

**\* BY-LAWS\***

**ARTICLE I**

**Duties of Officers**

Section 1, *President*

- A. The President shall call, and preside at, all meetings of the organization and the Executive Board.
- B. The President shall be an ex-officio member of all committees except the Nominating Committee.
- C. The President shall have general supervision of all activities of the organization.
- D. The President shall appoint a Trainmaster, Director of Safety, and an Historian.

Section 2, *Officers*

- A. **The duties of the Vice President of Operations** shall be; in the absence of the President to preside at all meetings and perform the duties of the President during the absence or incapacity of the President. The Vice President shall be in overall supervision of buildings, grounds, train operations, concessions and gift shop, and staffing of Ticket Agents; and such other duties as may be assigned to this position from time to time by the President or the Board of Directors.
- B. **The duties of the Treasurer** shall be to have charge and custody of, and to be responsible for, all funds and securities of the Corporation; be a repository for all deeds, leases, optims, contracts, notes, mortgages, titles, bills of sale, insurance policies and all other papers relative to the property, real or personal, of the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation hi such banks, trust companies or other depositories that may be selected by, or under the authority of the Board of Directors. The Treasurer shall supervise the accounting of all funds received and disbursed including payrolls, the preparation of federal and state income tax reports of the Corporation; from time to time prepare and submit to the Board of Directors for approval, written regulations relative to the handling or reporting of funds, tickets, purchases, expense accounts and any other matter which falls within the duties of the Treasurer and, in general, perform all the duties as from time to time may be assigned to this position by the President or the Board of Directors.
- C. **The duties of the Secretary** shall be the keeping of the minutes of the meetings of the members, Board of

Directors and meetings of the Executive Board in a book, or books, provided for that purpose; see that all notices are duly given in accord with the provisions of these By-Laws or as required by law; be the custodian of the Corporate records and of the Corporate seal; see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under which it is duly authorized; and in general, perform all duties incident to the office of Secretary and any such other duties as may be assigned to this position by the President or the Board of Directors.

D. **The duties of the Director of Motive Power** shall be; to ensure that all motive power (steam and/or diesel electric) is maintained, inspected, and kept in compliance with, as well as filing of reports to those regulatory agencies (Federal, State, Local, and Buckeye Central) as necessary. These duties include keeping the President informed of any and all recommended maintenance to be performed on any motive power equipment, to ensure that the President is informed of any and all changes which become necessary or are recommended in the current Buckeye Central Operating and Safety Rules and Regulations, and any other such duties as may be assigned to this position by the President, Vice-President, or the Board of Directors.

E. **The duties of the Director of Rolling Stock** shall be; to ensure that all rolling stock (all rail equipment except Maintenance of Way and Motive Power) is maintained, inspected, and kept in compliance with, as well as filing of reports to those regulatory agencies (Federal, State, Local, and Buckeye Central) as necessary. These duties include keeping the President informed of any and all recommended maintenance to be performed on any Rolling Stock, to ensure that the President is informed of any and all changes which become necessary or are recommended in the current Buckeye Central Operating and Safety Rules and Regulations, and any other such duties as may be assigned to this position by the President, Vice-President, or the Board of Directors.

F. **The duties of the Station Master** shall be; to ensure is adequate staffing of the Station during normal Saturday and Sunday operations, as well as selected charters and other such special events. These duties include keeping the President, Vice President, and Board of Directors informed of any recommended or necessary maintenance, or recommended changes in policy involving the operation of the Station or grounds. Additionally these duties shall include maintaining an adequate inventory of souvenirs, concessions, and necessary office supplies for proper operation. The Station Master shall also ensure that radios are

maintained and in proper working order, and shall maintain radio contact with the train at all times during normal operations. The Station Master shall ensure that the Station and grounds are kept presentable at all times, and will be responsible for the training of any and all staff members involved with the operations of the Station (ticket sales, souvenirs, concessions, and maintenance).

- G. **The duties of the Director of Promotions** shall be; to supervise and/or direct all activities involving fund-raising, promotion, public relations, and advertising. These duties include the overall responsibility of keeping the President, Vice-President, and Board of Directors informed of both recommended and current fund-raising, promotional, public relations, and advertising activities. The President or Vice-President shall be responsible for the approval of any and all expenses relating to the proper execution of these listed responsibilities prior to the execution of any of these responsibilities by the Director of Promotion.
- H. **The duties of the Trainmaster** shall be; to ensure that all operating staff members are properly trained and are qualified for their respective positions. These duties shall include keeping current, maintaining, and informing the President of any and all recommended changes to the Safety and Operating Rules and Regulations of The Buckeye Central Scenic Railroad. These duties shall also include the testing of and proper maintenance of records concerning the qualification of locomotive engineers and train crew members, to administer and ensure compliance with Section 240 of the Code of Federal Regulations defining the minimum qualifications for locomotive engineers. The Trainmaster shall also ensure that all staff members and operating equipment meet or exceed the minimum requirements as set forth by Federal, State, and/or Local authorities.
- I. **The duties of the Director of Membership** shall be; to ensure that a record is maintained for all members showing the address of said member(s), as well as any and all other pertinent information as shall be required by the Board of Directors. These duties shall include the sending of annual dues notices, the collection of such dues, the verification of the amount submitted to the type of membership requested, and the remittance of all collected dues along with a copy of each membership application to the Vice-President on a weekly basis. These duties shall also include the issuance/delivery of membership cards to all properly submitted/approved/paid membership applications. The Director of Membership shall provide the President a periodic update concerning any/all members failing to meet the agreed upon criteria (hours of service

and/or monies) as outlined and agreed upon in the membership application. All Board Member dues shall be due no later than 1 April of each current operating year.

