

# SAN LEANDRO HISTORICAL RAILWAY SOCIETY BYLAWS

**Adopted by Vote of the SLHRS Active Membership on May 4, 2012**

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**BYLAWS OF THE  
SAN LEANDRO HISTORICAL RAILWAY SOCIETY**

**ARTICLE I - NAME**

**SECTION 1:** The name of this organization shall be the San Leandro Historical Railway Society located in San Leandro, County Of Alameda, California, hereafter in this document; the name shall be referred to as SLHRS.

**ARTICLE II - OBJECTIVES**

**SECTION 1:** The primary objective of the SLHRS is to restore, preserve, and maintain the Davis Street Southern Pacific passenger/freight depot, a registered historical building by the City of San Leandro, to its original condition.

**SECTION 2:** The second objective of the SLHRS is to establish, maintain, and operate a railway museum open for public viewing at specific times as set by the SLHRS.

**SECTION 3:** The third objective of the SLHRS is to build and maintain operating model railroading displays open for public viewing at specific times as set by the SLHRS.

**SECTION 4:** The fourth objective of the SLHRS is to serve the City Of San Leandro and the surrounding communities by participating in community events when possible.

**ARTICLE III - NATURE**

**SECTION 1:** The SLHRS shall be a non-profit organization governed by all the laws of the State of California and shall follow all rules and regulations as set forth by the State of California to maintain its non-profit status.

**SECTION 2:** All donations, whether in labor, materials or monies shall be credited to the SLHRS as contributions defined by non-profit organization regulations pursuant to Part 1 of Division 2 of Title 1 of the Corporations Code by the State of California.

**ARTICLE IV - MEMBERSHIP**

**SECTION 1:** Membership in the SLHRS is open to anyone who has an interest in railroading or the hobby of model railroading and is willing to participate in and contribute to the activities of the SLHRS. Members must be over the age of 18 except for student members.

**SECTION 2:** The SLHRS does not on any basis discriminate on account of sex, race, creed, color, religion, national or ethnic origin.

**SECTION 3:** Membership Categories: The definitions of and the rights of each membership category shall be as follows:

**ACTIVE MEMBERS:**

An active member is a person who consistently participates in operations, building maintenance, display maintenance, fund raising, train shows, business meetings and other SLHRS activities. An active member shall be a member with voting privileges and eligibility for election to the executive board. Active members will be issued a key to the Depot and may operate model trains on any display for which they are qualified.

An active member is expected to meet the following minimal participation requirements during a fiscal year:

- a. Attend at least three (3) monthly business meetings.
- b. Participate in at least one train show.
- c. Log at least twelve (12) hours of participation time.

**PROBATIONARY MEMBERS:**

A probationary member is a membership applicant. The objective of the probationary category is to give SLHRS members an opportunity to observe the interest and contributions of applicants. The probationary period gives applicants an opportunity to meet other members, observe the SLHRS operations and decide if the SLHRS fits the applicant's interests. Probationary members do not have a Depot key.

**ASSOCIATE MEMBERS:**

An associate member is a person who occasionally runs equipment on the SLHRS railroad displays. Associate members may or may not participate in other SLHRS activities depending on their availability. Associate members who run equipment twice a month for two consecutive months must transition to an active or student membership category. Associate members do not have a Depot key.

**STUDENT MEMBER:**

Student members are persons between the ages of thirteen (13) and eighteen (18) who wish to participate in SLHRS activities. Student members must transition to active or associate membership status upon reaching their eighteenth (18<sup>th</sup>) birthday if they want to continue their membership. Student members do not have a Depot key.

**LIFE MEMBER:**

Life memberships that are in effect prior to the date these bylaws are adopted remain in effect. There will be no new life members following the adoption of these bylaws.

**CHARTER MEMBER:**

Charter members are those who were SLHRS members on December 31, 1988.

**HONORARY MEMBER:**

An honorary member is a person who has shown exceptional support for the SLHRS by donating time, money or otherwise contributing to the well being of the SLHRS. The executive board shall nominate persons for honorary membership and the active members shall approve such nomination at a scheduled business meeting. Honorary members are not eligible to vote or to serve on the executive board.

**SECTION 4: Membership Applications:**

Membership applications are available in the museum. An applicant becomes a probationary member upon receipt of the application form by the Secretary and the associated dues by the Treasurer. The Secretary will include new probationary member names in the minutes of the next business meeting.

The prospective member will become a probationary member for a period of six (6) months. The six (6) month probationary period is waived for student members who are transitioning to active or associate membership status provided that he or she has been a student member for at least twelve (12) months.

**SECTION 5:** Maximum Number of Members:

The executive board may recommend a limit on the numbers of members in any membership category. The active members at a business meeting shall approve such limit.

