



League of Railway Women (LRW) BYLAWS

Established 1997

Updated July 2022



ARTICLE I
NAME, OFFICES, and REGISTERED AGENT

LEAGUE OF RAILWAY WOMEN (LRW).
8441 Wayzata Blvd, Suite 270
Golden Valley, MN 55426

The Registered Office and Agent: Corporation Service Company
1900 W. Littleton Boulevard, Littleton, CO 80120, United States

ARTICLE II
MISSION AND PURPOSE

Section 1. Mission

LRW is committed to improving the railroad industry by connecting and cultivating women in rail.

Section 2. Purpose

The business and purpose of this professional association is to connect and cultivate women in rail, thereby promoting diversity and improving the business results of the railroad industry. LRW will advance the representation, recognition, and opportunities for women in the railroad industry by providing networking opportunities, sponsoring industry educational activities, and supporting mentoring partnerships.

ARTICLE III
MEMBERSHIP

Section 1. Eligibility. Any individual affiliated with, or a company that operates as, an organization such as but not limited to: a railroad company; supplier or customer of a railroad company; private rail car company; transit authority; federal, state or local government; railroad or industry trade association; or consultant to such organization; that supports the mission and purpose of the LRW, shall be eligible for membership.

- Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, gender, marital status, sexual orientation, national origin, religion, or physical or mental disability.
- Members shall be governed by and abide by the LRW bylaws, policies, procedures, and code of conduct.

Section 2. Membership Categories. The membership categories shall consist of Individual, Corporate, Charter and Honorary members.

Section 3. Individual Membership. Any individual is eligible for an Individual membership if he or she supports the mission and purpose of the LRW.



Section 4. Corporate Membership. Any business promoting the mission and purpose of the LRW may apply for a Corporate Membership. Each Corporate Member is granted a certain number of Individual memberships based on the Corporate Membership Level.

Section 5. Charter Membership. Members who were one of the original thirteen (13) individuals who formed this organization. Charter members shall have all the privileges of membership. If the Charter member resigns from the League, she forfeits Charter Membership status.

Section 6. Honorary Membership. Honorary membership shall automatically be conferred upon all Past Presidents, Charter Members and any Board Member that has served at least three (3) consecutive terms (a total of six (6) years) on the Board.

Section 7. Voting Rights. Only Individual and Honorary members in good standing may vote and serve on the Board of Directors. A member is in good standing if he or she has paid dues in accordance with Article IX of these bylaws. The date of eligibility to vote in any LRW matter is 30 days prior to the voting deadline.

Section 8. Membership Termination. Membership shall terminate upon the member's resignation, failure to pay dues, or expulsion by the Board of Directors for just cause.

Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month. A delinquent member may be reinstated by payment in full of all unpaid dues for LRW. Upon termination of membership in LRW, the member shall forfeit all rights and privileges of LRW membership.

A member may be terminated for just cause by a majority vote of the Board of Directors.

- 15 days' notice will be provided to the member in question before the vote.
- The member in question will be given an opportunity to present any evidence in his or her defense up to five days prior to the vote.

ARTICLE IV **GOVERNANCE**

Section 1. Board of Directors. The Board of Directors shall consist of not less than 11 or more than 15 Directors at Large. All board members must be at least 18 years old and must be members in good standing.

Section 2. Executive Committee Membership. The Executive Committee shall consist of the Officers, including President, Vice President, Secretary, Treasurer, Parliamentarian, and Immediate Past President.



Section 3. Terms of Office. The term of office for each member of the Board of Directors is staggered two years. Directors may serve no more than three consecutive full two year terms, except in the case of special appointment of the Board to fill a vacancy. The position of Immediate Past President does not count towards the six year maximum service on the Board.

Section 4. Nomination of Directors. No earlier than May 1st or later than June 30th of each year the President shall appoint a Nominating Committee. It is suggested the Nominating Committee consist of the current Vice President, the Parliamentarian, two to three of the most recent Past Presidents who are willing to service and two to four Members-at-Large who are not currently serving on the Board. In the event Past Presidents are not available, the President shall appoint the personnel of this Committee. The Parliamentarian shall serve as the Chair of the Nominating Committee.

The Nominating Committee is responsible for selecting the slate of Directors at Large, and will consider the following when selecting the slate of candidates:

- Nominee Experience
- Member Company representation: Companies can have no more than one (1) representative on the Board at any given time
- Length of time as a member Committee Service, especially currently serving as chair

Section 5. Quorum of Board of Directors. At any Board of Directors meeting, a simple majority of the Board of Directors shall constitute a quorum for the transaction of business, and the affirmative vote of the majority members present at the Board of Directors Meeting shall be necessary to carry a motion.

