

CONSTITUTION AND BYLAWS
of
THE NATIONAL RAILWAY HISTORICAL SOCIETY, INC.

Incorporated in Maryland
February 19, 1937

As Adopted July 8, 2005

Article I. Name

The name of this corporation shall be The National Railway Historical Society, Inc.

Article II. Purpose

The purpose for which this corporation or society is formed and the business or objects to be carried on and promoted by it are mainly historical, educational and not for profit. The more particular objects are:

- to preserve historical material concerning railway transportation of all kinds,
- to collect data on the history of transportation and to issue publications relating to this subject, along with current transportation topics, and doings of the Society;
- to encourage rail transportation,
- to acquire by purchase, lease, or otherwise, real and personal property, and to mortgage, sell, deed, or otherwise manage same in a manner appropriate for museum and the above mentioned purposes,
- to engage in any other lawful purpose as permitted by Maryland and Federal Law.

No part of the net earnings of the organization shall inure to the benefit of or be distributed to its members, trustees, officers, or other private persons, excepting that the Society shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause above. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of this document, the organization shall not carry on any other activities that are not permitted:

- by any organization exempt from federal income tax under §501 (c) (3) of the Internal Revenue Code, or any corresponding section of any successor federal tax code, or
- by any organization, contributions of which are deductible under §170 (c) (2) of the Internal Revenue Code, or corresponding section of any successor federal tax code.

Article III. General

Section 1. The principal office of this Society shall be located in the City of Philadelphia, Pennsylvania, or at such other place as the Board of Directors shall designate.

Section 2. The corporate seal of the Society shall be the usual impression type and bear the words "The National Railway Historical Society, Incorporated 1937, Maryland."

Section 3. At any place in these Bylaws where a male pronoun is used, it shall mean a male or female person.

Article IV. Membership.

Section 1. Any person of good character interested in the objectives of the Society shall be eligible to hold membership under the conditions set out in these Bylaws. The Society and its Chapters shall not discriminate based on race, color, gender, religious affiliation or lack thereof, national origin, sexual orientation or age.

Section 2. Membership shall be divided into three (3) classes, Chapter, At-Large and Organizational, defined as follows:

(a) Chapter Members: Those persons who desire to affiliate with a Chapter of the Society and, meeting the membership requirements of such Chapter, are elected to its membership, along with membership in this Society.

(b) At-Large Members: Those persons who do not live near a chapter or who do not wish to join a Chapter. Persons under eighteen (18) years of age applying for At-Large membership must have the written approval of a parent or legal guardian, or other indicia of emancipation.

(c) Organizational Members: Corporations, organizations, libraries and other business entities who wish to support the programs of the Society and receive its publications. Organizational membership shall be a non-voting class of membership.

Section 3. Members who join more than one Chapter of the Society are required to pay Society dues only one time per year, but shall pay the locally set chapter dues of each Chapter they join. The Chapter through which a Chapter Member pays his national dues shall be called his Home Chapter. Members may also belong to a Chapter, and pay their Society dues through another Chapter or directly to the national Society. These members shall be called Additional Chapter members in Chapters other than their Home Chapters.

Section 4. The privileges of both Chapter and At-Large membership shall be the same with respect to Society membership. Members may change between these classes of membership at any time if desired.

Section 5. A primary member is a member who pays the full dues rate for Chapter or At-Large membership, or who pays certain discounted rates that are designated by the Board of Directors as Primary rates.

Section 6. Family membership shall be available to those who seek it, as a subcategory of both Chapter and At-Large membership, but shall always be dependent on one Primary Member in one of these classes. Family members shall be persons residing with a Primary member, without regard to degree of affiliation, gender or legal relationship. With respect to Society membership, Family members may vote at the Annual Meeting of Members, may hold elected and appointed office, and shall enjoy such other benefits as determined by the Board of Directors. The rights of Family members in Chapters shall be as defined by each chapter.

