

Amherst Railway Society Inc

Bylaws

As amended December 21, 2016

**Amherst Railway Society
PO BOX 2351
AMHERST MA 01004-2351**



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Amherst Railway Society, Inc.

Bylaws

(Adopted by unanimous vote to amend by substitution on March 17, 1998. Amended Articles 8 and 10 adopted June 21, 2005. Amended Articles 8.3 added Article 10. Adopted June 20, 2006. Amended Articles 3 and 4 amended April 17, 2007, to provide for honorary life memberships. Amended June 17, 2008 to make president member of all committees. Amended June 17, 2014, removing requirement that trips be fully self funded. Amended June 16, 2015, changing Clerk to Secretary, Vice President to President Elect, terms of office for elected officers from one year to multiple years, allowed for electronic notice of business meetings, and removed section 3 of article 10. Amended December 21, 2016 removing membership ratification of membership and meeting times on specific days)

ARTICLE 1 - NAME

The organization shall be known as the Amherst Railway Society, Inc., hereinafter referred to as the Society.

ARTICLE 2 - PURPOSE

2.1 The purpose of the Society is to disseminate information about railroads, their history, current status, equipment, operating procedures, etc., and to promote hobby activities centered around railroads and railroad-ing.

2.2 The Society may engage in activities designed to support the primary purpose of the organization. However, such activities are limited to those allowed by Section 501(c) (3) of the Internal Revenue Code.

2.3 The Society may do all acts to accomplish the foregoing contemplated objectives including, but not limited

to, buying, selling, leasing of real estate; and to apply for and hold any and all necessary licenses or permits that may be required by any state and local authorities.

ARTICLE 3 - MEMBERSHIP

3.1 Regular membership is open to anyone interested in railroads or railroading.

3.2 Student membership is open to anyone who is a full time student at an established school or college and who is interested in railroads or railroading.

3.3 Honorary life membership may be granted by vote of the Board of Directors to recognize extraordinary service to the Society over an extended period of time.

3.31 Honorary Life members have the same rights and privileges as regular and student members.

ARTICLE 4 - DUES

4.1 The Board of Directors shall establish annual dues for regular and student members.

4.11 Honorary life members shall be exempt from payment of annual dues.

4.2. Dues will be payable on or before June 30 for the coming fiscal year.

4.3. Only members who have paid dues for the current fiscal year or who are honorary life members will be considered members in good standing.

ARTICLE 5 - OFFICERS

5.1 Officers of the Society shall be a President, a President Elect, a Treasurer, Secretary and Immediate Past President.

5.2 Officers of the Society must be members of the Society in good standing.

5.3 The officers of the Society, other than the Treasurer, shall be elected by the membership.

5.4 The Board of Directors shall appoint the Treasurer.

5.5 A President-Elect shall be elected by the membership to begin a term of office in the presidency, which shall consist of a President-Elect, a President and an Immediate Past President as specified in §5.5.1

5.5.1 The term of office for the presidency shall be four years.

5.5.1.1 The first year of the presidential term shall be served as President-Elect.

5.5.1.2 The second and third years of the presidential term shall be served as President.

5.5.1.3 The fourth year of the presidential term shall be served as Immediate Past President.

5.5.2 The presidency of the Corporation shall be made up of persons holding two of three offices: President-Elect, President and Immediate Past President.

5.5.2.1 In odd-numbered fiscal years, under normal conditions, the presidency shall consist of the President serving the first year of the two-year term and the Immediate Past President.

5.5.2.2 In even-numbered fiscal years, under normal conditions, the presidency of the Corporation shall be made up of the President serving the second year of the two-year term and the President-Elect.

5.6 The President shall conduct all meetings of the Society and of the Board of Directors; make all committee assignments with the concurrence of the Board; be responsible for the overall conduct of the affairs of the

Society; and have such other duties as may from time to time be required by the Board of Directors.

5.7 In even-numbered fiscal years, under normal conditions, the President-Elect of the Corporation shall carry out the duties of the President when the President is unable to do so and shall have such other duties as may be assigned from time to time by the Board of Directors or the President. In odd-numbered fiscal years, under normal conditions, the Immediate Past President shall have these responsibilities.

5.8 The Treasurer shall be responsible for establishing rules for the management of all funds of the Society; for preparing or arranging for the preparation of all tax returns, financial reports and legal documents; and shall be required to furnish a surety bond, paid from Society funds, for such amount as the Board of Directors shall determine. S/he shall be responsible for the financial affairs of the Society under the general direction of the Board of Directors and shall have such duties related to the financial and business matters of the Society as shall from time to time be assigned by the Board or the President.