Section 6. Board of Director Meeting Attendance. Individual members of the LRW that are not members of the Board of Directors can attend Board of Directors meeting. However, they are not allowed to vote and cannot be included when determining a quorum. Board Members are permitted to send alternate delegates to report for them at Board of Director meetings. Delegates can be included when determining a quorum but may not vote.

ARTICLE V **MEETINGS**

Section 1. Annual Meeting. The annual meeting shall be held for the transaction of such business as may properly come before the organization. Written notice of such meeting and the proposed agenda shall be sent to each member by the Secretary at least thirty (30) days prior to the scheduled date of the meeting.

Section 2. Special Meetings. Special meetings may be called by the Board of Directors. Notice to the members of the time and place and purpose thereof will be communicated at least ten days prior to such special meeting. Business may be handled provided notice is given in the manner required in the above Section 1 for annual meetings



Section 3. Ballots. Any action that may be taken at any annual or special meeting of members may be taken without a meeting provided that a written ballot is provided to every member entitled to vote on the matter.

ARTICLE VI **ELECTION OF BOARD MEMBERS**

Section 1. Election of Directors. A written slate of nominees, with adequate space for write-in votes, selected by the Nominating Committee, shall be sent to all Members in good standing using electronic means or United States Postal Service, as permitted by law no later than thirty (30) days prior to the annual meeting of the Association. The slate will be affirmed by the members in good standing and present at the annual meeting of the Association.

Section 2. Election of the Officers. The Board of Directors shall appoint the Officers of the Board. Officers shall be elected no later than October following their election of the Board of Directors and shall hold office for two years.

Section 3. Removal of Board Member(s). The Board of Directors may remove any Director from office by a majority vote of the remaining members of the Board for cause as outlined below:

- No longer a member in good standing;
- Failure to meet the board meeting attendance requirements as defined in Article VII, Section 8;
- Found to violate the Code of Ethics of the organization.

Section 3. Vacancies. Any vacancy in the Board of Directors may be filled by a majority vote of the remaining members of the Board. The new Board member will serve until the installation of a successor after the next election.

Section 4. Grandfathering Provision. The staggered two-year election cycle begins in 2022. To transition to staggered two year terms, the 2022 election will include all Director at Large positions with half being elected for a one year term and half for a two year term. In 2023, the positions elected for the one year term will be up for election again for a full two year term.

Section 5. Compensation: Directors shall serve without compensation but may be reimbursed for reasonable expenses incurred on behalf of the Association.

ARTICLE VII **DUTIES OF THE BOARD OF DIRECTORS AND OFFICERS**

Section 1. President. The President shall:



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- Be responsible for the organization's efficient and effective operations.
 - Preside at the meetings of the LRW, at meetings of the Board of Directors, at meetings of the Executive Committee and other related activities.
 - Have the authority to disburse funds, with the approval of the Board of Directors.
 - Facilitate the involvement of the other Board members.
 - Instruct the Officers, and periodically review with them, their duties, and responsibilities.
 - Be responsible for the organization's progress, development, standards, purpose, and responsibilities.
 - Be one of two authorized signers on financial documents and be responsible for approving the budget at the beginning of each fiscal year, in conjunction with the Treasurer.
 - Be responsible for the analysis of the organization's position standing, and progress, definite or potential problems, as well as the establishment of new goals and priorities.
 - Have the authority to create new ad-hoc committees to serve a specific purpose supporting the mission and purpose of LRW.
 - Provide all documents and records pertaining to his/her responsibilities to the next appointed President.
 - Work with the Vice President, Treasurer, and Membership Chair in activities related to acquiring Corporate Partnerships.
 - Work with the Awards Chair and Woman of the Year Advisory Committee Chair on the involvement of the Advisory Committee.

Section 2. Vice President. The Vice President shall:

- Preside at meetings of the LRW, Board of Directors or Executive Committee in the absence of the President.
- Assist the President in his/her duties.
- Keep accurate records of all meetings in the Secretary's absence.
- Work with the President, Treasurer, and Membership Chair in activities related to acquiring Corporate Partnerships.
- Provide all documents and records pertaining to his/her responsibilities to the next appointed Vice President.

Section 3. Immediate Past President. The Immediate Past President shall:

- Assist the current President as needed to ensure consistency between terms.