Section 7. The Board of Directors may establish additional subcategories of membership for such persons and legal entities as it believes will be beneficial to the purposes of the Society. The Board of Directors shall define and describe the conditions and privileges of each sub-category of membership and the class(es) under which they shall be available.

Article V. Dues.

Section 1. The Society dues shall be fixed by the Board of Directors, payable in advance. Members joining after September 1st of any year shall pay full annual dues, which will cover Society dues for the following year. All memberships shall expire on December 31st of each calendar year.

Section 2. Chapter dues, if any, shall be in addition to national dues, and shall be at such annual rate as may be set by each local chapter.

Section 3. Members whose Society dues have been paid for the current year and who have not been suspended for cause or otherwise removed from membership shall be deemed members in good standing of the Society. Only members in good standing may hold elective or appointed positions as officers, may serve in any capacity on the Board of Directors, or may vote at the Annual Meeting of the Membership.

Article VI. Meetings of Members

Section 1. The Annual Meeting of the members of the Society shall be held for the election of the Board of Directors, to receive the Annual Report and to transact such other business as may properly come before the meeting. In years in which the Society holds a convention that ends on or before September 15th, the Annual Meeting shall be held in conjunction with that convention. The annual meeting shall be held in the period between May 1st and September 30th, in all cases.

Section 2. Notice of the Annual Meeting shall be sent by mail to the last known address of every member in good standing. The notice shall be mailed at least forty-five (45) days, but no more than ninety (90) days, before the date of the meeting.

Section 3. Every member in good standing in the Chapter and At-Large classes shall be eligible to attend the Annual Meeting or be represented by proxy. To be considered valid, all proxies must be received by the Secretary at least fourteen (14) days in advance of the date of the meeting.

Section 4. The President shall prepare and present to the Annual Meeting an Annual Report on the activities of the Society in the previous year. This report shall include information on the financial standing of the Society, number of members, number of chapters, new chapters and any other information of general interest. In the absence of the President, the presiding officer at the meeting shall present the report.

Section 5. A special meeting of the members may be called by the President or by a vote of the Board of Directors. The provisions of Sections 2 & 3 of this Article shall apply except for the following:

- The notice shall be mailed at least thirty (30) days before the date of the meeting.
- The notice shall state the business to be transacted, and only that business shall be presented and acted upon.
- In order to be considered valid, every proxy vote must indicate whether it is to be used for or against each proposed matter to be acted upon.

Section 6. The members present at any meeting of the members of which proper notice has been given, but not less than fifteen (15) persons, shall constitute a quorum. Simple majority vote shall prevail at all meetings of the members. Actions of the membership assembled in meetings on Sundays or legal holidays shall be binding insofar as they relate to the affairs of the Society.

Section 7. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of the Society in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Society may adopt.

Article VII. Board of Directors

Section 1. The Board of Directors shall have general charge of the affairs of the Society, regulate dues, and have supervision of its business affairs. It shall appoint such additional officers and create such committees as it may deem proper, useful or necessary.

Section 2. The Board of Directors shall consist of a number of National Directors equal to the number of active Chapters plus a number of National Directors set by the Board of Directors to provide representation to At-Large members. Upon adoption of these Bylaws, the number of National Directors representing At-Large members shall be set at five (5).

Section 3. The number of votes accorded each National Director shall be determined by the size of the constituency that such National Director represents. The size of each constituency shall be determined by the total amount of national Society dues paid by the members of that constituency. The allocation of votes by dues paid shall be determined on October 1st of each year, based on the amount of national Society dues received by that date. The allocation of votes shall be as follows:

National Dues Paid	Votes
Up to \$1,000	1
\$1,001 through \$3,000	2
\$3,001 through \$6,000	3
\$6,001 through \$10,000	4
\$10,001 through \$15,000	5
\$15,001 through \$21,000	6
\$21,001 through \$28,000	7
\$28,001 through \$36,000	8
\$36,001 through \$45,000	9
\$45,001 through \$55,000	10
For each additional \$10,000	1 additional

Section 4. The number of votes allocated to the National Directors representing At-Large members shall be determined by the total national dues payments of the At-Large membership and then shall be divided as whole votes as evenly as possible among the number of National Directors representing At-Large members. No single National Director representing At-Large members shall be allocated more votes than the National Director representing the largest Chapter. Should the evenly distributed vote allocation exceed this limit as to representation of the largest chapter, the number of National Directors representing At-Large members shall be automatically increased by one, and the votes redistributed among said National Directors representing At-Large members.

