

# Sacramento Valley Live Steamers Railroad Museum, Inc.

## Bylaws

Adopted November 16, 2012

Amended January 1, 2020

Amended May 20, 2022

### **Article 1: Name**

The name of this corporation shall be Sacramento Valley Live Steamers Railroad Museum, Inc., therefore also known as SVLSRM, as filed with the California Secretary of State.

### **Article 2: Purpose**

The purpose of this corporation shall be to promote among its members and the public an appreciation of the construction and operation of live steam engines; preserve railroad history and to promote education and appreciation of the many interesting aspects of live steam operation, railroad lore and history, through exhibiting various types of live steam engines and railroad equipment in operation and static displays.

### **Article 3: Management**

#### **Section 1: Authority of the Board**

Subject to the limitations of the Articles of Incorporation, of the Corporate bylaws, and of the laws of the State of California as to the actions authorized or approved by the members of the Board of Directors, all Corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by, a Board of Directors.

#### **Section 2: Number of Board Members**

The authorized number of Board Members shall be nine (9) and directors shall be Regular Members in good standing.

#### **Section 3: Nominations to the Board**

Candidates for the board shall be selected by a nominating committee appointed by the President at the September Board and may be nominated from the floor prior to the election at the November Annual General Membership Meeting.

#### **Section 4: Board Positions**

The Board of Directors shall be selected each year at the November Annual General Membership meeting. It shall consist of nine (9) members elected to specific positions as follows: President, Vice-president, Secretary, Treasurer, Track Superintendent, Yard Master, Train Master and two Directors at Large.

Section 5: Board Vacancy

In the event a director must be replaced due to a vacancy for any reason, his/her replacement shall be selected by a majority vote of the Board of Directors remaining, and shall complete the term of the person he/she is chosen to replace.

Section 6: Resignation of a Board Member / Removal from the Board

- A. Any director may resign from the Board of Directors at any time by giving written notice to the Secretary of the Corporation. Any such resignation shall take effect on the date of receipt of such notice by the Secretary or at any later date specified therein.
- B. Any director may be removed from the board by a recall vote of the General Membership at any General Membership Meeting when advanced notice of such intent has been made at the previous General Meeting by one of the following actions:
  - a. Presentation to the Board of Directors of a recall petition signed by twenty percent (20%) of the eligible voting members of the corporation, or
  - b. A resolution by a majority of the Board of Directors.
- C. A successful recall shall be effected upon a two thirds ( $\frac{2}{3}$ ) affirmative vote of the eligible voting members present at the meeting when the recall vote takes place.

Section 7: Board Meetings

- A. The Board of Directors shall meet at a time and place to be designated by its members pursuant to Article 8 of these bylaws.
- B. A quorum of five (5) Directors must be present before business of the Corporation may be transacted.
- C. The President or his/her official alternate as prescribed by these bylaws shall conduct any meeting of the Board of Directors where official business is transacted.
- D. It shall take a majority vote of those Board members in attendance to pass a motion.

Section 8: Board Expenditures

- A. The Board of Directors shall have the power to authorize single expenditures in amounts up to twenty-five percent (25%) of the total funds available in the general operating account or five-hundred dollars (\$500), whichever is greater, subject to any fiduciary rules or restrictions put in place by the general membership.
- B. Expenditures above that amount shall require approval by the general membership.

Section 9: Annual Audit

- A. The corporation shall conduct or cause to be conducted an annual audit of its finances and all accounts for the fiscal year beginning January 1<sup>st</sup> and ending December 31<sup>st</sup>.
- B. The President shall appoint an audit committee at the November Annual General Membership Meeting to conduct the audit for the current fiscal year.
- C. The audit committee shall submit a signed report of the corporation's financial operations to the corporation no later than Feb 28 of the following year.

Section 10: Rules, Policies and Procedures

The Board of Directors shall have the power to set forth and approve such rules, policies and procedures as deemed necessary pursuant to Article 6.

**Article 4: Officers**

Section 1: Officers of the Corporation

There shall be nine (9) members of the Board of Directors elected to specific positions as follows: President, Vice President, Treasurer, Secretary, and Track Superintendent, Yard Master, Train Master, and two Directors at large.

