

BY-LAWS OF THE DENVER RAIL HERITAGE SOCIETY, INC.

ARTICLE I- NAME

The name of this non-profit corporation shall be the Denver Rail Heritage Society, Inc. (hereinafter referred to in these by-laws as the “Corporation”), d.b.a. the Platte Valley Trolley, d.b.a the Denver Tramway Heritage Society.

ARTICLE II- PURPOSE

The Corporation is organized and shall be operated exclusively for the charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The specific purposes and objectives of the corporation shall include but not be limited to the ownership, preservation, restoration and operation of streetcars and streetcar-related buildings and equipment in particular and public ground transportation in general in the Denver metropolitan area with emphasis on the Denver Tramway Company and predecessor companies for the education and enjoyment of the general public. The Denver Rail Heritage Society was formed to preserve the history of railroads and streetcars in the Denver area so that future generations will understand the role that each of these modes of transportation has played in shaping Denver’s growth and development.

Statement of Non-Discrimination:

The Denver Rail Heritage Society does not discriminate against any person or organization based on age, race, sex, color, creed, religion, national origin, sexual orientation, transgender status, gender identity, gender expression, ancestry, marital status, gender, veteran status, military status, political service, affiliation or disability.

ARTICLE III- MEMBERSHIP

Section 1-Membership

Membership in the Corporation shall consist of one class. Membership in the Corporation shall be open to all persons upon payment of annual dues. Such dues shall be fixed by the Board of Directors, which may also provide rules for the dropping of Members from the roll for failure to pay dues promptly or for cause.

Section 2- Categories of Membership

The Membership dues for respective levels shall be as determined by the Board of Directors; the amount of the annual dues shall be as published on the organization’s web page along with a Membership application for Member applicants and renewing Members to download and submit as directed.

All Members shall be voting Members and be equal and entitled to one vote in any matter requiring a vote of the Membership.

Section 3- Evidence of Membership

As evidence of membership in the Corporation, from time to time, the Corporation may issue to the Members, cards or such other identification of Membership as deemed appropriate by the Directors, under such policies and procedures as the Board of Directors may adopt.

Section 4- Annual Meeting of the Membership

The Membership of the Corporation shall meet at least once each calendar year. One of these meetings shall be the Annual Meeting to be held within the Denver Metropolitan Area during the month of November or at the call of and at a time and place determined by the Board of Directors, at which time the election of Members of the Board of Directors shall be held. Not less than five (5) days prior to the Annual Meeting, the Secretary of the Corporation shall certify the total number of Members comprising the Corporation for the purpose of determining a quorum of the Membership at the Annual Meeting (see Section 6 below). A ~~written~~ report covering the activities of the corporation and a financial report of the Corporation during the preceding accounting year shall be presented at this meeting.

Notice of the Annual Meeting together with the nominees and other candidates seeking election as Directors on a list or announcement prepared by the Nominating Committee and to be voted upon at the Annual Meeting, shall be sent to all of the Members in writing by U.S. Mail or email no more than thirty (30) days nor less than fifteen (15) days prior to the Annual Meeting.

Section 5- Special Meeting of Membership

Special meetings of the Membership, for any purpose or purposes, may be called by the Board of Directors or by the Chair at any time and are required to be called upon the written request of no less than ten (10) percent of the Membership. Upon such a call the Board of Directors shall fix the time and place for the meeting. If the Board fails to fix the time and place, or cannot agree upon the time and place of the meeting, the same shall be fixed by the Chair. Notice of special meetings shall be sent to the Membership by U.S. Mail or by email at least fifteen (15) days prior to such meeting.

Section 6- Quorum and Voting Rules at Meetings of the Membership

Ten percent (10%) of the total Membership determined under Section 4 above, represented either in person or by written proxy shall constitute a quorum for the transaction of business at a meeting of the Membership. As may be determined under Section 2 above, each Member in any category of Membership shall be entitled to cast one vote on each matter submitted to a vote of the Members. A Member may vote in person or by written proxy addressed to the Secretary, and received no later than 24 hours prior to the meeting, and, a quorum being present, all matters brought to a vote shall be decided by the vote of a simple majority of the members voting except when adding to, altering, amending or repealing the by-laws of the Corporation in Article X below. Nominees for the Board of Directors shall be voted upon individually from the list submitted by the Nominating Committee and

not by slate. The vote on nominees shall be by written secret ballot. Proxy votes will be counted at this time.