Section 5. Each Chapter shall elect one of its members, who is not younger than eighteen (18) years of age, as National Director to represent it on the Board of Directors. Each Chapter shall notify the Secretary prior to the Annual Meeting as to the name and address of its National Director.

Section 6. Initially on adoption of these Bylaws, the At-Large National Directors shall be chosen by the President from among those eligible At-Large members who have indicated an interest in serving. This method of selection may be modified or replaced at any time by vote of the Board of Directors. Each National Director representing At-Large members shall serve a one-year term and shall be eligible for re-appointment or re-election for additional consecutive terms. If an At-Large National Director is unable to attend any meeting of the Board of Directors, he may designate another At-Large member in good standing to attend that meeting as an Alternate Director. The Alternate Director shall be entitled to vote on all matters presented at that meeting. The Alternate Director shall provide written documentation of his appointment from the National Director by whom he is appointed.

Section 7. Vacancies among Chapter National Directors shall be filled by their respective Chapters. Vacancies among National Directors representing At-Large members shall be filled by appointment of the President or by whatever method is subsequently established by the Board of Directors. The persons elected or appointed shall forthwith be admitted to membership on the Board of Directors.

Section 8. The names of all National Directors shall be presented at the Annual Meeting and voted upon by a vote of the members present. Such National Directors shall serve for the ensuing year or until such time as their successors shall be elected or appointed.

Section 9. A Chapter admitted to the Society between Annual Meetings shall elect a National Director to represent it on the Board of Directors. This National Director shall be admitted immediately to membership on the Board of Directors. The amount of votes to be exercised by this new director shall be determined at the time of the admission of the chapter.

Section 10. The newly elected Board of Directors shall convene for organization on a weekend date in October or November. The date of the meeting shall be fixed by the President or a vote of the Board of Directors at a previous meeting. The first business of this organizational meeting shall be the election of national officers.

Section 11. The Board of Directors shall meet in regular session at least three times each year, including the organizational meeting. The times and places of these meetings shall be fixed by the President or by the Board of Directors. In years in which a national convention is held, one of these meetings shall be held in conjunction with the convention.

Section 12. The President may call a special meeting of the Board of Directors at any time. The Secretary must call a special meeting of the Board of Directors upon receipt of a written request from a number of National Directors representing a quorum.

Section 13. The Secretary shall give written notice of all meetings of the Board of Directors at least thirty (30) days prior to the date of the meeting. The notices shall be sent by first class mail or delivered in person to the last known address of all National Directors, national officers, and other persons designated by the President to receive such notice.

Section 14. A number of National Directors representing fifteen percent (15%) of the total votes on the Board of Directors shall constitute a quorum for all meetings. Unless otherwise specified in these Bylaws, decisions shall be by majority of votes cast. Actions of the Board of Directors assembled in meetings on Sundays or legal holidays shall be binding insofar as they relate to the affairs of the Society.

Section 15. Only National Directors and national officers shall be entitled to attend meetings of the Board of Directors. However, members shall have the right to attend meetings of and respond to questions from the Board of Directors during deliberations on suspension, termination, and reinstatement of their own membership or that of their Chapter. Other members who seek admission to meetings of the Board of Directors shall be admitted at the discretion of the presiding officer.

Section 16. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the meetings of the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the Society may adopt.

