



NATIONAL RAILWAY HISTORICAL SOCIETY PHILADELPHIA CHAPTER, INC.

Post Office Box 7302, Philadelphia, PA 19101-7302

A 501c3 non-profit corporation—Founded 1936, Incorporated 1973

By-Laws of Philadelphia Chapter, NRHS

ARTICLE I. NAME. This organization shall be known as the National Railway Historical Society, Philadelphia Chapter, Inc.

ARTICLE II. PURPOSE. The purpose of this organization shall be to record and preserve the history of rail transportation, as well as to encourage that form of transportation. It shall not engage in any activities that are not permitted by organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any successor federal tax code.

ARTICLE III. MEMBERSHIP.

Section 1. Any person of good character will be admitted to membership upon payment of the dues currently prescribed by the Chapter and by the parent National organization. Applications for membership shall be subject to the approval of the Chapter Board of Directors. The Chapter shall not discriminate against any applicant based upon age, race, color, sex, religious affiliation, national origin, disability, or sexual orientation.

Section 2. Application for membership shall be made through use of a form of application approved by the Board of Directors and made available to anyone who requests it.

Section 3. The Board of Directors may establish, subject to approval by a majority of the voting members in attendance at a regular Chapter meeting, various categories of non-voting memberships with eligibility requirements differing from those set forth in Section 1 of this Article. Such non-voting members shall have the right to participate in all activities of the Chapter except for voting and holding office.

ARTICLE IV. RIGHTS AND PRIVILEGES OF MEMBERS. All members in good standing, who also are members of the parent National organization, are eligible for full participation in all Chapter activities, to elect and serve as officers, to serve on committees, and to enjoy whatever other benefits may be offered.

ARTICLE V. BOARD OF DIRECTORS. The officers and the Chairpersons of the standing committees shall constitute the Board of Directors of the Chapter, and as such shall be responsible for the operations of the Chapter.

ARTICLE VI. OFFICERS. The administration of the Chapter shall be vested in the following officers: President, Senior Vice

President, Vice President and Treasurer, Secretary, and National Director.

ARTICLE VII. DUTIES OF THE OFFICERS.

Section 1. The President shall oversee the administration of all Chapter business. He or she shall preside at all Chapter meetings, unless circumstances prevent him or her from so doing. He or she shall co-sign all checks drawn on the accounts of the Chapter by the Vice President and Treasurer.

Section 2. The Senior Vice President. He or she shall be responsible for the provision of programs at general Chapter meetings. He or she shall assume the duties of the President in his or her absence. He or she also shall be empowered to co-sign checks in the absence of the President. In the event the President should leave office before his or her term expires, the Senior Vice President shall assume the duties of the President.

Section 3. The Vice President and Treasurer shall collect all monies and dues and administer all funds of the Chapter. He will issue all checks for the Chapter and will co-sign same with either the President or Senior Vice President.

Section 4. The Secretary shall record the minutes of the meetings, and maintain a roster of the members, arrange for the printing and mailing of meeting and other notices, and shall handle general correspondence for the Chapter.

Section 5. The National Director shall represent the Chapter at all meetings of the National organization, keeping in mind the best interests and wishes of the Chapter members. The National Director also shall report the proceedings of all such National meetings to the Chapter members.

ARTICLE VIII. ELECTION OF OFFICERS. The officers shall be elected annually at the April general membership meeting to serve a term of one (1) year. Prior to this meeting, the President shall appoint a Nominating Committee, which will recommend candidates for office. Election will be by a majority vote of the members present and voting. There will be no limitation on the number of consecutive terms served.

ARTICLE IX. STANDING COMMITTEES. At the May general membership meeting the President shall appoint or re-appoint Chairpersons of the following committees: Trip, Publications, Publicity, Equipment, Newsletter, and Membership.

ARTICLE X. DUTIES OF THE COMMITTEES.

Section 1. The Trip Committee is responsible for all Chapter-sponsored trips and excursions, as well as those utilizing Chapter-owned equipment but sponsored by other organizations.