ARTICLE IV- BOARD OF DIRECTORS

Section 1- General Powers of Board of Directors

The property, funds, business and affairs of the Corporation shall be controlled by the Board of Directors to the benefit and welfare of the Corporation. The Board of Directors is empowered to enter into contracts, agreements and memberships with private, governmental, quasi-governmental, and not-for-profit entities.

Section 2- Number of Directors

The Board of Directors will consist of not less than nine (9) or more than 21 Directors. If the number falls below nine (9), the business of the Board may continue, with every effort being made to raise the number to nine (9) or more. Such actions as may be adopted by that Board are deemed to be in full force and effect.

Section 3- Technical Advisors

Any number of Technical Advisors may be selected by the Board of Directors at any time and shall hold such positions at the pleasure of the Board, to be reviewed by the Board annually, two months prior to the Annual Meeting. The Technical Advisors may attend meetings of the Board of Directors but shall have no vote, required duties, or incur liabilities of any kind.

Section 4- Term of Office of Directors

The term of office of elected Members of the Board of Directors shall be three years from the date of election **at the Annual Meeting**. Elected Directors may serve more than one term of three years and may succeed him/herself, but may not be on the Nominating Committee if running to succeed self (see Article VI, Section 1, Part a). The Nominating Committee shall attempt to fill vacancies in a timely manner. A Director may resign by complying with Section 7 and the Membership may remove a Director in accordance with Section 8.

Section 5- Election of Directors

The elected Directors may be chosen from among the nominees and candidates proposed by the Nominating Committee or from independent nomination by the vote of a majority of the Members voting at each Annual Meeting. Directors shall be Members of the Corporation. Independent nominations by Members may be made in accordance with Article IV, Section 6 below of these by-laws and shall be included on the ballot offered by the Nominating Committee.

Section 6- Nominations by Members

Nominations for **Director or** any Officer of the Corporation, except the Chair of the Board of Directors, may be made by nomination **directly** from the Board or a petition signed by not less than five (5) Members of the Corporation. Such a petition must be received, accompanied by the written permission of such nominee, by the Nominating Committee addressed to the Chair of the Committee thereof at the mailing address of the organization or such other address as determined by the committee, no less than thirty (30) days in advance of the Annual Meeting or the next Board meeting at which the election is to be held (see Article VI, Section 1, Paragraph a).

Section 7- Resignations of Directors

Any Director may resign at any time by providing written notice to the Chair of the Board of Directors or the Secretary of the Corporation.

Section 8- Removal of Directors

Any Director who accumulates three consecutive unexcused absences from meetings of the Board of Directors may be removed from the Board by Board action. Any Director may also be removed at any time by the affirmative vote of the majority of the entire number of Directors in office at any meeting of the Board, provided, that notice of intention to remove such Director shall have been included in the notice of the meeting, and provided further that the Directors determine that the continued presence of such Director on the Board is detrimental to the purpose of the Corporation. The Membership may submit a petition at the Annual meeting or call for a special meeting to vote on removing a Director or officer, but the petition must be signed by not less than five (5) Members.

Section 9- Vacancies on Board of Directors

The Chair of the Board of Directors may, with the affirmation of a majority of the Board of Directors, appoint Members of the Corporation to fill vacancies on the Board of Directors. Such an appointee shall serve as an Interim Director until confirmed by the full Board. Members filling vacancies will serve for two years plus the fraction of a third year necessary to extend their term to the third annual meeting after their appointment.

Section 10- Meetings of Board of Directors

Regular meetings of the Board of Directors shall be held at least every two months. Notice of the time and place of all meetings of the Board shall be given to all Members of the Board in accordance with rules formulated by the Board. Special meetings of the Board of Directors may be called by the Chair of the Board of Directors or at the written request of three (3) Members of the Board.