Section 2: Terms of Office

All offices shall be two-year terms. The President, Secretary, Train Master and 1 Director at Large shall be elected in the years ending with an odd number. The Vice-president, Treasurer, Track Superintendent, Yard Master, and 1 Director at large shall be elected in the years ending with an even number. All directors shall assume their duties on the first day of January following their election, and shall serve a two (2) year term.

Section 3: Removal or Resignation from Office

- A. Resignation
  - a. Per Article 3, Section 6.
- B. Removal from office
  - a. Per Article 3, Section 6.

Section 4: Vacancies of Office

Per Article 3, Section 5.

Section 5: President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general control of the business and affairs of the corporation. The president shall preside at all meetings of the Board of Directors as well as meetings of the general membership. This individual shall be ex-officio a member of all committees and shall have the general powers and duties usually vested in the office of the President of a corporation and shall have other such powers and duties as may be prescribed by the Board of Directors or the bylaws.

Section 6: Vice President

The Vice President shall assume the duties of the president in his or her absence. The Vice President shall perform dissolution proceedings in conjunction with the Secretary and Treasurer as prescribed by these bylaws.

Section 7: Secretary

The Secretary shall record the minutes of all meetings; notify members of all regular and special meetings; handle correspondence necessary to the operation of the corporation; maintain an accurate and up-to-date roster of members; maintain an inventory of real property owned or on loan to the corporation, and assume the duties of the President or Vice-president in their absence.

The Secretary shall perform dissolution proceedings in conjunction with the Vice-president and Treasurer as prescribed by these bylaws.

The Secretary shall be responsible for insuring compliance with all non-tax related filing and notifications the corporation is required to make and maintaining all records and archives of the corporation.

Section 8: Treasurer

The Treasurer shall be responsible for all financial transactions of this corporation and maintain an accurate record of income and expenditures; pay out funds for authorized expenditures; present a financial statement at each monthly Board of Directors meeting and at other times when required; maintain an accurate account of all properties owned by the corporation or in its custody; provide accounts to be audited by the audit committee.

The Treasurer shall perform dissolution proceedings in conjunction with the Vice-president and Secretary as prescribed by these bylaws.

The Treasurer shall have the responsibility of insuring compliance with all the applicable tax laws that affect tax-exempt corporations. This includes preparation and filing of all forms and records required with the proper governmental agencies.

Section 9: Track Superintendent

The Track Superintendent shall be responsible for the maintenance and construction of the right-of-way and track including bridges, tunnels, and grading. He/she is responsible for the maintenance of SVLSRM buildings and other real property owned and/or operated by the corporation.

Section 10: Yard Master

The Yard Master shall have the responsibility for the maintenance, repair, and general wellbeing of the grounds and landscaping within the boundaries of the SVLSRM facility. His/Her duties shall include maintenance of irrigation systems, underground facilities (infrastructure), facility lighting and electrical distribution, and all tools, equipment, and storage structures used for grounds keeping.

Section 11: Train Master

The Train Master shall be responsible for the condition of all railroad rolling stock and preventative maintenance of all SVLSRM owned rail equipment. He/She will keep accurate records of maintenance and modifications to rolling stock and oversee boiler testing. He/She shall check wheel gauges for compliance with established standards on members' and visitors' equipment. The Train Master is responsible for the issuance of all SVLSRM rail equipment, for any and all activities at the SVLSRM facility.

Section 12: Director at Large

Represent needs and interests of SVLSRM, sharing issues, news and opportunities to advance our railroad with the board. Promote active membership in the organization and function as a liaison between the Board and the general membership.

Article 5: Membership/Dues

Section 1. Regular Membership

Any person, 18 years and older, who is interested in live steam and is willing to abide by the policies of this corporation and subscribe to its by-laws may become a regular member upon payment of a \$40.00 track fee plus yearly dues as hereafter provided.

Section 2. Associate Membership

Any person, 18 years and older, residing 60 miles or more from the club facilities, who is interested in live steam and is willing to abide by the policies of this corporation and subscribe to its by-laws may become an associate member upon payment of yearly dues as hereafter provided. There is no track fee, voting privileges, nor ability to hold office for associate membership.

