

# **SANTA MARIA VALLEY RAILWAY HISTORICAL MUSEUM**

## **Bylaws**

### **Article I.**

#### **Name, Location, Seal**

SECTION 1. The name of the Corporation shall be the Santa Maria Valley Railway Historical Museum, Inc.

SECTION 2. The principal office of the Corporation shall be located in the County of Santa Barbara, California.

SECTION 3. The corporate seal shall bear the name of the Corporation, year of its organization and such other device or inscription as the Directors may determine.

### **Article II.**

#### **Purpose**

SECTION 1. The purpose of the Santa Maria Valley Railway Historical Museum, Inc., is to collect, interpret, preserve, educate and disseminate information relating to railroad history, and the collection and preservation of artifacts related to all types of railroads, their development, operation, equipment and history, with particular emphasis on the Santa Maria Valley, in order to make them available to amateur and professional students of railroad history.

### **ARTICLE III.**

#### **Membership**

SECTION 1. The members of the Corporation shall consist of the incorporators and all members in good standing. A member in good standing is any member who has paid annual dues on or before March 31<sup>st</sup> of the current year. Members who have been expelled are not members in good standing. Members in good standing shall receive all the benefits of membership.

SECTION 2. The Membership Committee may from time to time elect contributing members upon such terms as the Board of Directors may determine. Such members shall receive all issues of the newsletter, "Train Orders," or successor publications and notices, produced during the membership year and such other publications as the Directors may order.

SECTION 3. The Membership Committee may, upon the advice and direction of the Board of Directors, award Honorary Membership to persons who, by virtue of their outstanding contribution to the railroad industry or their special efforts in behalf of this Corporation, are entitled to such recognition.

SECTION 4. The voting power of the Corporation shall be vested in those members personally present and voting at any Annual or Special meeting. In addition, members in good standing may vote by mail as provided in Article VIII, Section 5.

SECTION 5. (A) The membership of a member shall terminate upon the occurrence of any of the following events:

(i) Upon failure to pay annual dues on or before March 31<sup>st</sup> of the current year; provided, however, a member who submits a dues payment after March 31<sup>st</sup> may be reinstated at the discretion of the Membership Committee;

(ii) Upon written resignation submitted by the member to the President, Secretary or Treasurer, personally or by other delivery, effective upon receipt;

(iii) Upon a determination by the Board of Directors that a member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation.

(B) Following the determination that a member should be expelled under subparagraph (A)(iii) of this Section, the following procedure shall be implemented:

(i) A notice shall be sent by first class mail, postage prepaid, to the last address of the member as shown on the Corporation's records, setting forth the fact of the member's expulsion and the reasons therefor. Such notice shall be sent at least fifteen (15) days before the proposed effective date of such expulsion.

(ii) In the event of such expulsion, the member may appeal to the general membership in writing or orally. A simple majority vote of members present and voting, or voting by mail, shall be sufficient for reinstatement. Such an appeal to the Corporation membership shall be heard at a regular Corporation meeting that occurs not less than 30 days after notice of expulsion.

(iii) Any person expelled from the Corporation shall receive a pro rata refund of the current year's dues actually paid.

## **ARTICLE IV.**

### **Directors**

SECTION 1. The direction and management of the affairs of the Corporation shall be vested in a Board of Directors. The Board shall consist of not less than seven members nor more than thirteen members. Members of the Board representatives shall be elected to a three-year term by the voting members of the Corporation at the Annual Meeting with not more than forty percent of the total number being elected each year.

Honorary Directors may be appointed by the President, or proposed by any Director and approved by a majority of the Board. They shall serve in an advisory capacity to the Board, but shall have no vote and may not exercise any of the powers of the members of the Board.

SECTION 2. The Board of Directors shall have full charge and management of the business of the Corporation. The Board shall have full power to purchase, hold, mortgage, lease or sell such real or personal property as may be necessary for the proper management of the business of the Corporation and to do all such things, consistent with the Charter of the Corporation and applicable laws, as the Board shall deem best calculated to promote to the fullest extent the interests of the members of the Corporation.

SECTION 3. More than one-half the number of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum a meeting may be adjourned by a majority vote of those present.

SECTION 4. If any Director shall cease to be a member in good standing of the Corporation or shall resign from office of Director, his or her office shall become vacant and another member of the Corporation may be elected by the Board to fill the vacancy until the end of the term of the person vacating the position.

