

NORTHERN OHIO RAILWAY MUSEUM

BY-LAWS

Includes all proposed amendments through September 2023

ARTICLE I NAME AND PURPOSE

This corporation shall be known as "NORTHERN OHIO RAILWAY MUSEUM", (herein-after referred to as "Museum"). The aims, objectives and purposes of the Museum shall be to collect, preserve and maintain for study, exhibition and operation, streetcars, and other electric railway equipment, of various periods; to provide a source of information of a scientific, historical, and educational nature relating to the origin, development and use of transit equipment and operations; to preserve a definite era of history.

ARTICLE II MEMBERSHIP

Section 1 Membership shall be divided into the following classes: Regular Membership, Retired Regular Membership, Co-Membership, Associateship and Student Membership. Any reference in these By-Laws to Regular Members shall be deemed to include both Retired Regular Members and Co-Members. Membership and Associateship are open to all persons, regardless of race, color, creed, sex, or religious affiliation.

1.1 Any person eighteen (18) years or older, or any responsible organization interested in the aims, objectives and purposes for which this Museum was established shall be eligible for Regular Membership. Any organization holding an active Regular Membership shall appoint or elect one of its members as their official representative to this Museum. Regular Members shall be eligible to vote at meetings of the membership and at annual elections. Individual Regular Members shall be eligible to hold elected or appointed office and shall be eligible to operate trains subject to qualifications and regulations approved by the Board of Directors.

1.2 Retired Regular Members shall meet the requirements for Regular Membership and, in addition, shall have retired from regular employment or shall have a permanent disability which prevents employment. A Retired Regular Member shall enjoy all the same privileges of a Regular Member.

1.3 The spouse of any active Regular Member shall be eligible for Co-Membership. A Co-Member shall enjoy all the same privileges of a Regular Member.

1.4 Any person interested in the aims, objectives and purpose for which this Museum was established shall be eligible for Associateship. Associates shall enjoy the same privileges of a Regular Member excluding voting rights, operating rights, and the privilege of holding office.

1.5 Any full-time student under the age of eighteen (18) years is eligible for Student Membership. A Student Member shall enjoy all the same privileges of an Associate.

Section 2 Application for membership, both initial and renewal, shall be entertained by the Board of Directors, who may prescribe suitable forms for the purpose. In the absence of good cause for refusal, such application shall be promptly granted following their proper completion and payment of such dues

NORTHERN OHIO RAILWAY MUSEUM - BYLAWS

and fees as hereinafter provided. In the event of refusal by the Board of Directors, the applicant may appeal to the Board of Directors. Certificates of membership shall be in the form of passes for the current year.

Section 3 Membership, or application for membership, in this Museum constitutes a release of liability, and an agreement to abide by rules, regulations, By-Laws and the orders of lawfully constituted Museum officers.

Section 4 Honorary or complimentary membership, without payment of dues, may be granted to persons or responsible organizations for the purpose of honor or courtesy by a vote of the Board of Directors.

Section 5 Members may be expelled or suspended from the Museum by the action of the Board of Directors after due deliberation, the cause arising from serious offenses against the Museum or from conduct and attitudes reflecting discredit on the Museum. Offenses are a) breaches of the By-Laws or of rules enacted or authorized by the Board of Directors; b) conviction of an offense punishable by imprisonment for a term of more than one (1) year; c) inclusion on the Ohio Sex Offender Registry. Discipline of members may consist of suspension of privileges or termination of membership. Fines may not be imposed but damage arising from carelessness or negligence may be assessed against the person responsible for the damage.

ARTICLE III FINANCIAL

Section 1 Each member, as defined in these By-Laws, shall pay to the Treasurer such dues as are defined by the Board of Directors.

Section 2 The Secretary shall notify members whose dues are in arrears. Dues become delinquent on the first day of the month following the month to which they are paid. Those members whose dues are in arrears for one month shall be suspended. Those members whose dues are in arrears for three months shall be dropped from the rolls of membership.

ARTICLE IV OFFICERS AND DIRECTORS

Section 1 The Board of Directors shall consist of nine members elected from the membership of the Museum and three to six members appointed from the community-at-large.