Section 4. Secretary. The Secretary shall:

- Prepare meeting agendas and keep the minutes of the Board of Directors' meetings, the annual meeting, and any special meeting.
 - The minutes shall be due 10 business days after a meeting.
- Be responsible for all outgoing and incoming correspondence of the organization, including notifying members of meetings 5 business days in advance.
- Notify the voting members of the location, time, and agenda of each annual and/or special meeting.
- Maintain an accurate list of all Board Members and their contact information.



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- Maintain an attendance record of all meetings.
 - Provide all documents and records pertaining to his/her responsibilities to the next appointed Secretary.

Section 5. Treasurer. The Treasurer shall:

- Prepare a budget at the start of the fiscal year in conjunction with the President and present it to the Board of Directors for approval.
- The budget shall be reviewed quarterly to ensure that the organization operates within its means.
- Have the right to make disbursement of LRW funds, with the approval of the President
- Disbursements must be consistent with good business practices and fiscal procedures.
- Records must be kept of all invoices or other bills submitted to LRW for payment.
- Oversee any third-party accounting firms and submit fiduciary reports to the Board of Directors quarterly.
- Be responsible for the inflow and outflow of funds from the LRW banking account.
- All funds for the organization shall be kept in a bank account in the name of LRW.
- The Treasurer and President are the only Board Members authorized to sign checks on behalf of LRW.
- Work with the President, Vice President, and Membership Chair in activities related to acquiring Corporate Partnerships.
- Provide all documents and records pertaining to his/her responsibilities to the next appointed elected Treasurer.

Section 6. Parliamentarian. The Parliamentarian shall:

- Facilitate the parliamentary rules and procedures.
- Oversee the maintenance of the LRW Bylaws.
- Chair the Nominating Committee.

Section 7. Director-at-Large. The Director-at-Large shall:

- Be responsible for supporting the work of the committees and representing the Membership on the Board of Directors.
- Serve on committees as needed.
- Complete special projects as directed by the Board.
- Additional Directors-at-Large can be appointed by the Board of Directors as needed.

Section 8. Board Attendance Requirement

Regular and consistent meeting attendance is critical to the success of the organization. As such all board members are required to personally attend (not a delegate) at least one duly called meeting of the Board once per quarter. Failure to meet the minimum requirement may result in removal from the Board. The Board may consider extenuating circumstances for any exceptions.

ARTICLE VIII
STANDING COMMITTEES AND THEIR DUTIES



Section 1. Standing Committees. The Standing Committees shall be Membership, Public Relations and Outreach, Events, Audit, Nominating, Finance, Scholarship, Awards, Woman of the Year Advisory, and Education. The Board of Directors may create additional committees on an ad hoc basis. All committees, including Ad Hoc, must have a written Charter that is approved by the Board of Directors.

Section 2. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, Parliamentarian and Immediate Past President. The Executive Committee Chairperson shall be the current President. The Executive Committee shall have the authority to act between the Board of Directors meetings and will report any such actions at the next Board meeting.

ARTICLE IX **DUES**

Section 1. Membership dues shall be set by the Board of Directors each year. The dues year begins on the date of joining and runs for one year. Dues must be renewed annually to remain an active member.

Section 2. A member whose annual dues are not paid by within 30 days of the due date shall be considered delinquent and shall be so notified by the Membership Chair. Disposition of delinquent cases, as reported by the Membership Chair, shall be determined by the Board of Directors.

Section 3. Charter members shall pay no dues.

Section 4. Honorary members shall pay no dues.

Section 5. The Woman of the Year's dues are complimentary for the first year following the date of notification of the award.

ARTICLE X **AMENDMENT OF BYLAWS**

These Bylaws may be amended by a resolution of the Board of Directors. Notice shall be provided thirty (30) days prior to the enactment of any amendment to all voting members.

ARTICLE XI **INUREMENT AND CONFLICT OF INTEREST**

No officer, director, appointed committee member or authorized representative of the LRW shall receive any compensation, or other tangible or financial benefit for service on the Board of Directors. However, the Board may authorize payment of actual and reasonable expenses



incurred by an officer, director, committee member or authorized representative regarding approved activities.

The LRW may engage in contracts or transactions with any voting member or corporate partner, provided the following conditions are met:

- The relationship or interest as it relates to the contract or transaction are disclosed to the Board of Directors prior to the commencement of any such contract or transaction.
- The Board of Directors in good faith authorizes the contract or transaction by a majority vote of the members of the Board who do not have an interest in the transaction or contract.
- The contract or transaction is fair to the LRW and complies with the laws and regulations of the applicable jurisdiction at the time the contract or transaction is authorized.