

FRIENDS OF
THE NEVADA STATE RAILROAD MUSEUM

VIRGINIA & TRUCKEE DIVISION

BY-LAWS

Amended: June 5, 2008

BY-LAWS

OF

FRIENDS OF THE NEVADA STATE RAILROAD MUSEUM

VIRGINIA & TRUCKEE DIVISION

ARTICLE I

OFFICES

Section 1. **PRINCIPAL OFFICE.** The principal office for the transaction of the business of the corporation is hereby fixed and located in the County of Carson City, State of Nevada. The Board of Trustees is hereby granted full power and authority to change said principal office from one location to another in said county.

ARTICLE II

MEMBERS

Section 1. CLASSES OF MEMBERS. The corporation shall have one class of members. The designation of such class and the qualifications and right of the members of such shall be as follows:

- (a) Any person may become a member by paying the membership fee as established by the Board of Trustees.
- (b) A member must exert his best efforts to promote and support the purposes of this corporation.

Section 2. MEMBERSHIP FEES. The membership fee shall be collected from each member on their respective membership anniversaries. The membership fees shall be reviewed and established annually by the Board of Trustees. The Board of Trustees, by unanimous vote, can reduce the membership fee for any member for hardship reasons.

Section 3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote by the Trustee members.

Section 4. TERMINATION OF MEMBERSHIP. A member shall be dropped from the rolls of the corporation upon failing to pay the required membership fee for a period of three (3) months after it becomes due.

Section 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary of this corporation.

Section 6. REINSTATEMENT. A member may be reinstated by paying the then current membership fee.

Section 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable.

ARTICLE III

BOARD OF TRUSTEES

Section 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Trustees, who shall be all of the Trustee members of the corporation.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of Trustees shall be nine (9). The members, preceding their annual meeting in October, shall, by majority vote, elect three (3) members who shall take office at the next regularly scheduled meeting of the Board thereafter and who shall serve as Trustees for a term of three (3) years. This election shall be held by written ballot provided to all members by mail and returned to the chairman of the elections committee at least one (1) week prior to the scheduled annual meeting of the members. However, if no more than three (3) members run for the office of Trustee then they shall be deemed to be elected by acclamation and ballots shall not be required. A Trustee may not serve for more than three (3) full consecutive terms unless a minimum of one (1) year elapses before election to succeeding terms. In order to qualify for a position as a Trustee, the individual must be a current member in good standing and be at least 18 years of age at the time of election.

Section 3. REGULAR MEETINGS. Regular meetings of the Board of Trustees shall be within fourteen (14) days of and including the first Thursday of the following months: February, April, June, August and December. The Board may provide by resolution the day, time and place, either within or without the State of Nevada for the holding of regular meetings. A Board meeting shall also be held in the month of October, and shall constitute the Annual Membership Meeting of the corporation. Meetings shall be held at such time and place as, from time to time, may be designated by the President or any two (2) Trustees. The Board may provide by resolution the time and place, either within or without the State of Nevada for the holding of additional regular meetings of the Board without other notice than such resolution. Notice of the time and place of the meetings shall be given by the Secretary not less than ten (10) days, nor more than sixty (60) days, before the scheduled date.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by or at the request of the President or any two (2) Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State, as the place for holding any special meeting of the Board called by them.

Section 5. NOTICE. Notice of any regular or special meeting of the Board of Trustees shall be given at least ten (10) days previously thereto by written notice delivered personally or sent by mail, E-mail or facsimile to each trustee at his address as shown by the records of the corporation. If mailed, such notice 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 E-mail it shall be deemed to be delivered when sent unless the E-mail is returned as undeliverable. In that case notice shall immediately be sent by United States mail. If notice be given by facsimile, such notice shall be deemed to be delivered when the facsimile transmission is completed. Any Trustee may waive notice of any meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where a Trustee attends a meeting for the express purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

Section 6. QUORUM. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 7. MANNER OF ACTING. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these By-Laws.

Section 8. VACANCIES. Any vacancy occurring in the Board of Trustees shall be filled by a majority vote of the remaining Board of Trustees. A member appointed to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

Section 9. COMPENSATION. Trustees, as such, shall not receive any stated salaries for their services, but, by resolution of the Board of Trustees, a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board: but nothing herein contained shall be construed to preclude any Trustee from serving the corporation in any other capacity and receiving compensation therefore.

Section 10. HONORARY TRUSTEES. The Board of Trustees, by a two-thirds (2/3) vote, may appoint Honorary Trustees. Such Honorary Trustees need not be members and shall be non-voting. Honorary Trustees shall be appointed out of respect for either their prominent status in the community or for their particular expertise.

Section 11. EX-OFFICIO MEMBER. By virtue of his office, the Director of the Nevada State Railroad Museum shall be an Ex-Officio, non-voting, member of the Board of Trustees of the Friends of the Nevada State Railroad Museum. This membership shall not be counted when determining a quorum or when a majority or two-thirds vote is required. The Ex-Officio member shall not be appointed to any committee.

