

# **ORGANIZATION AND BYLAWS**

## **Railroad Partners, Inc.**

### **ARTICLE 1: DEFINITIONS AND PURPOSE**

1. The name of this organization shall be "Railroad Partners, Inc.," referred to as "RPI," or "the corporation". Membership in this corporation is open to both natural persons and other entities, but only natural persons shall be entitled to vote or hold office.
2. In accordance with its Mission Statement, which is hereby incorporated by reference, this corporation seeks to partner with railroads that own out-of-service or soon to be out-of-service rail corridors for the purpose of maintaining those corridors; to acquaint the public with their history, geography and cultural landmarks; and to educate the public regarding safety in rail corridors in general.
3. The primary area served will be the State of Texas. Areas served secondarily may be selected by the Board of Directors on a case-by-case basis from adjacent states.
4. The management consists of a Board of Directors, which includes both Directors and Officers. The Board of Directors may form committees as needed to conduct rail maintenance operations, equipment restoration, equipment acquisition and public education.
5. The corporation shall have any and all powers granted to it by the Texas Uniform Incorporated Nonprofit Corporation Act of 1995 and all other statutes and other laws of the State of Texas applicable to incorporated nonprofit corporations.

### **ARTICLE 2: VOLUNTEERING & VOTING**

1. Volunteering with Railroad Partners, Inc., is open to the public, including any individual or organization, regardless of age, gender, race, creed, national origin, or political convictions.
  - a. Any Director has the right to refuse the offer of services by any prospective volunteer, or to terminate the services of a volunteer, for reasonable cause. Anyone so refused is entitled to a written notification. The judgment may be appealed to the full Board of Directors by sending a written request for re-consideration to the Secretary within 10 days; otherwise, the termination will be final.
  - b. A volunteer work crew chief on a railroad right-of-way may decline or suspend the services of a volunteer, if he or she believes the volunteer's actions or judgment may place him or herself, others, or the public at risk while carrying out the crew's duties. Any volunteer suspended shall be returned to the point of origin and shall depart railroad property. A report of such incident shall be made to Board of Directors within 48 hours.
2. Volunteers have the following responsibilities and duties:
  - a. To give highest priority to performing his or her duties in a safe manner while present on a railroad for whatever purpose.
  - b. To obtain and maintain a valid First Aid certificate from a recognized provider and to participate in professional training that would further RPI missions.
  - c. To uphold the principles and policies of Railroad Partners, Inc., as set forth in its Certificate of Formation, Mission Statement, and these Bylaws.
  - d. To conduct oneself and one's family in a dignified and courteous manner whenever representing RPI or attending any RPI event.

3. Volunteers of the corporation are not personally liable for debts, liabilities, and other obligations of the corporation, as provided by Texas statute. Further, volunteers of the corporation shall not be personally liable for any tortious act or omission, or breach of contract by the corporation. Volunteers are protected from personal liability to the full extent of Texas statute.

### **ARTICLE 3: BOARD OF DIRECTORS AND OFFICERS**

1. Railroad Partners, Inc., shall be managed by the Board of Directors, which will oversee and direct the on-going functions of the organization. The Directors and the Officers together constitute the Board of Directors.
2. Selection and term: Each Director or Officer shall be elected by majority vote of the membership present and voting to a one-year term.
3. Structure: There shall be at least three Directors, elected at the initial Annual Meeting and at subsequent Annual Meetings. The Directors are to be elected before the Officers. A Director may also serve as an Officer. There shall also be a President, Vice-President, Secretary and Treasurer, whose duties are outlined below. The President, Secretary and Treasurer shall be elected by the members at the meetings indicated above, but the President shall appoint a Vice-President to serve at the pleasure at the President. If no candidate stands for a given office, the President may fill that office by appointment.
4. Criteria for selection: Each Director/Officer will meet the following criteria:
  - a. Be at least eighteen (18) years of age.
  - b. Be an active volunteer.
  - c. Have not been convicted of any statutory violation involving moral turpitude, as defined and applied by the Board of Directors.
  - d. Be devoid of any conflict of interest which might hinder or negate the ability to function as a Director/Officer.
  - e. Have access to electronic mail.
5. Removal of a Director/Officer may be initiated by a statement of cause signed by any current Director/Officer and delivered to the Secretary. The statement must include specifics as to why the Director/Officer should be removed. The statement will be reviewed by the Board of Directors at a set meeting. There will be a seven (7) day advance notice to such meetings. Removal must be approved by a majority of the Directors/Officers attending the meeting. The Director/Officer concerned has the right to participate in such a vote.
6. The President may appoint, subject to confirmation by a majority vote of the members of the Board of Directors present and voting, a new Director or Officer to serve the remainder of the term of a Director or Officer who has resigned, been removed or is incapable of fulfilling his or her responsibilities. The person(s) so appointed must meet the criteria for selection specified in paragraph 4.
7. A member, or members, of the Board of Directors may cast a vote by telephone as long as he or she is able to listen to the others attending the meeting and to be heard by all participating. Proxy voting shall not be permitted, either during election of the Directors and Officers or during meetings of the Board of Directors.
8. The functions and duties of Officers and Directors will be as follows:

- a. President
    - Acts as Chief Executive Officer of the Corporation
    - Has the authority to call meetings of any type
    - Presides over all Board of Directors and volunteer meetings
    - Has final approval or issue authority over all publications carrying the RPI name
  - b. Vice-President
    - Performs the duties of the President in the latter's absence from the State of Texas or incapacity
    - Performs functions designated by the President
  - c. Secretary
    - Maintains a record of all decisions, activities, and/or votes made, authorized or taken at business meetings
    - Prepares official publications and other communications to the membership and the public at large
    - Maintains archives of letters originated by, or sent to, RPI as well as of any other RPI records or materials, excluding e-mail
    - Organizes, maintains and updates the corporation website
    - Maintains a list of members, including their names, addresses, contact information, first aid certificate status and dues status, as reported by the Treasurer.
  - d. Treasurer
    - Maintains a record of all financial transactions
    - Receives and deposits monies in the corporation's financial institution
    - Disburses RPI funds in accordance with direction of the President
    - Prepares and updates annual budgets
    - Provides a Treasurer's Report to the Board of Directors at each meeting and to the members at the Annual Meeting
    - Responds to requests for financial data and records relating to the corporation
    - Issues receipts for RPI funds delivered by any other Director/Officer
    - Issues receipts for donations in accordance with IRS regulations relating to donations to charitable organizations (should the corporation be approved as a tax-exempt organization under Section 501(c)(3))
    - Handles any requirements or issues relating to the corporation's status as a Section 501(c)(3) organization.
  - e. Directors
    - Assist the Officers in determining and carrying out RPI policies and actions
    - Undertake duties as requested by the President or as specified in the Bylaws
    - Assist in the recruitment of donors, volunteers and members
9. The President will ensure that the Annual Meeting to elect Directors and Officers is held no later than one year after the previous meeting, at a location convenient to most members, and that elections are held in an open and fair manner. If it is not possible to schedule an Annual Meeting prior to expiration of the one-year terms of members of the Board of Directors, their terms shall be deemed extended until the Annual Meeting can be held.

10. A Board of Directors quorum shall consist of at least 3 Director/Officers, one of which must be either the President or the Secretary.
11. Directors and Officers of the corporation are not personally liable for the debts, liabilities, and other obligations of the corporation, as provided for by Texas statute. Further, Directors and Officers of the corporation shall not be personally liable for any tortious act or omission, or breach of contract, merely because they are authorized to participate in the management of the affairs of the corporation.
12. The Board of Directors is authorized to enter into and/or execute contracts for RPI in the name of the corporation. Such contracts and agreements must bear the signature of the President and the Treasurer in order to make such contracts or agreements binding upon RPI. Notwithstanding this proviso, neither the Board of Directors, nor its individual office holders, may enter into any contract, pledge its credit, or cause the corporation to be committed to any financial liability beyond the corporation's ability to honor such obligations.

