

The By-Laws of the Norfolk and Western Historical Society, Inc.

[Effective April 1, 2014]

The by-laws of the Norfolk and Western Historical Society, Inc., a Virginia Corporation, hereinafter referred to as the Society are stated as follows:

Whenever writing is specified in these by-laws, it is understood to include the use of e-mail.

SECTION 1 - OFFICES

1.1 The principal office of the Society shall be at 2101 Salem Avenue, SW, Roanoke, VA 24016 (P. O. Box 13908, Roanoke, VA 24038).

1.2 The Society may establish other offices and places of business as deemed appropriate by the Board of Directors.

SECTION 2 - MEMBERSHIP ANNUAL MEETING

2.1 There shall be an annual meeting of the members of the Society, normally held in conjunction with the annual convention of the Society.

2.2 Notice of the annual meeting shall be given to the membership not less than ten(10) days prior to the meeting. Such notice shall state the date, time and place of said meeting. An announcement of said meeting in materials promoting the Society's convention shall be deemed sufficient. Contact information for at least one Director shall be included in the notice, to afford interested members the opportunity for advance comment or questions.

2.3 The purpose of the annual meeting shall be to announce the results of the elections to the Board of Directors, inform the members of the general state of affairs of the Society and to transact such other business as may come before the meeting.

2.4 Approval of any matters or issues that may arise at the annual meeting which require action by the Board of Directors shall require a two-thirds majority vote of those members attending such meeting.

2.5 In the event the Society does not hold its annual convention, the Board of Directors shall set a date, time and location for the General Meeting and shall give notice to the membership not less than thirty(30) days prior to the meeting.

SECTION 3 - SPECIAL MEETINGS OF THE GENERAL MEMBERSHIP

3.1 The Society shall hold special meetings of the general membership upon the call of a simple majority of the Board of Directors.

3.2 Special meetings of the general membership may be called upon written direction signed by at least fifteen percent (15%) of the membership of the Society.

3.3 The date, time, location and reason for the special meeting shall be designated and arranged by the body requesting such meeting.

3.4 Notice of the special meeting shall include the date, time, location and purpose for the special meeting and be given in writing to the general membership not less than ten(10) nor more than thirty(30) days prior to such special meeting.

3.5 At any special meeting of the membership, a quorum shall consist of at least fifteen percent (15%)of the members.

3.6 Each member present at the special meeting shall be entitled to vote in person only, except as otherwise provided by Virginia law. Any member not present at such a meeting is not entitled to vote by absentee ballot or proxy. Each member present is entitled to one vote.

SECTION 4 - WAIVER OF NOTICE OF MEETINGS

4.1 A member may waive any required notice of any meetings before or after the date and time of said meeting.

4.2 The waiver shall be in writing and signed by the member. Said waiver shall be delivered to the Society's principal office or any member of the Board of Directors.

4.3 Any member who attends any meeting waives all objections to lack of notice or defective notice of the meeting unless the member at the beginning of said meeting objects to the holding the meeting or transacting business at the meeting.

4.4 Any member who attends any meeting waives all objections to consideration of any particular matter that is not within the purpose or purposes described in the meeting notice unless the member objects to considering the matter when it is presented.

SECTION 5 - BOARD OF DIRECTORS GENERAL MEETINGS

5.1 The Board of Directors shall meet at least three (3) times per year and at such other times as it deems necessary to transact the business of the Society. One (1) of the required meetings shall normally be held in conjunction with the Society's annual convention. The remaining two (2)required meetings shall be held at such other times as agreed upon by the Board. Notice to each Director shall be provided by the Chairman no less than 30 days prior to a meeting.

5.2 A majority of the seated Board of Directors shall constitute a quorum at all meetings of the Board. If less than a majority is present, the meeting shall be adjourned to a later date and time. Proxies are not countable towards computation of a quorum.

5.3 No formal notice to the full membership of the regular meetings of the Board of Directors is required.

5.4 Each member of the Board of Directors shall be entitled to vote on business presented to the Board, except as provided under the conflict of interest policy.

5.5 Society members are permitted to attend meetings of the Board of Directors as observers. The Board is authorized to invite members or other persons to participate and or report.

5.6 Any member of the Board of Directors may waive any notice required by these by-laws before or after the time stated in the notice and such waiver shall be the equivalent to the giving of such notice. Except as provided in the following paragraph, the waiver shall be in writing, signed by the member of the Board of Directors entitled to the notice, and filed with the minutes or other Society records.

