

Rochester & Genesee Valley Railroad Museum, Inc. Bylaws

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Article I - Name and Objective

1. The Corporation (hereinafter referred as Rochester & Genesee Valley Railroad Museum, or RGVRRM) is a non-profit. It is constituted for educational, scientific and historical purposes relative to all phases of railroading. These purposes shall be furthered by the study and publication of scientific and historical reviews about railroading. In addition, the Corporation shall preserve and/or operate items of railroading that have a historical, scientific or educational nature. Examples (not limiting) of such items include stations, rolling stock, locomotives, engines, passenger cars, books and equipment of every description relating to railroading. The purpose also includes the promoting and conducting of railroad scenic and inspection trips, encouraging the use of railroad facilities and the promotion of educational advancement among its members and those of the public who are interested in above stated goals of the corporation.
2. No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, excepting that the Society shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause above. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities that are not permitted: 1. by any organization exempt from federal income tax under §501 (c) (3) of the Internal Revenue Code, or any corresponding section of any successor federal tax code, or, 2. By any organization, contributions of which are deductible under §170 (c) (2) of the Internal Revenue Code, or corresponding section of any successor federal tax code.

Article II - Membership

1. Any person who is eligible for membership may become a member of the RGVRRM upon submission of an application accompanied by the proper dues. All RGVRRM Memberships are dependent upon the acceptance of the membership application for membership.
2. Acceptance of a membership application shall be by motion at a RGVRRM board meeting. (2/3 needed to pass)
3. Any candidate who falls to obtain the majority vote required may not be reconsidered until six (6) months have elapsed.
4. Members of the immediate family of a RGVRRM member in good standing who are domiciled with that RGVRRM member and have obtained a family membership will be considered members of the RGVRRM.
5. The RGVRRM may, at its discretion, terminate the RGVRRM membership of any member whose presence may be detrimental to the RGVRRM. Such action shall be on the recommendation of three-quarters (3/4) vote by the Board of Trustees, and must be ratified by a vote of at least

three-quarters (3/4) of the members present and voting. Such a vote must take place at a regular meeting. The members must be notified in writing in advance of the termination to be voted upon, in addition, of the time and place of the meeting.

6. Members may not act for the RGVRRM unless specifically authorized by the board or an officer delegated by the board. RGVRRM stationery or substitutes may be used only by trustees, officers, special representatives and committees whose work requires official correspondence. Misuse of stationery or unauthorized correspondence in the name of RGVRRM is cause for discipline by the board. No member may incur an obligation for this RGVRRM unless he or she is specifically authorized in writing by an officer having authority to do so, or by the board.
7. Conviction in a court of law arising from an offense against the RGVRRM shall terminate membership, which shall not be reinstated.
8. Unauthorized use of the RGVRRM name, whether written or verbal, for the personal benefit of a RGVRRM member is prohibited. Purchase of and/or receipt of any material in the name of the RGVRRM, which is not for the legitimate use of the RGVRRM, is specifically prohibited.
9. The trustees may create several classes of membership with different dues to allow a greater or lesser financial contribution by individual members. Any classes of membership shall not have differing privileges or advantages.

Article III - Board of Trustees

1. The governing body of the RGVRRM shall be the Board of Trustees. It shall consist of the five (5) RGVRRM officers and seven (7) additional trustees. No officer elected under provisions of this Article shall be under eighteen (18) years of age. They shall be elected by the membership of the RGVRRM as provided in this Article and Article IV.
2. The board shall have the general responsibility for the financial and other affairs of the RGVRRM, shall recommend dues and have supervision of all business affairs.
3. The RGVRRM officers shall be: President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer.
4. The terms of the RGVRRM officers shall be two (2) years, all elected bi-annually, no RGVRRM officer shall be elected to more than three (3) successive terms. The terms of the non-officer trustees shall be three (3) years, with three (3) elected the first year, and two for the following two years in a three (3) year cycle.
5. The Board of Trustees will meet on the first and third Thursday of the month to conduct the business of the RGVRRM and to prepare for the regular meeting. The meeting held on the third Thursday will begin 30 minutes prior to the start of the regular RGVRRM meeting and will continue, if needed, at the conclusion of the regular RGVRRM meeting.
6. Special meetings may be called by the President or by any four or more trustees, with notification in writing to all members at least ten days in advance of such meeting. Notice of a special meeting must state the specific purpose for the meeting and no other business may be transacted at said meeting.
7. A quorum of seven (7) trustees is necessary to carry on business at a meeting.

