

THE METROPOLITAN RAILWAY CLUB OF NEW YORK

Organized May 14, 1921
Incorporated in New York State August 26, 2002

rev 9/11/83

rev 12/2/98

rev 11/7/02

CONSTITUTION

Adopted the 11th Day of September, 1983

ARTICLE I.

INCORPORATION

The Metropolitan Railway Club of New York is an incorporated Not-for-profit Membership Club organized within the State of New York.

ARTICLE II.

OBJECT

The object of the Club shall be the advancement and dissemination, by conference, discussion, and educational programs of knowledge concerning the safety and technological aspects of the construction, operation, and maintenance of railroads and rail transit systems, and such other interesting programs that will promote the business and social relations between railroad and rail transit persons and others of kindred interests.

ARTICLE III

MEMBERSHIP

Section 1.--Any person employed in the construction, operation or maintenance of a railroad or a rail transit system, or actively engaged in the design, construction, or sale of rail and rail transit materials, equipment or supplies and other persons recommended by the Executive Committee, shall be eligible for active membership.

Section 2.--Persons of distinction in the railway and rail transit world and any others whom the Club may wish to honor shall be eligible, when recommended by the Executive Committee, for honorary membership. Honorary members shall not be subject to the payment of dues.

Section 3.--Upon the recommendation of the Executive Committee. Life Membership not subject to the payment of dues and assessments may be conferred upon members who have attained 25 years of membership and are not gainfully employed.

ARTICLE IV

OFFICERS

Section 1.--The officers of the Club shall be a President, a First, and a Second Vice-President, a Secretary and a Treasurer. The officers shall be elected from the membership of the Club by a majority of the members present and voting at the annual meeting. The terms of office of the President and each of the Vice Presidents shall be two years.

All officers shall serve until their successors shall have been elected or appointed and have qualified.

Section 2.--The President and in his or her absence the ranking Vice President, shall be responsible for the general planning of the affairs of the Club and shall chair the meetings of the Executive Committee and all Club meetings.

Section 3.--The President shall appoint, with the approval of the Executive Committee, the respective Chairpersons of the Program and Subjects Committee, the Membership Committee, the Nominating Committee, and such other committees as shall be deemed necessary by the Executive Committee. The President will confer with the Chairpersons of the respective committees with regard to appointments to membership thereon.

The President may call special meetings at such times as he or she may deem expedient, and shall do so upon the written request of at least fifty members.

Section 4.--Vice Presidents in order of seniority shall assume the duties of President in his or her absence or other inability to do so.

Section 5.--The Secretary shall maintain the membership roles of the Club and shall originate and maintain such correspondence as is necessary to promote the goals of the Club. In addition to these duties, the Secretary shall be authorized to sign checks for approved bills in the event either the Chairperson of the Finance Committee or the Treasurer is not available or is unable to do so.

Section 6.--The Treasurer shall be custodian of all funds of the Club and shall sign all checks for bills which have been properly approved. No bill shall be paid by him for the Club until it has been certified by the Chairperson or Acting Chairperson of the Finance Committee or by the Secretary in his or her absence. The Treasurer shall before the date of the first regular meeting of the new year, present an annual financial statement to the President. Said statement shall be audited by a committee selected by the incoming President and approved by the Executive committee.

ARTICLE V.

EXECUTIVE COMMITTEE

Section 1.--General supervision over the interests and affairs of the Club shall be exercised by the Executive Committee. The Executive Committee shall consist of the Officers of the Club, the Members at Large, all duly elected Past Presidents, and the Chairpersons of the standing committees.

Section 2.--The Executive Committee shall establish the Club's policies and shall have general supervision over all expenditures. Neither the Committee nor any officer, appointee, or Club member shall have the power to make the Club liable for any debt to an amount beyond which, at the time of contracting the debt, shall be on hand in the treasury and not subject to prior liabilities. No part of the assets of the Club shall inure to the benefit of individual members. nor be used to influence legislation, nor for any other activity of a political nature. In the event of dissolution of the Club, such net assets as shall remain shall accrue to the benefit of such organization or organizations which in the judgment of the Executive Committee will best represent the goals and ideals of the Club.

