

Bylaws of the Hagerstown & Frederick Railway Historical Society, Inc.

Amended by vote on January 27, 2003

Article I - Meetings

A. Business and Planning Meetings

1. There shall be an Annual Business and Planning meeting of the Society at a time and place selected by Society Board of Directors. A majority of the Board must be present at Business and Planning meetings.
2. The time and place of the Annual Business and Planning meeting shall be announced to Society members not less than 30 calendar days prior to the meeting.

B. Regular Meetings

1. A meeting shall be held not less than two times a year. Regular business shall be presented at these meetings. One regular business meeting will coincide with the Annual Business and Planning meeting.
2. The time and place of regular meetings shall be announced to Society members not less than 30 calendar days prior to the meeting.
3. Quorum for regular meetings shall be a majority of the Board of Directors and 25 (twenty-five) percent of the regular membership.

C. Other Meetings

1. Members may not meet under the name of the Society at any time or place, unless:
 - a. The Society Board of Directors is notified in writing, gives approval, at least one member of the Board of Directors is present, and
 - b. A meeting summary report is delivered to the Secretary and Newsletter Editor for inclusion in the Official Records and the next issue of the Society Newsletter.

D. Quorum

1. A Quorum is defined as 25 (twenty-five) percent of the regular membership either by presence or proxy.

E. Rules of Order

1. All meetings must be conducted in accordance with Roberts Rules of Order.

Article II - Finance

A. Dues

1. Dues shall be established by the Society Board of Directors and ratified by a simple majority of the regular membership at any regular meeting.
2. Changes to dues structure shall be approved by majority vote of the Society Board of Directors and ratified by a simple majority of the regular membership at any regular Society meeting.
3. New members accepted into the Society shall pay the full year's dues if their acceptance date is between January 1 and June 30 (inclusive). They shall pay one-half year's dues if accepted between July 1 and December 31 (inclusive). This change shall be effective immediately and will not be retroactive.
4. Dues shall be collected by the Society Treasurer and deposited into the Society's bank account.

B. Reports

1. The Treasurer shall provide a report of Society finances at each regular meeting as well as the Annual Business and Planning meeting.
2. The Treasurer shall be responsible for completing and filing all required State and Federal financial forms.

C. Audits

1. Society Financial data will be audited prior to the Annual Business and Planning meeting by a committee appointed by the Board of Directors.

Article III - Membership

A. Requirements

1. Membership is open to anyone with an interest in the H & F Railway or its related railroad lines and subject to approval of a majority vote of the Board of Directors.
2. There are three types of membership:
 - a. Individual - for the individual
 - b. Family - for multiple family members
 - c. Corporate/Benefactor - for businesses or individuals who wish to further the Society.
3. Membership lists shall not be made available to anyone, except Society officers, without the approval by a majority vote of Society Board of Directors.

Article IV - Publications

A. Newsletter

1. A Society Newsletter shall be published not less than two times per year and is the official publication of the Society.
2. The Newsletter Editor shall have final discretion over content of the newsletter with the exception of official notices.

Article V - Officers and Administration

A. Officers

1. The following offices shall constitute the Society's Board of Directors:
 - a. President
 - b. Vice-President/Secretary
 - c. Treasurer
2. Additional members of the Board of Directors may be added or removed from the list of additional officers by a majority vote of the Society Membership at any Annual Business meeting. At least 30 calendar days notice must be given prior to the proposed action.
3. Additional Officers not serving on the Board of Directors:
 - a. Curator
 - b. Historian
 - c. Newsletter Editor
 - d. Resident Agent
4. Committees
 - a. The Board of Directors shall create committees as needed to provide oversights for various Society functions.

b. Creation of a committee must be by unanimous vote of the Board of Directors.

c. Existing Committees:

1. Program Committee: The Program Committee shall obtain speakers for a program as directed by the Board of Directors.

2. Auditing Committee: The Auditing Committee shall review the account books of the Treasurer to insure completeness and accuracy. The Auditing Committee will insure that the Treasurer has paid all bills correctly, all income is properly reported, and that the account books are properly maintained. The Auditing Committee will present a verbal and written report at the Annual Business meeting.

5. Job Descriptions of Officers:

a. President: The President shall preside at all meetings of the Society and its Executive Committee. The President shall represent the Society in public speaking engagements, media, and community service events. He will appoint an Auditing Committee two months prior to the end of the term.

b. Vice-President/Secretary: The Vice-President/Secretary shall perform the duties of the President in his absence and shall assist when called upon. He shall appoint an interim Secretary when acting as President. He shall keep accurate minutes of all meetings and act as Chair of the Program Committee. The Vice-President/Secretary shall keep photocopies of all required documents including, but not limited to: tax filings, by-laws, constitution, meeting minutes, and other Society documents. The Vice-President/Secretary may represent the Society in public speaking engagements, media, and community service events.