Section 12. ATTENDANCE. Members of the Board of Trustees shall be required to attend all regular and special meetings of the Board. If at any time Board members shall find that they cannot attend such meetings, notice of such absence with reason(s) stated shall be submitted to the President for approval and acceptance by the remaining Board. Board members who absent themselves for two (2) consecutive meetings of the Board without the approval of the remaining Board shall be removed from the Board.

ARTICLE IV

OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer, as elected in accordance with the provisions of this Article.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Trustees at the first regularly scheduled meeting following the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his qualified successor shall have been duly elected. Qualifications for office are; both a current member of the corporation and a current member of the Board of Trustees.

Section 3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualifications or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 4. REMOVAL. Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever, in its judgment, the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 5. PRESIDENT. The President shall be the principal executive officer of the corporation and shall, in general, supervise and control all of the business affairs of the corporation. He shall preside at all meetings of the members of the Board of Trustees. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these By-Laws or by statute to some other officer or agent of the corporation, and, in general, he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. VICE PRESIDENT. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as, from time to time, may be assigned to him by the President or by the Board of Trustees.

Section 7. TREASURER. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VI of these By-Laws, and, in general, perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him by the President or by the Board of Trustees. If required by the Board of Trustees, he shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine.

Section 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees 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 records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and, in general, perform all duties incident to the office of Secretary and such other duties as, from time to time, may be assigned to him by the President or by the Board of Trustees.

ARTICLE V

COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The Executive Committee consisting of four (4) Trustees shall be made up of the President, Vice President, Secretary and Treasurer. The Executive Committee, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation and the investment and the safekeeping and the disbursement of funds of this foundation. Such disbursement of funds shall be for emergency situations only and limited to amounts previously allotted, and for unallocated funds to a maximum of Five Hundred Dollars (\$500.00) without Board approval. The committee will be responsible to meet at least ten (10) days prior to the regular Board meeting for the purpose of setting the agenda for said meeting. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon it or him by law. The Executive Committee shall make a written report of activities and actions at the next regularly scheduled Board meeting for inclusion in Board minutes and ratification by the Board of Trustees.

Section 2. OTHER COMMITTEES. Other committees not having nor exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by the majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be current members of the corporation. The President of the corporation shall appoint the members thereof. Any member thereof may be removed by the President whenever, in his judgment, the best interests of the corporation shall be served by such removal.

Section 3. TERM OF OFFICE. Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such members be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. CHAIRMAN. One member of each committee shall be appointed Chairman by the person or persons authorized to appoint members thereof.

Section 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 6. QUORUM. Unless otherwise provided in resolution of the Board of Trustees 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 7. RULES. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with the rules adopted by the Board of Trustees.

Section 8. AUDIT COMMITTEE. The Audit Committee shall be made up of a chairman selected from the Board of Trustees and two (2) members selected from the membership at large. The chairman shall be appointed by the President of the Board of Trustees and the additional members shall be appointed by the chairman of the Audit Committee. The Audit Committee shall:

Develop procedures to ensure that all financial matters are performed in accordance with good accounting practices consistent with 501 (c) 3 corporations and with other museum support organizations.

Provide direction to the Board of Trustees and training to the Treasurer to ensure that these procedures are documented and understood.

Perform periodic internal audits of the financial records to ensure all financial transactions are performed in compliance with these procedures. The timing and frequency of these audits shall be determined by the Board of Trustees.

Report the results of these audits to the Board of Trustees and to any other parties as requested by the Board of Trustees.

Unless otherwise stated the committee shall be governed by the procedures described in ARTICLE V, Section 2, OTHER COMMITTEES of the current By-Laws.

ARTICLE VI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. CONTRACTS. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by the By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as, from time to time, shall be determined by resolution of the Board of Trustees. Such instrument shall be signed by any two (2) officers of the corporation.

Section 3. DEPOSITS. All funds of the corporation shall be deposited, as soon as possible, to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

Section 4, GIFTS. The Board of Trustees may accept, on behalf of the corporation, any contributions, gifts, bequests, or devises for the general purposes or for any special purposes of the corporation.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be the same as the calendar year and shall begin on January 1 and end on December 31 of the same year.

ARTICLE VIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of Nevada or under the provisions of the Articles of Incorporation or the By-Laws of the corporation, a waiver thereof, in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.

ARTICLE IX

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Board of Trustees may adopt.

ARTICLE X

AMENDMENTS TO BY-LAWS

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by a two-thirds majority of the entire Board of Trustees at any regular meeting or at any special meeting. All proposed amendments shall be submitted to the standing By-Law Revision Committee at least thirty (30) days before the following regular meeting of the board. The committee will present them to the Board of Trustees with the required notice at the next board meeting with their recommendation for acceptance or rejection. At least ten (10) days written notice must be given by the committee to the board of intention to amend or alter or repeal By-Laws or to adopt new By-Laws. The required notice must contain, in writing: the proposed amendments, and the problem to be solved, the solutions and the cost of such recommendations. The Board may amend any proposed amendments and adopt them without further notice being given.

Amended June 5, 2008