- J. **The duties of the Historian** shall be; to research and maintain any and all documentation and/or artifacts of an historical nature which are determined to be of interest to, or are of historical significance to The Buckeye Central Scenic Railroad, The Baltimore and Ohio Railroad, or to any railroads in general. These duties shall include keeping the President, Vice-President, and Board of Directors informed of any specific preservation recommendations which should be considered. These recommendations shall include, but not be limited to, equipment or artifacts currently owned by the Buckeye Central Scenic Railroad.
- K. **The duties of Conductor** shall be; to ensure that all scheduled departures are properly/adequately staffed with qualified members of the Buckeye Central Scenic Railroad, to verify that all passengers have been properly ticketed, that tickets are punched, and that all punched tickets are turned into the Station Master by the end of each operating day. The Conductor shall be in charge of the train and has the authority, and will if necessary, eject any passenger(s) or crew member(s) for safety rules violations. These duties include ensuring that all safety devices, radio operations, operating and safety rules of the Buckeye Central Scenic Railroad are followed while the train is in operation. The Conductor shall be responsible to ensure that all windows are closed and that all doors are securely locked at the end of each operating day. The Conductor shall inform the President of any/all incidents involving a passenger(s), crew member(s), or any equipment problem(s) encountered during each operating day.
- L. **The duties of Director of Maintenance-of-Way** shall be; to keep the President, Vice-President, and Board of Directors informed as to the condition of the right of way, the track, the track equipment, and the right-of-way supplies. These duties shall include the responsibility for ensuring that the track/right-of-way is safe for operation, or to notify the President of any/all restrictions and/or out-of-service sections of track/right-of-way. These duties shall also include ensuring that any and all individuals (members and/or contractors) are familiar with the current Safety and Operating Rules and Regulations of the Buckeye Central Scenic Railroad, informing the President prior to commencing any work and also when he or any of his crew is on the property. It shall be the responsibility of the Director, Maintenance-of-Way to verify that any contractor and/or volunteer working under his direction and supervision has the proper Health/Hospital Insurance

coverage and has signed a "Hold Harmless Waiver" prior to commencing any work, and to ensure that no minor is involved with any maintenance-of-way project. The Director, Maintenance-of-Way, his crew, and/or contractors shall be required to comply with the hours of service laws and regulations, and will submit their hours of service on the proper form, on a daily basis to the President.

## **ARTICLE II**

### **Board of Directors**

#### *Section 1. General Powers*

- A. The Board of Directors shall be the policy-making body of the Corporation. It shall approve all appointments of committee chairmen, budget allocations, and the appointment of all non-elective officers.
- B. Unless otherwise provided for herein, it shall have the power to set aside or modify any appointments, rules, or regulations as may be made by any officer or committee.
- C. The Board of Directors shall organize itself and elect a chairman and operate under accepted rules of order.
- D. These By-Laws or Corporate Regulations may only be amended, or new By-Laws or regulations adopted, by the affirmative vote of a majority of the members of the Board of Directors. Pursuant to Section 1702.11 (D), Revised Code, if these By-Laws or regulations are amended, or new by-laws or regulations adopted, the Secretary of the Corporation shall within ten (10) days mail a copy of the amendment or the new by-laws or regulations to each member of the Corporation, in good standing, that is qualified to vote.

#### *Section 2. Number, Term of Office and Qualifications*

- A. The number of Directors of the Corporation shall be no more than Twenty-one (21) members. Each Director of the Corporation shall hold office for a term of two (2) years from the date of election and may be re-elected for consecutive two (2) year terms, subject to approval by the Board of Directors. Directors shall be elected annually at the Annual Meeting of the voting members. The two year terms of office for all Directors shall be staggered such that no more than eleven (11) Directors may be elected in any one year. Directors need not be residents of the State of Ohio, but must be a member in good standing.

## **ARTICLE III**

### **Committees**

#### *Section 1. Special Committees*

The President, from time to time, shall establish such committees as determined necessary to further the work of the Corporation. The President shall appoint members of the Corporation to the committees in such a number, and for such terms, as the President deems necessary, subject to the approval of the appointees by a majority vote of the Board of Directors at its next regular meeting. However, the term of the appointment may not exceed the term of the President making the appointment.