5.7 Any member of the Board of Directors who attends or participates in the meeting waives any required notice of the meeting unless at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 6 - BOARD OF DIRECTORS SPECIAL MEETINGS

6.1 Special meetings of the Board of Directors may be called by the Chairman of the Board or the President. A special meeting must be called upon the written request of a majority of the members of the Board.

6.2 Notice of a special meeting shall be given to each member of the Board of Directors at least five (5) days prior to the meeting. Such notice may be waived by any member of the Board in writing at any time. The notice must include the specific purpose(s) of such meeting; decisions made at that meeting are limited to such previously announced purpose(s).

6.3 The Board of Directors may invite such other members or persons to attend the special meetings as they deem necessary and advisable.

6.4 Any member of the Board of Directors may waive any notice required by these by-laws before or after the time stated in the notice and such waiver shall be the equivalent to the giving of such notice. Except as provided in the following paragraph, the waiver shall be in writing, signed by the member of the Board of Directors entitled to the notice, and filed with the minutes or other Society records. Any member of the Board of Directors who attends or participates in the meeting waives any required notice of the meeting unless at the beginning of the meeting, or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

6.5 If there is a matter to be decided by the Board, and, in the judgment of the Chairman, the matter is either sufficiently time sensitive or of such minor and routine import, that the matter should be placed before the Board for discussion and vote electronically without waiting for a meeting, the Chairman may place that matter by e mail before the Directors. Once a motion is made and seconded, the chairman shall call for votes beginning not less than 72 hours after the issue was initially opened for discussion. The motion will be decided after a majority vote of sitting directors is received.

SECTION 7 - OFFICERS

7.1 The officers of the Society shall consist of a President, a Vice President, a Secretary and a Treasurer. Officers shall be appointed from the general membership of the Society by the Board of Directors for terms of one year, and shall serve at the pleasure of the Board. Given the skills and abilities required by the position of Treasurer, the BOD may, at its option, designate someone not a member of the Society. At the Directors meeting at the annual convention, the new officers will be appointed/reappointed by the incoming Board of Directors. Generally at this meeting the first order of new business will be i) installation of new Directors, ii) election/reelection of the Board Chairman; iii) election/reelection of officers.

7.2 Officers are expected to participate in meetings of the Board of Directors on a non-voting basis.

7.3 A member appointed by the Board of Directors to serve as an officer of the Society cannot serve as a Director simultaneously.

7.4 The President shall have general management and control of the business and affairs of the Society. The President is subject to the authority of the Board of Directors generally.

7.5 The Vice President shall generally assist the President and exercise such powers and perform such other duties as delegated by the President. In the absence or disability of the President, the Vice President shall exercise and perform the duties of the President.

7.6 The Secretary shall keep the minutes of all proceedings of the Board of Directors and the membership; shall attend to the giving and serving of all notices to the members and Board of Directors, or other notices required by law and these by-laws; shall affix the seal of the Society to deeds, contracts and other instruments in writing requiring a seal, when duly signed; shall have charge of the Minute Books and such other books and papers as the Board may direct; shall perform all other duties incident to the office of Secretary. The Secretary shall provide copies of the minutes to all Directors and Officers for review, correction, and comment, within 60 calendar days after the meeting.

7.7 The Treasurer shall oversee the handling of all funds, securities, evidences of indebtedness and other assets of the Society and shall perform all other duties incident to the office of Treasurer.

7.8 The Board of Directors may, at its discretion, vote to remove an Officer from his/her position. Such action requires a two-thirds vote of all members of the Board.

SECTION 8 - BOARD OF DIRECTORS - MEMBERS

8.1 The Board of Directors shall consist of not more than nine(9) At-Large Directors.

8.2 Each member of the Board of Directors is entitled to vote at the regular and special meetings of the Board.

8.3 A member of the Board of Directors may designate another Director to vote by proxy on his behalf. Said member of the Board shall nominate his proxy in writing and must forward same to the President prior to the convening of the affected meeting of the Board. The proxy vote is limited to matters discussed prior to the meeting, and for which instructions have been given to the holder of the proxy by the Director designating that proxy.

SECTION 9 - DIRECTOR DUTIES:

9.1 The Board of Directors, at the first meeting of the Board after the annual elections, shall elect a Chairman from its members for a one year term. The Chairman may serve more than one term; subject to the term limit provisions for Directors provided for by the by-laws of the Society. The Chairman will preside over all meetings of the Board of Directors.