1.1 A member shall be considered eligible to be a Member Director if (s)he:

- (a) has been a Regular Member in good standing for three consecutive years
- (b) has been free of conflicts of interest, which may be defined as any association with another organization or personal activity which may adversely influence that person's judgement in the performance of duties as a Director of the Museum
- (c) has been free of any convictions or unethical or illegal acts which could result in a criminal proceeding.

1.2 The nine aforesaid Member Directors shall be elected by the Regular Members of the Museum for a term of three years, with three directorships expiring each year.

1.3 Community Directors shall be appointed by the Board of Directors from members of the community-at-large who have skills and qualities needed to enhance and advance the mission,

NORTHERN OHIO RAILWAY MUSEUM - BYLAWS

vision, and purposes of the Museum, as determined by the Board of Directors. Board-Appointed Directors shall be elected by a majority of those Directors present at a meeting, for a term of three years with one to two of these directorships expiring each year. A Board-Appointed Director must be re-appointed by the Board of Directors at the conclusion of each three (3) year term they serve in order to remain on the board.,

Section 3 The affairs of the Museum shall be managed by or under the direction of the Board of Directors in accordance with the mission and vision of the Museum and all applicable laws and regulations. The Board of Directors provides oversight with respect to strategic direction and key policies of the Museum.

Section 4 Vacancies caused by the removal, resignation or death of a Director shall be filled by appointment by the Chairman of the Board of Directors, subject to approval by the Board of Directors.

Section 5 A director may be removed from office by an action of the Board of Directors for a) failure to comply with rules set forth by the Board of Directors; b) missing four (4) regularly scheduled monthly meetings in the twelve months following the March Directors' meeting.

Section 6 The President of the Museum shall be the Chairman of the Board of Directors of the Museum.

Section 7 Authority to conduct the affairs of the Museum is delegated to the Board of Directors between annual meetings of the membership.

Section 8 The Officers of the Museum shall be:

- (a) President
- (b) Vice-President
- (c) Secretary
- (d) Treasurer

8.1 The President is the chief executive officer and holds the powers common to such office. (S)he shall preside at all meetings of the membership, shall be an ex-officio member of all departments, and shall perform all such duties as are incidental to the office of President and are properly required of him.

8.2 The Vice-President(s) will assume such duties and responsibilities as may be assigned by the Board of Directors. The Board of Directors may designate Vice-Presidents at its discretion and assign duties and titles.

8.3 The Secretary shall record the proceedings of annual and special meetings of the membership and meetings of the Board of Directors and will maintain suitable records. (S)he shall call the Annual Meeting as directed by the Board of Directors, sign the record of Annual Meetings, and perform such other duties as are incidental to that office. (S)he shall maintain the rolls of membership. (S)he may, with the approval of the Board of Directors appoint assistants to whom authority may be delegated to perform the functions of this office.

8.4 The Treasurer shall have authority over fiscal management. (S)he shall receive and disburse all money on behalf of the Museum. (S)he shall keep financial records satisfactory to the Board of Directors or an auditor appointed by them. (S)he shall estimate income, prepare budgets based on programs submitted to him and make reports as directed by the Board of Directors.

8.5 All officers of the Museum shall be elected annually in March by and from the Board of Directors, and shall take office at the close of the March Directors' meeting.

8.6 Authority to conduct the affairs of the Museum is delegated to the officers between meetings of the Board of Directors.

NORTHERN OHIO RAILWAY MUSEUM - BYLAWS

ARTICLE V PAID PERSONNEL

Section 1 The Board of Directors or their designee(s) may hire employees and may create, fill, discontinue, or vacate any positions as they may deem suitable and desirable. To each person chosen for any position, the Board of Directors shall specify, describe, and assign duties and titles and may delegate authority.

Section 2 The Board of Directors may appoint an Executive Director of the Museum, who shall serve at the pleasure of the Board of Directors. The Executive Director shall be the chief executive officer of the Museum and shall have general supervision over the business of the Museum, subject to the control of the Board of Directors. The Executive Director shall see that all orders and resolutions of the Board of Directors are carried into effect. In general, the Executive Director shall perform other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these Bylaws, by the Board of Directors, or by law. The compensation and terms of employment of the Executive Director shall be determined at least annually by the Board of Directors. The Board of Directors will meet in executive session to evaluate the Executive Director's performance and decide upon the annual salary of the Executive Director.

