

BYLAWS

OF

ROCKY MOUNTAIN DIVISION OF NARCOA, INC.

1) NAME

- a) The official name of this organization shall be "ROCKY MOUNTAIN DIVISION OF NARCOA, INC." herein referred to "RMD".

2) PRINCIPAL OFFICE AND MAILING ADDRESS

- a) The principal office of the RMD shall be in Colorado and on record with NARCOA.
- b) The mailing address of the RMD shall be on record with NARCOA and the State of Colorado

3) OBJECTIVES AND PURPOSE

- a) The primary purpose of the RMD shall be the association of like minded people who have an interest in, or own and/or operate railcar maintenance of way equipment known as "motorcars", "speeders", "section cars", "inspection cars", "Hi-Rail" vehicles, and/or similar equipment.
- b) The purpose of the RMD shall be:
 - i) Promotion of recreation and fellowship among members by sponsoring, organizing and coordinating railroad related events.
 - ii) Education of members about motorcars and railroads.
 - iii) Sharing of information about motorcars, railroads and related upcoming events.
 - iv) Promotion of motorcar operational safety.

4) MEMBERSHIP

- a) Open to any and all motorcar enthusiasts, regardless of age, race, sex, ethnicity, disability, or location of residence.
- b) Term of membership shall be from January 1 to December 31 of each year.
- c) Persons joining the organization after September 30 of any year will be granted a membership valid through the following year.
- d) Any person operating a motorcar, Hi-Rail, or any other rail vehicle at a RMD event, except employees of the host railroad or other persons required to accompany the group by the host railroad, **must be a current member of the RMD.**

5) ANNUAL MEETING

- a) The RMD will hold an annual meeting at any time upon thirty (30) days notice.
- b) Notice of the date, time, and location of the annual meeting shall be given to all Members by email.

6) OTHER MEETINGS

- a) Meetings shall be held in the state of Colorado, with the exception that, occasionally, meetings may be held at other locations in conjunction with motorcar rides and/or other events.
- b) Meetings may be held, as needed and/or as desired by the Board of Directors.
- c) Notice of the date, time, and location of all meetings shall be given to all members, by email.

7) DIRECTORS OF THE CORPORATION

- a) The corporation shall be managed by a four (4) person Board of Directors.
- b) The four officers, as listed in Article 8, Section A, shall be considered Directors of the corporation.
- c) The fifth director shall be a member of the RMD who shall be elected by majority vote of those members in attendance at the annual meeting. Member's proxies will also be counted. This person shall serve until elections are held at the next annual meeting. Persons may be elected to this position in absentia. This director may be removed from the Board by a 4/5 vote of the Board of Directors. A vacancy in this office shall be filled by election at the next regular meeting. Notice of the vacancy and the pending election shall be emailed to all members prior to the next meeting, if time allows. If time does not allow for the proper notification of all members, the election shall be held at the regular meeting following the next regular meeting. A vacancy in this office shall be filled by a majority vote of those members in attendance at that meeting.

8) OFFICERS

- a) The RMD shall consist of the offices of President, Vice President, Secretary/Treasurer and a Director-at-Large. These officers shall also serve as Directors of the corporation and shall sit on the Board of Directors.
- b) These officers of the corporation, after having been voted into office, shall serve staggered terms:
 - To start, The President & Secretary/Treasurer will serve one year; the Vice-President & Director-at-Large will serve 2 years. Thereafter, each officer will serve two year terms.

All officers will serve until such time as they are re-elected, resign or can no longer fulfill the obligations of their office. Officers may also be removed from office by a 3/4 vote of the Board of Directors.

c) Other offices may be added as deemed necessary by the Board of Directors, although persons holding other offices shall not assume a position on the Board of Directors.

d) Any vacancy in any office shall be filled by appointment until an election at the next regular meeting.

9) DUTIES OF OFFICERS

a) PRESIDENT

i) The president shall be the Chief Executive Officer of the RMD and shall supervise and control the affairs of the RMD and the performances of the other officers.

ii) The president shall perform all duties incident to his office and such other duties as may be required. The president shall preside at all meetings.

b) VICE PRESIDENT

i) The Vice President shall perform the duties of the President in the absence of the President, or in the event of the President's inability or refusal to act; and when so acting shall have all the powers thereof, and be subject to all restrictions of the office of President.

ii) He or she may also have other duties as may be prescribed.

c) SECRETARY/TREASURER

i) The Secretary shall certify and keep the original, or a copy, of the bylaws, as amended to otherwise altered to date.

ii) He or she shall keep a record of the minutes of all meetings, recording therein the time, date, and place of the meeting, whether regular or special, how called, how notice of the meeting was given, the names of those present or represented at the meeting, and the proceedings of the meetings.

iii) He or she shall see that all notices are duly given in accordance with the provisions of these bylaws or as otherwise required.

iv) He or she shall be the custodian of the records for the RMD.

v) He or she shall maintain records containing the name, address, and phone number of each and every member and, in the case of a membership being terminated, shall record such fact, together with the date and reasons that the membership was terminated.

vi) He or she shall exhibit at all reasonable times, to any member of the Board of Directors, the bylaws, the membership book, and/or the minutes of any meeting held within the previous year.

vii) He or she shall, in general, perform all duties incident to the office of Secretary and such other duties as may be required.