9.2 The Board shall generally direct, advise, and assist the President, Vice President, Secretary and Treasurer with the business of the Society. The Board of Directors, in conjunction with the President and Treasurer, is responsible for the financial status of the Society; the Board, President, and Treasurer are responsible for development and production of an annual financial report.

9.3 The Board of Directors may authorize any officer or officers, agent or agents of the Society, in addition to the officers and directors so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of or behalf of the Society and such authority may be general or confined to specific instances. This authority should be recorded in writing, either in the Secretary's notes of BOD meetings or, if appropriate, a separate written document signed by the Chairman or President. The financial authority and limits of the Directors and Officers is specified in the Fiscal Policy Appendix to these bylaws.

9.4 A Director who does business with the Society is required to sign the Society's Conflict of Interest statement; the signed statement will be retained by the Secretary.

SECTION 10. - QUALIFICATIONS, TERMS AND VACANCIES OF THE BOARD OF DIRECTORS

10.1 Any member in good standing may be elected or appointed (see Section 10.7) to the Board of Directors.

10.2 The term of each member of the Board of Directors shall be three (3) years.

10.3 The terms of the members of the Board of Directors shall be staggered by dividing the total number of the Board of Directors into three (3) groups, with each group containing one third of the total as near as practical, with the first group having the greatest number. The terms of the Board of Directors in each group shall expire at the annual meeting held in conjunction with the Society's annual meeting three (3) years from the date of their meeting marking the beginning of his/her term. Each Director shall hold office until the installation of his or her successor. Installation of new Directors will be the first item of new business at the first regular Board meeting of the Board after the annual election.

10.4 Each Director may only serve a total of two(2) consecutive three(3) year terms. After serving two(2) full terms in succession, a member cannot hold a position as Director for a period of not less than one(1) year. For the purposes of this section "one year " refers to the time between the Board meetings at the annual convention (or meeting held in lieu of the Convention meeting).

10.5 Any member of the Board of Directors may resign at any time. A resignation is effective when written notice[including e mail notice] is delivered to the Chairman, unless the notice specifies a later effective date.

10.6 Any member of the Board of Directors may be removed at any time by the two-thirds majority vote of the membership at a special meeting of the general membership called for that purpose.

10.7 Vacancies occurring on the Board of Directors may be filled by appointment made by majority vote of remaining members of the Board of Directors. The appointment shall be effective immediately unless the resignation is effective at a later date. In that event, the Board of Directors may fill the pending vacancy before its effective date if the Board specifies that the successor does not take office until the effective date of the resignation. A member so appointed shall serve as director for the remainder of the term of the director being replaced. A Director appointed for a period less than a full term is eligible to run for two further consecutive terms.

SECTION 11 - ELECTIONS FOR BOARD OF DIRECTORS

11.1 An election shall be held annually to fill the seats of Directors whose terms on the Board of Directors shall expire in that year. Subject to the provisions of Section 10.4, any member of the Society in good standing may be nominated to stand for election to the Board. Members may be so nominated only by another member in good standing as set forth in Section 11.2.

11.2 The Chair of the Election Committee shall include in an issue of *The Arrow* or in a mailing (i) the names of those Directors whose terms will expire at the annual convention of that year and the names of those Directors eligible to serve a second term; (ii) the total number of vacancies for which the election shall

be held; and (iii) an invitation to members to submit to the Chair of the Election Committee names of candidates to stand for election to fill the vacancies. Chair of the Election Committee shall take the steps necessary to solicit candidates, distribute ballots, and count the ballots in time for the results of the election to be available by the date of the annual convention.

11.3 The number of nominees, corresponding to the number of vacancies, receiving the greatest number of votes cast by the ballot process shall be elected to the Board. (I.e. if there are three vacancies, the three nominees receiving the highest vote count shall be elected.) If the number of nominees is the same as the number of vacancies, the Board may vote to elect the nominees without a membership ballot process.

11.4 Each member shall received one ballot.

SECTION 12 - MEMBERSHIP

12.1 Membership shall be open to all persons who have applied to the Society for membership and paid the appropriate amount of dues. The Board of Directors shall determine the amount of dues payable for domestic and foreign membership.

12.2 Dues shall normally be payable on an annual basis. Non-payment of dues shall result in termination of membership in the Society, unless specifically waived by the Board of Directors. The Board may also gift one year, two year, or lifetime memberships to individuals in recognition of meritorious contribution to the Society.