Section 11- Quorum and Voting at Meetings of the Board

At all **Board of** Directors meetings, one-third of the total voting Membership of the Board shall constitute a quorum for the transaction of business. Each Director present at the time when the vote is

held shall be entitled to one vote and, a quorum being present, all matters brought to a vote shall be decided by an affirmative vote of the majority of the Directors present, and such action shall be the action of the Board of Directors, except as otherwise required by law or in the Articles of Incorporation or in these by-laws. Proxy voting is prohibited under all circumstances. Matters may be brought to a vote by email, in which case the vote must be unanimous in order for motions to be approved.

ARTICLE V- OFFICERS

Section 1- Title and Number

The elected Officers of the Corporation shall be a Secretary and a Treasurer, who shall each be elected by the Members in the manner hereinafter provided. Such other Officers and assistants, with whatever titles, authority and duties as may be deemed necessary, may be selected by the Board of Directors. Any two or more offices may be held by the same person except the offices of Chair of the Board of Directors, Vice Chair of the Board of Directors, Secretary and Treasurer.

Section 2- Nomination, Election and Term of Office for Officers

A list of nominations of Officers by Members may be made in accordance with Article IV, Section 6 of these By-Laws. Elected officers shall be Members in good standing of the Corporation. Each elected Officer shall be elected by a simple majority of the Members of the Corporation at the Annual Meeting of the Membership from a ballot presented by the Nominating Committee. Each Officer shall serve for a term of three years or until the election or appointment and qualification of his/her successor. Elected officers may serve for more than one term and may succeed himself or herself in office.

Section 3- Vacancies Among Officers

Should a vacancy occur among the Elected Officers of the Corporation, the Board of Directors shall appoint a person to fill the vacancy, for the remainder of the term, from among the Members. With over one-half of a term remaining, a special election may be called by the Board of Directors to elect a new Officer or Board Member to complete the term.

Section 4- Powers and Duties of Officers

The powers, authorities and duties of the several Officers are as follows:

Chair of the Board of Directors: The Board of Directors shall elect a Chair, from the Membership of the Board, for a term not to exceed three years. S/he shall, when present, preside at all meetings of the Members and Board of Directors. S/he shall sign, along with the Secretary, or any other proper Officer of the Corporation thereunto specifically authorized by the Board of Directors to do so, the Membership cards, and deeds, notes, deeds of trust, mortgages, bonds, agreements, releases, contracts, financing statements, security agreements, affidavits, undertakings, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board of Directors to some other Officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

Vice Chair of the Board of Directors: The Board of Directors may elect a Vice Chair, from the Membership of the Board, for a term not to exceed three years. S/he shall have such power and authority and shall perform such other duties as may be assigned to him/her by the Chair or the Board of Directors. In case of the absence or disability of the Chair, the duties of that office shall be performed by the Vice Chair, and the taking of any action by any such Vice Chair in place of the Chair shall be conclusive evidence of the absence or disability of the Chair.

Executive Director: The Executive Director shall be the principal administrative officer of the Corporation.

The Board of Directors shall delegate to the Executive Director administrative authority of the Corporation and hold him/her responsible for the effective direction and application of the mission, policies and directives adopted by the Board of Directors. In the absence of specific Board policies, or specific delegation of authority, the Executive Director shall request authority from the Board. In instances where time is of the essence and such request cannot be made, the Executive Director is granted the authority to take any and all action deemed appropriate unless prohibited by statute governing this organization or State and Federal law. The Board of Directors and the Executive Director shall extend each other the fullest cooperation and recognition of responsibility, which evolve upon the Board as a policy making body and upon the Executive Director as the principal administrative officer of the organization.

Assistant Executive Director: The Assistant Executive Director shall have such power and authority and shall perform such other duties as may be assigned to him/her by the Executive Director. In case of the absence or disability of the Executive Director, the Assistant Executive Director shall perform the duties of that office, and the taking of any action by any such Assistant Director in place of the Executive Director shall be conclusive evidence of the absence or disability of the Executive Director.

