

**BY LAWS
OF
THE BALTIMORE & OHIO RAILROAD
HISTORICAL SOCIETY**

Effective Date: January 1, 2019

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OF
THE BALTIMORE & OHIO RAILROAD HISTORICAL SOCIETY
a Pennsylvania not for profit Corporation**

ARTICLE I.

NAME

SECTION 1: The name of this Corporation shall be “The Baltimore and Ohio Railroad Historical Society.”

SECTION 2: The Corporation shall exist for the purpose of preservation of tangible artifacts of history concerning the Baltimore and Ohio Railroad Company; the furtherance of historical research into the history of the Baltimore and Ohio Railroad Company; education of the public in the history, purpose and social benefits of railroading with emphasis on the role of the Baltimore and Ohio Railroad Company; to encourage the publication of writings concerning the history, development, economic impact, social impact, and operations of American railroads with emphasis on the Baltimore and Ohio Railroad Company; and for such other charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(C)(3) of the Internal Revenue Code (or other corresponding provision of any future United States Internal Revenue Law); and not for the pecuniary gain or profit, incidental or otherwise, of its members.

ARTICLE II.

OFFICES

SECTION 1: The principal office of this Corporation shall be located in Carroll County, Maryland, unless changed by a majority vote of the Board of Directors, who may establish other offices within the United States of America as they may determine from time to time.

ARTICLE III.

MEMBERSHIP

SECTION 1: This Corporation shall have five (5) classes of Members. The designation of such classes shall be "Active Member," "Student Member", "Associate Member," "Institutional Member," and "Honorary Member," and the qualification and rights of each class shall be as hereinafter set forth in these by-laws.

SECTION 2: Active Members shall be limited to individuals indicating an interest in the furthering of the purpose of the Corporation.

(A) Each Active Member of this Corporation shall have and may cast a vote upon all matters coming before regular or called meetings of this Corporation.

(B) Any individual desiring to become an Active Member of this Corporation shall make an application on a form prescribed by the Board of Directors for such membership.

(C) The membership of any Active Member shall be automatically terminated for default in the payment of assessed dues or any special assessment.

(D) Active Membership in this Corporation is not transferable or assignable.

(E) The Board of Directors may provide for different classifications of Active Membership in its sole discretion. Upon resolution by the Board of Directors establishing different classifications of Active Membership, such membership classifications shall be available to all Active Members meeting the terms and conditions of such membership set forth in such resolution.

SECTION 3: Student Members shall be limited to individuals who are under eighteen years of age or are full time students and have not yet achieved their twenty second birthday and express an interest in furthering the purpose of this Corporation.

(A) Student Members shall not have the privilege of voting any matter that may come before the membership of any regular or called meeting of this Corporation.

(B) Any individual desiring to become a Student Member of this Corporation shall make an application on a form prescribed by the Board of Directors for such membership.

(C) The membership of any Student Member shall be automatically terminated for default in the payment of assessed dues or any special assessment.

(C) If a Student Member no longer meets the age or student qualification when dues are assessed, that person's Student Membership shall be terminated. At the time that a Student Member no longer meets the qualifications for Student Membership, that individual may elect to apply for Active Membership in this Corporation.

(D) Student Membership in this Corporation is not transferable or assignable.

SECTION 4: Associate Members of this Corporation shall be limited to corporations, partnerships, associations, or other legal entities as the Board of Directors may determine from time to time.

(A) Associate Members shall not have the privilege of voting any matter that may come before the membership of any regular or called meeting of this Corporation.

(B) Any corporation, partnership, association, or other legal entity desiring to become an Associate Member of this Corporation shall make an application on a form prescribed by the Board of Directors for such membership.

(C) The membership of any Associate Member shall be automatically terminated for default in the payment of assessed dues or any special assessment.

(D) Associate Membership in this Corporation is not transferable or assignable.

SECTION 5: Institutional Members of this Corporation shall be limited to libraries, other historical societies, museums, schools, or other institutions whose receipt of the publications of this society shall be for information purposes only.

(A) Institutional Members shall not have the privilege of voting any matter that may come before the membership of any regular or called meeting of this Corporation.