Section 3 Members acting as employees shall receive compensation no greater than that received by non-members for similar work. Members, when employed, shall be subject to rules and regulations in effect for employees who are not members. Repayment to a member for expenses incurred by him on behalf of the Museum shall not be considered remuneration under these By-Laws.

ARTICLE VI BOARD OF TRUSTEES

Section 1 The Board of Trustees shall initially consist of the three members originally appointed in the Articles of Incorporation of the Museum.

1.1 Vacancies caused by the removal, resignation or death of a Trustee shall be filled by appointment by the Chairman of the Board of Directors, subject to approval by the Board of Directors.

1.2 Regular members who have served not less than two (2) terms as a director of the Museum and have been a Regular Member for not less than ten (10) years shall be eligible for appointment as Trustees.

1.3 Trustees shall be appointed for a term of five (5) years. Trustees must be re-appointed by the Board of Directors at the conclusion of each five (5) year term they serve in order to remain on the board.,

1.4 A Trustee may be removed from office by an action of the Board of Directors after due deliberation, for cause arising from serious offenses against the Museum.

1.5 A member shall not serve as a director of the Museum while serving as a Museum Trustee.

Section 2 The Board of Trustees is charged with the responsibility of ensuring that no action by an Officer or Director, singly or collectively, on behalf of the Museum, conflicts with the aims, objectives or purposes set forth in the Articles of Incorporation of the Museum or in these By-Laws. They shall review policies, establish appropriate administrative and fiscal controls, and take such action as they deem necessary to

NORTHERN OHIO RAILWAY MUSEUM - BYLAWS

ensure successful implementation of these By-Laws.

ARTICLE VII ELECTIONS

Section 1 Nominations for directors shall be submitted by a committee appointed for that purpose, on or before the 31st day of January.

Section 2 The Directors of the Museum will be elected by the members as described herein.

2.1 Election shall be by mail ballots. Ballots shall be mailed to paid-up Regular Members of record as of the 15th day of January, by the 31st day of January. Ballots must be received by the nominating committee chairman on or before the 28th day of February.

2.2 Any vote cast for a person not eligible to hold office or an incorrectly marked or blank ballot shall be null and void, such void vote shall not have any effect on the validity or any other vote on the same ballot.

2.3 Blank and otherwise void votes shall be disregarded in calculating the majority required to elect; such majority shall be individually calculated for each office from the number of valid votes cast therefore.

ARTICLE VIII MEETINGS

Section 1 There shall be held annually a meeting of the Museum at a time and place designated by the Board of Directors. The annual meeting shall be for the purpose of electing directors, receiving reports of officers and departments, and for any other business that might arise. Notice of the Annual Meeting shall be at least thirty (30) days prior to this meeting. The basis for the conduct of this and other meetings of the Museum shall be "Roberts Rules of Order, Revised".

Section 2 Each Regular Member in good standing is entitled to one vote. No action may be taken which does not receive the requisite number of votes, that being a simple majority.

Section 3 A record shall be maintained of the proceedings of the Annual Meeting, special meetings and of formal meetings of the Board of Directors, and shall be the responsibility of the Secretary.

Section 4 The Board of Directors shall meet monthly, at a time and place designated by the Board of Directors. Any one or more members of the Board of Directors may participate in any meeting of the Board of Directors by, or conduct the meeting through the use of, any means of conference telephone or similar communications equipment by which all directors participating in the meeting may simultaneously hear each other during the meeting. A director participating in a meeting by such means is deemed to be present in person at the meeting. Meetings of the Board of Directors are open to all members.

Section 5 A special meeting of the members of the Museum must be called within thirty (30) days by the President of the Museum upon receipt of a petition signed by ten (10) Regular Members. Notice and conduct of such meeting shall be the same as for the Annual Meeting. Trustees may at their discretion call a special meeting of the membership on not less than fourteen (14) days notice.

