

The Northwestern Pacific Historical Society
CONSTITUTION

Adopted April 11, 1992

Article I -- Name

The name of the Society shall be THE NORTHWESTERN PACIFIC RAILROAD HISTORICAL SOCIETY, hereinafter referred to as the "Society," or "NWPRRHS."

Article II -- Objectives

The objectives of the Society shall be:

1. To promote interest in the memory and heritage of the NORTHWESTERN PACIFIC RAILROAD and its predecessor and associated railroads and related enterprises in northwestern California.
2. To educate the membership and the public by gathering, processing, storing, reproducing and disseminating information pertaining to said railroads.
3. To publish a newsletter and other publications which are to be made available to all members and to others under terms determined by the Board of Directors.
4. To receive and hold property as may be necessary to carry out the objectives of this Society.
5. To raise funds to accomplish these objectives through dues from the membership and by other means as may be approved by its Board of Directors.
6. To sponsor and promote such events as its Board of Directors deems beneficial.
7. To work in conjunction with other societies, associations, groups or individuals with similar objectives.
8. To initiate and develop additional objectives as the Society grows, enabling the Society to further its objectives.

Article III -- Membership

Membership shall be open to all persons interested in the objectives of the Society.

Article IV -- Elected Officers

The officers of the Society shall be:

- A. President
- B. Vice President
- C. Secretary
- D. Treasurer
- E. Five (5) Directors

2. All of the above officers shall constitute the Board of Directors.

3. The membership shall elect nine (9) members to serve on the Board of Directors, and from that number the Board of Directors shall elect the four (4) officers prescribed in Article IV, Paragraph 1, Subparagraphs A, B, C, and D.

Article V -- Meetings

1. There shall be an annual business meeting and regular meetings of the Society, as set forth in the By-Laws of the Society.

2. Any of the following matters to come before the annual business meeting must be submitted to the Board of Directors not less than sixty (60) days prior to the annual business meeting A. Amendments to the Constitution; B. Elections of officers.

3. A quorum is necessary to conduct Society business. At the annual business meeting, or any business meeting, a quorum is five (5) percent of the total membership. At Board of Directors meetings, a quorum is a majority of the Board. In the event that an annual business meeting cannot be convened because of a lack of a quorum by attendance and proxy, the meeting may be recessed to a future date for the limited purpose of receiving proxies and ballots for any matters that were on the agenda for consideration at the annual business meeting. The names of members who failed to attend the meeting or to submit a proxy shall be made available in timely fashion by the Secretary to any member requesting them.

4. Notice of all Board of Directors meetings and of the annual business meeting shall be sent to all members not less than twenty (20) days before the meeting.

Article VI -- Amendments

The Constitution of the Society may be amended in whole or in part at the annual business meeting by a vote of two-thirds of the membership actually present at the meeting providing the following steps are followed:

A. The proposed amendments have been submitted to the Board of Directors not less than sixty (60) days before the annual business meeting;

B. The text of the proposed amendments has been mailed to all members at their last address of record with the Secretary not less than thirty (30) days before the annual business meeting.

BY-LAWS OF NORTHWESTERN PACIFIC RAILROAD HISTORICAL SOCIETY

Amended 7/19/2003

Article I - Membership

The membership categories of the Society shall consist of the following:

- A. Student (to age 21) - shall pay one-half the Regular dues;
- B. Regular - dues set by vote of the Board of Directors;
- C. Family - shall pay one and one-half times the Regular dues;
- D. Sustaining - shall pay twice the Regular dues;
- E. Contributing - shall pay four times the Regular dues;
- F. Life - shall make a one time payment equal to twenty times the Regular dues;
- G. Honorary - shall pay no dues; this category to be conferred by a vote of the Board of Directors.

Article II - Dues

1. The annual dues and the effective date of any change thereof shall be set by a two-thirds vote of the Board of Directors. The annual dues shall apply to a period that runs from January 1 each year through December 31 of that year.

2. There shall be a ninety (90) day grace period at the beginning of each dues year. Members failing to renew by the expiration of the grace period (March 31st) will no longer be in good standing and will be removed from the Society's roster.

Article III - Meetings

1. There shall be an annual business meeting of the Society not later than 60 days after the end of the Society's fiscal year.

2. There shall be meetings of the Board of Directors at least four (4) times per year; members of the Society shall be entitled to attend. The President shall cause notices of meetings to be published in a timely manner in the Society's newsletter. Special meetings may be called at the discretion of the Board of Directors. A majority of the Board of Directors may convene a meeting of the Board no sooner than 10 days after notice is delivered to the President, Secretary, and all other Board members. At the discretion of the President, a Board member may be asked to step down after two (2) unexcused absences. With the concurrence of the Board, the President may remove an officer after two (2) unexcused absences. Should a Board member depart prior to adjournment, he or she may file a proxy on a pending agenda item with the Secretary.

