

By-laws of the Burlington Route Historical Society

As adopted by the Board of Directors
November 24, 1979
as amended September 25, 2020

ARTICLE I Offices

SECTION 1. OFFICES. The corporation shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the state.

ARTICLE II Members

SECTION 1. CLASSES OF MEMBERS. The corporation shall have four (4) classes of members. Members shall be natural persons only. The designation of such classes and the qualifications of the members of such classes shall be as follows:

A. REGULAR MEMBERS. Those persons who pay the annual dues rate per Article XI, Section 1.

B. SUSTAINING MEMBERS. Those persons who pay membership dues of twice or more of the rate for regular members up to \$99.99.

C. CONDUCTOR CLUB MEMBERS. Those persons who pay membership dues of \$100.00 or more.

D. HONORARY LIFE MEMBERS. Those persons selected by the Board of Directors in recognition of extraordinary efforts to preserve the history of the Burlington Route. Honorary life members are exempt from further dues.

SECTION 2. ELECTION OF MEMBERS. A person becomes a member upon payment of annual dues.

SECTION 3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. TERMINATION OF MEMBERSHIP. The Board of Directors by affirmative vote of two-thirds of all the members of the Board may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. Termination of any member who shall be in default in the payment of dues for the period fixed in Article XI of these bylaws will be automatic, not requiring an affirmative vote of the Board of Directors.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the Secretary, but such a resignation shall not relieve the members so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

SECTION 6. REINSTATEMENT. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may by the affirmative vote of two-thirds of the members of the Board reinstate such a former member to membership upon such terms as the board of directors may deem appropriate, except if there was a lapse due to failure to renew, and then reinstatement is automatic.

SECTION 7. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

SECTION 8. NON-MEMBER SUBSCRIPTIONS. Any person or organization may subscribe to the official publication of the Society at an amount equal to the annual dues rate for regular members. Such non-member subscribers shall receive no other benefits accorded to the members of the society.

ARTICLE III Meetings of Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held between September 1st and November 15th of each year for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. In the event that a meeting is not possible due to circumstances beyond the control of the Board of Directors and Membership, electing Directors shall be done by mail-in ballots and/or electronically online. The transaction of such other business as may come before the meeting, shall be postponed to a later date.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called either by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place as the place of the meeting for any annual meeting or special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Illinois.

SECTION 4. NOTICE OF MEETINGS. Written notice stating the place, date and hour of any meeting of members shall be delivered not less than twenty nor more than seventy-five days before the date of such meeting. The purpose for which the meeting is called shall be stated in all notices. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members of the corporation, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. Twenty-five (25) members in person shall constitute a quorum at any such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting at any time without further notice. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting; withdrawal of members from any meeting shall not cause failure of a duly constituted quorum at that meeting.

SECTION 7. PROXIES. Each member entitled to a vote at a meeting of members or the express consent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy provided for a longer period.

SECTION 8. ACTION BY MEMBERS. Any action to be taken by the members may be taken by affirmative vote of the majority of those present in person or by proxy, unless a greater number is required by statute or the By-laws.

ARTICLE IV Board of Directors

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of Directors shall be seven (7). Each Director shall hold office for three years and until his successors have been elected and qualified. Directors need not be residents of Illinois but must be members of the corporation. The number of Directors may be decreased to not fewer than three (3) or be increased to any number from time to time by amendment of this section, unless the Articles of Incorporation provide that a change in the number of Directors shall be made only by an amendment of the Articles of Incorporation. The election of the Directors shall be rotated with two Directors elected the first year, three Directors elected the second year, and two Directors elected the following year.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Directors shall be held without other notice than these By-laws, immediately after, and at the same place as the annual meeting of members. The Board of Directors may provide by resolution the time and place, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any

two Directors. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Directors shall be given at least two weeks previous thereto by written notice to each Director 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 paid. If notice be given by telegram, such notice shall be deemed delivered when the telegram is delivered to the telegraph company. Notice of any special meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need 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 Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws, or Articles of Incorporation. Directors cannot vote by proxy.

SECTION 8. ACTION WITHOUT MEETING. Any action required to be taken at a meeting of the Directors of the corporation, or any other action which may be taken at a meeting of the Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Directors entitled to vote with respect to the subject matter thereof or by electronic means and later approved for the record at the next meeting of the Directors of the Corporation.

SECTION 9. ATTENDANCE BY TELEPHONE. Directors may participate in any meeting through the use of a conference telephone or similar electronic video communications equipment by means of which all persons participating in the meeting can hear and/or see each other, and such participation in the meeting shall constitute presence in person at the meeting.

SECTION 10. VACANCIES. Any vacancy occurring in the Board of Directors or any directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors unless the Articles of Incorporation, a statute, or these By-laws provide that a vacancy or directorship so created shall be filled in some other manner, in which case such provision shall control. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 11. COMPENSATION. Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for each regular or special meeting of the Board, provided that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation therefore.