**SECTION 6:** Membership Communication:

The primary means of communicating SLHRS matters to all members is by email and postings on the SLHRS website. All members are encouraged to have a current email account. Other communication methods including phone and the U.S. Postal Service may be used when necessary to communicate with members.

**ARTICLE V - OFFICERS**

**SECTION 1:** The elected officers of the SLHRS shall be President, Vice President, Treasurer, Secretary, Sergeant at Arms, and Historian. The term of office for all elective offices shall be one (1) year.

**SECTION 2:** Nominations for elective offices shall be made during the business meetings in April, May and June. The election of officers shall take place during the business meeting in June. The elected officers shall take office at the start of the business meeting in July.

**SECTION 3:** A majority vote of active members present at the June meeting and absentee ballots are required to elect each candidate to office. A quorum as defined in **ARTICLE IX; Section 1** must be present to hold an election.

**SECTION 4:** Proxy voting is not allowed. Absentee ballots must be signed and delivered in a sealed envelope to the Secretary no later than the June election meeting. The Vice President, Secretary and Sergeant at Arms will count all ballots and announce the election results.

**SECTION 5:** In case of a tie vote, a re-vote will be conducted minus the candidates involved in the tie. In the case of a second tie vote, the office holder will be selected by a drawing of candidate names.

**SECTION 6:** A special election shall be held at the next business meeting whenever an officer resigns or an executive board position becomes vacant for any other reason. Nominations to fill the vacancy shall be made at the election meeting.

**SECTION 7:** Term Limits: The following term limits are established for all officers in order to broaden leadership participation. No officer shall serve on the executive board for more than six (6) consecutive years and no person may hold any one office for more than (3) consecutive years. A person may be elected to office and serve on the executive board for another six (6) year period after he or she has been off the board for at least one year. The term limits begin for the FY 2012/2013 officer slate,

**ARTICLE VI - EXECUTIVE BOARD**

**SECTION 1:** The executive board shall consist of the elected officers of the SLHRS and shall meet as a board three (3) or more times per year. The HO and G&O division superintendents shall attend executive board meetings as non-voting advisors when their displays are discussed.

**SECTION 2:** The executive board shall consider matters affecting the SLHRS. Executive board decisions shall be communicated to the membership at the next business meeting.

**SECTION 3:** Executive board meetings shall be open to the general membership unless a meeting is designated as a closed session by the board.

**SECTION 4:** Executive board members may sign checks subject the two-signature rule in **ARTICLE VII; Section 3, Paragraph F.**

## **ARTICLE VII - DUTIES OF OFFICERS**

**SECTION 1:** The President's duties are to:

- a. Conduct all board, business and special meetings of the SLHRS and to supervise the business affairs of the SLHRS.
- b. Except for the HO and G&O display committees, appoint the chairpersons and select the members of SLHRS committees.
- c. Represent the SLHRS or appoint someone else to represent the SLHRS at community and other events or activities.

**SECTION 2:** The Vice President's duties are to:

- a. Conduct all meetings in the absence of the President.
- b. Succeed the President upon his vacating the office until a special election is conducted to fill the vacancy.
- c. Conduct all elections.
- d. Conduct orientations for new member applicants in all membership categories.
- e. Track member's hours and report the hours at the monthly business meeting.
- f. Track the **ARTICLE IV; Section 3** active member participation expectations.
- g. Carry out any other duties assigned by the President.

**SECTION 3:** The Treasurer's duties are to:

- a. Collect all dues, fees, and assessments from members and ensure that all monies are properly recorded in SLHRS books and deposited in SLHRS bank accounts.
- b. Retain the key to the donation box and report to the SLHRS, at the next business meeting, any and all monies collected.
- c. Retain the check book(s) when on SLHRS business as well as at all meetings along with the account book(s) for verification.
- d. Maintain the account book(s) as required for tax exempt organizations and prepare the necessary income tax papers as needed to file per federal and state guidelines.
- e. Report at each business meeting the current account balance(s) and payments made.
- f. Require dual signatures on all checks by any two members of the executive board.

**SECTION 4:** The Secretary's duties are to:

- a. Take minutes at all board and business meetings, in written or electronic form, and communicate said minutes and SLHRS related information to members at least three (3) days prior to the next business meeting.
- b. Maintain a current roster of the officers and members of the SLHRS.
- c. Prepare all correspondence as directed by the executive board.

**SECTION 5:** The Sergeant at Arms' duties are to:

- a. See that all members are in the meeting room at the start of meetings.
- b. Record the meeting minutes when the Secretary is absent.
- c. Maintain custody of the Depot keys, issue them to new members, and collect them from departing members.
- d. Carry out any other duties assigned by the President.

