

**BYLAWS OF
READING COMPANY TECHNICAL & HISTORICAL SOCIETY, INC.
A NONPROFIT CORPORATION**

Adopted October 27, 2009

The name of the Corporation is Reading Company Technical & Historical Society, Inc.

II. PURPOSE:

The corporation is incorporated under the Nonprofit Corporation law of the Commonwealth of Pennsylvania for the following purposes:

- A. To document and preserve the history of railroads and their benefit to the United States of America, but mainly those of the Schuylkill Valley and especially those of the Reading Railroad Company and its predecessors, successors and subsidiaries.
- B. To collect data on the history of transportation and to issue publications relating to this subject.
- C. To encourage rail transportation.
- D. To acquire by donation, purchase, lease or otherwise, real and personal property and to finance, sell, deed, lease or otherwise manage same in a manner appropriate for a museum and the above mentioned purposes.
- E. To promote social enjoyment, maintain fellowship and promote goodwill among Society members and to provide a meeting place where persons interested in railroads may gather.

III. PRINCIPAL OFFICE:

The principal place of business of this Society in Pennsylvania will be located at the Reading Railroad Heritage Museum, 500 S Third St, Hamburg, Berks County, Pennsylvania 19526. The mailing address is P.O. Box 15143, Reading, PA 19612-5143. In addition, the Society may maintain other offices either within or without the Commonwealth of Pennsylvania, as its business requires.

IV. MEMBERSHIP:

- A. Membership shall be open to all persons interested in the Reading Railroad.
- B. For the purpose of record keeping, the membership year shall correspond with the calendar year, regardless of when dues are paid. New members joining the Society in November or December shall have their dues applied to membership in the following year.
- C. Regular membership shall be composed of, but not restricted to, Individual, Family, Contributing, Sustaining, Student and Corporate Members. Regular membership shall be available upon payment of annual dues. Regular membership privileges will include a subscription to issues of the "Bee Line" in that membership year, plus all other material made available to the membership that year under the annual dues as approved by the Executive Board.

- D. Honorary membership may be bestowed upon an individual who is recommended by any two members for such membership, and is then approved by a 2/3 majority of eligible voting members present at a general meeting. The sponsoring members should be prepared to give adequate reason why the proposed honorary member is worthy of such membership. Honorary membership may be bestowed in any duration from one year to life. Honorary members have no voting privileges, but receive all other benefits of regular membership.

V. DUES:

- A. Annual dues shall be recommended for the following year in September by the Executive Board of the Society. Dues structure shall then be established by a 2/3 majority vote of the eligible voting members present at the October general membership meeting.
- B. Membership dues are due on January 1st and are for the calendar year. A two month grace period from January 1 to March 1 is allowed to remain a member in good standing. Members whose dues are not paid by March 1st will be dropped from the roster.

VI. OFFICERS, DIRECTORS & ADVISORS:

- A. The officers of this Society shall be a President, 1st Vice President, 2nd Vice President, Secretary and Treasurer. No member may hold two offices concurrently. The term of office for each position shall be two years. To be nominated for the office of President, the nominee must have served at least one term as an officer or director of the Society. Nominees for any position of officer or director shall be members in good standing for a minimum of one year immediately preceding their nomination.
- B. Elected Directors of the Society shall number between 4 and 10. The term of office for a director shall be two years. No member may hold the position of more than one director concurrently. The number of directors shall be at the Board's discretion and shall be set annually before the January report of the Nominations Committee.
- C. Schedule of Elections: The following five positions shall be elected in the even numbered year: President, 2nd Vice President, Secretary, at least two Directors. The following positions shall be elected in the odd numbered year: 1st Vice President, Treasurer, at least two Directors.
- D. The Executive Board of the Society shall be composed of five officers and at least four, but not more than ten, Directors. When a meeting of the Executive Board is held, the presence of half of the board membership shall constitute a quorum. Officers and Directors who fail to attend at least 2/3 of regularly scheduled board meetings each elected year may be disqualified from board service by majority vote of the board. If a board member is elected to another position on the Executive Board, or if a vacancy occurs on the Executive Board, the President shall appoint a replacement, with the approval of a majority vote of the Executive Board, to fill the position for the remainder of the unexpired term. If the President vacates the office, the 1st Vice President shall become President, the 2nd Vice President shall become 1st Vice President and the new President shall appoint a new 2nd Vice President, with the approval of a majority vote of the Executive Board, to fill the remainder of the term

of the 2nd Vice President. Appointees must be members in good standing for a minimum of one year immediately preceding their appointment.

- E. The President may appoint advisors from outside the general membership, as deemed necessary with the approval of the Executive Board. The term of office of each advisor shall be at the discretion of the President. The advisors shall be governed by the Bylaws of the Society and shall give advice or perform duties as requested by the Executive Board.

VII. COMMITTEES:

- A. The President shall establish committees and appoint a temporary chairperson for that committee with the approval of the Executive Board. Each committee shall select its own permanent chairperson. Each committee shall function according to policies established by the Executive Board, and shall submit a report of their activities at each general meeting. Any member in good standing may recommend to any member of the Executive Board the formation of a committee.
- B. Committees shall meet as necessary to perform their duties. It is the chairperson's responsibility to notify members of all committee meetings. The chairperson shall also be responsible to report committee activities to the general membership. The Executive Board shall review all committees annually following the election and report their review to the general membership at the June meeting.
- C. Committees may be disbanded by action of the Executive Board.

VIII. ELECTIONS:

- A. The nominations committee shall present the names of nominees for the position of officer or director at the January general membership meeting. At that time nominations will also be accepted from the floor.
- B. Ballots will be included in the Crusader that contains the minutes of the January meeting. Only those members whose dues for the current year have been paid by March 1 shall be eligible to vote. A family membership shall be permitted two votes. Children included in a family membership are not eligible to vote. Children who wish to vote are encouraged to join the Society as Student Members.
- C. All ballots shall be returned by mail and must be received no later than March 31. Eligible voters will be certified by the Membership Committee. Ballots will be counted by the Elections Committee. The results will be announced at the April General Membership meeting. In the event of a tie vote for any position, the members present at the April General Membership meeting will vote to break the tie.

IX. MEETINGS:

- A. All business shall be transacted in accordance with Robert's Rules of Order unless stated to the contrary in these Bylaws. Meetings of the general membership shall be held the fourth Tuesday of each month except November and December. Those meetings will be scheduled at the discretion of the Executive Board with proper notification to the membership.

- B.** Attendance of twenty members at a regularly scheduled general membership meeting shall constitute a quorum for conducting business.

X. AMENDMENTS:

- A.** Any regular member in good standing may submit a proposal for changes or additions to the Bylaws to the Secretary. This proposal must be supported by the signatures of fifteen members in good standing in addition to the person submitting the proposal. Proposed changes or additions shall be read at the next general membership meeting. Then, at least fifteen days prior to the following membership meeting, the Secretary shall issue a copy of the changes or additions to each member, with a notice that the proposal will be voted upon at the general membership meeting. The affirmative vote of at least 2/3 majority of eligible regular members present shall be required to enact the proposed change or addition to the Bylaws. Each member of the Society shall be provided a copy of the Bylaws (and subsequent revisions) upon joining the Society.