(B) Any institution, organization, business, or other legal entity desiring to become an Institutional Member of this Corporation shall make an application on a form prescribed by the Board of Directors for such membership.

(C) The President, with the advice of the Board of Directors, may grant a qualified organization reciprocal membership based on the exchange of publications, information, or services.

(D) The Board of Directors may terminate the membership of any Institutional Member.

(E) Institutional Membership in this Corporation is not transferable or assignable.

(F) The membership of any Institutional Member shall be automatically terminated for default in the payment of assessed dues or any special assessment.

SECTION 6: Any individual, corporation, partnership, association, or other legal entity who, over the past years has rendered sustained meritorious service to the Corporation, the Baltimore and Ohio Railroad Company, or to the American railroad industry in general, having been nominated by any member of this Corporation, with such nomination being submitted to the Board of Directors for consideration may, subject to the conditions hereof, become an Honorary Member.

(A) Upon nomination for Honorary Membership, the Board of Directors shall consider such membership at its next regular meeting, and upon affirmative vote by two thirds of its members, present and voting, such nominee shall thereupon be elected to Honorary Membership.

(B) Honorary Members shall not have the privilege of voting any matter that may come before the membership of any regular or called meeting of this Corporation.

(C) Honorary Membership in this Corporation is not transferable or assignable.

(D) Honorary Members shall not be subject to any special assessment or the assessment of annual dues.

(E) Individuals who have been elected to Honorary membership in the Corporation shall not be precluded from purchasing a regular membership with full voting rights in the corporation.

ARTICLE IV.

MEETINGS OF MEMBERS

SECTION 1: An annual meeting of the members of this Corporation shall be held, in convention, at such time and at such place as the Board of Directors shall determine.

SECTION 2: Special meetings of the members of this Corporation may be called by the President, a majority of the Board of Directors, or by written petition of not less than one tenth of the Active Members then in good standing of this Corporation. The person or persons calling the special meeting shall designate in writing a place within or without the Commonwealth of Pennsylvania for the holding of such special meeting. If no designation is made then the place of such meeting shall be in the registered offices of this Corporation.

SECTION 3: Written or printed notices stating the place, day, and time of any meeting of members shall be delivered, either personally or by mail, to each member of this Corporation, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or the Directors, or persons calling the meeting. In case of a special meeting, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States Mail properly addressed to the member's address as it appears on the records of this Corporation, with postage thereon prepaid.

SECTION 4: The members holding fifty one percent of the votes which may be cast at any annual or special meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

ARTICLE V.

BOARD OF DIRECTORS

SECTION 1: The affairs of this Corporation shall be managed by its Board of Directors, elected from the Active Members of this Corporation.

SECTION 2: The Board of Directors shall consist of the President, the Vice President, the Corporate Secretary, the Treasurer, six (6) at large Directors, and the immediate past President.

SECTION 3: The officers of this Corporation shall be directly elected by the voting members of the Corporation on an annual basis. At large Directors shall serve a term of three (3) years with two (2) at large director seats being filled each year. The Election shall take place at the annual meeting of members. At large Directors and officers serving as Directors shall assume their duties as director upon adjournment of the annual meeting of members. The terms of office shall run to the end of the next annual meeting.

SECTION 4: A regular annual meeting of the Board of Directors shall be held, without further notice than these by-laws, at the annual meeting of members, and at the same place as said meeting. The Board of Directors may provide by resolution the time and place, either within or without the Commonwealth of Pennsylvania, for the holding of additional regular meetings without further notice than such resolution.

SECTION 5: Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the Board of Directors which may fix any place within or without the Commonwealth of Pennsylvania. Said meetings will be held at a time mutually agreeable to a majority of the Board of Directors.