3. There shall be regular meetings of the Society for the purposes of promoting the objectives of the Society, at times, dates and places determined by the Board of Directors. Notice of such meetings shall be published in the Society's newsletter.

Article IV- Election of Officers

1. Approximately nine (9) months before the date of the annual business meeting, the President shall appoint a nominating committee of three (3) members (one designated as chair) who shall solicit from the membership candidates for the Board of Directors as set forth in Article IV of the Constitution. Nothing shall prevent a member in good standing from running for election even if the Nominating Committee has already submitted a list of candidates for election to the Board of Directors, provided the member desiring to run for office has submitted his/her name for candidacy to the Secretary at least ninety (90) days prior to the annual business meeting. The list of candidates shall be reported to the Secretary who shall have the list published as a ballot, with any measures approved by the Board of Directors. The ballot shall be mailed to the membership not less than thirty (30) days prior to the date of the annual business meeting.

2. The election of Board of Directors will take place at the annual business meeting using the ballots mailed to each member. Each member is entitled to one (1) vote by secret ballot for each vacancy or ballot measure. Candidates receiving the most votes shall be declared elected and shall assume the duties of their respective offices immediately. The terms of the Society's Directors shall be staggered and of two (2) years duration so that they overlap. A member of the Board of Directors who is appointed to a vacancy on the Board may not be reappointed at the end of his/her term, but must stand for election for another term. The terms of the President, Vice President, Secretary and Treasurer, elected by the Board of Directors, shall be one (1) year.

Article V- Vacancies of Elective Positions

1. An office shall be deemed vacant when either:

- A. There is a death of an officeholder;
- B. The Board of Directors determines by majority vote that an officeholder is incapacitated;
- C. A written resignation is filed with the President or the Secretary of the Society;
- D. An official is removed in accordance with Article III, Section 3, of these By-Laws;
- E. No person was elected to the position at the annual meeting.

2. Vacancies on the Board of Directors shall be filled by appointment by the President, with the approval of the Board of Directors. Appointees shall serve for the balance of the unexpired term.

Article VI - Administration and Management

1. President. The President shall preside at all meetings of the Board of Directors and the membership meetings of the Society. The President shall be the Chief Executive Officer, and shall have other powers and duties as may be prescribed by the Board of Directors. The President may appoint the chair and members of standing committees as specified in Article VII, and such other special officials or committees as deemed necessary to assist the elected officers

in carrying out their duties. The President shall be an ex-officio member of all committees.

2. Vice-President. In the absence of the President, the Vice-President shall perform the duties and exercise the powers of the President. The Vice-President shall have such powers and duties as prescribed by the Board of Directors.

3. Secretary. The Secretary shall: (a) coordinate with any officials appointed by the President to assist the Secretary to ensure that a record of all meetings of the Board, and an up-to-date roster of Society membership is maintained; (b) cause notice to be given to all members of the date, time and place of meetings; (c) provide the ballot and proxies if required for the annual business meeting of the Society; (d) keep the seal of the Society; (e) assist the Treasurer in preparing any required reports for State and Federal agencies; and (f) have other duties as may be prescribed by the Board of Directors.

4. Treasurer. The Treasurer shall keep and maintain adequate and correct accounts of the properties, assets and business transactions of the Society. The financial books of the Society shall be kept on a cash basis and on a fiscal year basis. The Treasurer shall collect all monies due the Society and shall deposit all monies and financial instruments in the name and credit of the Society with such depositories as may be designated by the Board of Directors. The Treasurer shall report to the Board at each Board meeting, and to the President, whenever requested, an account of the transactions and financial condition of the Society. The Treasurer, together with the Secretary, shall be responsible for preparing and filing any necessary financial or administrative reports with the appropriate governmental agencies. The Treasurer shall have such other powers and duties as may be prescribed by the Board of Directors.

5. The President, Vice-President, Treasurer and Secretary shall constitute the Executive Committee, and shall be responsible for the administration of the Society's affairs at the direction of the Board of Directors. The Executive committee shall meet at least once a quarter.

6. Board of Directors - The management of the affairs, properties and business of the Society shall be vested in the Board of Directors. No officer or director shall receive any compensation for their services.

7. Additional powers and duties of the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Society, provided the face value of such contract or instrument does not exceed a sum equal to one-half the annual budget for that fiscal year. Authorization for contracts or instruments exceeding one-half of the annual budget must be obtained by a majority vote of the members present at a duly noticed meeting, provided a quorum is present. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Society by any agreement or contract, to pledge its credit or to render it liable in any manner whatsoever.