8. The President will be the chairman of the meeting. In his absence, the meeting will be chaired by the Vice President, Corresponding Secretary, Treasurer, or Recording Secretary in that order of those present.
9. The Recording Secretary, or in their absence, a trustee appointed by the presiding officer, will take the minutes of the meeting and report upon them at the regular meeting.
10. A majority vote is needed to pass any matters that may be brought before the board, except for termination of membership, which will require nine (9) affirmative votes.
11. The President, with the advice and consent of the board, shall appoint two members of the board to be the Audit Committee. This committee shall review and approve all financial statements and tax returns, and shall audit all RGVRRM accounts annually. The Audit Report shall be presented at the March regular meeting of the board and the RGVRRM.

Article IV - Elections

1. All officers and those trustees whose term expires shall be elected at the regular November meeting by majority vote of all eligible members voting in person or by mailed ballot. Mailed ballots must be received at the RGVRRM mailing address before the May meeting.
2. Prior to the regular October meeting, a Nominating Committee shall meet and select a slate of officers and trustees. This committee shall consist of four RGVRRM members. Two of these members will be carry over trustees, one of which will serve as chairman, as nominated by the President and confirmed by the remainder of the board by majority vote. The two confirmed trustees shall select two members who are not currently serving on the board or seeking nomination.
3. At the regular October meeting, the Nominating Committee shall announce their slate of candidates, then the President shall call for additional nominations from the floor. It will be the job of the Nominating Committee chairman to contact those nominated from the floor that were not present, if any, and ask those individuals if they will accept the nomination. If they accept, those names will be added to the ballot of candidates selected by the Nominating Committee.
4. The ballot shall be published in the November issue of the RGVRRM news letter as a ballot that can be mailed in. This issue shall be mailed not less than ten days prior to the meeting date.
 - 4.1 At the regular November meeting the election shall then be conducted by majority vote from the ballot of candidates published. If a majority vote is not obtained, a run off election will be held immediately, from the candidates receiving the two highest percentages of votes for that office.
5. In the event of a vacancy in the ranks of officers, or trustees, the vacancy shall be filled by the following: The trustees, by majority vote, shall appoint a RGVRRM member to fill the office until the next regular election. The remaining term of the office shall then be filled by the nomination and election procedure as prescribed above.
6. Electees will take office at the first Trustee's meeting in January. In the case of fulfilling a vacancy until the next regular election, that trustee or or officier shall take office immediately.

7. After the passage of this change, those whose terms expire in May will be extended until the end of that year, and their elections will occur in November.

Article V - Recall of Elected Officials

1. Twenty percent (20%) of the RGVRRM members in good standing may sign and present a petition for the recall of any officer or Trustee. Such a petition must be read at a RGVRRM meeting or board meeting. Written notice of such a petition, without the names of the signatories must then be sent to all members.
2. A three-quarters (3/4) vote of the members present and voting at the next regular meeting, or special meeting called for this purpose, will result in the recall of such named officer or board member.