Section 17. A National Director who for good cause cannot attend a meeting of the Board of Directors, and for whom an Alternate Director has not been appointed, may vote in absentia on specific issues. Such National Director shall be given the opportunity to vote in absentia on the election of national officers, amendments to the Bylaws and dues changes. He may also vote in absentia on other matters already before the Board of Directors which will be voted upon at the meeting. In order to be counted, absentee votes must be filed with the Secretary in writing prior to the opening of the meeting. Any National Director voting in absentia is not to be counted as present for the establishment of a quorum.

Section 18. The Executive Committee of the Board of Directors is empowered to provide Board of Directors action, counsel and guidance to the officers on urgent matters between meetings of the full Board. The authority of the Executive Committee includes, but is not limited to, suspension of a national officer pending action for removal from office, appointment of a Special Master, approval of contracts and legal actions, and approval of major changes to budgets and convention arrangements. The President may call the Executive Committee into session at any time. The Secretary shall call the Executive Committee into session upon receipt of written request from a number of National Directors representing a quorum. The Senior Vice President may call the Executive Committee into session on matters concerning the suspension of the President. In addition, the Board of Directors may delegate approval for specific decisions to the Executive Committee or may instruct the Executive Committee to investigate specific situations and report their findings to the full Board.

Section 19. The Executive Committee shall consist of five (5) National Directors, who shall have one vote each. Decisions by the Executive Committee shall be determined by a majority of votes cast. The Executive Committee may meet in person, by telephone conference call, or by other means. The Executive Committee shall report all of its actions to the Board of Directors at or before the next meeting of the Board of Directors.

Section 20. At the organizational meeting of the Board of Directors, the President shall present five (5) nominees to the Executive Committee for the ensuing year. The Board of Directors may approve the President's nominees or may substitute one or more of its own. Current members of the Executive Committee are eligible for reappointment to additional annual terms. Executive Committee members may also hold elected or appointed officer positions, but in such case must disqualify themselves from considering their own suspension or approval of business in which they were personally involved.

Section 21. Should a vacancy occur on the Executive Committee, the President shall within thirty (30) days appoint another National Director to fill that position on an interim basis, subject to approval by the remaining members of the Executive Committee. If approved by the Board of Directors at its next meeting, the interim appointee shall continue to serve the remainder of the full year term.

Article VIII. Officers

Section 1. At its organizational meeting, the Board of Directors shall elect a President, a Senior Vice President, a Secretary and a Treasurer, as well as such additional Vice Presidents and Regional Vice Presidents as it may consider necessary or desirable. All elected officers will take office immediately and serve for the ensuing year or until their successors are elected or appointed. The election of these officers, except for Regional Vice Presidents, shall be by majority vote of the National Directors present or voting in absentia. Each Regional Vice President shall be elected by a vote of the National Directors from Chapters in that Region only.

Section 2. Not later than March 1st of each year, the President shall appoint a Nominating Committee consisting of three members in good standing. The Nominating Committee shall nominate persons for election by the Board of Directors at its organizational meeting to offices specified in Section 1 of this Article. The Nominating Committee shall submit its nominations to the Board of Directors not later than August 1st of each year, or at the second regular meeting of the Board of Directors, whichever is earlier. Those persons holding office set out in this Article and their immediate families are not eligible for appointment to the Nominating Committee.

Section 3. Other nominations for the offices specified in Section 1 of this Article must be received by the Secretary in writing no later than September 15th of each year or forty-five (45) days before the organizational meeting of the Board of Directors, whichever is earlier. Nominations for each Regional Vice President position shall be made only by the Nominating Committee, a member in good standing of a Chapter in that region, or an At-Large member in good standing residing in that region. The Secretary shall present the names of all nominees to the Board of Directors for voting.

Section 4. Within thirty (30) days following the organizational meeting of the Board of Directors, the President shall appoint an Editor, an Historian and a General Counsel who shall serve at the President's pleasure. The appointment of such officers shall be subject to confirmation by the Board of Directors at its next regular meeting. Such appointed officers shall serve until the Board of Directors has confirmed their successors.

Section 5. The officers elected or appointed under provision of this Article may designate or appoint others to assist in the performance of their assigned tasks.