8. In no case shall the Board of Directors authorize the expenditure of more funds than those actually and currently held by the Society. Officers,

directors, committee chairs and others conducting normal and routine Society business may be reimbursed for such out-of-pocket expenses as bridge tolls, long-distance telephone calls, automobile mileage, and lodging. Evidence of expenditures, including written statements of non-receipted items, shall be submitted to the Treasurer, who, upon determining their validity, shall draw appropriate checks. All such reimbursed expenses shall be reported by the Treasurer to the Board of Directors. Any denied expenses may be appealed to the Board of Directors, whose decision shall be final.

9. All checks, drafts, or other orders for payment to be issued by the Society in the amount of one hundred (1 00) dollars or more shall be signed or endorsed by the Treasurer and counter-signed by the President, Vice-President, or Secretary. In the absence of the Treasurer, the President and Secretary may issue checks if both sign each check. All checks, drafts or other orders for payment to be issued by the Society in amounts less than one hundred (100) dollars may be signed by the Treasurer alone provided that satisfactory evidence of indebtedness has been presented to the Treasurer.

10. The Society shall engage the services of a qualified, independent auditor each year prior to the annual meeting, and the auditor's report and findings shall be presented at the annual meeting.

Article VII - Standing Committees

At the annual business meeting or as soon as practical thereafter, the President, with the concurrence of the Board of Directors, shall appoint members to chair the standing committees. Members chairing standing committees may appoint the members of their own committee. All standing committee members shall serve at the convenience of the President. The members may be reappointed for succeeding years. The standing committees are:

1. Finance. This committee shall be composed of the Treasurer and at least one other member. The Finance Committee shall prepare an annual budget which shall be presented at the annual business meeting for the approval of the membership.

2. Planning. This committee shall be responsible for long-range planning, including fundraising, and shall define and identify appropriate missions, goals, and programs for the Society.

3. Program. This committee shall plan and prepare meetings, excursions, shows, displays and exhibits with the goal of enlightening the membership and acquainting the general public with the goals of the Society.

4. Membership. This committee shall promote the Society to increase the membership, subject to authorization by the Board of Directors.

5. Library and Archives. This committee shall catalog, repair, preserve and protect books, photographs, documents, artifacts, memorabilia, etc., which the Society may acquire through purchase, loan, donation or other legal means.

The committee shall submit reports on information and products of interest that enhance and preserve the heritage and history of the Northwestern Pacific and other Redwood Empire railroads and shall, with the approval of the Board of

Directors, further that end by making available data, photographs, etc., to those who seek to produce books, articles or other items for the membership of the Society.

This committee shall reproduce copies of documents, photographs and other items for distribution, sale or auction to members of the Society and the general public, provided such materials are in the public domain or for which permission for such reproduction has been granted. Proceeds from such sales or auctions shall be received by the Treasurer.

6. Publications. This committee is to oversee the editing, publishing and distributing of a newsletter to the membership, at least quarterly or more frequently at the direction of the Board of Directors. This newsletter shall be the official publication of the Society. Committee members shall consist of the newsletter editor, the magazine editor and such other members as may be required to properly execute the assigned duties. A newsletter or a ballot and a proxy (if required) shall be distributed to the membership prior to the annual business meeting to enable the members to vote as set forth in Article IV, Paragraph (1) of the By-Laws of the Society.

7. Publicity. This committee shall be responsible for publicizing the aims and objectives of the Society. It shall prepare and distribute press releases, mailers and advertisements concerning Society activities. Its membership shall consist of one member each from the Program, Membership and Publications Committees.

Article VIII - Non-Liability of Members, Officers, Directors

The members, officers and directors shall not be held individually liable for any debts, contracts, liabilities or other agreements of the Society.

Article IX- Parliamentary Procedure

In the absence of any pertinent provision of the By-Laws or applicable California State law or regulation, the most current edition of Robert's Rules of Order shall be applied to any question or matter of procedure in any meeting.

Article X - Amendments to the By-Laws

These By-Laws may be amended in whole or in part at the annual or special business meeting of the Society, provided that a copy of the proposed amendment(s) shall have been sent by the Secretary to the membership at least thirty (30) days before such amendment(s) is/are to be acted upon. There shall be a reading and discussion of the proposed amendment(s) at said meeting. An affirmative vote by two-thirds of those members present in person or by proxy is required in order to approve the amendment(s), provided there is a quorum. If voting by proxy, the proxy votes shall be sent sealed to the Secretary to be opened and tallied at the time the vote is taken.

Article XI - Disposition of Assets

At such time as the Society shall disband, all of its assets shall become

the property of a designated incorporated society or association having similar objectives. Should the Society disband without designating such a society or association, or in the absence of such society or association, the Society's assets shall devolve upon the California Department of Parks and Recreation to be administered by the California State Railroad Museum.