#### *Section 2. Standing Committees*

##### **A. Executive Committee**

The Executive Committee shall consist of the Chairman of the Board; the President, Vice President of Operations, Treasurer, Secretary, and Trainmaster. It shall meet at the call of the President to interpret and execute policy as determined by the next meeting of the full Board of Directors. A quorum of this committee shall consist of three (3) committee members. It shall have the authority to enter into contracts to hire and lease equipment to, and by, the Corporation, and make such decisions as are required to conduct business of the Corporation except as qualified hereafter. The Committee may not authorize the expenditure, or assume obligations for the Corporation, of more than Two Thousand Dollars (\$2,000.00). All actions of this committee should be ratified by the Board of Directors at its next regular meeting and the minutes of the Committee made a part of the minutes of the Board of Directors meeting.

##### **B. Nominating Committee**

The nominating Committee shall consist of four (4) voting members of the Board of Directors appointed by the President and approved by the Board of Directors, who shall have been members of the Corporation for at least two (2) years. Their duties shall consist of selecting the candidates for election as members of the Board of Directors at its Annual Meeting, or at any Regular or Special Member Meetings called for special elections to fill vacancies caused by death or resignation. They shall select candidates by first obtaining their consent to stand for election. The selection of candidates by the Nominating Committee shall not

preclude the nomination of other eligible members if such member or members have filed with the Secretary in writing with signatures of twenty (20%) of the total members in good standing.

## **ARTICLE IV Rules of Authority**

### *Section 1. Parliamentary Authority.*

Robert Rules of Order

### *Section 2. Eligibility Requirements for Members of the Board of Directors*

- A. No two (2) members of close relationship may serve as Director of the Corporation at the same time. Close relationship shall be held to be a confirmation of the following: mother, father, spouse, son, daughter, brother, or sister.
- B. Any member being elected to the Board of Directors shall deposit with the Treasurer within ninety (90) days of his or her election a sum sufficient to cover his or her dues for the term of his or her Directorship. This excludes all life members.

### *Section 3. Regular Meetings*

- A. The Annual Meeting of the Board of Directors shall be held with notice, given by the Secretary, in January of each year. This meeting shall be concerned primarily with the election of officers for the ensuing year, but other business may be transacted.
- B. There shall be regular meetings of the Board of Directors. The Board of Directors may set the time and place for these meetings. Notice of said meetings will be mailed to each member ten (10) days prior to each meeting.

### *Section 4. Special Meetings*

- A. Special meetings of the Board of Directors for a specified item may be called by the President, Secretary, or any three (3) Directors. The person, or persons, authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meetings called by them.

B. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior to said meeting. The Secretary shall mail or contact by phone all members to give them notice and purpose of the special meeting.

Section 5. *Quorum*

A. Simple majority of the members of the Board of Directors fixed by Article IV, Section 2, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Proxies may not be counted to determine a quorum. The act of a majority of the Directors present and represented by proxies at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 6. *Secret Ballot Vote*

Any action to be voted upon by the Board of Directors shall be voted by secret ballot if any one of the Directors present shall request it.

Section 7. *Vacancies*

A vacancy on the Board of Directors occurring after any Annual election or any vacancy created by an increase in the authorized number of members of the Board of Directors, or any resignation of a Director shall be filled by an election at a members meeting, regular or special, designated for the purpose by the Board of Directors within ninety (90) days time after such vacancy occurs.

# **AMENDMENTS TO THE BY-LAWS**

## **AMENDMENT 1**

1995-01 Article 1, Section 2 , Officers, Duties of Officers

Article 1, Section 2 shall be amended to reflect deleting the title of Vice President of Operations and replacing it with the title of Vice President.

## **AMENDMENT 2**

1995-02 Article II, Section 1C, Board of Directors, General Powers

Article II, Section 1C, shall be amended to read as follows; The Board of Directors shall organize itself and operate under accepted rules of order.

## **AMENDMENT 3**

1995-03 Article II, Section 2A, Board of Directors, Number, Term of Office and Qualifications

Article II, Section 2 A shall be amended as follows; The number of Directors shall be changed from twenty- one (21) to twenty-five (25). Directors shall serve unless and until such time as removed by a vote of the Board of Directors, or through resignation.

## **AMENDMENT 4**

1995-04 Article III, Section 2A, Committees, Executive Committee

Article III, Section 2A shall be amended to reflect the officers as a; President, Vice President, Secretary, and/or Treasurer, and up to three additional board members, appointed by the President, and approved by the Board of Directors. The President shall serve as its chairman. It shall meet at the call of the President to interpret and execute policy as determined during the next meeting of the Board of Directors. A quorum for the transaction of all business matters shall consist of four (4) members, unless said quorum is made up of more than two close family members. It shall have the authority to enter into contracts to hire and lease

equipment to, and by, the Corporation, and make such decisions as are required to conduct business of the Corporation. All actions of this committee should be ratified by the Board of Directors at its next regular meeting and the minutes of the Committee made a part of the minutes of the Board of Directors meeting.

### **AMENDMENT 5**

1995-05 Article IV, Section 7, Rules of Authority, Vacancies

Article IV, Section 7 shall be amended as follows; A vacancy on the Board of Directors occurring after any Annual election or any vacancy created by an increase in the authorized number of members of the Board of Directors, or any resignation of a Director shall be filled by an election at a members meeting, regular or special, designated for that purpose by the Board of Directors.