**SECTION 6:** The Historian's duties are to:

- a. Have primary responsibility for the requirements of **ARTICLE II, SECTION 2** (maintain the museum).
- b. Take custody of all railway and other artifacts that are donated to or purchased by the SLHRS.
- c. Be responsible for the general cleanliness of the museum.
- d. Document and maintain records pertaining to item b of this section. Submit a written inventory of all artifacts owned by the SLHRS with their estimated value and location to the executive board as part of the annual budget process.
- e. Maintain a signed copy of the Bylaws at the Depot along with an electronic copy. Transfer the Bylaws to his or her successor.

## **ARTICLE VIII - DIVISION SUPERINTENDENTS**

**SECTION 1:** Both the HO and G&O Displays shall have a division superintendent. Each respective division superintendent shall be elected annually. The election of the respective division superintendents shall occur at the business meeting following the election of the SLHRS board members. The new superintendent is elected by a simple majority of active members for each superintendent position.

The division superintendent cannot also be a member of the SLHRS executive board.

**SECTION 2:** The division superintendent's responsibilities are to act as an ombudsman in all matters concerning the SLHRS board and SLHRS members for their respective display, in furtherance of their respective display.

The duties of the superintendents are to:

- a. Develop an overall plan with their respective members covering the HO or G&O display's yearly goals and activities. Submit the plan along with the proposed respective budgets to the SLHRS board for approval.
- b. Appoint the HO or G&O committees.
- c. Coordinate with the committees the reallocation of budgeted funds when necessary.

- d. Coordinate all work on the HO or G&O display among the various committees and members to meet both HO and G&O and SLHRS yearly goals. This includes ensuring that the display is ready for open houses and other special events.
- e. Review and approve all HO or G&O expenditures prior to the submission of expenses to the Treasurer for payment.
- f. Qualify members to operate the HO or G&O display.
- g. Assist in resolving conflicts between their respective display's members. Bring unresolved matters to the attention of the President for further action.

## **ARTICLE IX – BUSINESS AND SPECIAL MEETINGS**

### **SECTION 1:** Quorum:

A quorum to conduct business at any business or special meeting shall be determined as follows:

- a. When the SLHRS active membership is nineteen (19) members or less, a quorum shall be fifty one percent (51%) of the active members.
- b. When the active membership is twenty (20) members or greater, the quorum shall be twelve (12) active members plus one (1) active member for every even increment of ten (10) active members starting at twenty (20) active members. For example, with twenty (20) active members a quorum is thirteen (13) active members, with twenty–seven (27) active members the quorum remains thirteen (13) active members, with 30 active members, the quorum is fourteen (14) active members, etc.

No motions can be made or passed at a meeting without a quorum. Executive board, officer, committee and other reports can be received and discussed without a quorum being present.

All active members present at a business or special meeting may vote on all motions made at the meeting.

Except for changes to the dues / assessments, to terminate members or recall officers, and to amend the bylaws, motions shall be passed by a simple majority (51% or greater) vote in favor of the motion.

The voting requirements to change the dues / assessments, to terminate members or recall officers, and to amend the bylaws are specified in **ARTICLES X, XI, and XII** respectively.

**SECTION 2:** Schedule: A business meeting shall be held each month at a date and time as determined by the President. The location of the meeting shall be determined at the prior meeting and published in the minutes and on the SLHRS website.

**SECTION 3:** No business meeting shall be conducted without the President or Vice President presiding unless neither is available because of an emergency.

**SECTION 4:** The President may call a special meeting at any time or date in addition to the monthly business meetings. The date, time, location and purpose of the meeting shall be communicated to the participants a minimum of fourteen (14) days prior to the special meetings except in the case of an emergency.

**SECTION 5:** Robert's rules of order, current edition, shall govern the conduct of all meetings except as may otherwise be provided in these bylaws.

## ARTICLE X - DUES, FEES AND FUNDS

**SECTION 1:** The schedule of dues, fees, and/or assessments shall be recommended by the SLHRS executive board and approved by a vote of the active membership. Any change to this schedule requires prior notification of the entire membership. This notification shall be by communications as defined in **Article IV, Section 6**. This communication shall be a minimum of fourteen (14) days prior to the vote.

A fifty one percent (51%) majority vote of all active members, including absentee ballots, shall be the requirement for acceptance and/or change of this schedule. A quorum as defined in **ARTICLE IX; Section 1** must be present at the meeting in order to hold the vote.

The dues and assessment schedule shall be published in the membership application document and on the SLHRS website.

**SECTION 2:** SLHRS members are expected to keep their dues and assessments current.

Any member whose dues become three (3) or more months delinquent will turn in their Depot key to the Sergeant at Arms and remove their equipment from the Depot.

