

CONSTITUTION AND BYLAWS

EAST TENNESSEE AND WESTERN NORTH CAROLINA RAILROAD HISTORICAL SOCIETY, INC.

Amended June 27, 2014

ARTICLE I - NAME

The name of the corporation shall be:

East Tennessee and Western North Carolina Railroad Historical Society, Inc.

ARTICLE II - PURPOSE

The purpose for which the Corporation is organized and the business and objectives to be carried on and promoted by the organization are mainly historical, educational, and not-for-profit. The more particular objectives are as follows:

- A. to be operated as a nonprofit organization for educational purposes, including but not limited to: the collecting and preservation of historical data, material, and equipment pertaining to railroads associated with ET&WNC Railroad and Linville River Railway; teaching the railroad history of the Appalachians to the general public; and providing information to members of this Corporation and the general public concerning the ET&WNC Railroad and Linville River Railway by means of newsletters and other publications;
- B. to acquire by purchase, lease or otherwise, real and personal property as required to attain the aforementioned objectives; and
- C. to be irrevocably dedicated to and operated exclusively for nonprofit purposes. No part of the net income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Corporation shall be located at the address of the Treasurer.

ARTICLE IV - MEMBERSHIP

Section 1: Society Member

Any person of good character interested in the East Tennessee and Western North Carolina Railroad, other associated Appalachian lines, and the purposes of this Corporation shall be eligible for membership. Society Members in good standing shall be eligible to receive Corporation publications.

Section 2: Family Membership

Family Membership shall be available to the spouse and/or children of a Society Member domiciled in the same household. The spousal member of a Family Membership (Spousal Member) shall have all rights and privileges of a Society Member including the right to vote and hold elective office. Other members of a Family Membership shall have all rights and privileges of a Society Member except the right to vote and hold elective office. Society Members in good standing shall be eligible to receive Corporation publications.

Section 3: Membership Application

All applications for membership shall be made on a printed application form. No member who resigns shall be reimbursed for his dues except in unusual circumstances approved by the Board of Directors. Application for membership shall be accompanied by the correct dues as of the date of application.

ARTICLE V - DUES

Section 1: Corporation Dues:

The dues for Society Members and Family Memberships of this Corporation shall be fixed by the Board of Directors, payable in advance. Members joining on or after January 1st of any year shall pay one-half of the Corporation dues for the balance of the year. Those joining on or after April 1st of any year shall pay full annual dues for the Corporation, which will cover dues for the ensuing year. All memberships shall expire on June 30 of each calendar year.

ARTICLE VI - MEETING OF MEMBERS

Section 1: Annual Meeting

The members of this Corporation shall meet at least once every year. The annual meeting shall be held for the election of Officers and the transaction of such other business as may properly come before the meeting. The time and place will be established by the Board of Directors.

Section 2: Annual Meeting Notification

Notice of the annual meeting shall be forewarned in writing to every member in good standing, at least sixty (60) days prior to the date fixed for said meeting either by mail or email. This requirement may be accomplished by a notice inserted in the official publication of the Corporation, having a general circulation among the members thereof. The entire membership in good standing shall be eligible to attend. Every Society and Spousal Member shall be entitled to one vote for each candidate for election and on each subject presented at the meeting.

Section 3: Special Meetings

Special meetings of the membership may be called by the President or by a majority of the Board of Directors on sixty (60) day notice given by mail. This requirement may be met by a notice inserted in the official publication of the Corporation, having general circulation among the members thereof. Notice shall state place, date, and hour for such meetings and the general topic of business to be transacted thereat, and only that business will be presented and acted upon. The entire membership in good standing shall be eligible to attend. Every Society and Spousal member shall be entitled to one vote on each subject presented at the meeting.

Section 4: Stated Majority

Simple majority vote shall prevail at all membership meetings.

ARTICLE VII - QUORUM FOR MEMBER'S MEETING

Section 1: Quorum

An acceptable quorum at any annual or special meeting of the members of which due notice has been given as provided herein, shall consist of at least 15% of the total Society and Spousal Members present or by proxy, or twenty five (25) members in good standing, including at least two (2) elected officers. Members may give their proxy to a member of the society who will be present at the annual meeting. Proxy forms will be supplied in the official publication of the Corporation.

Section 2: Proxy

Proxy forms will be supplied in the official publication of the Corporation announcing the annual meeting. Any society member in good standing who will be unable to attend the annual meeting may vote on known issues prior to the meeting. To be included on the proxy form will be any business that is known prior to the meeting that will need to be voted on and any nomination for an office that will be elected. Proxy forms will be mailed or emailed to the treasurer 14 days prior to the set date of the annual meeting. If the member decides to attend the meeting after turning in his or her proxy the proxy will be null and void at the annual meeting.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1: Number of Directors

The Board of Directors of this Corporation shall consist of:

- A. the President, who shall be the Chairman; and
- B. the Vice President, the Secretary, the Treasurer, the Past President.

