

# *New England Electric Railway Historical Society*

## **BY-LAWS AS ADOPTED MAY 1975** **AMENDED MAY 29, 1982, MAY 25, 1996, Oct 7, 2000**

### **PREAMBLE**

This corporation shall be known as "**The New England Electric Railway Historical Society**". The aims, objectives and purposes of this corporation, hereinafter to be known and described as the "**Society**" shall be to collect, preserve, and maintain for study, exhibition, and operation; street cars and other transit vehicles of various periods, and to provide a source of information of a scientific, educational, and historical nature relating to the origin, development, and use of transit equipment and operations. Membership will be open to all persons irrespective of race, creed, color, national origin or sex, interested in the aims and objectives of the Society.

### **BY-LAWS**

#### **Article I.**

The by-laws of this Society are to be in conformity with the deed of incorporation and the laws of the State of Maine. Any provision inconsistent with said deed, or any such law is hereby individually abrogated.

#### **Article II. Name**

The name of the operating segment of the Society shall be "**The Seashore Electric Railway**", "**The Seashore Trolley Museum**", or such similar name as may be designated by the Society.

#### **Article III. Trustees and Officers**

##### **Section 1.**

The governing body of this Society shall be a Board of Trustees elected by the membership as hereunder provided. This Board is not to exceed twelve persons.

##### **Section 2.**

The term of office of each Trustee shall be three (3) years and as nearly as possible, the terms of one-third of the Trustees shall expire each year. Trustees shall be members in good standing. Trustees shall receive no remuneration for their services as Trustees, nor for their service to the Society in other capacities within the Society.

No person shall be consecutively elected to the office of Trustee more than twice, without a minimum of a one (1) year separation from service. No person who has held the office of Trustee for more than two years of a term to which some other person was elected shall be elected to the office of Trustee more than once, without a minimum of a one (1) year separation from service. This requirement shall require only to those persons who are electd to the office of Trustee from the date of passage of these revised by-laws.

## **Article III. Trustees and Officers**

(Continued)

### **Section 3.**

Elected Trustees shall assume their posts at the Trustees' meeting immediately following the annual meeting or special meeting called for the purpose.

### **Section 4.**

Trustees shall meet at such times and places as they shall determine. A meeting may also be called by the Chairman of the Board or President and/or on the petition of three (3) Trustees. Notification of any Trustees' meeting shall be made at least seven (7) days prior to the meeting unless such notice is waived by common consent. Trustees' meetings may be cancelled or postponed for grave or serious reasons. A quorum shall consist of one-half of the MEMBER Trustees but not less than four (4).

### **Section 5.**

Vacancies on the Board of Trustees may be filled temporarily at a regular meeting subject to confirmation at the next annual or special meeting called for the purpose. Trustees may be removed and their office declared vacant only by vote of the membership at an annual or special meeting called for the purpose.

### **Section 6.**

There shall be established a category to be known as "Senior Trustee". Notwithstanding any provision of Article III., Section 1., membership in this category will be open to any member whose years of age plus years of service as a Trustee add to seventy (70), provided that the member has served as a Trustee for not less than ten (10) years and has been a member not less than twenty (20) years. Individuals selected by the Trustees and confirmed at a meeting of the Society shall have indefinite tenure and will enjoy all the rights and privileges of other Trustees except voting and quorum. They will be admitted to all meetings, made privy to the deliberations of the Trustees and contribute their knowledge and experience to the upbuilding of the Society.

### **Section 7.**

The Board of Trustees shall represent the members of the Society and will assume full responsibility for the management of the Society and its operations. They shall determine policies, establish appropriate administrative and fiscal controls and take such action as they deem necessary to ensure successful implementation of policies and programs.

### **Section 8.**

At their discretion, the Trustees may create subsidiary entities within the framework of the Society to implement the objectives of the Society. They shall delegate authority to assigned persons to conduct the operations of the entity in the area for which it was established. Auxiliary or volunteer organizations may be established by individuals to cooperate with the Society in pursuit of its aims and objectives. Such groups may not claim relationship with the Society unless and until one Trustee is included in the management of such a group as approved by the Board of Trustees.