SECTION 5. The Board of Directors shall determine what compensation, if any, shall be paid to the officers and employees of the Corporation.

## **ARTICLE V.**

### **Officers**

SECTION 1. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, who shall be elected from and by the Board of Directors to serve until the next Annual Meeting and thereafter until their successors are elected and qualified.

The President may appoint, subject to Board approval, for the period of one year, such other Vice-Presidents from among the Board members as the President shall deem appropriate, for specific or "at large" functions.

SECTION 2. The President shall preside at all meetings of the voting members of the Corporation and of the Directors. He or she shall sign all conveyances or instruments in writing to which the Corporation is a party and which have the approval of the Board of Directors. The President, or his or her designee, will cosign all checks. The President shall have the authority to create with the Board's approval, such other offices in the Corporation as shall best further the purpose of the Corporation, and the President shall have the authority to fill such offices provided, however, that such offices shall not infringe upon nor interfere with such offices as are created by these Bylaws. In the absence of the President, his or her duties shall be performed by the Vice President, Secretary or Treasurer, in that order.

The President shall designate the duties of the Vice President. The President shall be an ex-officio member of all committees.

SECTION 3. The Secretary shall keep the records of the meetings of the Corporation and of the Board of Directors and shall send out such notices of the meetings as these Bylaws provide. The Secretary shall sign, execute and deliver on behalf of the Corporation all documents under its corporate seal, when required, as may be ordered by the members of the Corporation or Board of Directors (such documents shall also be signed by the President), shall keep a full record of the same and shall perform such other duties as the Board of Directors may from time to time, by its vote, direct.

SECTION 4. The Treasurer shall give such bond to the Corporation, conditioned upon the faithful performance of the Treasurer's duties, as may be required by the Board of Directors. The Treasurer shall have custody of all the monies, debts, obligations and contracts belonging to the Corporation and of its Corporate seal, and shall safely keep the same; and shall collect all monies from time to time that may be due and owing to the Corporation and disburse these same monies pursuant to its contracts and obligations, subject to the approval of the Board of Directors.

The Treasurer shall have the right to make, sign or endorse checks for and in the name of the Corporation. All checks must be cosigned by the President or his or her designee. The Treasurer shall perform such other duties as may be ordered by the Board of Directors. The Treasurer's books shall be reviewed by the Finance Committee annually.

## **ARTICLE VI.**

### **Committees**

SECTION 1. There shall be an Executive Committee consisting of the President, Vice President, Secretary, Treasurer and not to exceed three Directors to be named by the President. The Executive Committee shall, during the interval between meetings of the Board of Directors, possess and exercise all of its powers and functions except as to matters consideration of which is prohibited by the Board of Directors. Full reports of all actions of the Executive Committee shall be made at the next succeeding regular meeting of the Board and shall be subject to the approval of the Board.

SECTION 2. At each Annual Meeting the President shall appoint (or reappoint) no fewer than three, nor more than five members who may or may not also be Board members to the following Standing Committees:

(A) Publications Committee, which shall assist in all matters related to publications of the Corporation.

(B) Membership Committee, which generally shall assist in all matters relating to the membership of the Corporation.

(C) Finance Committee, which shall assist in all matters relating to the management of the Corporation's fiscal assets, the development and submission to the Board of an annual budget, and such other financial matters as the President may deem necessary.

(D) Nominating Committee, which shall maintain a list of all Board members with the beginning and ending dates of their terms, and a list of honorary Board members. It shall, annually, present to the Board for its recommendation to the membership for election, a slate of candidates for each vacancy along with a brief statement of each candidate's background.

(E) Archives Committee, which shall assist in all matters relating to the historical collections of the Corporation, and which will maintain an inventory of those collections and provide supervision of the maintenance of such collections, and such other matters relating to collections as the President may deem necessary.

(F) Special purpose committees (non-standing committees) may be established from time to time and members appointed thereto at the discretion of the President.

## **ARTICLE VII.**

### **Finances**

SECTION 1. The fiscal year of the Corporation shall begin on January first of each year.

SECTION 2. The dues for the various classes of membership shall be determined by the Board of Directors at any annual or special meeting.