ARTICLE V Officers

SECTION 1. OFFICERS. The Officers of the corporation shall be a President, one or more Vice Presidents (the number thereof determined by the board of directors), a Treasurer, a Secretary, and such Assistant Treasurers, Assistant Secretaries or other Officers as may be elected by the Board of Directors. Officers whose authority and duties are not prescribed in these By-laws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The Officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled, or new offices shall be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have

been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided. Election of an Officer shall not of itself create contract rights.

SECTION 3. REMOVAL. Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4. PRESIDENT. The President shall be the principal Executive Officer of the corporation. Subject to the direction and control of the Board of Directors, he shall be in charge of the business and affairs of the corporation: he shall see that the resolutions and directives of the Board of Directors are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. He shall preside at all meetings of the members and the Board of Directors. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, he may execute for the corporation any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, any Assistant Secretary, or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He may vote all securities which the corporation is entitled to vote except as and to the extent such authority shall be vested in a different Officer or agent of the corporation by the Board of Directors.

SECTION 5. VICE PRESIDENT. The Vice Presidents shall assist the President in the discharge of his duties as the President may direct and shall perform such other duties as from time to time may be assigned to him by the President or in the event of his inability or refusal to act, the Vice President of Operations 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. Except in those instances in which the authority to execute is expressly delegated to another Officer or agent of the corporation or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the Vice Presidents may execute for the corporation any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and may accomplish such execution either under or without the seal of the corporation and either individually or with the Secretary, any Assistant Secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 6. TREASURER. The Treasurer shall be the principal accounting and financial Officer of the corporation. He shall: (a) have charge of and be responsible for the maintenance of adequate books of account for the corporation; (b) have charge and custody of all funds and securities of the corporation, and be responsible therefore, and for the receipt and disbursement thereof; and (c) perform all the duties incident to the office of Treasurer and such other duties from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors determine.

SECTION 7. SECRETARY. The Secretary shall record 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; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and 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 Directors.

SECTION 8. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. The Assistant Treasurers and Assistant Secretaries shall perform such duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board of Directors. The Assistant Treasurers shall be the President, VP of Operations and Secretary, and shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine.

ARTICLE VI
Committees

SECTION 1. COMMITTEES OF DIRECTORS. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed upon it or him by law.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Directors in the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the Society shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. TERMS OF OFFICE. Each member of the committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall sooner be terminated, or unless such member 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.

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 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 7. RULES. Each committee may adopt rules for its own government not inconsistent with these By-laws or with rules adopted by the Board of Directors.

ARTICLE VII

Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Directors may authorize any Officer or Officers, agent or agents of the corporation, in addition to the Officers so authorized by these 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 other 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 shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

SECTION 3. DEPOSITS. 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.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII

Certificates of Membership

SECTION 1. CERTIFICATES OF MEMBERSHIP. No membership certificates of the corporation shall be required. 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. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board of Directors may determine. The certificate shall be in the form of a membership card issued to each member elected to membership.

SECTION 2. ISSUANCE OF CERTIFICATES. 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 shall be issued in his name and delivered to him by the secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE IX
Books and Records

SECTION 1. BOOKS AND RECORDS. 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 committees having any of the authority of 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 his agent or attorney for any purpose at any reasonable time.

ARTICLE X
Fiscal Year

SECTION 1. FISCAL YEAR. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors. The initial fiscal year shall be September 1 to August 31.

ARTICLE XI
Dues

SECTION 1. ANNUAL DUES. The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class. The dues for regular members shall be \$40.00 per year.

SECTION 2. PAYMENT OF DUES. The Board of Directors shall determine when dues shall be payable.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues after sixty days from the beginning of the period for which such dues became payable, his membership may thereupon be terminated in the manner provided in Article II of these By-laws. Membership shall be for a one-year period. Suspension of publication mailing begins 30 days after dues renewal date (January 1, April 1, July 1 or October 1) if payment is not received.

ARTICLE XII
Seal

SECTION 1. SEAL. The corporate seal shall have inscribed thereon the name of the corporation and the words "Corporate Seal, Illinois".

ARTICLE XIII
Waiver of Notice

SECTION 1. WAIVER OF NOTICE. Whenever any notice is required to be given under the provisions of the General Not For Profit Corporation Act of Illinois 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 XIV
Amendments

SECTION 1. AMENDMENTS. The power to alter, amend, or repeal the By-laws or adopt new By-laws shall be vested in the Board of Directors unless otherwise provided in the Articles of Incorporation or the By-laws. Such action may be taken at a regular or special meeting for which written notice of the purpose shall be given. The By-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XV
Restriction on Income and Assets

SECTION 1. RESTRICTION ON INCOME AND ASSETS. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 5 of the Articles of Incorporation of the organization. No substantial part of the activities of the corporation shall be the carrying on of propaganda

or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision for these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XVI
Dissolution

SECTION 1. DISSOLUTION. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII
Indemnification

SECTION 1. INDEMNIFICATION. The Board of Directors of the corporation shall have the power to indemnify a Director, Officer, employee, or agent in relation to any liability asserted against that individual for actions taken for and on behalf of the corporation, as determined by the Board of Directors.

Additional copies of these By-laws may be had at no charge by sending a stamped, self-addressed envelope to:

Burlington Route Historical Society
P.O. Box 456
La Grange, Illinois 60525