Section 2. The Publications Committee is responsible for all non-regular publications of the Chapter.

Section 3. The Publicity Committee is responsible for the release of Chapter information to the general public, with the approval of the Chapter officers. The committee also will be responsible for maintaining the Chapter's Internet Web site and for handling any other matters dealing with the general public.

Section 4. The Equipment Committee is responsible for the purchase, maintenance, and operation of all Chapter property, including rail rolling stock.

Section 5. The Newsletter Committee is responsible for the preparation of the Chapter's regularly-issued newsletter.

Section 6. The Membership Committee is responsible for seeking new members of the Chapter and for processing all membership applications.

ARTICLE XI. SPECIAL COMMITTEES. Special committees may be appointed by the President, with the approval of the Board of Directors, to handle specific assignments. Such special committees will terminate upon completion of their assignments or dismissal by the President.

ARTICLE XII. MEETINGS.

Section 1. General meetings shall be held on the third Friday of every month, except July and August, and shall be open to all members and to the general public. Variations from this schedule may be permitted, if required by special circumstances.

Section 2. Special meetings may be held when necessary and shall be open to the members and their guests.

Section 3. Executive meetings will be held by the Board of Directors when necessary and are open to the membership. At least five officers or committee Chairpersons must be present to constitute a quorum. The minutes of the executive meetings shall be entered into the official minutes of the Chapter.

ARTICLE XIII. DUES. The amount of the Chapter dues shall be set by the Board of Directors with the approval of a majority of members present and voting at a general membership meeting. Dues shall be collected by the Vice President and Treasurer, in conjunction with collection of the National dues where possible.

ARTICLE XIV. REVOCATION OF MEMBERSHIP. Any member who damages or jeopardizes the good name of the Chapter will be subject to having his or her membership revoked by the Board of Directors, provided that after study of the particular case the Board renders a unanimous decision. The member involved has the right to present his case before the Board in the company of another member of his or her choosing.

ARTICLE XV. APPEAL OF REVOCATION OF MEMBERSHIP. Revocation may be appealed to the National Board of Directors, as provided in the By-Laws of the National organization.

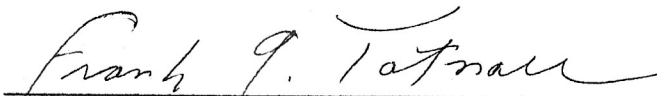
ARTICLE XVI. EFFECTIVE DATE OF CHAPTER BY-LAWS. The By-Laws will become effective 15 days after approval by a majority vote of those members present and voting at a general membership meeting. The President and Secretary shall certify the approval on the original copies.

ARTICLE XVII. AMENDMENTS. Proposed amendments or changes require approval by the Board of Directors and a majority vote of the members present and voting at a general membership meeting, and shall become effective 15 days after approval.

ARTICLE XVIII. DISSOLUTION. This organization may be dissolved only upon the affirmative vote of the entire voting membership by written ballot. In the event of such dissolution, all assets shall be converted to cash, excepting real estate, equipment or other fixed assets suitable for transfer to a museum. After payment of all outstanding indebtedness the assets of the corporation shall be distributed as follows: To any worthy museum or educational organization exempt under the Internal Revenue Code, Section 501(c)(3). This shall not be construed to mean that distribution shall be limited to one such organization but only that such organizations must be non-profit entities and exempt under Section 501(c)(3) of the Internal Revenue Code.

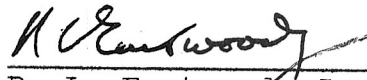
CERTIFICATION:

I, Frank G. Tatnall, being duly elected President of the National Railway Historical Society, Philadelphia Chapter, Inc., do hereby certify that these By-Laws, originally adopted on September 23, 2009, were read and approved by a majority of Chapter members present and voting at the general meeting on October 16, 2009.



Frank G. Tatnall, President

ATTEST:



R. L. Eastwood, Jr., Secretary