Section 3.--The Members-at-Large of the Executive Committee shall be distinguished active members of the Club and shall represent a cross-section of the membership. Not less than four nor more than eight Members-at-Large shall be appointed by the outgoing Executive Committee each year and shall serve for the succeeding year. The Members-at-Large shall have full voting rights on the Executive Committee.

Section 4.--Upon advice from the Executive Committee that the incumbent holding any elective position has failed to perform the duties of the position. The Club may remove that person from said office by a two-thirds vote of those present at any regular meeting of the Club, and declare that position vacant.

Section 5.--In the event a vacancy occurs in any elective position it may be filled by the Executive Committee until the next annual meeting, except that vacancies in the order of succession to the Presidency shall be filled by elevating the holders of lower levels of office in the order of their seniority in such office, and only thereafter filling vacancies from the roles of the general membership.

ARTICLE VI

MEETINGS

Section 1.--The regular meetings of this Club shall be held at least three times each year at such time and place as the Executive Committee shall determine.

Section 2.--The annual meeting shall be the last regularly scheduled meeting of the calendar year, and shall be held at such time and place as the Executive Committee shall determine.

Section 3.--At any regular meeting, or special meeting, or at the annual meeting, thirty members shall constitute quorum for the transaction of business.

ARTICLE VII

DUES

The annual dues of members shall be established by the Executive Committee and shall be payable in advance.

ARTICLE VIII

PUBLICATIONS

The Club's publications and/or meeting notices shall contain such information as the Executive Committee shall deem to be in the best interests of the membership. Such publications will be sent to all active members.

ARTICLE IX.

ELECTIONS

Section 1.--A nominating committee of not less than three nor more than six members shall be appointed by the President not later than ninety days prior to the annual meeting. It shall be the duty of this committee to send to the Secretary, on or before November 1st, the names of consenting nominees for the elective positions next falling vacant under the Constitution.

Section 2.--In addition to the regularly appointed Nominating Committee any other twenty or more members may constitute themselves as an Independent nominating committee, and may present to the Secretary on or before the date of the last regular meeting before the Annual meeting names of the candidates whom they nominate, together with their consents to serve.

Section 3--Enclosed with the mailing of the announcement of the annual meeting, the Secretary shall include the names and the respective positions of the candidates proposed for elective office by the Nominating Committee and by any and all independent nominating committees. Each slate of nominees shall be printed under a list of the members of the committee which has nominated them. A member may vote by making a cross with a pen or pencil

before the name of each candidate for whom he wishes to vote. Ballots containing more names so marked than there are positions to be filled are defective and will be rejected. These ballots must be enclosed in a sealed envelop bearing the signature of the voting member on its exterior and must be mailed or otherwise transmitted so as to be in the hands of the Secretary not later than Noon of the day of the annual meeting.

Section 4.--The Secretary will attest to the competency and signatures of all voters, and will deliver the envelopes unopened to three Tellers of election who shall have been appointed by the President at the meeting first preceding the annual meeting. It shall be the duty of the Tellers of election to canvass the ballots and announce to the presiding officer the results of the vote.

Section 5.--The presiding officer shall announce the result of the election and declare the election of the candidates who have received the largest number of votes. In case of a tie vote for any position the presiding officer shall cast the deciding vote.

Section 6.--OR in the event that no independent nominations are made and only one ticket is in the field it shall be lawful for the procedure provided in Sections 1 through 5 above to be disregarded. At the annual meeting this will be announced by the presiding officer and no objections being made a motion will be solicited that the Secretary cast one ballot for the election of the nominees named by the regularly appointed Nominating Committee.

ARTICLE X

DISSOLUTION

Upon dissolution of the Club for any reason, all assets of the Club will be donated to a recognized Railroad Charity.

ARTICLE XI

AMENDMENTS

The Constitution may be amended at any regular meeting by a vote of two-thirds of the members present and voting, each amendment having been distributed in writing to the membership at least thirty days in advance of such regular meeting.