SECTION 6: Notice of all special meetings of the Board of Directors shall be given at least ten (10) days previous thereto by written notice delivered personally or sent by mail, telegram or e-mail to each Director at the Director's address as shown by the records of this Corporation. A notice may be sent by e-mail only if the Director has consented in writing to same, which consent may be revoked at any time by written notice to the Corporation's Secretary. If such notice be given by mail, it shall be deemed to be delivered when deposited in the United States Mail in a sealed envelope so addressed with postage thereon prepaid. If notice is given by

telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. A notice sent by e-mail shall be deemed to be delivered if not returned by the Director's Internet Service Provider. Directors may waive, in writing, notice of any meeting, and the attendance of a director at any meeting shall constitute a waiver of notice of such meeting. Notices of all special meetings shall state the purpose of the meeting and the business to be transacted at such special meeting of the Board of Directors.

SECTION 7: A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 8: The act of the majority of a meeting at which a quorum is present shall constitute an act of the Board of Directors, unless the act of a greater number is required by law or by these by laws.

SECTION 9: Any elected or appointed officer or at large Director of this Corporation may be removed from office by an affirmative vote of two thirds of the Board of Directors whenever, in its judgment, the best interests of this Corporation would be served.

SECTION 10: Any vacancy occurring on the Board of Directors and any vacancy occurring in the Officer Personnel of this Corporation shall be filled by a vote of the majority of the Board of Directors. A director or officer elected to fill such vacancy shall serve only for the unexpired term of his or her predecessor in office.

SECTION 11: The President may, at his or her discretion, and with the approval of the officers and directors of the Society, appoint up to two persons to the position of Advisory Director. An Advisory Director must be a current or former member of the railroad, industrial, or business community. An Advisory Director is a non-voting member of the Board of Directors. The term of an Advisory Director is two years plus the time from the time of appoint until the time of the Director's meeting that is held coincident with the Annual Meeting of the members.

ARTICLE VI.

OFFICERS

SECTION 1: The President shall be the principal Executive officer of this Corporation and shall in general supervise and control all of the business and affairs of this Corporation. The President shall preside at all meetings of members and shall act as Chairman of the Board of Directors. The President, with the advice of the Board of Directors and in conformance with the majority vote of the members of the respective division at a meeting specifically called for that purpose, shall also name a Divisional Superintendent for each division created by the Corporation. Divisional Superintendents shall serve as such until their respective successors in office have been appointed by the next incoming President and have qualified for such office. The President shall name all committee chairmen who, unless otherwise provided for in these by-laws, shall serve until their successors are named and designated. In addition to the standing committees hereinafter established, the President may designate from time to time such other committees as may be required for the efficient performance of his or her duties hereunder.

SECTION 2: The Vice President shall act as the first assistant to the President of this Corporation for all matters regarding the business affairs of this Corporation and shall aid the President in performance of his or her duties. The Vice President shall in general, perform all duties incident to such office and other duties as from time to time may be assigned to said Vice President by the President or by the Board of Directors.

SECTION 3: The Corporate Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by laws or as required by law; be custodian of the Corporation's records and its seal and see that said seal is affixed to all documents, the execution of which on behalf of the Corporation under its Seal is required by law; shall be responsible for the proper distribution of the Society's correspondence and in general, perform all duties incident to such office. The Corporate Secretary shall be responsible for the administration and maintenance of the membership rolls of the Society. He or she shall be responsible for the issuance of renewal notices to the members and recording their renewals (or lack thereof) on the Society's rolls. The Corporate Secretary shall provide, at the annual meeting of members, a membership report that shall at a minimum, include the number of additions and subtractions to the membership rolls.

- SECTION 4: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipt for monies due and payable to the Corporation from all sources and make deposit of all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be determined by the Board of Directors and in general perform all duties incident to the Office of Treasurer and other such duties as may from time to time be assigned to said Treasurer by the President or the Board of Directors. The Treasurer must be bondable. Except as provided in Article XVI Section 2, either a majority of the full Board of Directors, or the Treasurer at his sole discretion may call for and demand a Special Audit of the Corporation at any time. The Auditor shall be appointed by the Treasurer with the advice and consent of the Board of Directors. If the Treasurer and the Board of Directors cannot agree on an Auditor, a three person audit committee shall be immediately formed consisting of one member appointed by the President, one member appointed by the Treasurer and one member appointed by agreement between the other two members. If a member of the audit committee is unable or unwilling to serve, then the party appointing that member shall immediately appoint a replacement. The audit committee shall then choose an Auditor. The Auditor shall not be a member of the current Board of Directors.
- SECTION 5: The at large Directors shall be responsible to the members for the business affairs of the Corporation. Each at large Director shall actively participate in the Board of Directors meetings and shall participate in committee activities at the request of the President of the Corporation.
- SECTION 6: Divisional Superintendents shall be responsible for representing the views of their respective divisions before the Board of Directors; coordinating corporation policy within their respective divisions; vote the proxy of all members within their respective divisions in accordance with these by laws; and, such other duties as may be assigned by the President or the Board of Directors from time to time.
- SECTION 7: In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall have all the powers of, and be subject to all restrictions of the President. In the event that any other officer becomes absent, is unable to act, or refuses to act, the Board of Directors of the Corporation shall hold an election of its members to fill such officer's position.