Section 6. National Directors shall be eligible to hold elected or appointed offices described in this Article while retaining their positions on the Board of Directors.

Section 7. A Regional Vice President must be a member in good standing of a Chapter in that Region or an At-Large member in good standing residing in that Region.

Section 8. No officer elected under provisions of this Article shall be under eighteen (18) years of age.

Section 9. Whenever any elective office shall become vacant for any cause, it shall be filled by the Board of Directors at its next meeting. If such a vacancy should occur forty-five (45) days or less before its next meeting, the Board of Directors may defer this action until its following meeting. The President may make temporary appointments to vacant offices pending the next meeting of the Board of Directors, and subject to its confirmation.

Section 10. When an appointed officer leaves office for any reason other than the appointment of a successor, the President shall make a temporary appointment for the remainder of the term until the annual appointment described in Section 4 of this Article. The President shall within thirty (30) days notify the Board of Directors of such temporary appointment.

Section 11. In the event that the President shall be unavailable or for any reason unable to perform his duties, the Senior Vice President shall assume the President's duties. The Senior Vice President shall serve in this capacity until the President has resumed his duties or until the next election of officers as described in Section 1 of this Article. If the Senior Vice President is unable to serve or is unavailable, the President's duties shall be assumed by the Secretary, and then the Treasurer.

Section 12. The President shall have charge of the business affairs of the Society and of such other duties as are assigned by these Bylaws. He shall preside at all annual and special meetings of the members and at all meetings of the Board of Directors. He shall be an ex-officio member of all committees. He shall have the power to make such additional appointments as he may deem necessary or proper. Only the President or a person designated in writing by the President or the Board of Directors is empowered to make statements or sign contracts on behalf of the Society.

Section 13. The Vice Presidents shall have such duties as may be assigned to them by the President or the Board of Directors.

Section 14. The Secretary shall keep records of the proceedings of all meetings of the members and the Board of Directors. He shall issue notices of all meetings, conduct correspondence, and cooperate with the President in all matters pertaining to the Society and its activities.

Section 15. The Treasurer shall collect all dues from the members and receive all moneys belonging to the Society, and keep an account of the same. He shall deposit all funds in the name of the Society in banks or other financial institutions designated by the Board of Directors. The Treasurer shall issue membership cards to all members in good standing.

Section 16. Unless otherwise ordered by resolution of the Board of Directors, funds shall be withdrawn from Society accounts only by checks, drafts or other financial instruments signed by the Treasurer, the President, the Senior Vice President, the Secretary, the General Counsel, or an Assistant Treasurer if one has been appointed and such appointment reported to the Board of Directors.

Section 17. The Editor shall be in charge of the Bulletin of the Society. He shall have the power to appoint his own staff of assistants and departmental editors.

Section 18. The Historian shall, with the cooperation of the Secretary, keep an historical record of the activities of the Society and its various chapters, to the end that there may be a chronological record of the highlights of the Society's activities.

Section 19. The General Counsel shall be the attorney for the Society. He may be assisted by other counsel as appropriate to the needs of the Society.

Article IX. Chapters

Section 1. The Board of Directors may grant a charter for a Chapter upon petition of a group of interested persons, either members in good standing or accepted applicants for membership. Each petition for a Chapter Charter shall be accompanied by full information as to the number of members, their names and addresses, and other pertinent information. The minimum number of members necessary to charter a new Chapter is ten (10), eight (8) of whom must be Primary Chapter Members in the new Chapter.

Section 2. When an existing independent organization petitions to become a Chapter of the Society, the President may grant a limited exemption from Society membership to individual existing members of that organization. Such exempted persons must have become members of the independent organization prior to its petition to become a Chapter of the Society. Exempted persons may participate in the activities of the Chapter, but shall not be officers of the Chapter and shall receive no benefits or services of the Society. Such exempted persons shall not be counted toward the minimum number of members required for a Chapter to receive a charter or maintain active status.

