

**AMENDED BYLAWS OF  
THE**



**RAILROAD MUSEUM OF  
LONG ISLAND**

**ADOPTED 2/10/2009  
AMENDED 1/10/2012  
AMENDED 10/11/2016  
AMENDED 6/11/2019**

## **Article I – Name**

The name of the organization shall be the Railroad Museum of Long Island, hereinafter referred to as RMLI.

The principal locations of the organization shall be at 440 – 4<sup>th</sup> Street, Greenport, County of Suffolk, State of New York and at 416 Griffing Avenue, Riverhead, County of Suffolk, State of New York. RMLI may also have offices at such other places as determined by the board of trustees, hereinafter referred to as the BOT.

## **Article II – Purpose**

The Railroad Museum of Long Island is dedicated to the restoration, preservation and interpretation of the history and artifacts pertaining to the railroads which participated in the growth of Long Island, its communities and industries for the entertainment, edification and good of present and future generations.

## **Article III – Members**

### **Section 1. Membership Eligibility**

Any person interested in the purpose of RMLI shall be eligible for membership.

### **Section 2. Classes of Members**

- A. Regular Members.** Regular members pay dues, can attend meetings, can vote, have a membership card, receive the museum newsletter, are entitled to a discount on gift shop purchases and can participate as a volunteer in RMLI activities.
- B. Senior Members.** Senior members (age 62 and older) pay dues and have the same benefits as regular members.
- C. Junior Members.** Junior members (under age 18) pay dues and have the same benefits as regular members except they have no voting privileges.
- D. Corporate Members.** Corporate members pay dues and have the same benefits as regular members. Corporate members have one vote per membership.

- E. **HONORARY MEMBERS.** The Board of Trustees may award Honorary Membership to those persons it deems worthy of the honor for contributions to RMLI. Honorary Members shall have the same benefits as regular members except they shall have no voting privileges.
- F. **RESTRICTED MEMBERS:** The Board of Trustees may from time to time designate certain persons as Restricted Members. Restricted Members shall have the same benefits as regular members except they shall have no voting privileges and not receive membership cards.

### **Section 3. Application for Membership**

A person or corporation applying for membership shall complete a RMLI application and forward it, with the appropriate dues, to RMLI.

The accompanying dues shall be credited to the membership year in which the application is accepted and a membership card will be issued upon acceptance. These dues shall be refunded to a person or corporation whose application for membership is denied.

### **Section 4. General Responsibilities and Rights**

- A. Members shall promote the museum and conduct themselves in an honorable way.
- B. Members shall be encouraged to be active in museum activities, work groups, committees and functions.
- C. Members shall be entitled to one vote at meetings. There shall be no voting by proxy. Members not in good standing are not entitled to vote.
- D. Members shall refrain from making ethnic, religious, gender, sexual or obscene remarks when on museum premises or attending museum functions.
- E. The possession of alcohol, tobacco, firearms or illegal substances is prohibited on museum premises and at museum functions. The possession of firearms is limited to law enforcement officers approved by the BOT.

- F. All items purchased by museum funds become the property of the museum. No person shall borrow museum property or use museum funds for personal use.
- G. RMLI is not responsible for the security, damage or theft of member's property left on museum premises.
- H. Members who violate RMLI bylaws, rules or policies shall be subject to disciplinary action including termination of membership.

#### **Section 5. Dues**

Dues shall be established by the BOT and are due annually. Membership is contingent upon dues being paid when due. Reinstatement of membership will be effective on the date of the dues paid. Pro-rata of the amount due is not permitted.

#### **Section 6. Complaints**

- A. All complaints shall be filed with the vice president. The vice president shall investigate the complaint and resolve it if possible. If the vice president cannot resolve the complaint he shall refer the results of the investigation to the BOT.
- B. The BOT may take such action that it deems necessary to resolve the problem to enforce museum rules. The BOT is authorized to protect the museum; if necessary to the extent of the termination of membership, legal action, or both.

## **Article IV – Officers and Trustees**

### **Section 1. Officers**

The elected officers of RMLI shall be a president, vice president, secretary and treasurer.

### **Section 2. Duties of Officers**

- A.** The president shall be the chief officer and shall preside at all meetings of the museum and board of trustees. The president shall have all powers usually vested in a president, appoint and rescind all committees, subject to the BOT approval, and shall vote only in the case of a tie.
- B.** The vice president shall assume the duties of the president in the absence of the president and shall serve as assistant to the president for the good of the museum. The vice president will also handle all complaints as set forth in Article III, Section 6.
- C.** The secretary shall be responsible for sending out museum information. He shall keep the minutes of the museum's meetings and shall send out correspondence as directed by the president and/or BOT.
- D.** The treasurer shall maintain the museum's financial records, receive and deposit all money, and pay all bills. The treasurer shall give a financial report at the regular BOT meetings and the membership meetings and as additionally requested by the BOT.

### **Section 3. Election of Officers**

- A.** The officers shall be elected by vote at an annual Fall membership meeting. They shall take office on January 1<sup>st</sup> of the following calendar year. Elected officers shall serve a term of one calendar year or until their successors are elected or appointed. Elected officers may succeed themselves.