## **Article III. Trustees and Officers**

(Continued)

### **Section 9.**

The Trustees may hire employees and may create and fill, discontinue and vacate any positions as they may deem suitable and desirable. To each person chosen for any position the Trustees shall specify, describe, and assign duties and titles and may delegate authority.

### **Section 10.**

The Trustees shall elect the corporate officers hereunder at a meeting immediately following the Annual Meeting.

Chairman of the Board  
President  
Vice President(s)  
Secretary  
Clerk of Corporation  
General Counsel  
Treasurer  
Comptroller  
General Manager  
Membership Secretary

These officers shall serve until the next Annual Meeting or until their successors are elected and qualified.

The Chairman of the Board must be a Trustee and shall preside at all meetings of the Society. The Trustees may choose a Vice Chairman and/or a temporary chairman to act in the absence of the Chairman of the Board.

The President is the chief executive officer and holds the powers common to such office. He shall be a member and a Trustee and be responsible for the implementation of the directives of the Trustees.

The Vice President who may be designated as Executive Vice President will act in the absence of the President and will assume such duties and responsibilities as may be assigned by the Trustees. The Trustees may designate additional Vice Presidents at their discretion and assign duties and titles.

The Secretary shall record the proceedings of annual and special meetings and Trustees' meetings and will maintain suitable records.

The Clerk of Corporation shall call the Annual Meeting as directed by the Trustees, sign the record of annual meetings and perform such other duties as prescribed by the laws of the State of Maine.

The General Counsel shall be a member of the bar of the State of Maine, in good standing. He shall perform all duties common to an attorney at law. He is hereby designated to receive service of legal process and to defend the Society against all legal actions not otherwise provided. His powers to represent this Society (Corporation) are hereby confirmed. No lawsuit may be instituted in behalf of the Society unless done so by the General Counsel or his designated representative. No officer, Trustee, or member may act for him without his knowledge and previous consent.

## **Article III. Trustees and Officers**

### **Section 10.** (Continued)

The Treasurer shall have authority over fiscal management. He shall receive and disburse all monies and is an authorized signatory to sign checks and financial documents on behalf of the Society. He may, with Trustee approval, appoint assistants to whom authority may be delegated to perform the functions of this office. As chief financial officer the Treasurer shall be bonded by the Society in such manner and amount as the Trustees may determine. The expense for this bonding shall be assumed by the Society. The Treasurer is designated to represent the Society in the purchase and sale of real and personal property and he shall verify that deeds and documents have been duly recorded with the proper authorities. He shall act with the knowledge and consent of another officer when amounts over one hundred dollars (\$100.00) are involved. No real estate or capital assets of the Society valued at more than two hundred dollars (\$200.00) shall be sold, mortgaged, or otherwise disposed of except by a vote of the Trustees.

The Comptroller shall keep financial records satisfactory to the Trustees or an auditor appointed by them. He shall estimate income, prepare budgets based on programs submitted to him, and make reports as directed by the Trustees. In cooperation with the Treasurer he shall regulate expenditures.

The General Manager is the chief operating officer of the Society, and shall have such duties as the Trustees may determine. He is empowered to appoint assistants in various categories subject to approval by the Trustees.

The Membership Secretary shall maintain records of membership and shall perform such other duties as are specified elsewhere in these by-laws and/or the Trustees may direct.

### **Section 11.**

The duties assigned to officers in the foregoing sections are general in nature; the Trustees have the authority to expand upon or modify them at their discretion to fit individual situations.

### **Section 12.**

The Board of Trustees shall establish a support and advisory group known as the COUNCIL OF ADVISORS. Members of the COUNCIL OF ADVISORS need not be members of the Society, but shall be persons whose advice expertise and participation would enhance and further the aims and objectives of the Society. The COUNCIL OF ADVISORS shall engage in fundraising and other necessary activities and shall act in an advisory capacity to the Board of Trustees. It shall have no legal obligation toward the operation of the Society.

The COUNCIL OF ADVISORS shall be limited to fifty (50) and its member and chairman shall be appointed by the Board of Trustees for five (5) year terms. It shall meet at such times and places as determined by the Board of Trustees or the Chairman of the COUNCIL OF ADVISORS, but shall meet at least annually.