5.9 The Secretary shall be responsible for the maintenance of the official records of the Society; for recording the meetings of the Society and of the Board; for maintaining the membership lists of the Society; for preparing and mailing notices of monthly and special meetings of the Society; and for carrying out such other duties and responsibilities as may from time to time be assigned by the Board or the President.

ARTICLE 6 - DIRECTION OF THE SOCIETY

6.1 The governing body of the Society shall be a Board of Directors made up of the officers and three members-at-large.

6.2 The Presidency, Secretary and board members-at-large shall serve until their successors are elected and assume office, and may succeed themselves.

6.2.1 The term for the Presidency is four years beginning in even numbered fiscal years

6.2.2 The term for the Secretary is 2 years, beginning in odd numbered fiscal years.

6.2.3 The term for At Large Board Members is overlapping three year terms.

6.3 The Board of Directors shall appoint a nominating committee from among the members of the Society at least two months prior to the Annual Meeting for the purpose of nominating candidates for Officers and Board members-at-large whose terms have expired, or been vacated during the previous year. The nominating committee shall be chaired, whenever possible, by a former member of the Board of Directors. The report of the nominating committee shall be made to the Board of Directors at least one month prior to the Annual Meeting and shall be included with the call to the Annual Meeting. Other nominations made from the floor of the Annual Meeting will become part of the slate. The candidates receiving the highest number of votes for each office shall be declared elected. Tie votes shall be decided by run-off election at the Annual Meeting.

6.4 Vacancies among elected officers or board members-at-large occurring between Annual Meetings shall be filled by appointment by the remaining members of the Board of Directors to serve until the next Annual Meeting.

6.5 The Board of Directors shall be responsible for the establishment of policy and for the conduct of the business of the Society; for all matters pertaining to the establishment and maintenance of the non-profit tax-exempt status of the Society; for all matters pertaining to incorporation; for the establishment and control of the budget of the Society and sponsored activities; for authorizing all expenditures of the Society; for establishing dates of events or activities sponsored by the Society; for the assignment of responsibilities for sponsored events or activities; and for any other matters not specifically reserved to the members or not related specifically to the conduct of events, which shall be the responsibilities of the individuals appointed under the provisions of Article 8.

6.6 The Board of Directors may appoint and remunerate personnel from Society funds for the management of the Society or for the management of events or activities sponsored by the Society

6.7 An Executive Committee consisting of the President, the President Elect or the Past President, the Secretary and the Treasurer shall be responsible for the routine maintenance functions of the Society, including providing for mailings to the membership, preparation of agenda items for meetings of the Board of Directors, making routine organizational arrangements including the maintenance of the membership and mailing lists, and for dealing with other similar non-policy actions.

ARTICLE 7 - MEETINGS

7.1 Regular meetings of the Society shall be held at a time and location arranged by the Executive Committee. Meetings may be canceled, meeting times may be changed or additional meetings may be arranged by the

Board of Directors as circumstances or need dictate. All meetings except meetings called for the conduct of business will be open to the public.

7.2 The Annual Meeting of the Society shall be held during the month of June.

7.3 Business of the Society may be conducted at any meeting the call to which includes a notice that the meeting is for the purpose of transacting business.

7.4 A quorum for the conduct of business at any meeting called specifically for the purpose of transacting business shall be the members present and voting.

7.5 Notice of business meetings of the Society shall be posted on the society web site and emailed and/or mailed to members at least seven calendar days prior to the date of the meeting which notice shall contain those items of business upon which action is anticipated.

7.6 Items of business other than amendment of the By-Laws may be added to the agenda of any business meeting of the Society by two-thirds vote of the members present and voting.

7.7 Unless otherwise specified in these By-Laws, business meetings of the Society shall be conducted according to *Robert's Rules of Order* (latest edition.)

ARTICLE 8 - SPONSORED EVENTS OR ACTIVITIES

8.1 The Society, with the approval of the Board of Directors, may sponsor events or activities to promote the purposes of the Society.

8.1.1 The Board of Directors may establish temporary or standing committees under Article 10 to organize and manage activities or events or series of activities or events.

8.2 The Board of Directors or the appropriate committee may appoint an event director for individual sponsored events or activities.

8.2.1 In the event that an event director has not been appointed, the chairman of the appropriate committee shall perform the functions of an event director.

8.3 An event director may be a member of the Board of Directors or of a committee *ex officio*, but may not vote on Board or committee decisions on matters affecting the activity or event.

8.4 The event director shall have overall supervisory responsibility for a sponsored event or activity including organization and appointment of other personnel for the activity or event, and shall be solely responsible to the Board of Directors or the committee, which shall retain ratification authority over all actions unless specifically waived.