ARTICLE VII

ELECTIONS

SECTION 1: The Board of Directors, through a nominating committee, shall propose a slate of candidates for each election. This slate of candidates will consist of one or more candidates for each office who the Board of Directors believes are qualified and capable of carrying out the duties of the office.

SECTION 2: The general membership shall be afforded the opportunity to write in candidates for each office on the election ballot.

SECTION 3: Any candidate for office, whether write in or nominated, must receive at least 15 votes in order to be elected to office.

SECTION 4: If no qualified candidate presents himself or herself for an office, a majority of the incoming Board of Directors shall choose a member of the Corporation to fill the office until the next election. The individual so chosen shall have all the rights and responsibilities of his or her office.

ARTICLE VIII.

COMMITTEES

SECTION 1: The following committees shall constitute standing committees of this Corporation:

- By Laws Committee
- Finance and Dues Committees
- Long Range Planning Committee
- Membership Committee
- Public Relations Committee
- Publications Committee

SECTION 2: The President or the Board of Directors shall, by resolution, set forth the number of dues paying members, the tenure of office of committee members, and the jurisdiction of each such committee. The tenure of office of members of such committees shall be staggered in such a manner that one third of the total membership of each standing committee shall expire on the last day of each electoral year of the Corporation; however, final decision

regarding such staggering shall be at the discretion of the President of this Corporation.

SECTION 3: The President, as soon as practicable after taking office, shall appoint dues paying members of any classes of membership to fill vacancies existing on the committees established by the by laws and by the Board of Directors including vacancies created by the expiration of tenure of office of committee persons. The President shall also have authority to remove from membership on any committee any member thereof for cause subject to the approval of a majority of the Board of Directors. Vacancies and membership of any committee occurring prior to the expiration of a committee member's tenure of office shall be filled for the unexpired term in the same manner as provided for in the case of original appointments.

SECTION 4: In the event any committee established or committee person appointed under the terms of these by laws shall become unnecessary or ineffective in carrying out the objectives and purposes of this Corporation, the Board of Directors may, by an affirmative majority vote, terminate the existence of such committee or the service of such committee person.

SECTION 5: The Board of Directors may by a majority affirmative vote create such other committees as the Board of Directors and the President deem necessary to effectively carry out the objectives and purposes of the Corporation. The Board of Directors shall likewise set the composition, the tenure of office, and the duties of such additional committees.

SECTION 6: One member of each committee shall be designated Chairperson by the President appointing members thereof and the member so designated shall preside as Chairperson at all meetings of said Committee.

SECTION 7: Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 8: Each committee may adopt rules for its own government not inconsistent with these by laws or with the guidelines adopted by the Board of Directors for such committee.

SECTION 9: Each committee appointed in accordance with provisions of the by-laws shall hold a meeting of the full committee at least annually thereafter, the first such meeting to be held within a period of six (6) calendar months after the date of such appointment.

ARTICLE IX.

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

SECTION 1: The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to officers so authorized by the by laws, to enter into any contract or execute or deliver any instruments in the name of, and on behalf of, the Corporation; and such authority may be general or confined to specific instances.

SECTION 2: All checks, drafts, orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in the manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President.

SECTION 3: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE X.