Trustees are not eligible to serve on the COUNCIL OF ADVISORS. SENIOR TRUSTEES shall be considered as members of the COUNCIL OF ADVISORS with lifetime tenure as approved by the Board of Trustees.

## **Article III. Trustees and Officers**

### **Section 13.**

This section is a temporary provision to effect the orderly change from the current level of Trustees to that authorized above. Following the Annual Meeting in May 2003, all provisions of Article III, Section 13 shall expire.

Currently there are fifteen (15) MEMBER Trustees and seven (7) PUBLIC Trustees, for a total of twenty-two (22). Therefore there are three (3) open positions. To effect the transition from the current authorized level of fifteen (15) MEMBER Trustees and ten (10) PUBLIC Trustees to the new level of twelve (12) Trustees in the minimum time possible, the following procedure shall be followed for the years 2001 to 2003.

- a. Upon the passage of the above provisions, eliminate the current three unfilled PUBLIC Trustee positions. This leaves fifteen (15) MEMBER Trustees and seven (7) PUBLIC Trustees.
- b. Upon passage of the above provisions, and to eliminate the distinction between MEMBER Trustees and PUBLIC Trustees, they shall all be reclassified as Trustees. This then leaves twenty-two Trustees with no other distinction.
- c. In May 2001, there will be eight (8) Trustee terms expiring. Only half or four (4) of these positions shall be filled. This will result in eighteen (18) Trustees.
- c. In May 2002, there will be eight (8) Trustee terms expiring. Only half or four (4) of these positions shall be filled. This will result in fourteen (14) Trustees.
- c. In May 2003, there will be six (6) Trustee terms expiring. Only four (4) of these positions shall be filled. This will result in eighteen (12) Trustees, fulfilling the requirements of Article III, Section 1 of these By-Laws.

## **Article IV. Meetings and Elections**

### **Section 1.**

There shall be held annually a meeting of this Society at a time and place designated by the Trustees not earlier than April 1 or no later than May 31. Notice of the Annual Meeting shall be made by mail to all members, officers, and Trustees at least fourteen (14) days prior to the meeting. The basis for all formal meetings of the Society shall be the most recent revision of "*Robert's Rules of Order, Newly Revised*", except where these by-laws provide otherwise.

### **Section 2.**

The quorum at an Annual Meeting, adjournment thereof, or special meeting shall consist of twenty-five (25) members in person holding shares of contribution, representing in person or by proxy at least twenty five per centum (25%) of the eligible shares.

### **Section 3.**

Voting at Annual Meetings adjournments thereof, or special meetings shall be restricted to eligible shareholders and a simple majority, unless otherwise required shall prevail, unless, at the request of two (2) shareholding members, and without debate, the voting shall be by shares on a basis of contributions on record at the end of the previous year and proxies therefor.

## **Article IV. Meetings and Elections**

(Continued)

**Section 4.**

A record shall be maintained of the proceedings of the Annual Meeting, special meeting, and of formal meetings of the Trustees, and shall be the responsibility of the Secretary.

**Section 5.**

The Trustees shall meet following every Annual Meeting or Special Meeting, and notice of the Annual Meeting shall constitute notice of this Trustees' meeting also.

**Section 6.**

Proxies may be given for and exercised at the Annual or Special Meeting by eligible members but no member may exercise proxies in excess of votes possessed in his own name, nor may he possess such a number of shares as to give him greater than one third (1/3) of the voting shares at any meeting. Non-eligible shares under this provision may be transferred by Proxy. Presiding officer may accept or reject any proxy for cause.

**Section 7.**

The Trustees shall appoint not less than three (3) or more than (5) eligible shareholders to exercise proxies at an annual or special meeting. This committee shall not be restricted in the number of proxies it may vote and by a majority vote shall act in the best interests of the Society.

**Section 8.**

A special meeting of the members of the Society must be called within thirty (30) days by the President or Chairman of the Board of Trustees upon receipt of a petition signed by twenty (20) eligible shareholders. Notice and conduct of such meeting shall be the same as for the Annual Meeting. Trustees at their discretion may call a special meeting of the members on not less than fourteen (14) days notice.