c. Treasurer: The Treasurer shall collect all dues and monies and deposit said monies in the Society's banking account promptly. He shall pay only approved bills, make a bi-monthly statement of the receipts and disbursements; shall notify members in advance of the payment of dues. Prior to the end of the fiscal year the Treasurer's accounts shall be reviewed by the Auditing Committee. The Treasurer will provide a written statement of Society finances at the Annual Business meeting. The Treasurer shall file and keep copies of all necessary forms, returns, and reports to the State and Federal Governments as required by law. The Treasurer may represent the Society in public speaking engagements, media, and community service events.

d. Curator: The Curator shall be responsible for the maintenance of the artifact collection owned by the Society. He shall obtain and maintain adequate safe storage for the collection. He will insure that the accounts of the Society's collection and its physical inventory is sighted and audited prior to the Annual Business meeting. He shall provide a verbal and written report and inventory at the Annual Business meeting.

e. Historian: The Historian will maintain an account of the Society's history and activities. This shall include, but is not limited to, newspaper clippings, letters, paper documents, and other items that are of historical significance. He shall provide a verbal and written report and inventory at the Annual Business meeting.

d. Newsletter Editor: The Newsletter Editor shall issue the Society's Newsletter as directed by Article IV of the Bylaws and the Board of Directors. The Newsletter shall contain: effective dates, notices of meetings, statements from the Treasurer, biographies, historical data, and other items related to the Society.

e. Resident Agent: The Society will appoint a Resident Agent who will interact with the Maryland State Government. The Resident Agent must be a Maryland resident with a Maryland address.

B. Terms of Office

1. Terms of Office shall be 2 (two) years, beginning on January 1st and ending on December 31st of the following year.
2. If an Officer resigns before the end of the term, the Board of Directors shall either appoint a successor for the remainder of the term or hold a special election to fill the post.
 - a. The Board may have an internal vote if more than one person is nominated for a shortened term position. A simple majority vote is required to elect a nominee to fill the post.
 - b. If a member, not nominated by the Board of Directors, expresses an interest in filling a Board Vacancy a special election shall be held. This special election shall be open to all members in good standing.
 - c. If the position is to be voted on by the General Membership, the Society will mail ballots to members. A simple majority of returned votes postmarked within 30 days of the ballot mailing will elect the new Officer.
3. There are no limits on the number of terms an officer may serve the Society.
4. An officer may be removed from office by a majority vote at an annual meeting if sufficient proof is provided that the Officer is not performing the duties of office as described in Society documents.
5. An officer may be removed from office by the Board of Directors if that person knowingly commits any felonious acts that are in violation of statutes enacted by the State of Maryland or the United States of America.

C. Nominations

1. A nomination committee shall be appointed by the President, subject to approval by the Board of Directors, and shall set criteria for selection of nominees.
2. Criteria shall include, but not be limited to, regular membership in good standing, willingness to devote time, effort, special skills, or attributes.
3. The nomination committee shall present its recommendations in writing to the regular membership at least 30 calendar days prior to the Annual Business and Planning meeting. Nominations from the floor will be accepted at the Annual Business and Planning.

D. Elections

1. Elections shall be from candidates nominated by the nominations committee or made by the floor at the Annual Business and Planning.
2. Officers shall be elected by majority vote of those members in attendance at the annual business meeting.
3. Notification of an election must appear in the Society newsletter at least 30 calendar days prior to the vote.
4. A Proxy form will be printed in the Society Newsletter for distribution to members in good standing and must be received by the Secretary at least 10 calendar days prior to the vote.

Article VI - Indemnification of Directors and Officers

A. Indemnification

1. Directors and Officers shall not be financially responsible for any fiduciary action or debts

incurred by the Society.

2. Directors and Officers shall not be legally responsible for any actions taken by the Society.

Article VIII - Amendments

1. Amendments or changes to these bylaws can be proposed by any Society member in good standing, in writing in sufficient time to be distributed in the Newsletter to the regular membership at least 30 calendar days prior to the next regular meeting. Approval of amendments shall require a 75 (seventy five) percent majority vote of proxy or members present.

Article VIII - Dissolution of Corporation and Distribution of Assets

A. Dissolution

1. Dissolution of the Corporation shall not occur unless voted upon by the entire membership and approved by at least a 90 (ninety) percent majority or if mandated by Court order or law.

B. Distribution of Assets

1. In the event of Corporate dissolution, all assets will be distributed according to Internal Revenue Code regarding distribution of assets of 501 (c) (3) corporations. All assets including both monetary and real property are to be given to the following institutions, assuming compliance with Internal Revenue Code and approval of the Board of Directors:

- a. Hagerstown Roundhouse Museum (Hagerstown, MD)
- b. Rockhill Trolley Museum (Orbisonia, PA)
- c. Seashore Trolley Museum (Kennebunkport, ME)
- d. Historical Society of Frederick County (Frederick, MD)
- e. Washington County Historical Society (Hagerstown, MD)
- f. National Capital Trolley Museum (Silver Spring, MD)
- g. Other groups as decided upon by the Board of Directors.