

BY - LAWS

of the

MOUNTAIN STATE RAILROAD & LOGGING HISTORICAL ASSOCIATION, INC.

As Revised in May, 2011

ARTICLE I - NAME

The corporation is a nonprofit corporation incorporated under the laws of the state of West Virginia and known as the Mountain State Railroad and Logging Historical Association, Inc., hereinafter referred to as 'this Association.'

ARTICLE II - PURPOSE

Section 1. The purposes of this Association shall be to encourage and engage in research into and the study of the history and operations of railroads and the logging industry in West Virginia in particular, and in America in general; to publish the results of such research and study and other historical or current railroad and logging data through various media and to ensure the widest possible dissemination thereof both to the general public and to the Association's membership; to collect, index, refurbish, preserve, catalogue, store, maintain, and display artifacts, equipment, and written and audio-visual material relating to railroads and the logging industry among members of this Association, historians, publishers, and the general public; to promote a mutually beneficial relationship among the members of this Association; and to act or take actions in accordance with the further purposes of this Association as set forth in the Articles of Incorporation.

Section 2. This Association shall be non-profit in nature, in accordance with all applicable state and federal laws relating to non-profit organizations; and shall operate exclusively for charitable, literary, informational, educational, cultural, historical, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or any corresponding provision of any future U.S. Internal Revenue Law); all property, assets, and income acquired or received by this Association, of any nature, shall be used exclusively for the above-specified; and no substantial part of its activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participation in any manner in any political campaign.

ARTICLE III - MEMBERSHIP

Section 1. NUMBER. The membership of this Association shall be unlimited as to number.

Section 2. QUALIFICATION. Any person of good character, 18 years of age or over, interested in the purposes of this Association shall be eligible for membership.

Section 3. FEES. Annual membership dues, to be collected on a July 1 to June fiscal year basis, shall be set by the Board of Directors, and must be paid to the Treasurer. Those members not paying their dues by July 15 shall be notified by the Secretary of their removal from good standing,

and reinstatement shall be made only on full payment of annual dues and any other amounts then in arrears.

Section 4. HONORARY MEMBERSHIP. Upon the signed recommendation of one member, seconded in writing by another member, and by a two-thirds affirmative vote at any General, Special, or Annual Meeting, an honorary membership may be extended to any individual who has rendered outstanding, unusual, or exceptional service to this Association; provided, however, that a maximum of three such memberships may be approved annually, and that such memberships expire at the end of the membership year. An honorary membership shall have none of the obligations of membership in this Association, but shall be entitled to all of the privileges except those of making motions, of voting, and of holding office unless the recipient is also a member in good standing of this Association. Election to honorary membership entitles the recipient to a subscription of this Association's periodical.

Section 5. MEMBER IN GOOD STANDING. A member in good standing is defined as a member of this Association whose dues and other financial obligations are fully paid, who has not been expelled under the provisions of these By-Laws, or has not submitted his resignation from membership.

A member not in good standing is not eligible to vote. Members not in good standing may attend meetings in the status of a guest, but may not make motions, take the floor to speak, or take part in any other business of this Association. Members not in good standing automatically forfeit any office they may hold.

Section 6. DISCRIMINATION. This Association shall not prohibit or discourage from membership any applicant for the reasons of race, creed, color, sex, or national origin.

Section 7. CLASSES OF MEMBERSHIP. There must be an Active Member class, which has full rights and privileges without restriction. Additional membership classes may be created by the Board of Directors.

Section 8. EXPULSION. For cause, a member may be expelled from this Association, or renewal denied, by a majority vote of the Directors present at any meeting of the Board at which a quorum is likewise present. In such cases the member shall have the right to appear before this Board and present witnesses. If such charges are sustained, a pro-rated proportion of the dues paid by such member may be refunded to him.

ARTICLE IV - ANNUAL MEETING

Section 1. ANNUAL MEETING. The Annual Meeting of the membership of this Association shall be held each year in Pocahontas County, West Virginia, at an exact time and place to be determined by the President with the advice of the Board of Directors. Notice shall be sent to all members at their last known mailing address at least 14 days in advance. The notice may be published in the periodical, provided it is distributed in advance. A quorum at the Annual Meeting shall consist of ten percent (10%) of the members in good standing or 30, whichever is less. Any member may present any matter which may be pertinent to the affairs of this Association.

ARTICLE V - OFFICERS

Section 1. **PRINCIPAL OFFICERS DEFINED.** The Principal Officers of this Association shall consist of President, Vice-President, Secretary, and Treasurer. Each such Officer must be a member in good standing.