Section 3. Dues

The annual dues for regular and associate membership shall be established and approved by the Board of Directors. The dues for membership renewal are payable on or before January 1 of each year.

Section 4. Family Membership

Non-voting membership in the organization is automatically extended to spouses and minor dependents of regular members. The spouse of any regular member may achieve regular membership by paying annual dues as indicated in Section 1 without paying the track fee. Minor dependents of regular members may also achieve regular membership without paying the track fee, at the time of their 18th birthday, by paying the annual dues as indicated in Section 1.

Section 5. Term of Membership

Regular and associate members who have not paid their dues on or before the March meeting of each year shall be dropped from the rolls of this corporation. Such persons shall be notified within 30 days of this loss of membership. Re-instatement of membership shall occur upon payment of past dues.

Section 6. Life Membership

Any member of the SVLSRM is eligible for nomination as a Life Member of the club and any member in good standing may nominate a prospective Life Member by submitting the qualifications of the Nominee to the Board. Shall be conferred by the Board of Directors. Shall be exempt from annual membership dues. Shall have all the rights and privileges granted to Regular Members.

Section 7. Honorary Membership

Only non-members of the SVLSRM are eligible for nomination as an Honorary Member of the club and any member in good standing may nominate a prospective Honorary Member by submitting the qualifications of the Nominee to the Board. Shall be conferred by the Board of Directors. Shall be exempt from initiation fee and membership dues. Shall not have all the rights and privileges granted to Regular Members. Shall not be eligible to hold elected office or vote. Honorary Membership is granted for the duration of one year.

Section 8. Changes in membership classification

Associate and Family members may become Regular members, or Regular members may become Associate or Family members in accordance with administrative membership rules set by the Board of Directors.

Section 9. Expulsion

A member may be expelled for unbecoming conduct, as seen by the Board of Directors. Any expulsion may be appealed to the general membership.

**Article 6: Rules, Policies and Procedures**

Section 1: Safety Rules

The Board of Directors shall adopt adequate safety rules governing the operation of equipment at any facility owned or operated by this corporation.

Section 2: Adoption of Rules, Policies and Procedures

The Board of Directors may adopt such administrative rules, policies and procedures as meets the needs of the corporation.

Section 3: Compliance with laws and regulations

The corporation shall not adopt any rule, policy, or procedure that conflicts with any local, state, or federal laws, ordinances or regulations and shall amend as necessary any rules, policies, or procedures to comply with any new laws or regulations.

Section 4: Posting of rules

All new members shall receive a copy of the rules and all safety rules shall be conspicuously posted at all club events and shall be available to all members and visitors for review.

**Article 7: Responsibilities of Participants**

Section 1: Following the rules

Any person participating in any event what-so-ever at the corporate facility (or at any corporate event or meeting) shall be considered to be acting with full cognizance of the safety rules of the corporation and therefore shall be bound to abide by them.

**Article 8: Meetings**

Section 1: Frequency

- A. Triannual (three-times per year): The Corporation shall hold a meeting of the general membership as set by the Board of Directors to promote the goals, business and purpose of the corporation.
- B. The Annual General Membership Meeting shall be held in November in conjunction with the November general membership meeting.
- C. Special meetings of the general membership may be called by the President or the Board of Directors.
- D. A meeting shall be canceled when approved by a majority of the members attending the previous meeting; or when circumstances preclude such meetings.
- E. The members present at any general meeting shall constitute a quorum regardless of numbers.

Section 2: Notification of meetings

- A. The date of the monthly board and triennial membership meetings shall be set no later than the prior respective meeting.
- B. Notification of special or emergency meetings will be made with appropriate notice as dictated by the circumstances. The Board of

Directors shall be responsible to ensure this notification is disseminated to the membership in a timely fashion.