#### **ARTICLE 4: BUDGET AND TREASURY**

1. Railroad Partners, Inc., shall operate as a non-profit organization, in accordance with the requirements and restrictions imposed within its Certificate of Formation filed with the Texas Secretary of State.
2. Fundraising revenues shall be used to meet legitimate operating and capital expenses of the organization. Any Director or Officer who receives funds intended for or on behalf of the corporation shall issue a receipt to the person from whom received and shall deliver the funds promptly to the Treasurer.
3. The fiscal year of the corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup> of each year.
4. The corporation is required to maintain in good standing a federally insured account in a financial institution that provides such services.
5. Any volunteer, Director or Officer may be reimbursed for pre-approved legitimate expenses incurred in the name of RPI, subject to availability of funds.
6. Volunteer expenses up to fifty dollars (\$50.00) require written approval from any Board of Directors member prior to incurring the expense. All expenses in excess of fifty dollars (\$50.00) require written approval from the Treasurer prior to incurring the expense, except for expenses incurred in the organization or maintenance of vital functions of this corporation.
7. Receipts for expenses incurred under Section 5 and 6 of this Article must be presented to the Treasurer for reimbursement, in the absence of which reimbursement may be denied.
8. The Treasurer will notify immediately any volunteer submitting a check that is returned or denied payment for any reason. The Treasurer is empowered to collect, on behalf of the Corporation, a collection fee, in addition to any financial institution charge, for each check returned to RPI due to insufficient funds. The Treasurer will determine the collection fee to be charged for each fiscal year and notify the membership accordingly prior to the beginning of the fiscal year.
9. The Board of Directors will establish the annual dues for each year prior to the beginning of the fiscal year. Dues will be payable no later than January 31 of each fiscal year.

Failure to pay dues within four weeks after notification by the Treasurer that dues have not been received will have the effect of disqualifying a member to volunteer, vote or hold office.

#### **ARTICLE 5: DISSOLUTION OF RAILROAD PARTNERS, INC.**

1. The Board of Directors may vote to dissolve the corporation by a two-thirds majority vote of those members present and voting.
2. The disposition of corporation funds, property and other assets in the event of dissolution shall be governed by the provisions in the corporation's Certificate of Formation.

#### **ARTICLE 6: SUPPLEMENTAL RULES, POWERS TO AMEND AND ORDER OF BUSINESS**

1. Rules and regulations to supplement these Bylaws shall be devised by the Board of Directors as needed for the purpose of clarity and uniformity. Such rules and regulations shall be enacted upon a simple majority vote of those present and voting. Additions, deletions or changes may be made to said rules and regulations at any Board of Directors Meeting, after a simple majority vote of those Directors/Officers in attendance where a quorum is present. Rules and regulations as allowed for in this proviso shall not conflict with, change the meaning of, or otherwise violate the spirit and letter of these Bylaws or the Certificate of Formation. In all questions of authority, these Bylaws shall take precedence over any rules or regulations so enacted.
2. Rules and regulations as provided for herein will be in the form of announcements issued by the Secretary. These rules and regulations will be considered to be in force immediately upon receipt of said announcement, whether orally, via regular mail, via e-mail or via publication upon the corporation website.
3. It is the responsibility of all Directors/Officers to read and understand any announcement issued by the corporation.
4. These Bylaws shall be posted on the corporation's website, if one is created, together with all other rules and regulations issued at the earliest possible opportunity after issuance.
5. These Bylaws may be altered or repealed, and new Bylaws approved, upon a majority vote recommendation by the Directors/Officers and approval by two-thirds of the members voting. If more than one change to the Bylaws is proposed, the proposed changes will be voted on separately. The Secretary shall conduct such votes and report their results to the Board for incorporation into the Bylaws. Members will be permitted to vote by mail on whether to approve such proposals, but their votes must arrive within four weeks of the date of mailing to be counted. The Secretary shall allow the proponents and opponents, if any, to include brief statements explaining their positions on the proposed change(s) in the material to be sent to the voters.
6. The Order of Business and/or procedures of any Board of Directors Meeting or Officers Meeting, or any subject not covered by these bylaws, or noted in corporation minutes shall be subject to "Robert's Rules of Order Revised" where applicable. Should there be a conflict between these Bylaws and "Robert's Rules of Order Revised" in the matter of Order of Business and/or procedures, the latter shall prevail. The Secretary shall decide all points raised under "Robert's Rules."

7. If any provision of these Bylaws is found to be invalid or unenforceable, for whatever reason, the remainder of these Bylaws shall still be effective.