**Article V. Financial**

**Section 1.**

Cash assets of the Society shall be maintained in checking and savings accounts or monetary instruments in banks or similar sound institutions selected by the Treasurer with the approval of the Trustees. Checks and withdrawal slips shall be signed by the President and the Treasurer or by their respective representatives as approved by the Board of Trustees.

**Section 2.**

The financial records shall be maintained by methods satisfactory to an auditor chosen by the Trustees. The financial records may be examined at any time by such an auditor or by other officers or Trustees, or at a convenient time by any member.

**Section 3.**

The fiscal year shall be from the first day of January to the last day of December.

## **Article V. Financial**

(Continued)

### **Section 4.**

Shares of contribution represent the free and unfettered gifts of United States dollars or goods but not services and constitute no property rights in the Society. For each ten dollars in money or goods one (1) share of contribution will be issued. These shares are non-assessable. Contributions of property other than money will be received with a valuation submitted by the donor. The Trustees may accept or reject this valuation.

### **Section 5.**

Shares of Contribution may be held only by individual members except husbands and wives may hold them as a community. Shares may not be held by group, corporate or organizational members. There shall be no fractional shares but the Society may receive partial payments for future credit and issuance. When membership is terminated for any reason, the shares of the member shall revert to the treasury unless the Trustees at their discretion and within the provisions of this code elect otherwise. Gifts in any form from members or non-members may be received without issuance of shares. Such gifts may be credited for issuance within one year of receipt.

### **Section 6.**

The Treasurer and/or Comptroller, as the Trustees shall determine, shall submit financial statements at each annual meeting and at such other times as the Trustees shall require.

## **Article VI. Membership**

### **Section 1.**

Membership in this Society is open to any individual interested in the aims, objectives, and purposes for which this Society was established and shall not be denied or terminated except for cause as hereunder provided. Members must pay the required fees and dues and abide by the rules and regulations governing the operations of the Society.

### **Section 2.**

The Trustees shall determine the amount of dues and fees to be paid and the methods by which paid. All dues are payable January 1, and apply only for the Calendar year. Applicants for membership shall be admitted upon payment of current dues and fees and the completion of application or other forms. Certificates of membership shall be in the form of passes for the current year. Only those members having shares of contribution are entitled to vote at an annual or special meeting. They are not otherwise privileged beyond members who do not own shares.

Membership in this Society constitutes a release of liability, agreement to abide by rules, regulations, by-laws, and the orders of lawfully constituted Society officials. Honorary or complementary memberships may be granted to persons or groups for the purpose of honor or courtesy without payment of dues by the Membership Secretary or by a vote of the Trustees.

### **Section 3.**

Members may be expelled or suspended from the Society by the action of the Trustees after due deliberation, for cause arising from serious offenses against the Society or from conduct and attitudes reflecting discredit on the Society. Offenses are breaches of the by-laws or of rules enacted or authorized by the Trustees. Discipline of members may consist of suspension of privileges or termination of membership. Fines may not be imposed but damage arising from carelessness may be assessed against the person responsible for the damage.

Discipline, initially, may be imposed by those officers against whose authority the offense was committed. Members may appeal to the Trustees. Action in a court of law shall be subsequent to the foregoing.

Conviction in a court of law arising from offenses against the Society shall terminate membership which shall not be reinstated.

### **Section 4.**

Members acting as employees shall receive compensation no greater than that received by non-members for similar work. Members, when employed, shall be subject to rules and regulations in effect for employees who are not members. Repayment to a member for expenses incurred by him on behalf of the Society shall not be considered remuneration under these by-laws.

### **Section 5.**

Titles used on passes and badges are purely honorary and shall not convey any operating rights or privileges. Members may not act for the Society unless specifically authorized by the Trustees or an officer delegated by them. Society stationary or substitute for same may be used only by Trustees, officers, special representatives, and committees whose work necessitates official correspondence. Misuse of stationary or unauthorized correspondence in the name of the Society is cause for discipline. No member may incur an obligation for this Society unless he is specifically authorized normally by an officer having such authority, or is an officer having the authority to do so or by the Trustees.