8.5 The event director shall prepare a budget for the activities or events or series of activities or events.

8.5.1 In the event that a committee has been established to organize and manage activities or events or series of activities or events, the event director shall present the proposed budget to the committee for review and recommendation.

8.5.2 The committee shall make its recommendation to the Board of Directors together with the committee's recommendations for policies and procedures for making expenditures related to the event or activity.

8.5.2.1 Recommended procedures may include delegating authority to the event director for making such expenditures within the approved budget.

8.5.3 The Board of Directors shall retain final approval authority for activity or event budgets and policies and procedures relating to the expenditure of funds.

ARTICLE 9 - FISCAL YEAR

The Fiscal Year of the Corporation shall begin on July 1 and end on June 30.

ARTICLE 10 - COMMITTEES

10.1 The Society may have temporary and standing committees.

10.1.1 Temporary committees.

10.1.1.1 The President, with the advice and consent of the Board, may appoint such temporary committees as may be necessary for the carrying out of specific projects, for recommending policies or practices, or for such other purposes as the President, the Board or the members may deem appropriate.

10.1.1.2 Temporary committees shall have terms limited to the length of time deemed necessary to carry out their charges, which themselves shall be of a specific and limited nature.

10.1.2 Standing committees.

10.1.2.1 The Board of Directors may establish standing committees to oversee events or activities that are of a continuing nature, longer duration or are more complex.

10.1.2.2 Standing committees shall have indefinite terms limited only by specific action of the Board of Directors.

10.1.2.3 The charge(s) to a standing committee shall continue through the duration of a specific activity or event or series of events or activities and may be modified from time to time by the Board.

10.1.2.4 Standing committees shall initially be appointed either directly by the Board of Directors or by a procedure developed in consultation with the Board.

10.1.2.5 A standing committee may establish its own policies and procedures except with respect to the budget and expenditures, which shall be subject to Article 8.5.

10.1.3 The President shall be an *ex officio* voting member of all committees.

10.2 Railroad Hobby Show committee

10.2.1 There shall be a standing committee to organize and manage the Society's Railroad Hobby Show.

10.2.1.1 The committee shall be made up of 4 general members who shall serve overlapping terms of 3 years, the 3 at-large members of the Board of Directors of the Society, the Treasurer of the Society, the President of the Society, and the Show Director *ex officio* without a vote.

10.2.1.1.1 New general members of the committee shall be nominated by the general members whose terms are expiring two months before the expiration of their terms and shall be approved by the committee and reported to the Board of Directors, which shall retain final authority for approval of members.

10.2.1.1.2 Terms of appointment shall begin following the Annual Meeting of the Society.

10.2.1.2.3 General members of the committee shall be members of the Society and prior to appointment to the committee shall have been actively involved in the management or operation of the Railroad Hobby Show for at least three years.

10.2.1.2.4 Participation in events prior to the establishment of the committee shall be determined in consultation with the Show director, the office manager, the treasurer, and one or more of the floor managers.

10.2.1.2.5 Vacancies among the general members occurring between Annual Meetings shall be filled by appointment by the remaining members of the committee to serve until the next Annual Meeting of the Society; such appointments shall be reported to the Board of Directors, but will not be subject to their approval.

10.2.1.2.6 In the event that an at-large member of the Board of Directors of the Society chooses not to serve as a member of the committee, the remaining members of the committee shall appoint an additional general member, whose term of office shall continue until the Society elects an at-large Board member who is willing to serve as a member of the committee.

10.2.2 The committee shall organize itself, make such assignments of responsibility, and establish such policies and procedures for its own operation and for the management and oversight of the Rail-

road Hobby Show as it deems necessary and appropriate.

10.2.3 The committee shall report to the Board of Directors at least annually and at other times at the request of the Board and to the Society at its Annual Meeting.

ARTICLE 11 - AMENDMENT

These By-Laws may be amended by majority vote of the members in good standing present at a meeting called specifically for the purpose of amending. Amendments shall first be considered by a majority of Board members present and voting at a meeting of the Board called specifically for the purpose of amending. A petition of ten members of the Society shall be sufficient to call a meeting of the Board for the purpose of presenting amendments to the By-Laws.

ARTICLE 12 - DISSOLUTION

12.1 The Society shall be dissolved by two-thirds vote of the members of the Society present and voting at an Annual Meeting at which that action shall have been announced in advance as specified in Article 7.

12.2 Dissolution must be specifically considered by the Board of Directors.

12.3 The Board of Directors shall be responsible for carrying out the dissolution if voted and shall continue in existence as the Society until it is legally dissolved.

12.4 Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society in such manner, or to such organization or organizations organized and operated

exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