Article VI - Duties of Officers

1. The President's duties are to:
 - 1.1. Preside at all regular and special meetings of the RGVRRM and the board.
 - 1.2. Appoint members to the standing committees as named in Article VII.
 - 1.3. Appoint ad hoc committees to carry out special RGVRRM projects.
 - 1.4. Oversee the Operation of the committees and other RGVRRM activities.
 - 1.5. Present a written annual report to the RGVRRM membership.
2. The Vice President's duties are:
 - 2.1. Preside in the absence of the President as described above.
 - 2.2. Assist the President in carrying out his duties and to perform such other duties as may be assigned by the President.
 - 2.3. Coordinate publicity and public relations for the RGVRRM.
 - 2.4. Prepare an annual report to the membership and public relating to the activities of the RGVRRM.
 - 2.5. Maintain a list and a description of the educational, scientific and historical programs, publications and special preservation projects presented by the Corporation for the information of the members and of the interested public.
3. The Recording Secretary's duties are to:
 - 3.1. Record the minutes of the regular and special meetings of the RGVRRM and the board, and to maintain a permanent, continuing, accurate and legible record of corrected and approved copies of those minutes.
 - 3.2. Maintain an up-to-date copy of the RGVRRM By-Laws.
 - 3.3. Maintain all other records of RGVRRM activities.
4. The Corresponding Secretary's duties are to:
 - 4.1. Maintain a complete file of all RGVRRM correspondence.
 - 4.2. Check the RGVRRM mailbox frequently and to notify the RGVRRM President and other officers as soon as possible of any correspondence or other information pertaining to the RGVRRM.

- 4.3. Write appropriate letters of thanks to donators, speakers, and others.
5. Treasurer's duties are to:
 - 5.1. Maintain complete, accurate, up-to-date and legible financial records on a monthly basis for the RGVRRM. This includes member's dues, RGVRRM expenses and donations to the RGVRRM, In addition, similar, separate full records for all special accounts or funds, which may be established by the RGVRRM.
 - 5.2. Present a report of the RGVRRM's financial status at each regular meeting and at other times as required by the RGVRRM or by law.
 - 5.3. Be the sole person to pay the RGVRRM's bills and obligations as authorized by the board, and as requested and documented by the appropriate committee or officer.
 - 5.4. Collect monies for and outstanding bills owed the RGVRRM.
 - 5.5. The Treasurer shall receive all monies donated for the educational, scientific and historic purposes of the RGVRRM, shall maintain the same in separate accounts, provide separate records and reports and see that the said monies are used for such purpose.

Article VII - Committees

1. The standing committees of the RGVRRM shall be:
 - 1.1. Collection Management
 - 1.2. Finance
 - 1.3. Library
 - 1.4. Membership
 - 1.5. Preservation
 - 1.6. Program
 - 1.7. Publication
 - 1.8. Semaphore
 - 1.9. Stores
 - 1.10. Trip
2. When necessary, the President shall appoint an ad hoc Committee to determine the just value of any property donated to the Corporation in the furtherance of its objectives.
3. Each committee shall prepare a proposed budget for expenditures for the fiscal year and present it to the Finance Committee for Inclusion in the annual RGVRRM budget.
4. Duties of the various standing committees include:
 - 4.1. Collections Management Committee
 - 4.1.1. Recommend to the board, Implement Collection Management processes, policies and procedures.
 - 4.1.2. Evaluate items for accession and deaccession.
 - 4.1.3. Develop restoration processes, procedures and documentation.
 - 4.1.4. Document and manage RGVRRM collections, and maintain an up-to-date catalog of all equipment and property of the RGVRRM and the Museum, except the library.
 - 4.2. Finance Committee
 - 4.2.1. Advise the board on money matters.

