

SUMPTER VALLEY RAILROAD RESTORATION, INC.



**CORPORATE BY-LAWS
REVISED OCTOBER 2018**

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ARTICLE I – MEMBERSHIP

- Section 1:** The membership of the Sumpter Valley Railroad Restoration, Inc. an Oregon 501(c)3 non-profit corporation shall consist of the following classes:
- 1) Junior (Persons under the age of 18, non-voting)
 - 2) General
 - 3) Sustaining
 - 4) Life
- Dues shall be set by resolution of the Board of Directors of the Sumpter Valley Railroad Restoration, Inc. Persons working towards their life membership through accumulation of sustaining dues shall be grandfathered in at the dues rate noted before this Section was changed.
- Section 2:** Annual membership dues for the current calendar year shall be paid before having the privilege to vote in any of the affairs of the organization be all excepting life members.
- Section 3:** Complimentary membership may be issued by order of the Board of Directors and such member will have the rights of that class of membership.
- Section 4:** Each current member, except junior class, shall be eligible to vote at any meeting of members of the corporation. They may also vote by letter ballot for directors of the corporation, but shall not vote by proxy.
- Section 5:** The month of your original payment of annual membership dues will be your date of renewal. See **Section 2** of this **Article** for voting qualification.

ARTICLE II – BOARD OF DIRECTORS, AND OFFICERS

- Section 1:** The Board of Directors of the corporation shall:
- 1) Consist of nine (9) members.
 - 2) Elect from the Board a President, Vice-President, Secretary, and Treasurer at the first Board meeting following the annual meeting. These positions are the executive positions.
 - 3) Establish a separate Archives Department to manage an archive of historical documents, photographs, and small objects related to the Sumpter Valley Railway Company, Oregon Lumber Company, associated logging lines, and the Sumpter Valley Railroad Restoration, Inc.
 - 4) At the first Board meeting following the annual meeting, the Board shall appoint a Membership Coordinator.
- Section 2:** Each Board member:
- 1) Shall be a member in good standing;
 - 2) Shall not be closely related to any other current Board member, as defined by the Internal Revenue Service (may not be a spouse, parent, child, grandparent, or grandchild);

- 3) Shall be elected to a three (3) year term; and
- 4) Shall be limited to two (2) consecutive terms.

Section 3: Election of the Directors shall be by letter ballot, and the results of said ballot will be announced at the annual meeting. Each Board member shall be given a current copy Constitution and By-Laws.

Section 4: Notice of election and ballot shall:

- 1) Be mailed to each voting age member on current mailing list not later than thirty (30) days before the annual meeting by first class mail.
- 2) Contain the names of the persons nominated by the Nominating Committee and approved by the Board of Directors. Ballots should include a short biography of the nominees. (See also **Article V, Section 1** and **Section 1, Subsection B**)
- 3) Ballot should be mailed with separate membership application and be accompanied by envelope marked "BALLOT."
- 4) Be received by Secretary no later than the annual meeting date.
- 5) All ballot envelopes shall remain sealed until one day prior to the annual meeting.
- 6) All ballot envelopes shall be opened and tabulated by three (3) people appointed by the President. Remaining ballots brought into the annual meeting will be counted at that time.
- 7) No election of the Board of Directors may be voted null and void from the floor at the annual meeting if said election is held in compliance with the By-Laws.

Section 5: Any vacancy in the office of director or elective officer occurring or existing from any cause, may be filled by the Board of Directors. The person so selected to continue in office for the remaining term of the person replaced. The partial term served counts toward the term limit of two consecutive terms

Section 6: Duties of the officers shall be as follows:

- 1) The **President** shall:
 - A) Preside at all meetings.
 - B) Vote only in the event of a tie.
 - C) Have the power to call meetings.
 - D) Sign certificates of membership.
 - E) Appoint committees and be an ex-officio member of all committees.
 - F) Co-sign all contracts or other written obligations of the Corporation with the Secretary as authorized by the Board.
 - G) In the absence of electronic bill-paying, serve as one of two required check co-signers.
 - H) Employ and discharge such personnel as may be required to conduct affairs of the Corporation upon direction and/or approval of the Board.
 - I) Shall present an annual report to the membership at the annual meeting.
 - J) Appoint the various department heads, and submit those names for Board ratification, at the November meeting of the Board of Directors.
- 2) The **Vice-President** shall:
 - A) Perform the duties of the President in his/her absence.
 - B) In the absence of electronic bill-paying, serve as one of two required check co-signers when either the Treasurer or President is unavailable.
 - C) Act as Chair of the Operations Department.
- 3) The **Secretary** shall:

- A) Be Custodian for the seal of the Corporation, and shall affix it to such papers as may be proper or desirable.
- B) Co-sign all contracts or other written obligations of the Corporation with the President as authorized by the Board.
- C) The Board may appoint an Assistant Secretary. With Board approval, assign to the Assistant Secretary, if one has been appointed, some of the Secretary's duties. These may include:
 - 1) Recording the minutes of meetings.
 - 2) Maintaining pertinent files.
 - 3) Preparing and distributing necessary correspondence.
- 4) The **Treasurer** shall:
 - A) Keep a complete record of monies and properties in possession of the Corporation.
 - B) Arrange for electronic bill-paying if such is approved by the Board of Directors; otherwise, co-sign checks drawn against the funds of the Corporation with the President or Vice-President.
 - C) Make a financial report at all meetings, including presenting the monthly bank statement(s).
 - D) Will prepare tax donation receipts with the exception of membership receipts.
 - E) Nothing in these by-laws will preclude the Board from appointing someone to act as bookkeeper of the Board's business. In such case, the bookkeeper would make monthly reports, pay bills, etc. and give checks to the elected Treasurer for signing, (as per these by-laws) and to provide monthly records to give to the Board on a monthly basis.
- 5) The **Membership Coordinator** shall:
 - A) Maintain a record of the Corporation membership.
- 6) The **Archivist** shall:
 - A) Be provided separate checking authority for Archive transactions, and will maintain a separate line item fund, including periodic deposits in to said funds, and that fund shall be exclusively for the Archive.
 - B) Be authorized to execute purchase orders, contracts, and other such agreements as necessary to conduct the business activities of the Archive.
 - C) Be authorized to charge an hourly rate for research requested by others, if responding to such requests more than a nominal amount of time.
 - D) Be audited during the month before each year's annual meeting by a committee appointed by the President of the SVRR. The written report of the audit committee, and a brief oral summary of that report, shall be presented to the Board of Directors and the General Membership at the annual meeting.

Section 7: Any director or elected officer may be removed from office:

- 1) by a two-thirds majority the Board of Directors for dereliction of duties, conflict of interest and/or malfeasance, or
- 2) for failing to attend a minimum of seven (7) regular monthly meetings a year.
 - A) Attendance can be accomplished in person or via electronic methods. These methods can include, but are not limited to, direct phone-in, Skype, or Video Chat.

- B) Should a member have extenuating circumstances, s/he shall notify the other members before the board meeting, preferably by at least forty-eight (48) hours.
- C) If a member needs assistance in having a remote connection set up, as a courtesy to the board s/he needs to notify other members at least forty-eight (48) hours in advance with the preferred contact method and what phone number or account will need to be used.
- D) If a member does not meet the attendance criteria, then the term of service shall be terminated at the end of the electoral year (October to October).
- E) Should a board member's term be terminated due to attendance, the board shall fill the remainder of the term as provided for in Article II, Section 5.

ARTICLE III – MEETINGS

- Section 1:** The annual meeting of the membership shall be held on a day in October as selected by the Board and shall require a quorum of fifteen members.
- Section 2:** Board meetings may be called at any time by the president or three (3) Board members and shall require a quorum of five (5) Board members. Notification shall be given to the President and all Board members prior to the special meeting.
- Section 3:** Special membership meetings may be held if a written notice with the purpose of such a meeting is mailed to all members thirty (30) days prior to the meeting.
- Section 4:** The order of business shall be as follows:
- 1) At each meeting of the members of the Corporation:
 - A) Reading of minutes of preceding meeting.
 - B) Report of current financial situation.
 - C) Announcement of director results, if the annual meeting.
 - D) Conduct of business.
 - 2) At each meeting of the Board of Directors:
 - A) Reading of minutes of preceding meeting.
 - B) Report of current financial statement.
 - C) Conduct of business.
 - 3) Board members may if necessary, appoint another Board member to vote in their absence.
- Section 5:** The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer, and may transact routine business of the Corporation in the interim between Board meetings, subject to the approval of the Board of Directors.

ARTICLE IV – FINANCES

- Section 1:** All funds, property, and assets of the Corporation shall be used by it for the promotion of the purposes set forth in the Articles of Incorporation.

- Section 2:** All expenditures, no matter the amount, shall have a purchase order number:
- 1) Expenditures of less than \$250.00 will be paid, as long as they are a budgeted item.
 - 2) Expenditures over \$250.00 require authorization of the Board prior to the debt being incurred.
 - 3) Fuel for the oil burning locomotives shall be ordered and paid as necessary.

ARTICLE V – AMENDMENT OF BY-LAWS

These By-Laws may be amended, repealed, or added to by a majority vote of the members present at a general membership meeting—either annual or special—at which a quorum is present, provided that written notice of such proposed change has been mailed to each member of the Corporation not less than thirty (30) days prior to such a vote. Conforming to **Article II, Section 4, Subsection 1**.

- The Board:**
- 1) May elect to have the members of the Corporation present:
 - A) At the annual meeting (**Article III, Section 1**).
 - B) At a special meeting (**Article III, Section 3**).At which there is a quorum present, vote on proposed changes.
 - 2) May elect to have members “Vote by Mail” on the proposed changes:
 - A) At an annual meeting by including the proposed changes with the ballot and biographies for the election of Board members (**Article I, Section 4**) and by including a ballot title to accept or reject the proposed change.
 - B) At a special meeting by including the proposed changes with the ballot adhering to the requirements for notice of election (**Article III, Section 3**)

THESE REVISED BY-LAWS ARE ADOPTED OCTOBER 2017 AND SHALL SUPERSEDE ALL PREVIOUS BY-LAWS

Adopted: January 1971

Amended: December 1973

Revised: February 1976

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For the Sumpter Valley Railroad Restoration, Inc.

Steve Warden, SVRR President

Alfred Mullett, SVRR Secretary

Building to Preserve Local History