Section 2: Board Meetings

The Board of Directors shall meet at least twice a year, once at the annual meeting and at least once more to discuss business of the corporation. The meetings shall be on such date and hour as may be fixed by the President or a majority of the Board.

Section 3: Board Responsibilities

The Board of Directors shall have general charge of the financial and other affairs of the Corporation, regulate dues, and have supervision of its business affairs. It may appoint such additional Officers and create such committees as it may deem proper.

Section 4: Board Quorum

A simple majority of the Board of Directors shall constitute a quorum for the meetings of the Board.

Section 5: Stated Majority

A simple majority vote shall prevail at all meetings of the Board of Directors.

ARTICLE IX - OFFICERS

Section 1: Officers Positions

The Officers of this Corporation shall be: President, Vice President, Secretary, and Treasurer. The election of Officers shall take place during an annual meeting. The President and Secretary shall be elected alternately of the Vice President and Treasurer. All Officers will take office immediately and serve for the ensuing two years or until their successors are elected or appointed. At the first meeting of the Corporation, the President and secretary shall be elected for two years while the Vice President and Treasurer will be elected for one year, so that these offices may be placed on an alternating status. The election of these Officers shall be by a simple majority vote of the Society and Spousal Members present, or by proxy, at the annual membership meeting.

Section 2: Officer Vacancies

Whenever any elective office shall become vacant for any cause, it shall be filled by the Board subject to approval by a majority vote of the eligible voting membership present at the next membership meeting. Temporary appointments may be filled by the Chairman of the Board (President), pending the next meeting of the Board and subject to its confirmation.

Section 3: Nomination of Officers

The President shall appoint an Officers nominating committee of Society or Spousal Members at least two (2) months prior to the annual meeting. The nominating committee shall present a slate of recommended member's names to the Board of Directors for approval. The Board shall present its nomination recommendations to the membership. Additional nominations can be made by the membership from the floor.

ARTICLE X - DUTIES OF OFFICERS

Section 1: President

The President shall have charge of the business affairs of the Corporation and shall preside at all annual and special meetings of the members, and all meetings of the Board of Directors. He shall be an ex-officio member of the board and all committees. He shall have the power to make such additional appointments as he may deem necessary or proper, with the approval of the Board and membership as may be required.

The President shall prepare and present to the annual meeting of the members a report on the activities of the Corporation during the previous two years. This report shall include information as to the state of the Corporation, number of members, accomplishments, and other information of a general interest. This report shall be entered upon the pages of the minute book of the Corporation.

The President shall be responsible for all formal acquisition of equipment and donations.

The President shall maintain liaison with the Corporation's legal counsel on all legal matters pertaining to the Corporation.

In the absence of the President, the next highest ranking Officer present, in the order named in ARTICLE IX, Section 1, shall preside at meetings of the members or the Board of Directors.

Section 2: Vice President

The Vice President shall be in charge of the following areas of responsibility, with the assistance of committees he may appoint:

- A. planning, operation, and accounting of all special events of the Corporation;
- B. membership;
- C. programs at meetings;
- D. public relations and publicity;
- E. such other duties as may be delegated to his responsibility by the President or Board of Directors.

Section 3: Secretary

The Secretary shall be in charge of the following areas of responsibility:

- A. keep records of the proceedings of all meetings of the members and Board of Directors, as well as official documents;
- B. issue notice of all meetings, and cooperate with the President in all matters pertaining to the activities of the Corporation;
- C. conduct correspondence;
- D. oversee the printing and distribution of the Corporation newsletter and other publications.

Section 4: Treasurer

The Treasurer shall keep physical record of the financial matters and be in charge of the following areas of responsibility:

- A. collect all dues from members;
- B. receive all monies or deposit statements belonging to the Corporation and keep an account of the same;
- C. pay all proper bills of the Corporation promptly;
- D. deposit all funds of the Corporation in such financial institutions as approved by the Board;
- E. assist the Secretary in filing income tax reports, and shall issue membership cards to all dues paying members;

- F. take over the responsibilities of the office of Secretary in the event the Secretary is not available;
- G. give a yearly financial report to the membership and to the Board. All payments of a substantive amount as determined by the Board shall be brought to the attention of the Board of Directors.

In the event the Treasurer cannot fulfill his function for whatever reason, checks may be signed by the President pending the election of a new Treasurer.