Section 2. **ELECTION AND QUALIFICATION.** The Principal Officers shall be elected by the members. The term of office for the Principal Officers shall be two years commencing at the adjournment of the Annual Meeting of members in even numbered years. The offices of President and Vice-President shall not be held by one person consecutively for more than two full terms. No person may hold more than one office except that the offices of Secretary and Treasurer may be combined. No Principal Officer shall be a policy-making employee of the State of West Virginia as defined by the West Virginia State Civil Service Commission.

Section 3. **VACANCIES.** In case any Principal Office becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Board of Directors then in office shall elect a successor to fill such vacancy for the remainder of the term of office.

Section 4. **PRESIDENT.** The president shall preside at all meetings of the membership, the Executive Committee, and the Board of Directors of the Association. he shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned by these By-Laws or by the Board of Directors.

Section 5. **VICE-PRESIDENT.** In the absence of the President, the Vice-President shall assume the duties of his office, and shall perform such other duties as may be assigned by these By-Laws or by the Board of Directors.

Section 6. **SECRETARY.** In the absence of the President and/or the Vice-President, the Secretary shall assume the duties of the respective vacant office(s), and shall perform such other duties as may be assigned by these By-Laws or by the Board of Directors. The Secretary shall keep full minutes of meetings of the membership, of meetings of the Executive Committee, and of meetings of the Board of Directors, and shall have custody of the corporate seal and all records of the Association. In the absence of the Secretary at any meeting, the President shall appoint another member of the Board of Directors to serve as Secretary for the conduct of such meeting.

Section 7. **TREASURER.** The Treasurer shall have custody of all funds, property, and securities of the Association subject to such regulations as may be imposed by the Board of Directors. When necessary or proper he may endorse on behalf of the Association for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Board of Directors may designate. He shall sign all checks of the Association and all bills of exchange and promissory notes issued by the Association, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-Laws to some other officer or agent of the Association. He shall make such payments as may be necessary or proper to be made on behalf of the Association. He shall enter regularly on the books of the Association, to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the Association, and shall exhibit such books at all reasonable times to any director on application at the principal office of the Association.

Section 8. OFFICERS' REPORTS. The Principal Officers shall at each Annual Meeting file with the minutes thereof a report, verified by the President and Treasurer, showing (a) the whole amount of real and personal property owned by the Association, where located, and where and how invested; (b) the amount and nature of the property acquired during the 12 months immediately preceding the date of the report and the manner of the acquisition; (c) the amount applied, appropriated or expended during the 12 months immediately preceding such date, and the purposes, objects, or persons to or for which such applications, appropriations, or expenditures were made.

Section 9. APPOINTIVE OFFICERS. With the advice and consent of the Executive Committee, the President shall appoint the following, as may be deemed necessary, from among the members in good standing:

- (a) an Archivist, who shall have general responsibility for the identification, assembly, and preservation of historical material or information;
- (b) an Editor, who shall have general responsibility for the editing, printing, and dissemination of the Association's periodical and other publications;
- (c) a Director of Publicity, who shall have general responsibility for preparing and disseminating information respecting the Association and its activities;
- (d) a Superintendent of Equipment, who shall have general responsibility for the maintenance of tangible property owned by or in the possession of the Association;
- (e) such other officers as from time to time may be considered appropriate.

Appointive Officers shall perform the foregoing duties, and such others as may be assigned by the President from time to time, in accordance with policies established by, and under the general supervision of the Board of Directors, and with the applicable provisions of these By-Laws.

Section 10. REMOVAL FROM OFFICE. Any Principal Officer may be removed from office by the affirmative vote of two-thirds of all the Directors then holding office at any meeting of the Board of Directors for malfeasance, or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its objectives. Any such officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting. Any Appointive Officer may be removed from office by the President, with the advice and consent of the Executive Committee, if in his judgment the best interests of the Association require such removal.

Section 11. COMPENSATION. No officer shall receive any compensation for his services, but the Executive Committee may direct that any officer be reimbursed for reasonable expenses incurred in the performance of his duties.

Section 12. PROXIES. Any officer may appoint a member of this Association as a proxy to act for him at a meeting of the Board of Directors. A proxy may act at one meeting for only one officer. The presiding officer must be notified of such proxy appointment directly or in writing by the absent officer before the proxy may be allowed to serve. An officer may not be represented by a proxy at more than two Board of Directors meetings per year.

ARTICLE VI - DIRECTORS

Section 1. GENERAL POWERS. The affairs of the Association shall be managed by its Board of Directors. Subject to the provisions of these By-Laws and the Articles of Incorporation, and to the policies and instructions adopted by the membership, the Directors shall have and exercise all of the powers and duties conferred by law.