Section 6 A quorum for a meeting of the Board of Directors shall consist of one more than one-half the number of current directors, with a minimum of three (3). A quorum for a meeting of the membership shall consist of 25% of the regular members, with a minimum of twelve (12).

NORTHERN OHIO RAILWAY MUSEUM - BYLAWS

ARTICLE IX DEPARTMENTS

Section 1 Departments may be created by the Board of Directors as it may deem necessary. The President shall appoint the heads of the departments, subject to the approval of the Board of Directors. The heads of the departments shall appoint members to their respective departments.

Section 2 A department is authorized to adopt rules for the transaction of its business, provided they do not conflict with the By-Laws of the Museum. A department may, in its rules provide for its own dues.

Section 3 Each department shall submit regular reports of its activities to the Board of Directors monthly and at the Annual Meeting.

ARTICLE X PROPERTY

Section 1 Persons who own rolling stock, other equipment, or historical artifacts and who desire these to be placed upon the property of this Museum shall first deed free and clear of encumbrance or permanently lease such equipment to the Museum. The Museum assumes no liability for the preservation of deeded or leased equipment but does assume full control of such equipment and will care for it in a manner similar to that used for Museum owned equipment. Destruction of leased equipment, from whatever cause, allows the lessor no recovery beyond removing the remaining portions from the property of the Museum within a reasonable time. Prior to placing any such equipment on the property, such persons must be informed of this provision by the Board of Directors. This provision shall not forbid exhibits on a temporary loan basis under such terms as the Board of Directors shall determine.

Section 2 Access to and the use of real and other property of the Museum is the privilege of members whose dues are fully paid, subject however to the established rules and regulations. Guests of members may be permitted to accompany members on the property of the Museum. Members shall be responsible for the conduct of their guests.

ARTICLE XI LIABILITY OF MEMBERS

Section 1 No director, member or trustee shall be personally liable for any bills or obligations for the Museum, past or present, except for the payment of dues.

Section 2 No director, member or trustee shall disburse any funds, moneys, or assets in his keeping and belonging to the Museum without authorization of the Board of Directors which is to be confirmed in writing by the President or Secretary.

Section 3 No director, member or trustee shall use the name, mailing list, or official insignia of the Museum for other than strictly Museum purposes without the authorization of the Board of Directors which is to be confirmed in writing by the President or Secretary.

ARTICLE XII CORPORATE DETAILS

Section 1 The By-Laws of the Museum are to be in conformity with the Museum's Articles of Incorporation and the laws of the State of Ohio. Any provision inconsistent with said articles, or any such law, is hereby individually abrogated.

Section 2 Any of these By-Laws may be amended by a two-thirds vote of the membership.

NORTHERN OHIO RAILWAY MUSEUM - BYLAWS

2.1 Proposed amendments shall be submitted to the Board of Trustees who will review them for consistency, compatibility and redundancy with the Articles of Incorporation of the Museum and these By-Laws. Proposed amendments deemed to be consistent and compatible with and not redundant to the Articles of Incorporation of the Museum or these By-Laws shall be submitted to the membership in writing.

2.2 Proposed Amendments shall be voted upon by mail ballots. Ballots shall be mailed to paid Regular Members of record as of the first day of the month in which the ballots are mailed.

2.3 Blank votes shall be disregarded in the calculation of the two-thirds majority required to pass; such two-thirds majority shall be individually calculated for each individual amendment from the number of valid votes cast therefore.

Section 3 Annual reports to the Museum shall be made by the President, Secretary and Treasurer, and all Department heads as the Board of Directors may direct.

Section 4 No part of the net earnings of the Museum shall inure to the benefit of, or be distributed to its members, officer, directors, trustees, or other private persons, except that the Museum shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation of the Museum. No substantial part of the activities of the Museum shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Museum shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these By-Laws, the Museum shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law)
- (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

Section 5 Upon the dissolution of the Museum, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Museum, dispose of all of the assets of the Museum exclusively for the purpose of the Museum in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees of the Museum shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Museum is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

END