yes" vote of returned mail ballots may levy a special assessment on the members.

Section 3: Qualifications of members. The qualifications of members shall be as follows: Any person of good character, interested in the railroad hobby and the objectives of S O Rail, shall be eligible for membership. Regular Members must be at least sixteen (16) years of age. Youth Members shall be five to twelve (5 to 12) years of age. Student Members shall be thirteen to twenty-four (13 to 24) years of age. No person under twenty-one (21) years of age shall be eligible to hold any elected office.

Section 4: Privileges of membership. Regular and Student members shall, if in good standing, have the right to vote on all matters placed before S O Rail for a vote and shall, if 21 or over, have the right to hold elected office. In addition, all Regular, Student, and Youth members shall receive the S O Rail's official publication and shall be able to participate in all projects and activities of S O Rail. Youth members may not vote. Family members shall have the right to participate in all projects and activities of S O Rail, but may not vote, hold elected office, or receive the S O Rail's official publications. Family members may receive official publications via email.

Section 5: The annual meeting of the membership of S O Rail shall be held on the second Tuesday of January of each year or as scheduled. The business of the annual meeting shall include the annual report and installation of new officers. Special meetings of the membership maybe called by the President of the Board of Directors or by submittal of a written request for a special meeting to the President or Secretary by at least five (5) Regular members. Regular meetings may be held each month in accordance with an adopted meeting schedule. All membership meetings shall be conducted in accordance with Robert's Rules of Order, Revised. The President may appoint a parliamentarian who shall be conversant with Robert's Rules of Order, Revised, and who shall provide guidance for the proceedings of membership meetings. The date and/or location of a regular meeting maybe changed because of a conflict or unavailability of meeting rooms, or the meeting canceled altogether if at least 10 days written or email notice is provided to the membership. A regular meeting may be canceled by lack of a quorum to transact business or by a simple majority vote of the Regular members present.

Section 6: The Regular and Student members present at any annual, regular, or special meeting of S O Rail of which due notice has been given, consisting of not less than six (6) persons, shall constitute a quorum for the transaction of business. Each Regular and Student member in good standing shall be entitled to vote on each matter submitted to a vote of the members. No proxy votes may be submitted. To be in good standing, a Regular or Student member shall be current with dues and owe no debts or obligations to S O Rail.

Section 7: Elections of officers, changes to the bylaws, and any other business requiring a vote of the membership may be held using mail in ballots at the discretion of the Board of Directors. Such ballots will be mailed one to each Regular and Student member in good standing at least one month before the close of voting.

Enclosing the ballot in the newsletter, other mailing or email communication to Regular and Student members shall be deemed sufficient if the time constraint is met. Return envelopes marked "Ballot" will be provided with the ballots. Any ballot returned in the envelope provided will be deemed as submitted by a Regular or Student member in good standing. The Board of Directors shall appoint an election judge who will receive the unopened ballots and perform the count. The election judge will report the counts and turn all ballots over to the Board of Directors at the next scheduled meeting after the close of voting that a Board of Directors quorum is present.

Section 8: If the actions of any member of S O Rail should be deemed detrimental to the reputation or welfare of the S O Rail, that member may be removed by a two-thirds (2/3) vote of the Regular and Student members present at any annual, regular or special meeting of the membership. Notice of such a proposed removal must be given to the member sought to be removed at least seven (7) days prior to the meeting at which the question is to be voted. A certified letter to the last known address of the member to be voted upon, postmarked at least seven (7) days prior to the meeting at which the question is to be voted upon shall be deemed sufficient notice. Dues paid by a removed member shall be refunded on a prorated basis unless said member has incurred a debt with the Chapter. A person removed from membership shall be deemed eligible for reinstatement after a period of one calendar year from the date of removal upon submittal of an application for membership with the procedures and provisions contained therein. Any person removed from membership in S O Rail may continue to hold membership in the Society.