- 4.2.2. To prepare an annual budget, which should include budgets for each RGVRRM committee with consideration for the goals of each committee and the overall goals of the RGVRRM.
- 4.3. Library Committee
 - 4.3.1. To operate the RGVRRM Library, including acquisition, cataloging, storing, etc. of books, magazines, files, and similar materials.
 - 4.3.2. To keep appropriate records of all materials loaned out to the members.
 - 4.3.3. Interact with Collections Management Committee regarding collections of books, periodicals, photographs, negatives, electronic files and other media.
- 4.4. Membership Committee
 - 4.4.1. To maintain a supply of membership application blanks for distribution to prospective members.
 - 4.4.2. To maintain an up-to-date list of members in good standing (to include name, full mailing address, and telephone number) and to make this list available for publication once yearly in the month of April.
 - 4.4.3. To initiate discussions with members who are delinquent in their dues to encourage continuation of membership and prompt payment.
 - 4.4.4. To maintain an up-to-date list of RGVRRM members who are in arrears on their dues.
- 4.5. Preservation Committee
 - 4.5.1. Provide for the maintenance, protection and storage of all RGVRRM equipment and property so that it will be of the greatest benefit to the RGVRRM, its members and the general public.
 - 4.5.2. Maintain an up-to-date catalog of all equipment and property of the RGVRRM and the Museum, except the library.
- 4.6. Program Committee
 - 4.6.1. Arrange for programs for all regular RGVRRM meetings.
 - 4.6.2. Arrange for the RGVRRM's annual banquet and picnic.
 - 4.6.3. Provide programs, as required, for special RGVRRM Meetings including joint meetings with Chapters of the N.R.H.S, or for historical societies and organizations.
- 4.7. Publication Committee
 - 4.7.1. Arrange for and publish; including marketing, billing and Advertising, any books, audio and videotapes, movies, pamphlets, Etc. that pertain to historical and current aspects of railroading.
- 4.8. Semaphore Committee
 - 4.8.1. Prepare, publish and distribute a RGVRRM newsletter named The "Semaphore" on a monthly basis.
 - 4.8.2. Produce and distribute notices of RGVRRM events to RGVRRM members and other interested parties.
 - 4.8.3. Maintain an up-to-date mailing list of individuals and organizations desiring to receive the RGVRRM's newsletter and Notices to special events.
 - 4.8.4. Gather information of interest to the RGVRRM and its members for inclusion in the Semaphore.

4.9. Stores Committee

- 4.9.1. Operate the RGVRRM store, including the selection, purchase and receipt of Items for sale, recruitment and training of personnel, selection of sites for "temporary" stores, i.e. as at railroadianna shows, transportation of materials, displays, and collection of monies from sales.
- 4.9.2. Collect and account for money received, including immediate deposit in the stores bank account or with the Treasurer, with a monthly report to the Treasurer of all receipts.
- 4.9.3. Prepare an annual inventory and financial statement for distribution to the board, and all records required for tax purposes.
- 4.9.4. Provide a written annual report for distribution to the Board and to the membership.
- 4.9.5. The Store shall promptly supply the Treasurer with lists of all materials ordered, including all prices and discounts, and a Notice of delivery of materials, to permit the prompt payment of Bills by the Treasurer.
- 4.9.6. To receive mail orders for RGVRRM publications and other store items.
- 4.9.7. Store will also Include, but not limited to, Online stores such as EBay (trademark) and Amazon(trademark)

4.10. Trip Committee

- 4.10.1. Arrange for all trips operated by the RGVRRM, including preparation of all necessary publicity material for such trips.
- 4.10.2. Supervision of all ticket sales, where required.
- 4.10.3. Arrangement for and supervision of personnel necessary to maintain order and protect property and persons on the trip.

Article VIII - Meetings

1. The regular meetings of the RGVRRM shall be held on the third (3rd) Thursday of each month at a designated meeting place.
2. Special meetings may be called by the President or by a petition to the President or board by any fifteen (15) or more members. Notification must be given in writing to all members at least ten days In advance of such a meeting. Notice of a special meeting must state a specific purpose for the meeting and no other business may be transacted at said meeting. In the event of a special meeting, or a change in the time, date or location of a regular meeting, the Semaphore committee shall be responsible for notification of the members.
3. The President shall preside at all regular and special meetings. In the event of his absence, the officer in line shall preside; i.e. Vice President, Recording Secretary, Corresponding Secretary, and Treasurer.
4. The order of business at all meetings of the RGVRRM shall be determined by the President, using Roberts Rules of Order, Revised as a guide. However, the order of business may be suspended or altered for a single meeting by vote of the members present at that meeting.
5. A simple majority vote shall prevail except where otherwise specified.

6. A quorum for regular and special meetings shall be necessary for the transaction of all business of the RGVRRM. A quorum shall consist of the following:
 - 6.1. A presiding officer as specified previously.
 - 6.2. The secretary, or, in their absence, a member appointed by the presiding officer to act as secretary.
 - 6.3. Fourteen (14) other members, or fifteen percent (15%) of the membership, whichever is greater.

Article IX - Store

The RGVRRM Store shall operate to sell at various "railroadiana" items, books, magazines, films, etc. with the purpose to partially finance the RGVRRM's activities.

Article X - Fiscal Year

The fiscal year and the membership year shall be the calendar year.