- B.** The president, with the approval of the board of trustees, shall fill a vacancy of any officer caused by any reason. Officers elected to fill a vacancy caused by resignation, death or removal shall hold office for the unexpired term of their predecessor. The vice president shall assume the unexpired term of president in the event that office becomes vacant.
- C.** The president shall appoint a nominating committee at least sixty (60) days prior to the date of the election. The nominating committee shall present its recommendation for the slate of officers at the following BOT meeting. Additional nominations shall be taken from the floor on the date of the annual election meeting, all provided that the member has notified the Secretary at least thirty (30) days in advance of the office/position being sought. The Secretary must e-mail the membership of such contest.

#### **Section 4. Election of Trustees**

- A.** Trustees shall be elected by a majority vote of the membership present and shall assume office upon election. Elected trustees shall serve a term of five years or until their successors are elected or appointed. Elected trustees may succeed themselves.
- B.** The president, with the approval of the board of trustees, shall fill a vacancy of any trustee caused by any reason. Trustees elected to fill a vacancy caused by resignation, death or removal shall hold office for the unexpired term of their predecessor.

## **Section 5. Removal and Resignation**

Any member of the BOT may be removed, with or without cause, by a two-thirds majority vote of the BOT members in office. Such person may request a hearing before the BOT before being removed. Any member of the BOT may resign at any time by giving notice to the BOT. Such resignation shall take effect upon receipt thereof by the BOT. Should any BOT member be absent from four (4) Trustee meetings in a twelve (12) month period, the BOT will be required to vote to continue or discontinue that person as a trustee.

## **Article V - Board of Trustees**

### **Section 1. Composition**

The board of trustees shall be the elected officers of the Museum and seven (7) trustees who shall Regular or Senior members in good standing prior to and during their term in office. The number of officers or trustees may be increased or decreased by a two-thirds majority vote of the entire BOT. No decrease shall shorten the term of any incumbent officer or trustee. BOT members shall receive no compensation.

### **Section 2. Qualifications**

- A.** A Trustee may not be an elected officer or board member, (trustee, director or similar position), of a railroad related historical, preservation or modeling society/club.
- B.** The Board of Trustees reserves the right to waive qualification **Section 2. A.** if, in the interest of the Museum, the Board members unanimously so resolve.
- C.** **“Grandfathering:”** any Trustee of the RMLI seated on June 11, 2019, serving in a leadership position in another railroad related historical, preservation or modeling society/club, is exempt from **Section 2. A.** until such time that they lose their leadership position in either organization.

### **Section 3. Responsibilities**

The BOT shall be responsible for the management and administration of RMLI in all respects and for all purposes. The BOT shall have the power to conduct the business of the museum except that which is retained by the membership as provided by these bylaws. No one can obligate the museum or spend the museum's funds without the consent of the BOT.

## **Article VI – Meetings**

### **Section 1. Board of Trustees Meetings**

Monthly meetings shall be held on a date and time determined by the BOT.

### **Section 2. Membership Meetings**

Membership meetings shall be held at least twice a year on dates determined by the BOT.

### **Section 3. Special Meetings**

Special meetings of the membership may be called by the BOT as deemed necessary provided a minimum of 30 days notice is given to the members.

### **Section 4. Quorum**

- A. Board of Trustees Meetings.** A quorum shall consist of a majority of officers and trustees then in office for the transaction of the museum's business. Each officer/trustee present shall have one vote. There is/shall be no voting by proxy.
- B. Membership Meetings and Special Meetings.** A quorum shall consist of those members in good standing in attendance at the meeting. A majority of those voting is all that is required to amend, delete, or enact rules, policies or motions.



## **Article VII – Committees**

### **Section 1. Special Committees**

The BOT as necessary may create special committees.

### **Section 2. Appointments**

The president shall appoint the chairperson and members of committees with the approval of the board of trustees.

## **Article VIII - Indemnification**

To the full extent authorized under the laws of the State of New York, the corporation shall indemnify any director, trustee, officer, employee, agent, or former member, director, trustee, officer, employee, agent, of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation (each of the foregoing members, directors, trustees, officers, employees, agents and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee in made a party by reason of being or having been such member, director, trustee, officer, employee, or agent, except in matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of BOT, or otherwise.

Expenses (including reasonable attorneys' fees) incurred in defending a civil a civil or criminal action, suit, or proceeding if authorized by the BOT, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, trustee, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such whether or not the corporation would have the power or obligation to indemnify such person against such liability under the Article.

## **Article IX – Fiscal Year**

The fiscal year shall begin the first day of each calendar year.

## **Article X – Amendments**

### **Section 1. Amendments**

These bylaws may be amended by a two-thirds majority vote of BOT members in office at a special meeting called for this purpose, provided that written notice of the proposed amendment shall have been given to the BOT members at least thirty (30) days prior to the meeting.

### **Section 2. Effective date of Amendments**

Amendments to these bylaws shall take effect at the adjournment of the meeting at which they are adopted unless otherwise provided.

**NOTES:**