Any member in any category who is six (6) or more months delinquent with dues or assessments will be automatically dropped from membership. A member may be reinstated after being dropped for not paying dues by applying for a new membership, which will include a six (6) month probation period.

Probationary members who are delinquent in their dues or assessments will not be voted into the SLHRS.

## ARTICLE XI- DISCIPLINARY ACTION

**SECTION 1:** Except for membership termination or recall from office, SLHRS members including board members shall be subject to disciplinary action as administered by the SLHRS executive board on behalf of the general membership. The board can recommend membership termination or recall from office and submit it to a vote of the active membership per **Section 3** of this **ARTICLE**.

**SECTION 2:** Disciplinary actions shall be administered in a way that is in keeping with a spirit of fairness to all involved parties.

**SECTION 3:** The voting members at a monthly or special business meeting must vote membership termination or recall from office. A fifty one percent (51%) majority vote of all voting members including absentee ballots is required to terminate a member or recall an officer. A quorum as defined in **ARTICLE IX; Section 1** must be present at the meeting in order to hold the vote.

The member(s) in question will be notified of an impending termination or recall vote.

## ARTICLE XII – BYLAW AMENDMENTS

**SECTION 1:** Bylaw amendments may be proposed by the executive board or by written petition to the board signed by one-third (1/3) of the active members.

**SECTION 2:** Amendments proposed by the board shall be submitted in writing at a business meeting. A printed copy is to be given to all members present and communicated to those not present. The proposed bylaw amendment(s) does not need to be read out loud to the membership.



**SECTION 3:** Petitions to amend by members must be submitted in writing to the board at a business meeting. The board may submit the petition to the members per **ARTICLE XII, SECTION 2** at the following business meeting. It will be the board's decision whether to submit the petition to the membership.

**SECTION 4:** Proposed amendments or petitions may not be voted on at the same meeting they were presented, but shall be carried over to the next business meeting under unfinished business.

**SECTION 5:** At a business meeting for the purpose of voting on amending the Bylaws, two thirds (2/3) vote of all active members, including absentee ballots, is required to pass an amendment. A quorum as defined in **ARTICLE IX; Section 1** must be present at the meeting in order to hold the vote.

### **ARTICLE XIII - LIMITATIONS OF LIABILITIES**

**SECTION 1:** The SLHRS shall not incur, nor cause to be incurred, any liability or obligation whatsoever which shall subject to liability any other individuals, corporations, or organizations.

### **ARTICLE XIV - DISSOLUTION**

**SECTION 1:** The SLHRS may be dissolved at any time by the written consent of not less than two thirds (2/3) of the active members. In the event of the dissolution of the SLHRS whether voluntary or involuntary or by operation of law, none of the property of neither the SLHRS nor any proceeds thereof nor any assets of the SLHRS shall be distributed to any members of the SLHRS. But, after payment of the debts of the SLHRS, its property and assets shall be given to a charitable organization for the benefit of the community as selected by the executive board.

**ARTICLE XV - CERTIFICATION**

**SECTION 1:** "We hereby certify that the above amendments and Bylaws were submitted at two meetings, and adopted on the 4th of May, 2012 by a two thirds (2/3) vote of the active membership, including absentee ballots."

**SECTION 2:** First submission date: April 13, 2012

Second submission date: May 4, 2012

**SECTION 3:** We, the executive board of the SLHRS attest to the above facts:

SIGNED: \_\_\_\_\_  
\_\_\_\_\_ / PRESIDENT

SIGNED: \_\_\_\_\_  
\_\_\_\_\_ / VICE PRESIDENT

SIGNED: \_\_\_\_\_  
\_\_\_\_\_ / TREASURER

SIGNED: \_\_\_\_\_  
\_\_\_\_\_ / SECRETARY

SIGNED: \_\_\_\_\_  
\_\_\_\_\_ / SERGEANT AT ARMS

SIGNED: \_\_\_\_\_  
\_\_\_\_\_ / HISTORIAN

**SECTION 4:** The Bylaws for this San Leandro Historical Railway Society are on file with the Secretary of State, of the State of California, on this day of \_\_\_\_\_, 2012. Federal id tax number: 94-3033633.

State of California:

County of Alameda:

On this the \_\_\_\_ day of \_\_\_\_\_, 2012 before me, \_\_\_\_\_, a notary public for the state of California, with principal office in Alameda county. Personally appeared:

- a.
- b.
- c.
- d.
- e.
- f.

Known to me to be the person whose names are subscribed to the written constitution and Bylaws and acknowledged to me that they executed the same.

In witness whereof, I have hereupon set my signature and affixed my official seal on the day and year above written.

(Seal)

\_\_\_\_\_

Notary Public