Section 2. NUMBER AND CLASSIFICATION. The Board of Directors shall consist of 16 persons, and there shall be three classes of Directors, as follows:

(a) The four Principal Officers, who shall be Directors by virtue of their election to such office;

(b) Nine Directors at Large,

(c) Three Directors Ex-Officio:

(i) The Commissioner of the West Virginia Department of Culture and History;

(ii) The Chief of Parks of the West Virginia Department of Natural Resources;

(iii) The Executive Director of the West Virginia Railroad Maintenance Authority.

Each of the Directors Ex-Officio may appoint a representative to act for him at any meeting or otherwise; such representative shall be a responsible employee of the agency or division of government headed by such director, unless the Board shall approve a different appointment. Such appointments may be changed by such Directors from time to time as they see fit.

Section 3. TERM OF OFFICE. Directors at Large shall serve for terms of three years, subject to the provisions of these By-Laws. Three Directors at Large shall be elected each year. (At the first Annual Meeting, such Directors were elected for various terms of one, two, and three years so that such terms will expire accordingly.) Terms of office of the Principal Officers are as provided in Section 2 of Article V. The Directors Ex-Officio shall have indefinite terms, and the persons holding each of the offices named in Section 2(d) from time to time shall automatically be Directors Ex-Officio.

Section 4. QUALIFICATIONS. Directors at Large must be members of the Association in good standing. No policy-making employee of the State of West Virginia, as defined by the West Virginia Civil Service Commission, shall be a Director at Large.

Section 5. VACANCIES. Any vacancy in the Board of Directors occurring by reason of the resignation, death, disqualification, or removal of any Director shall be filled for the remainder of the applicable term by majority vote of the Directors then in office, even if less than a quorum.

Section 6. MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of Directors may provide by resolution the time and place, within the State of West Virginia or adjoining states, for the holding of additional regular meetings without other notice than such resolution. Special meetings of the Board of Directors may be called by or at the request of the President, the Secretary, or any three Directors. The person or persons authorized to call such special meetings may fix any place, within the State of West Virginia or adjoining states, as the place for holding any such special meeting called by them.

Section 7. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least five days previously thereto by written notice delivered personally or sent by mail or telegram to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any such meeting may be waived. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where any such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 8. QUORUM. A majority of the Board of Directors (excluding Directors Ex-Officio) must be present in person to constitute a quorum for the transaction of business at any meeting; but if less than a majority is present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 9. VOTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or by these By-Laws. Each Director shall have one vote. Notwithstanding any other provision of these By-laws, Directors Ex-Officio shall not have power or authority to vote on any question, and shall not be counted in the determination of any quorum or majority.

Section 10. INFORMAL ACTION BY DIRECTORS. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 11. COMPENSATION. No Director shall receive any compensation for his services, but the Board may direct that any Director receive reimbursement for reasonable expenses incurred in the performance of his duties.

Section 12. PROXIES. Any Director may appoint a member of this Association as a proxy to act for him at a meeting of the Board of Directors. A proxy may act at one meeting for only one

Director. The presiding officer must be notified of such proxy appointment directly or in writing by the absent Director before the proxy may be allowed to serve. A Director may not be represented by a proxy at more than two Board of Directors meetings per year.

ARTICLE VII - EXECUTIVE COMMITTEE

Section 1. COMPOSITION. There shall be an Executive Committee of the Board of Directors, consisting of the Principal Officers.

Section 2. POWERS. The Executive Committee shall have and exercise all of the powers and authority of the Board of Directors, except to: (i) elect or remove any Principal Officer or any Director; (ii) amend or restate the Articles of Incorporation; (iii) authorize the disposition of any property, assets or funds of the Association other than for routine transactions in the ordinary course of its affairs, except s may be expressly authorized by the Board of Directors; or (iv) take any other action that would or might materially alter the financial condition, policies, or programs of the Association or be by law beyond the authority of such committee.

Section 3. GENERAL. The provisions of Sections 4 and 6 through 11 of Article VI respecting the Board of Directors shall apply equally to the Executive Committee, except that any special meeting of such Committee may be called by or at the request of the President, the Secretary, or any two other members thereof.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order Newly Revised, current edition, shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these By-Laws, the laws of the State of West Virginia, the laws of the United States of America, and any special rules of order which this Association may adopt.

ARTICLE IX - ELECTIONS

Section 1. There shall be an annual election to elect new Officers and Directors to replace those whose term is expiring. The election shall be conducted by a mail ballot with the following procedure:

(a.) An Election Committee consisting of at least two members must be appointed by the President and approved by the Board of Directors at least 120 days prior to the Annual Meeting. The Election Committee is responsible for running the annual election, including soliciting candidates, preparing and distributing election material, and counting and verifying ballots. Election Committee members cannot be candidates for any elected position.