Section 5: General Information

The activities of all Officers of the Corporation shall be subject to suggestions from the President and Board of Directors as to methods and procedures for conducting their various offices. If the work of any Officer is unsatisfactory to the President and the Board of Directors, he shall be so advised.

Section 6: Officer Removal

For sufficient cause, an Officer may be removed from office upon the affirmative vote of a majority of the total Board and a majority of the eligible voting membership. Such action shall not be taken, however, until all charges have been heard before the Board of Directors, or other membership.

ARTICLE XI - SUSPENSIONS

Section 1: Expiration

All memberships shall expire on June 30. Members in arrears for dues three months shall be suspended from membership without further notice.

Section 2: Suspensions

Suspended members may apply for reinstatement upon payment of a full year's dues for the fiscal year in which application is received, plus all other charges incurred by the Corporation in maintaining his membership.

Section 3: Expulsions

For cause, a member may be expelled from the Corporation or renewal of his membership denied, by a majority vote of the eligible voting membership in attendance at a duly constituted meeting of the membership at which a quorum is present. In such case the member shall have the right to appear at such meeting and present witnesses. If the charges are sustained, a pro-rata portion of the Society's dues paid by such member shall be returned to him.

ARTICLE XII - SEAL

Section 1: Description

The corporate seal shall be of the usual impression type and bear the words "East Tennessee and Western North Carolina Railroad Historical Society, Inc. - June 20, 1992 - North Carolina" and be retained by the Secretary.

Section 2: Use of Seal

All legal documents which bind the Corporation in any way shall bear the written signature of the President, which shall be attested to by the Secretary, with the seal of the corporation impressed thereon.

ARTICLE XIII - GENERAL

Section 1: Special Day

Actions of the Board of Directors or the membership assembled in meetings on Sunday or legal holidays shall be binding in so far as they relate to this Corporation.

Section 2: Procedural Questions

In all procedural and parliamentary matters in the member meetings and the meetings of the Board of Directors, "Roberts Rules of Orders" or similar authority shall prevail.

Section 3: Financial Reward

Except as provided for in ARTICLE XVI, no salaries, financial reward or other pecuniary gain shall accrue or be paid to any Officer, Director, or member of the Corporation or their relatives or to their places of business.

Section 4: Fiscal Year

The Fiscal year of the Corporation shall run from July 1 of the current year to June 30 of the following year.

ARTICLE XIV - AMENDMENTS

Section 1: Bylaws Changes

These Bylaws may be repealed, amended, added to or otherwise changed at any meeting of the members at which a quorum is present, upon affirmative vote of a majority of such eligible voting members present or by proxy.

Section 2: Bylaws Changes by Board

The Board of Directors shall have the authority also to make, amend, alter or repeal these Bylaws at any time, except in the case of ARTICLES I (NAME), II (PURPOSE), III (PRINCIPAL OFFICE), VI (MEETING OF MEMBERS), VII (QUORUM FOR MEMBER'S MEETING), VIII (BOARD OF DIRECTORS), XIII (GENERAL - Section 3: Financial Reward), XIV (AMENDMENTS), and XV (DISSOLUTION).

ARTICLE XV - DISSOLUTION

Section 1: Nonprofit Asset Transfer

This Corporation may be dissolved only on the affirmative vote of a majority of the entire eligible voting membership by written ballot. In the event of such dissolution, all assets shall be converted into cash, excepting real estate, equipment, or other fixed assets suitable for transfer to a museum, and after payment of all outstanding indebtedness, the assets of the Corporation shall be distributed to any worthy museum of educational organization exempt under the Internal Revenue Service Code of 1986, Section 501 (C) (3) or any revisions or amendments thereto. This shall not be construed to mean that distributions shall be limited to one such organization, but only that such organization must be nonprofit and exempt under Section 501 (C) (3) Internal Revenue Service Code.

Section 2: Distribution

A committee appointed by the President and approved by the membership, shall have the responsibility of carrying out the distribution of assets as outlined in Section 1, above.

ARTICLE XVI - REIMBURSEMENT OF MEMBERS

Section 1: Cause for Reimbursement

It is recognized that from time to time a member, Officer, or Director will incur in the pursuit of the business of this corporation, expenses which should be paid by the Corporation and that many will be of such nature that the Corporation cannot be billed, so that said member, Officer, or Director must pay the expense from his personal resources.

The Board shall have authority, at its discretion, to adopt a resolution allowing reimbursement of out-of-pocket expenses to any member, Officer, or Director upon presentation of an itemized statement of expenditures or personal out-of-pocket losses incurred in the pursuit of the business of the Corporation. The Board shall also have the authority to enter into contracts for any projects it deems worthy.

Section 2: Reimbursement Procedure

The Treasurer shall promptly reimburse such member, Officer, or Director for such expenses approved by the Board.