Secretary: The Secretary shall: work with the Chair of the Board of Directors and the Executive Director to ensure a) the accurate recording and distribution of the minutes of Board of Directors meetings, ensuring that the format and level of detail of the minutes recorded reflects the wishes of the board; b) the updating, maintaining and safe storage of the Society's Minutes Book and other legal documents; c) that the Society's incorporation and charitable registration status is maintained through the annual filing of required reports and information; d) that the Board's Policy Manual contains all Board directives and that such policies are systematically subject to Board review; e) the updating, maintaining, and accuracy of the membership list; and f) the accurate recording and distribution of the minutes of the Society's Annual Meeting.

Treasurer: The Treasurer shall: (a) serve as financial officer of the organization and as Chair of the finance committee, (b) manage, with the finance committee, the Board's review of and action related to the Board's financial responsibilities, (c) work with the Chair of the Board of

Directors and the Executive Director to ensure that appropriate financial reports are made available to the Board on a timely basis, (d) assist the Chair of the Board of Directors or the Executive Director in preparing the annual budget and presenting the budget to the Board for approval, and (e) review the annual audit and answer Board Members' questions about the audit.

Vice Treasurer: The Vice-Treasurer may be appointed by the Board of Directors to assist the Treasurer and assume specific duties as assigned by the Board.

Section 5- Salaries

The elected Officers of the Board of Directors shall serve without compensation except out of pocket expenses incurred to carry out the Board's decision(s) may be reimbursed by resolution of the Board of Directors. Nothing herein shall preclude any Officer from serving the Corporation in any other capacity and receiving compensation. The Executive Director may serve without compensation or be compensated at the discretion of the Board of Directors.

Section 6-Bonds

If the Board of Directors by resolution shall so require, any Officer or agent of the Corporation shall give bond to the Corporation in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

Section 7- Loans to Officers

No loans shall be made by the Corporation to any Officer or Directors of the Corporation.

ARTICLE VI- COMMITTEES

Section 1- Standing Committees

These shall be the committees whose Chairs shall be selected from among the Members of the Board of Directors and which shall be concerned with the operational needs of the Corporation. Members of such committees may be, but need not be, Directors of the Corporation, but shall be Members of the Corporation.

- a. **Nominating Committee.** The Board of Directors shall annually appoint a Nominating Committee. The Nominating Committee shall be composed of five Members: three Members chosen from among the Board of Directors, of which no more than one can be an Officer of the Corporation, and two Members chosen from the Membership of the Corporation at large. The Chair shall designate from among the Members of the Committee a Chair who shall represent this committee to the Board of Directors. It will be the responsibility of the

Nominating Committee to present a ballot composed of a list of its nominations and those nominated by the Members in accordance with Article IV, Section 6 of these by-laws to the Membership for a vote at the Annual Meeting of the Membership. The Nominating Committee shall, by such means as it may from time to time select, solicit (from the Directors, the Members of the Corporation and such other sources as it deems appropriate) suggestions for nominees for Officers to be included in the list to be submitted in advance of the Annual Meeting. The list of the Nominating Committee shall be approved by the Board of Directors and be on file for inspection by any Member at an address as designated by Board of Directors fifteen (15) days in advance of the Annual Meeting at which the election is to be held. In addition, a copy of such list shall, not later than fifteen (15) days in advance of such Annual Meeting, be sent by regular mail or email to each person who has, subsequent to the last Annual Meeting, submitted to the Nominating Committee a written suggestion for a nominee. In the preparation of its list, the Nominating Committee shall be governed by the limitations specified within these by-laws. A vacancy on the Nominating Committee shall require the Board of Directors to fill the vacancy from its Membership or from the general Membership.

- b. **Finance Committee** This Committee shall be responsible for monitoring the organization's overall financial health. Its core duties include overseeing budgeting, safeguarding the organization's assets, reviewing its insurance coverage, reviewing and proposing internal controls and fiscal policies, anticipating financial problems, and ensuring that the Board receives accurate and timely financial reports.

On-going Working Committees

The Chair of each of the following four committees shall sit as a Member of the Board of Directors.