Article XI - Budget

(No entry at this time)

Article XII - Dues and Assessment

1. RGVRRM Dues, membership classifications, late payment penalties and any assessments shall be recommended by the Board of Trustees to the membership at a regular membership meeting. Following publication in the Semaphore, the membership shall ratify the recommendations at the following membership meeting.
2. For a member to remain in good standing, his (or her) annual dues must be paid to the RGVRRM Treasurer no later than January 1 each year. Any member shall be automatically suspended when he (she) becomes one month in arrears in dues or assessments. Members suspended alternatively, not in good standing will be reinstated upon full payment of their dues and assessments plus a penalty.
3. Dues for new members accepted into the RGVRRM between June 1 and October 1 shall be at one half (1/2) the normal rate. New applications received on or after October 1 shall be at the new annual rate, but the payment shall include the balance of the current year as well as the next year.

Article XIII - Offices

The principal office of this Corporation shall be located at the Industry Depot in the Town of Rush, County of Monroe, and State of New York. The mailing address of the RGVRRM shall be P.O. Box 23326 Rochester, New York 14692. The RGVRRM may have offices at such other places within or without the

County of Monroe, State of New York, as the board may determine or the business of the RGVRRM may require.

Article XIV - Blank

(No entry at this time)

Article XV - Seal

The seal of the Corporation shall be as follows: The name of the Corporation, the year of its organization and the words "corporate seal, New York". The seal may be used by causing it to be impressed directly on the instrument or writing to be sealed or upon adhesive substance affixed thereto. The seal on any corporate obligation for the payment of money may be a facsimile, engraved or printed.

Article XVI - Changes of By-Laws

1. These By-Laws may be amended or repealed at any regular meeting of the RGVRRM. A two-thirds (2/3) majority of the members present and voting shall be required. Proposed changes shall be read at the regular meeting preceding the meeting at which the vote is to be taken. The proposed changes shall be sent to each member with the notice of the meeting, ten days prior to the meeting at which the vote is to be taken.
2. At any meeting a section of the By-Laws may be suspended for that meeting only by a majority vote of those members present and voting provided, however, that the provisions of ARTICLE VIII relating to a quorum shall not be suspended in this manner at any meeting.

Article XVII - Tax Exempt Status

In furtherance of the tax exempt status of the Corporation:

1. No part of any earnings or accrual of the RGVRRM shall benefit or be distributable to its members, officers, directors, or any other Individuals, except that the RGVRRM may pay a reasonable compensation for services rendered. No part of the activities of the RGVRRM shall be the spreading of propaganda or otherwise attempt to influence legislation. The RGVRRM shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
2. Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for charitable, educational, and scientific purposes as specified in section 501 (c) (3) of the Internal Revenue Code of 1954, or revisions thereto.
3. The Corporation shall endeavor as far as practicable to maintain and exhibit its historical collection to those members of the general public who are interested and shall publicize such exhibits and displays.

Article XVIII - Previous By-Laws

All previous By-Laws together with all amendments are hereby repealed and superseded by this code of By-Laws.

Article XIX - Corporate Dissolution

1. In the event of any cessation of the corporate entity of the RGVRRM as a legal body, these By-Laws shall govern, except where superseded by competent authority. Officers and directors shall remain in office.
2. Dissolution of the organization shall be effected only by the provisions of the State of New York. Upon the dissolution of the organization, the directors or their successors shall, after paying or providing for payment of all liabilities of the organization, dispose of the assets of the organization. This will be done in such manner and to such organizations maintained and operated exclusively for historical, educational and scientific purposes as to qualify at that time as an exempt organization under section 501 (c) (3) of the Internal Revenue Code or the corresponding of a future Internal Revenue law or regulation. The institutions selected shall have, insofar as possible, aims, objectives and purposes similar to those of this organization and shall be those most qualified to conserve the assets of this organization in the public interest. There shall be no value distribution to any member of the organization.

Article XX - Date of These By-Laws

These By-Laws are dated May 19, 2016, approved by the membership on May 19, 2016, and are known as the Rochester & Genesee Valley Railroad Museum, Inc. Bylaws - of 2016.