- vii) The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the RMD, and shall deposit all such funds in the name of the RMD in the approved bank account of the RMD.
 - viii) He or she shall receive, and give receipt for, funds due and payable to the RMD from any source whatsoever.
 - ix) He or she shall disburse, or cause to be disbursed, the funds of the RMD, as may be directed by the Board of Directors of the RMD.
 - x) He or she shall keep and maintain adequate and correct accounts of the RMD business transactions, including accounts of assets, liabilities, receipts, and disbursements, gains and losses.
 - xi) He or she shall exhibit upon request, at all reasonable times, the books and financial records of the RMD to any member of the Board of Directors of the RMD.
 - xii) He or she shall prepare and certify the financial statements that are necessary to be included in any report.
 - xii) He or she shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be required.
- d) DIRECTOR-AT-LARGE
- a) Advise and assist RMD officers and members as needed

10) FINANCES

- a) The Secretary/Treasurer shall maintain a checking account in the name of the RMD at a reputable financial institution located in the state of Colorado.
- b) The Secretary/Treasurer and the President will both be authorized to sign checks written on the RMD account.
- c) The Secretary/Treasurer shall ensure that the cost of maintaining this account will be cost effective and affordable to the RMD.
- d) The Treasurer shall ensure that funds received by the RMD are deposited in the RMD account in a timely manner.
- e) Upon the dissolution of the corporation, the assets of the corporation shall be distributed either to the members of the RMD equally or to a railroad related tax-exempt organizations, as determined by the Board of Directors.

11) COMPENSATION

- a) Officers, Directors, meeting organizers, and other members of the RMD shall server without compensation, however this does not preclude the advancement of reimbursement of expenses incurred in the performance of their duties for the RMD, in accordance with Article XII entitled EXPENDITURES.
- b) No part of the corporation's net earnings may be inure to the benefits of any person having a personal and private interest in the activities of the organization.

12) EXPENDITURES

a) Expenditures of funds by a member of the Board of Directors in an amount less than \$100.00, to cover the day to day administrative cost of operations of the RMD, may be made without approval of the Board of Directors.

b) Expenditures of funds in an amount of \$100.00, or more, shall be approved by a majority vote of the Board of Directors.

13) RULES AND OPERATIONS

a) The RMD shall abide by the NARCOA Book of Rules currently in effect and shall use the NARCOA Operations Handbook as a guide for meet operations.

b) Additional rules and/or procedures may be adopted by the RMD as deemed appropriate. Any additional rules or procedures adopted by the RMD shall not be less restrictive than, or otherwise be in conflict with, any NARCOA rule or procedure currently in effect.

c) Any additional adopted rules shall require a majority vote of the Board of Directors.

d) All RMD events will be organized, coordinated, and run by Excursion Coordinators certified by NARCOA. No event will take place without a RMD certified Excursion Coordinator in attendance.

14) TERMINATION OF MEMBERSHIP

a) Membership in the RMD shall terminate upon the occurrence of any of the following events:

i) Upon a member's notice of termination delivered in writing to the President or Secretary of the RMD in person or by mail. Such membership will terminate upon the date of delivery of the notice or date of deposit in the U.S. Mail.

ii) Upon a majority vote of the Board of Directors of the RMD after determination that the member engaged in conduct materially and seriously prejudicial to the interest of purposes of the RMD.

iii) Upon failure to renew his or her membership by paying dues as determined by the Board of Directors, if so in effect, prior to the first day of April of the new membership year.

15) CHANGES TO BYLAWS

a) Changes to these bylaws shall originate with the Board of Directors of the RMD.

All proposed changes shall be presented to the members of the RMD, for their comments by notice emailed to every member.

b) A vote on whether or not to adopt the changes shall then be held at the next regular meeting, after the members have been notified of the proposed changes. The proposed changes will go into effect following approval by a majority of those persons in attendance at that meeting.

16) VOTES

a) Votes shall be decided by a simple majority of the Board of Directors, except as otherwise required in these bylaws.

b) Votes may be either by voice vote of those present, or by proxy in the event that a member of the Board of Directors cannot be present at any given meeting, or by ballot; except as otherwise specified in these bylaws.

17) NON-LIABILITY OF OFFICERS AND MEMBERS

- a) No member of the Board of Directors, either together or individually, shall be personally liable for any debts, liabilities, or other obligations of the RMD.
- b) No member of the RMD shall be personally liable for any debts, liabilities or other obligations of the RMD.

These Bylaws are adopted as written this day of 2013