- c. **Revenue Committee** This Committee shall be responsible for working with the Executive Director to plan and implement the organization's fundraising programs, including but not limited to membership development, corporate sponsorship and other fund development opportunities. The Revenue Committee will work with the Education and Communications Committee to develop and implement the organization's marketing plan.
- d. **Operations Committee** This Committee shall be responsible for the creation, implementation, monitoring and enforcement of all rules, regulations, guidelines, and operating procedures related to the operation of the Platte Valley Trolley and related programs and the initial and on-going training of its volunteers.
- e. **Education and Communications Committee** This Committee shall be responsible for promoting and enacting the educational mission of the organization, as well as the coordination of all internal and external communications such as website, newsletter, media events, graphics and printing associated with signage, rolling stock, etc.

- f. **Infrastructure Committee** This committee is responsible for all projects in development, construction and performance stages such as trackage extension, car house, overhead wire, changes to existing property, new operating equipment acquisition or locating storage for existing equipment. In addition, the committee is responsible for managing all mechanical aspects of the equipment operated upon the rails of, or ancillary to, the operation of the Platte Valley Trolley, including trackage, tools and equipment in regard to safety, operability, efficiency, practicality, mechanical aesthetics, and preventive and on-going maintenance.

Section 2- Special Committees

The Executive Director of the Corporation shall appoint such Special Committees as the Board of Directors and the Executive Director deem advisable to aid and consult with the Board or the Executive Director. Members of such committees may be, but need not be, Directors of the Corporation, but shall be Members of the Corporation or Technical Advisors as selected by the Board.

ARTICLE VII- ACCOUNTING YEAR

The fiscal, tax and accounting year of the Corporation shall be the calendar year commencing on January 1st and ending on December 31st of each year.

ARTICLE VIII- AUDIT

The fiscal affairs of the Corporation for each accounting year shall involve an internal annual review by at least two Members of the Board, with the assistance of a qualified accountant if discrepancies are indicated. An outside audit may be called for at any time by the Board of Directors as the situation dictates.

ARTICLE IX- PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of *Robert's Rules of Orders*, may govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws or with special rules which the Corporation may adopt. The Chair of the Board of Directors may appoint a parliamentarian to give advice on the by-laws and on matters of parliamentary procedure.

ARTICLE X- AMENDMENTS

A two-thirds majority of the Membership determined under Article III, Section 4 above, represented either in person or by written proxy, provided that at least ten percent (10%) of that Membership is so represented, shall have the power to add to, alter, amend or repeal the by-laws of the Corporation at the Annual or any regular or special meeting of the Membership provided that notice of the meeting plus the substance of the proposed addition, alteration, amendment or repeal has been communicated

in writing by mail or email thirty (30) days prior to said meeting to each Member of the voting body. As may be determined under Article III, Section 2 above, each Member in any category of Membership shall be entitled to cast one vote. A Member may vote in person or by written proxy addressed to the Secretary, and received no later than 24 hours prior to the meeting. Further, the two-thirds provision may not be reduced except by action of two-thirds of the Membership of the Corporation as provided above.

Article XI - EMPLOYEES

The organization may, as approved by the Board of Directors, retain employees. Such employees shall work under such employment rules and conditions as mandated by local, state, and federal requirements including FLSA, IRS, OSHA, etc. as applicable.

ARTICLE XII- LIMITATIONS

Denver Rail Heritage Society, Inc., is not organized for profit; it shall have no capital stock, and shall not be authorized to issue capital stock. It shall be a general goal and policy of the Board of Directors that no Member of the Corporation shall be entitled to any interest in any property, funds or net earnings of the Corporation which shall vest solely in the Corporation, and shall not inure to the benefit of any Member or individual.

Beyond the limitations incurred through the applicable IRS not-for-profit designation, no substantial part of the activities of the Corporation shall involve attempts to influence legislation not directly related to the Denver Rail Heritage Society, and the Corporation shall not substantially participate in political campaigns on behalf of any candidate for public office. Paid political advertising may be accepted with approval of the Board of Directors.

ARTICLE XIII- DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets will be turned over to an organization which is itself exempt under Section 501 of the Internal Revenue Code, and none of its assets shall be distributed to or inure to the benefit of any private individual.

These by-laws were adopted by the Membership of Denver Rail Heritage Society, Inc. on the 9th day of November 2012, and supersede all previous by-laws of this Corporation.

Denver Rail Heritage Society, Inc.

By: (s) Si Weir, Chair of the Board