### **Section 6.**

If a member's dues remain unpaid at the Annual Meeting and after one (1) notice has been mailed, the member's privileges may be suspended. When a member's dues are two (2) years in arrears, membership shall be terminated unless the Membership Secretary decides otherwise. Dues for a member may be waived for one year at a time without prejudice at the discretion of the Membership Secretary for good cause.

### **Section 7.**

Members who have resigned or been dropped for non-payment of dues and/or fees may be reinstated upon payment of the same dues or fees required of anyone joining initially as previously stated.

### **Section 8.**

The membership of a deceased member may be taken over by a member of his immediate family, if application is made within two years. Lacking this, membership shall terminate as previously stated.

### **Section 9.**

Access to and use of real and other property of the Society is the privilege of members whose dues and fees are fully paid, subject however to the established rules and regulations.

## **Article VI. Membership**

(Continued)

**Section 10.**

Guests of members may be permitted to accompany members on the property of the Society. Members shall be responsible for the conduct of their guests. Children of members are permitted on this property at the risk of and in the company of such members who thereby assume all risks and responsibility for their conduct. Such guests and children must abide by the rules of the Society.

**Article VII. Property**

Persons who own rolling stock, other equipment, or historical artifacts and who desire these to be placed upon the property of this Society shall first deed free and clear of encumbrance or permanently lease such equipment to the Society. This provision shall not forbid exhibits on a temporary loan basis under such terms as the Trustees shall determine. The Society assumes no liability for the preservation of deeded or leased equipment and will care for it in a manner similar to that used for Society owned equipment. Destruction of leased equipment, from whatever cause, allows the lessor no recovery beyond removing the remaining portions from the property within a reasonable time. Prior to placing any such equipment on the property, they must be informed of this provision by the Trustees.

**Article VIII. Corporate Details**

**Section 1.**

The by-laws of 1962 are hereby repealed and superseded by this code of by-laws.

**Section 2.**

New by-laws may be added or present ones changed or repealed only at an annual or special meeting with due notice in the call of the meeting. Consent of two-thirds (2/3) of the votes present shall prevail. Repeal or alteration of any provision of this code shall not constitute a re-enactment of any provision previously repealed.

**Section 3.**

In the event of any cessation of the corporate entity of this Society as a legal body, these by-laws shall govern, except where superseded by competent authority. Officers and Trustees shall remain in office.

**Section 4.**

Dissolution of the Society shall be effected only by the provisions of the State of Maine. Upon the dissolution of the Society, the Trustees or their successors shall, after paying or making provisions for the payment of all liabilities of the Society, dispose of the assets of the Society in such manner and to such organizations maintained and operated exclusively for historical, educational and scientific purposes as will at that time qualify as an exempt organization under Section 501 of the Internal Revenue Code or the corresponding section of a future Internal Revenue law or regulation. The institutions selected shall have, insofar as possible, aims, objectives, and purposes similar to this Society, and be the ones most qualified to conserve the assets of this Society in the public interest. There shall be no value distribution to any member of the Society. In the event that the Trustees or their successors fail to act, disposition of assets as specified in the foregoing shall be made by a court of competent jurisdiction in the county in which the principal office of the Society is located.

**Article VIII. Corporate Details**

(Continued)

**Section 5.**

No part of any earnings or accrual of the Society shall inure to the benefit of or be distributable to its members, officers, Trustees, or any other private persons, except that the Society shall be empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the Society shall be the spreading of propaganda, or otherwise attempting to influence legislation. The Society shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these by-laws, the Society shall not indulge in any other activities not permitted to be carried on by (a.) a corporation exempt from Federal Income Tax under Section 501 of the Internal Revenue Code of 1954 (or the corresponding section of a future Internal Revenue law or regulation), (b.) or by a corporation, contributions to which are deductible under under Section 170 of the Internal Revenue Code of 1954 (or the corresponding section of a future Internal Revenue law or regulation).

**Section 6.**

Annual reports to the Society shall be made by the President, Treasurer and General Manager and by such other individuals as the officers and Trustees may direct.

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