12.4 Regardless of class of membership, each member shall be entitled to receive ballots. Voting at meetings by absentee ballot or proxy is not permitted.

12.5 The Board of Directors may by majority vote of Directors present at a meeting at which a quorum is present suspend, expel, or otherwise discipline a member for conduct deemed to be prejudicial to the welfare of the Society.

SECTION 13 - STANDING COMMITTEES

13.1 The Board of Directors may establish such standing committees from time to time as it may deem appropriate.

13.2 The Board of Directors shall appoint a Chairperson of each committee by a majority vote.

13.3 The Board of Directors may appoint such other members to any standing committee.

13.4 Generally, if a Director serves on a standing committee, the Director serves as Chairman of and reporting member for that committee.

SECTION 14- SPECIAL COMMITTEES

14.1 Special committees for specific purposes may be established by the Board of Directors from time to time.

14.2 The Board of Directors shall appoint a Chairperson of each committee by a majority vote.

14.3 The Board of Directors may appoint such members to any special committee as it deems appropriate.

14.4 The Board of Directors may terminate or suspend any special committee upon majority vote of the Board.

SECTION 15 - BOOKS AND RECORDS

15.1 The Society shall keep correct and complete books and records of its financial accounts.

15.2 The Society shall keep correct and complete Minutes of its proceedings, to include the Annual Membership meeting and the meetings of the Board of Directors.

15.3 The Society shall keep a records of all members entitled to vote, to include but not limited to the names, addresses, telephone numbers and e-mail addresses where available.

15.4 The Society shall keep such other records as the nature of its business may require.

SECTION 16 - DEPOSITORIES

16.1 The funds of the Society shall be deposited in such bank, trust company or other financial institution as may be determined from time to time by the Board of Directors.

16.2 The Board, by resolution adapted at a meeting where a quorum is present, shall authorize the President, Vice President and Treasurer, and a person or persons as the Board may deem necessary or advisable to draw checks against Society funds. Although the Officers remain accountable to the Board for expenditure of Society funds, the Officers as individuals may expend and/or contract for funds subject to the discretionary limits specified by the Board and which are presented in an Attachment to these bylaws..

16.3 The financial condition of the Society shall be reported to the membership annually.

SECTION 17 - FISCAL YEAR

17.1 The fiscal year of the Society shall be January 1 through December 31 of each and every year.

SECTION 18 - CORPORATE SEAL

18.1 The Society shall provide a suitable corporate seal which shall be in charge of the Secretary and shall be used as authorized by the Board of Directors.

SECTION 19- AMENDMENT OF BY-LAWS/POLICIES

19.1 The by-laws of the Society may be amended only as provided herein.

19.2 An amendment may be proposed by joint action of any three(3) or more Directors at any regular or special meeting of the Board of Directors; or by a two-thirds(2/3) vote of the members present at any annual meeting or special meeting of the general membership, in which case the proposed amendment shall be considered by the Board of Directors at its next regularly scheduled meeting.

19.3 The Board of Directors shall, by a majority vote of those present at such meeting, accept in principle, or without modification, or reject, any such amendment.

19.4 Any proposal so accepted in principle by the Board of Directors shall be referred to a Special Committee appointed by the Board of Directors which shall be responsible for seeing that the proposed amendment does not conflict with other provisions of the By-Laws and for casting it in appropriate language.

19.5 The Secretary shall send a copy of the proposed amendment to each member of the Board of Directors at least ten(10) days before its next meeting.

19.6 Any amendment, before it is considered final, shall be approved by the favorable vote of at least two-thirds of the members of the Board of Directors present at the next meeting.

19.7 The Board is authorized to establish a series of Policies that are appendices to and considered part of these bylaws, with one specific point of differentiation. The policies are expected to function as administrative authority and guidance for the operating officers and elements of the Society, and may, therefore, be updated and/or amended by a majority of the Board of Directors on an ongoing basis as needed.

SECTION 20- DISSOLUTION

20.1 Upon the dissolution of the Society, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Society, dispose of all the Society assets 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, (as from time to time amended), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Society 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.

SECTION 21 - INDEMNIFICATION

21.1 The Board of Directors of the Society shall have the power to indemnify a Director, Officer or agent in relation to any liability asserted against that individual for actions taken for and on behalf of the Society, as determined by the Board of Directors.