Section 3. Each Chapter shall adopt and maintain bylaws that shall not conflict with these Bylaws.

Section 4. Chapter members shall elect a Chapter President, one or more Chapter Vice Presidents, a Chapter Secretary, a Chapter Treasurer, a National Director, and such other officers as they may desire.

Section 5. The National Director shall represent the Chapter on the national Board of Directors. In the event that a Chapter's National Director is unable to attend any meeting of the Board of Directors, the Chapter, or its Chapter President, may appoint a member in good standing of the Chapter to act as its Alternate Director at that meeting. The Alternate Director shall be entitled to vote on all matters presented at that meeting. Each Alternate Director shall provide written documentation of his appointment from his Chapter President, or from a person exercising the Chapter President's authority under provision of the Chapter's bylaws.

Section 6. Except for the exemption in Section 2 of this article, Chapter membership shall in all cases be predicated upon national membership. Chapters may provide their own procedures and rules for admission of persons to chapter membership, not inconsistent with these Bylaws.

Section 7. Chapter members shall pay such local Chapter dues as may be agreed upon by the members of such Chapter in addition to the National Society dues. Chapters may grant membership as Additional Chapter Members to persons who pay National Society dues through another chapter or directly to the National Society. Chapter memberships and payment of chapter dues shall be on a calendar year basis, with all memberships expiring on December 31st to conform to national memberships. Chapter members may be suspended for non-payment of dues upon rules determined by the Chapter, but members shall not be in good standing who are more than ninety (90) days in arrears.

Section 8. Chapter meetings may be held at such times and places as may be agreed upon by the members of such Chapter. A Chapter may issue its own local publications.

Section 9. Any Chapter acquiring any real or personal property shall incorporate or otherwise adopt a form of limited liability prior to the acquisition of such property. Any Chapter owning property in more than one state, or other political subdivision shall make certain that its corporation or entity qualifies to conduct its activities and/or business operations in each political subdivision in which property is owned and business operations conducted.

Section 10. No Chapter shall enter into negotiations, sign contracts or make statements on behalf of the Society unless it has obtained written authorization from the President or the Board of Directors.

Section 11. All contracts, complaints or other legal documents entered into by a Chapter or Chapter parent organization shall include the following language:

“The _____ Chapter is a separate and distinct corporation/organization from the National Railway Historical Society, Inc., a Maryland not-for-profit Corporation (hereinafter NRHS). This contract is entered into solely by the _____ Chapter and not the NRHS.”

Section 12. Dues, donations and other monies collected by a Chapter on behalf of the Society are Funds Held in Trust by the Chapter. The Chapter shall use Funds Held in Trust for no purpose other than that for which they are intended. The Chapter shall forward Funds Held in Trust to the Treasurer promptly, and no longer than sixty (60) days after receipt by the Chapter. The President may authorize specific exceptions to the 60-day forwarding requirement, and shall report such exceptions to the Board of Directors. The Board of Directors may set additional standards for the handling of Funds Held in Trust.

Section 13. A Chapter may provide its own rules for expulsion of members, or declining to renew memberships, for conduct prejudicial to the best interests of the Chapter or the Society or for other sufficient cause. Appeals of such expulsions or denials shall be governed by Article X of these Bylaws.

Section 14. The minimum membership for an active Chapter shall be five (5) members, four (4) of whom must be Primary Chapter Members in that Chapter. Whenever a Chapter shall fall below the minimum membership, it shall be administratively placed on inactive status and the remaining members converted to At-Large members. Active Chapter status may be revived whenever the membership is six (6) or more, five (5) of whom must be Primary Chapter Members in that Chapter.

Section 15. The Board of Directors may authorize the creation of Regions to encourage friendly contacts and good fellowship among the members and Chapter in such Regions. If the Board of Directors defines a Region as a collection of Chapters, the President shall define geographic boundaries for such regions for administrative purposes.