CERTIFICATES OF MEMBERSHIP

SECTION 1: The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation which shall be in such form as may be determined by the Board of Directors. Such certificates may be signed by the President or Vice President and may be sealed with the seal of the Corporation. All certificates evidencing membership of any class shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued thereafter upon such terms and conditions as the Board of Directors may determine.

SECTION 2: When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a Certificate of Membership may then be issued in his or her name and delivered to said member by the Corporate Secretary.

ARTICLE XI.

BOOKS AND RECORDS

SECTION 1: The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and any committees having any authority for the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member, or agents of said member, or attorney for proper purpose at any reasonable time.

ARTICLE XII.

FISCAL YEAR

SECTION 1: The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August in each year

ARTICLE XIII.

DUES

SECTION 1: The Board of Directors may determine from time to time the amount of initial fee, if any, and annual dues payable to the Corporation by members of each class.

SECTION 2: Dues of a new member shall commence from the first day in which such new member's application is accepted for a membership and said term of membership shall continue for one year. Dues shall be payable in advance of said anniversary date for each year of renewal.

SECTION 3: Notice shall be given each member that his or her membership is due for renewal at least one month prior to said anniversary date.

SECTION 4: (A) Membership of any member who has not paid his or her dues within thirty (30) days after Notice of Default has been mailed will be automatically terminated as provided by these by laws.

(B) The Board of Directors may expel any member for any act which tends to bring the Society into disrepute.

ARTICLE XIV.

WAIVER OF NOTICE

SECTION 1: Whenever notice is required to be given under the provisions of the Non Profit Corporation Law of 1972 of the Commonwealth of Pennsylvania or under the Articles of Incorporation of the by laws of the Corporation, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XV.

AMENDMENT TO BY LAWS

SECTION 1: The By Laws Committee shall report on all motions and resolutions involving changes in the by-laws at the regular convention of the Corporation. All proposed amendment(s) to the by-laws, together with the proposer's name, must be presented to the chairperson of the By Laws Committee and the Vice President at least fifteen (15) days prior to such convention. The Vice President shall then give notice of the proposed amendment(s) to all members of the Corporation at least ten (10) days prior to such convention, either in an official publication of the Corporation or by depositing such notice in the mail to the last known address of the members as furnished by them to the Corporation. Any and all amendments to these by laws presented at the same convention to which this amendment is presented shall be reported on by the By Laws Committee. Following the report of the By Laws Committee on proposed amendment(s) to the by-laws, a reasonable time shall be given for discussion thereof. The Vice President shall submit the proposed amendment(s) to the members present and voting for

a vote. Such count shall be made by the By Laws Committee assembled for the purpose and the results certified. A two thirds (2/3) majority of all members voting shall be required to amend the by-laws.

ARTICLE XVI.

GENERAL PROVISIONS

SECTION 1: Robert's Rules of Order shall govern the conduct of any meeting, assembly, or convention of the Corporation, should any dispute arise as to its conduct.

SECTION 2: At the close of the Corporation's fiscal year, the Corporation's finances and methods of accounting shall be audited. The auditor shall be appointed by the President with the advice and consent of the Board of Directors. If the auditor is a member of the Corporation, he or she shall not be a member of the current Board of Directors. Copies of this audit shall be made available to each member of the Board of Directors as soon as available, shall be furnished to each newly elected member of the Board of Directors when taking up his or her office, and shall be open for inspection by the membership at the annual meeting.

SECTION 3: (A) Any member may grant unto any other member his or her written proxy, upon a form to be prescribed by the Board of Directors.

(B) In determining a quorum for any meeting of members, a member granting to another member, in accordance with these by laws, a proxy shall be conclusively presumed to be present at such meeting.

(C) Any member failing to attend a meeting of members shall be presumed to have granted his or her proxy to the Vice President however, the proxy thus granted shall be for the sole purpose of establishing a quorum and shall not be actually voted.

SECTION 4: The Board of Directors may, in its sole discretion, provide for the holding of any meeting, except for the annual meeting, of the Board of Directors or any committee of the Corporation by telephonic or written communication, provided, however, in the

event of a telephonic meeting, the vote of members shall be confirmed in writing within five (5) days of such meeting.

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