## **ARTICLE VIII.**

### **Meetings**

SECTION 1. (A) The Directors shall hold meetings at such times and places as they may determine. The meetings shall be called by the President, Vice President or any five Directors. In case of the Secretary's default or inability to serve, any Director may notify the Directors of the appointed time and place. A notice in writing shall be mailed, first class, postage prepaid, not less than 10 business days before the said meeting to the address of each officer and Director as it appears on the books of the Corporation, unless the officer or Director has filed with the Membership Secretary a written request that notice shall be mailed to another address, in which case it shall be mailed to that address.

(B) Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if three-fourths of all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

(C) Any meeting of the Board of Directors may be held by telephone conference or similar communications equipment, so long as all Directors are given notice of not less than 24-hours of such meeting and so long as all Directors participating in such meeting can hear one another.

SECTION 2. The Annual Meeting of the Corporation shall be held each year at such convenient hour and place as the Board of Directors may designate. A notice in writing shall be mailed, postage prepaid, not less than thirty days before the said meeting to the address of each voting member as it appears on the books of the Corporation, unless the member has filed with the Membership Secretary a written request that notice shall be mailed to another address, in which case it shall be mailed to that address. Five members shall constitute a quorum for the transaction of business but less than five members may adjourn a meeting for lack of a quorum.

SECTION 3. A special meeting of the voting members of the Corporation may be called by the Board of Directors upon due notice being given as provided in Section 2.

SECTION 4. If meetings of the Board of Directors or of the Corporation are adjourned to an agreed-upon time, previous notice of such an adjourned meeting need not be given save only to those Directors or members who were absent from the adjourned meeting and whose absences were excused by the President at the meeting.

SECTION 5. As an alternative, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Board of Directors authorizes distribution of a written ballot to every member entitled to vote on the matter, including voting for candidates for the office of Director. The ballot shall set forth the proposed action or actions as well as the names of those

recommended by the Nominating Committee; provide for an opportunity to specify approval or disapproval of each such proposal, and to vote for each recommended candidate or to write in others; a reasonable time shall be provided within which to mail or otherwise return the ballot to the Secretary. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in these Bylaws.

The written ballots shall also indicate the number of written responses needed to meet the quorum requirement, and, except for ballots soliciting votes for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The ballots must specify the time by which they must be received by the Secretary in order to be counted.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

A written ballot may not be revoked after its receipt by the Secretary, or its deposit in the mail, whichever first occurs. The President shall appoint a Special Purpose Committee to rule on the validity of any ballot that appears to be of doubtful validity.

## **ARTICLE IX.**

### **Removals and Vacancies**

SECTION 1. The Directors of the Corporation may remove any officer or officers by simple majority vote for cause and fill the vacancy or vacancies. Any vacancy not caused by such removal may be filled by the Board of Directors.

## **ARTICLE X.**

### **Records**

SECTION 1. The records of all meetings shall be verified by the signature of the President, or the President pro-tem, and by the Secretary and duly filed with the records of the Corporation.

## **ARTICLE XI.**

### **Amendments**

SECTION 1. These Bylaws may be amended or replaced at any meeting of the voting members of the Corporation if notice of the intention to offer amendment is introduced in the notice thereof.

## **ARTICLE XII.**

### **Non-Discrimination**

SECTION 1. The Corporation shall not discriminate against any person on the basis of race, color, religion, age, ancestry, national origin, sex, political affiliation, sexual orientation, or any other ground prohibited by law.

## **ARTICLE XIII.**

### **Prohibition Against Sharing Corporate Profits and Assets**

SECTION 1. No member, director, officer, employee or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of such reasonable compensation for service performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed in such a way as to carry out the purposes expressed in Article II, Section 1 of these Bylaws.

## **ARTICLE XIV.**

### **Non-Liability of Directors**

SECTION 1. The members of the Board of Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

## **ARTICLE XV.**

### **Indemnification**

SECTION 1. To the extent that a person, who is, or was, a Director, officer, employee or agent of this Corporation, has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings by this Corporation, but only to the extent allowed by applicable law.

## **ARTICLE XVI.**

### **Insurance for Corporate Agents**

SECTION 1. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation, including a Director, officer or employee, against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of applicable law.

We, the undersigned, do certify that this is a true and correct copy of the bylaws of the Santa Maria Valley Railway Historical Museum, adopted by the undersigned on March 13, 2000.

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Daniel F. Alves, Jr.,

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Albert E. Hughes,

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Phillip Goble,

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Dwight E. Couch, Jr.,

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Hal Madson,

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Ginnie L. Sterling,