**Article 9: Committees/Sub-officers**

Section 1: Types of committees

- A. Standing Committees / Sub-officers
  - a. These committees are permanent committees as determined by the needs of the corporation.
  - b. The chairperson of each standing committee shall be appointed by the president and confirmed by the board.
- B. Special Committees
  - a. These committees are short lived, whose purpose is short lived.
  - b. The chairperson of each special committee shall be appointed by the president or his/her designee as determined by the needs of the corporation.

**Article 10: Parliamentary Rules**

Section 1: Roberts Rules

Roberts Rules of Order Newly Revised shall be used as a guide to govern this organization, modified and amended as needed, so as not to conflict with these bylaws or the corporate laws of the State of California.

**Article 11: Amendments to the Bylaws**

Section 1: Amendments

- A. These bylaws and any amendments to them shall comply with the California Corporation Code and not conflict with any local, state, or federal laws or regulations.
- B. These bylaws shall comply with the intent and definition of Section 501 (c) (3) of the Internal Revenue Code of the United States of America and Section 23701-d of the Revenue and Taxation Code of the State of California.

Section 2: Timing of amendments

- A. The bylaws may be amended at any regular, general membership meeting of this corporation by an affirmative vote of a simple majority of the members present.
- B. The amendments must be presented and discussed at the general membership meeting prior to the meeting at which the vote is taken.
- C. Amendments to the bylaws may be presented and discussed at any general meeting of the corporation.
- D. Notification of an impending bylaws change, the changes to be made and the date and time of the meeting for discussion and vote of said change shall be made to all members of the corporation a minimum of sixty (60) days prior to said meeting.

Section 3: Amendment procedure

- A. The amendment recommendation shall be placed on a special agenda for the scheduled general membership meeting after a notification of



impending bylaws change has made to the members of the corporation Per Article 11, Section 2.

- B. No changes or modifications to the proposed bylaws amendment shall be made at the meeting at which the vote to accept the bylaws amendment is conducted.
- C. The bylaws amendment shall be affirmed by a simple majority vote of the membership present at the designated meeting.
- D. Absentee ballots shall be counted and accepted as part of the vote provided they are received by the secretary no later than the day prior to the designated meeting.

Section 4: Amendment notification

- A. An explanation of the proposed changes to the bylaws shall be emailed or mailed (as determined by member's preferred method to receive the monthly newsletter) to all voting members of the corporation Per Article 11, Section 2, D.

**Article 12: Dissolution**

Section 1: Dissolution

Dissolution of this corporation shall be in compliance with all laws, regulations, and rulings of the State of California and the Internal Revenue Service pursuant to section 501 (c) (3) of the Internal Revenue code and Section 23701-d of the Revenue and Taxation Code of the State of California.

Section 2: Motion of intent to dissolve

Motions to dissolve this corporation shall be accepted at any general membership meeting at which there is a quorum present. Such a motion shall require a majority vote of those members present to be approved. If approved, the motion shall be construed as a resolution of intent to dissolve.

Section 3: Notification of Membership

Notice of intent to dissolve along with the date and time of a vote on such a resolution shall be sent to the members in good standing in writing following approval of a resolution of intent to dissolve.

Section 4: Dissolution vote

The dissolution vote shall come at the regular monthly general membership meeting following adoption of the resolution of intent to dissolve, and shall require a unanimous vote of those members present to be approved. A quorum shall not be required for the vote. Failure of this motion shall terminate dissolution proceedings.

Section 5: Officer Dissolution responsibilities

If dissolution is approved, the Vice President, Treasurer and Secretary shall take the following actions:

- A. Notify all members, creditors and debtors of the dissolution of the corporation.

- B. Assure that all properties on loan to the corporation are returned to the lender. In the event this is not possible, such properties shall be included with the properties of the corporation.
- C. Obtain custody of all properties loaned by this corporation.
- D. Settle all outstanding accounts, bills, debts, and or other obligations the corporation may have.
- E. Distribute all remaining assets to a nonprofit fund, foundation or corporation which is organized and operated exclusively for public benefit purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. This distribution of assets shall constitute the final act of the corporation and the corporation shall be considered finally dissolved after this act is completed.

Section 6: Timing of dissolution

The officers shall make every attempt to complete dissolution proceedings within 60 days following the unanimous vote to dissolve.