(b.) The deadline for receiving ballots is 20 days prior to the Annual Meeting.

(c.) Election material must be mailed to all active members at least 45 days before the deadline for receiving ballots. Material may be mailed by First Class or Standard Mail. Election material must

include a list of candidates for each vacancy, a statement from each candidate (if supplied), voting instructions, and a ballot to be returned via First Class mail. If amendments to these By-laws are to be voted on there must be a brief and accurate explanation for the proposed changes as well as the exact wording for each change.

(d.) Notice of the election and a request for candidates must be sent to the membership at least 45 days before the ballots are to be mailed. This notice can be included in the periodical or sent as a separate notice.

ARTICLE X - PERIODICAL AND OTHER PUBLICATIONS

Section 1. PERIODICAL. This Association shall publish a periodical issued in the interest of all members, which shall be called "THE LOG TRAIN".

Section 2. EDITORIAL BOARD. The policies governing the periodical and other publications shall be determined by the Board of Directors and the Editor sitting as the Editorial Board of this Association. The Editor shall have a full vote on the Editorial Board.

Section 3. FREQUENCY OF ISSUE. The periodical shall be published a minimum of four times each calendar year, normally on a quarterly basis. Special issues may be printed at any time.

Section 4. DISTRIBUTION. The periodical shall be mailed via United States Mail to all members of this Association in Active Member classification, and to others upon approval of, and at a rate set by, the Executive Committee to libraries, non-profit institutions, or other entities deemed appropriate by the Executive Committee.

Section 5. CONTENT. The content of the periodical shall be non-personal and objective in nature, and shall not contain personal comments of any writer without the comments being so labeled. The Editor may include a personal column, or editorial, from time to time. Such a column or editorial shall be clearly labeled as such and must contain a statement disclaiming it from policy of this Association unless it is so authorized by the Editorial Board. Since the periodical is the image-making publication of this Association and will be read by a wide audience, it shall be informative, newsworthy, and representative of this Association as a whole.

Section 6. OTHER PUBLICATIONS. This Association may publish books, pamphlets, or other literature on the railroad or logging industries or otherwise in furtherance of the Association's purposes as determined by the Editorial Board.

ARTICLE XI - COMMITTEES

Section 1. ESTABLISHMENT. Such committees, standing or special, may be appointed by the President or Board of Directors as they shall from time to time deem necessary to carry on the work of this Association. The President shall be ex-officio a member of all committees.

ARTICLE XII - GENERAL

Section 1. SUNDAYS AND HOLIDAYS. Actions by the Board of Directors or the Executive Committee or the membership of this Association assembled in meetings on Sundays or legal holidays shall be binding insofar as they relate to the affairs of this Association.

Section 2. GUESTS. Members may invite guests to attend meetings within reasonable limitations, with the general idea of interesting such guests in membership.

Section 3. GENDER. Wherever in the By-Laws a masculine personal pronoun is used, it is for convenience only, and not by way of limitation, and shall be construed to include the feminine gender as well.

ARTICLE XIII - AMENDMENTS OF BY-LAWS

Section 1. HOW AMENDED. These By-Laws may be amended, altered, revised, repealed, or added to by an affirmative vote of two-thirds of the members voting in the Annual Election where each proposed change is included in the ballot.

Section 2. Proposed By-Laws amendments may be placed on the ballot by a simple majority vote of the Board of Directors or by a petition signed by 10 percent of the members.

Section 3. EFFECTIVE DATE. The effective date of any change to these By-Laws shall be immediately upon passage in accord with Section 1 of this Article, unless a later effective date and/or time is specified in the change as enacted by the membership.

-- end of By-Laws --

REVISION HISTORY:

Changes approved in May, 2005:

- The Board of Directors sets dues (instead of the dues being set by the membership).
- The Board of Directors defines membership classes instead their being defined in the By-Laws.
- All membership categories except Regular Member are eliminated (they can be recreated by the Board of Directors as needed).
- The date of the Annual meeting may be at any time (not just in May).
- Board meetings may be held in states adjoining West Virginia (instead of just in West Virginia).
- Officers and Board members can appoint proxies for up to two meetings per year.
- Delete General Meetings and Special Membership Meetings (leaving only the Annual Meeting).
- Elections and By-Laws changes are voted on by mail ballot instead of a membership meeting.

Changes approved in May, 2011:

- Eliminate the three Principal Director positions and increase the number of Directors at Large from six to nine.

-- end --