Article X. Suspensions and Expulsions

Section 1. All national memberships shall expire on December 31st of the year for which paid. Members in arrears for national dues for ninety (90) days or more shall be suspended from membership without further notice. Members suspended for late payment of dues shall be reinstated for the balance of the current year upon payment of the full year dues.

Section 2. For cause, a member may be expelled from the Society or renewal of his membership denied. If a member is expelled, a pro-rata proportion of his dues paid for the current year shall be returned to him.

Section 3. For cause, a chapter may be expelled from the Society. Cause for the removal of a chapter shall be limited to conduct or actions detrimental to the Society or its purposes or significant and continuing violation of these Bylaws or lawful actions of the Board of Directors. If a chapter is expelled, the President or the Board of Directors may permit some of its members, on an individual basis, to transfer their memberships to another chapter or to At-Large membership. If a member of an expelled chapter is not allowed to transfer his membership, a pro-rata proportion of his dues paid for the current year shall be returned to him.

Section 4. For cause, a National Director may be removed from the Board of Directors for the balance of the current term.

Section 5. For cause, an elected Officer may be removed from office for the balance of the current term.

Section 6. All actions for expulsions and removals described in Sections 2 through 5 of this Article shall be governed by the following procedure. Within thirty (30) days of receiving either a request for expulsion or removal or an accusation that could likely lead to expulsion or removal, the President shall appoint a Special Master and report the appointment to the Executive Committee. If the accusation is against the President, or for any other reason, the Executive Committee may appoint its own Special Master. The Special Master is not required to be a member of the Society. The Special Master shall investigate the matter, interview people having knowledge of the dispute and report the facts of the case to the Board of Directors. After review of the Special Master's report and any written rebuttals filed by parties to the dispute, the Board of Directors may order the offending party removed by a minimum of two-thirds of the votes cast.

Section 7. A member who has been expelled from or denied membership renewal in his Home Chapter may apply for membership in another Chapter or as an At-Large member. His acceptance in another Chapter shall be governed by the rules of that Chapter. His application for At-Large membership shall be subject to approval by the President.

Section 8. A member expelled from his Home Chapter and denied At-Large membership by the President may appeal to the Board of Directors for reinstatement as an At-Large member. Such an appeal shall be governed by the procedure in Section 6 of this Article, except that a simple majority of votes cast by the Board of Directors shall be sufficient to reinstate the member. This same procedure shall be used should an elected Officer contest his suspension on grounds of incapacity.

Article XI. Conventions

Section 1. A convention of the members of the Society may be held each year.

Section 2. Chapters desiring to sponsor a convention shall submit proposals or bids to the Board of Directors. The Board of Directors shall then select the site offering the best or most desirable program. In the event no satisfactory proposal is received, the Board of Directors may authorize the national Officers to operate a convention.

Section 3. The Board of Directors shall establish a standard policy governing the relationship between convention host chapters and the national Society. Each host chapter and the national Society shall negotiate, sign and adhere to a letter of agreement regarding application of the standard policy and mutually agreed exceptions to it.

Section 4. Convention host chapters shall adhere to the provisions of Sections 10 and 11 of Article IX in all matters relating to the convention.

Article XII. Amendments

Section 1. These Bylaws may be repealed, amended, added to, or otherwise changed at any Annual Meeting or special meeting of the members, upon affirmative vote of a majority of such members present or represented by proxy.

Section 2. The Board of Directors shall have the authority to make, amend, alter or repeal these Bylaws at any time, but such Bylaws or amendments shall be subject to approval or rejection by the members at their next following annual or special meeting as provided in Section 1 of this Article.

Article XIII. Dissolution.

This corporation may be dissolved only on the affirmative vote of a majority of the entire membership. In the event of such dissolution, all assets shall be converted into cash, excepting real estate, equipment, and other fixed assets suitable for transfer to an appropriate museum. After payment of all outstanding indebtedness, the assets of the corporation shall be distributed as follows: To one or more worthy Museum or Educational organization(s) exempt under §501 (c) (3) of the Internal Revenue Code, or any corresponding section of any successor federal tax code.