ARTICLE TWO MANAGEMENT

Section 1: A two-thirds (2/3) majority "yes" vote of the Regular and Student members present at any annual, regular or special meeting of the membership or a two-thirds (2/3) majority "yes" vote of returned mail ballots shall be required to alter, amend or repeal the bylaws or adopt new bylaws of S O Rail. A two-thirds (2/3) majority "yes" vote of the entire Regular and Student membership shall be required to amend the Articles of Incorporation or to dispose of more than fifty (50%) percent of the capital assets of S O Rail. A simple majority "yes" vote of Regular and Student members present at any annual, regular or special meeting of the membership or a majority "yes" vote of returned mail ballots shall be required to dispose of less than fifty (50%) percent of the capital assets of S O Rail. A simple majority of Regular and Student members present at any annual, regular or special meeting of the membership or a majority "yes" vote of returned mail ballots shall be required to approve such resolutions as the membership may deem necessary in guiding the affairs of S O Rail.

Section 2: A. The business and property of the S O Rail shall be managed by a board of five (5) directors. The directors are the officers of the corporation. The five (5) elected directors of the corporation shall be elected by a majority vote of the Regular and Student members of S O Rail present during the December meeting of the year immediately preceding the term of office or by a majority vote of a mail in ballot election ending before the December meeting of the year immediately preceding the term of office. Their titles shall be President, Vice-President, Secretary, Treasurer and National Director. Any Regular or Student member present at the October meeting may submit into nomination the name of any other Regular or Student (if 21 years of age or older) member in good standing. All nominations must be seconded. A person may decline a nomination. The Board of Directors may appoint a Nominating Committee to seek nominees if they deem it necessary. No person may hold more than one elected or appointed office at the same time. The directors elected in December shall take office during the business portion of the annual meeting.

Section 3: The term of office of the directors of the corporation shall be one year, commencing at the January annual meeting and ending upon replacement by election or appointment, as applicable.

Section 4: The Board of Directors shall meet at its pleasure. The meetings of the Board shall be open to the membership; the Board of Directors shall make an effort to notify the membership of Special Board meetings. All Board Members will be notified in advance of a Special Board meeting. Emergency Board Meetings may be held after notifying all Board Members; only issues of an emergency nature may be discussed at such a meeting. The form of the meetings of the Board of Directors shall be at the discretion of the President.

Section 5: Each member of the Board of Directors shall possess one vote in matters coming before the Board. The President shall vote only to break a tie. All voting at meetings of the Board of Directors shall be by each director in person and voting by proxy shall not be allowed. Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business at a Board of Directors meeting.

Section 6: Any director may be removed from office by a two-thirds vote of the members at any annual, regular or special meeting of the membership of S O Rail. Notice of the proposed removal of a director must be given to such director seven (7) days prior to the date of the meeting at which such removal is to be voted upon. Such

notice to the director must state the cause for the proposed removal. A certified letter to the last known address of the Director in question, postmarked at least seven (7) days prior to the meeting at which the removal is to be voted upon, shall be deemed sufficient notice.

Section 7: Unexcused absence from three consecutive meetings of the Board of Directors shall be due cause for removal of a director.

Section 8: Any vacancy occurring on the Board of Directors by reason of the death, resignation, or removal of a director shall be filled by appointment by the Board of Directors. Such appointee shall serve during the unexpired term of the director whose position has become vacant and assume the title and duties of that position.

ARTICLE THREE DUTIES OF OFFICERS

Section 1: The President shall supervise all activities of the corporation, execute all instruments in its behalf, preside at all meetings of the Board of Directors and of the membership of S O Rail, call such meetings of the membership and of the Board of Directors as shall be deemed necessary, assign members and committees as needed to carry out the activities of S O Rail and receive reports at the proper completion of all duties assigned to other officers.

Section 2: The Vice-President shall act for the President in his absence and perform such other duties as the President may direct.

Section 3: The Secretary shall keep all records of the Board of Directors and S O Rail, handle all correspondence to and from S O Rail with the consent and approval of the President and perform such other duties as the President may direct.

Section 4: The Treasurer shall receive and be accountable for all funds belonging to S O Rail, pay all obligations incurred by S O Rail when payment is authorized by the Board of Directors, and render periodic financial reports.

Section 5: The National Advisor shall be the representative of S O Rail to the National Railway Historical Society in accordance with the Society bylaws.

ARTICLE FOUR EFFECTIVE DATE

These bylaws shall become effective immediately upon acceptance by the membership.