

League of Railway Women

(LRW)

BYLAWS

Established 1997

Updated March 2019

ARTICLE I

NAME, OFFICES, and REGISTERED AGENT

LEAGUE OF RAILWAY WOMEN (LRW).

410 First Street, S.E. Suite 200
Washington, D.C. 20003

The Registered Office and Agent are: 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 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, 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. 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 5. Honorary Membership. Honorary membership shall automatically be conferred upon all Past Presidents, Charter Members and any Board Member that has served at least 5 consecutive terms 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.

Section 4. Corporate Partnership. Any business promoting the mission and purpose of the LRW may apply for a Corporate Partnership. Each Corporate Partner is granted a certain number of Individual memberships based on the Corporate Partnership Program, as managed by the Corporate Partnership Chair.

ARTICLE IV

GOVERNMENT

Section 1. Board of Directors. The Board of Directors shall consist of the President, Vice President, Secretary, Immediate Past President, Treasurer, Parliamentarian, one or more Director(s)-at-Large, and the Scholarship Chair, Public Relations and Outreach Chair, Membership Chair, Awards Chair, Events Chair, and Education Chair. 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 and Immediate Past President.

Section 3. Terms of Office. The term of office for each member of the Board of Directors is two years. There is no term limit for members of the Board of Directors.

Section 4. Election of Directors and Committee Chairs. LRW voting members shall elect Directors and Committee Chairs as described in Article 6 of these Bylaws

Section 5. Appointment of the Executive Committee. The Board of Directors shall appoint the Officers to the Executive Committee. Officers shall be appointed no later than October following their election of the Board of Directors and shall hold office for the duration of their terms or until their successors have been appointed.

Section 6. 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 7. 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 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. Quorum. For the transaction of all business at an annual or special meeting, one third of registered voting members in good standing constitutes a quorum.

Section 4. 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. Nominating Committee. The Nominating Committee, consisting of the Parliamentarian and up to three other Board members, shall be appointed by the Board of Directors.

Section 2. Method of Election.

- Every two years, the Nominating Committee shall present a slate of one or more qualified nominees for each position who have signified their willingness to serve as a Board Member.

- All elections of Board Members shall be determined by a majority of votes cast. In the event all nominees for office are unopposed, the Secretary may be instructed to present a unanimous ballot.
- Discrimination in election and nomination procedures on the basis of race, color, creed, sex, gender, age, marital status, sexual orientation, national origin, religion, and physical or mental disability is prohibited.
- Candidates who are elected shall take office on the first day of October following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.
- The general membership shall be notified of the election results no later than 30 days after the election results are finalized.

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 two-year election cycle begins in 2019. All Board members installed prior to 2019 may maintain their positions until the 2019 election.

ARTICLE VII

DUTIES OF THE BOARD OF DIRECTORS

Section 1. President. The President shall:

- 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.
- 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. Membership Chair. The Membership Chair shall:

- Coordinate membership recruitment; follows up with prospective members; and contacts membership applications for other information as requested.
- Implement a membership application process in a timely manner and provide the details, requirements, and deadline(s) for the process. May offer membership promotions as agreed upon by the Board members.
- Work directly with the President, Vice President, and Treasurer to generate funds for the organization by coordinating membership activities.
- Work with the President, Vice President, and Treasurer in activities related to acquiring Corporate Partnerships.
- Develop a fundraising strategy, materials and shall identify possible corporate partners for LRW.
- Provides new member update and summary to the Board of Directors.
- Manage member information and updates as necessary.
- Create and present a plan for the LRW membership growth to the Board of Directors for approval and support.

Section 9. Scholarship Chair. The Scholarship Chair shall:

- Implement, publicize, and promote a scholarship application process.
- Seek and secure at least two members to serve on the committee.
- Maintain regular communication for publicity and the review process with committee members, executive board and other LRW committees.
- Use the budgetary funding amount provided by the LRW Board, determine the quantity, and dollar amount of awards.
- Create the application process in a timely manner and provide the details, requirements, and deadline(s) for the process in the LRW newsletter or membership correspondence.
- Notify Board of Directors and appropriate committees of the proposed deadline for the application process.
- Send an electronic confirmation receipt to all applicants.
- Forward evaluation forms and copies of all applications to the committee members and advise them of the deadline(s) to review the applicants.
- After the recipient selection(s), notify all applicants of the results and provide similar information to the executive board, committee chairs, and directors.
- Contact the successful recipients and inform them of any specific requirements and/or expectations.

- Once the expectations are met, ensure that a check is mailed to each recipient.
- Create scholarship certificates and acknowledge the successful recipients in LRW newsletter and via correspondence to all LRW membership.

Section 10. PR & Outreach Chair. The Public Relations and Outreach Chair shall:

- Serve as the marketing/information/communications resource for LRW.
- Administer the LRW’s internet website, social media, member newsletter, advertising, and public relation issues in conjunction with the executive board members.
- Coordinate with the Board members the various activities being worked on by the PR & Outreach committee.

Section 11. Awards Chair. The Awards Chair shall:

- Publicize awards offered by the LRW to ensure outstanding entries.
- Actively seek and solicit nominations for awards offered by the LRW.
- Evaluate the nominees for each award and to select winners in each category.
- Plan and carry out the awards ceremony held during the LRW Annual Meeting.
- Review suggestions for new awards, develop criteria and guidelines, and make recommendations to the LRW board.
- Works with the Woman of the Year Advisory Committee.

Section 12. Events Chair. The Events Chair shall:

- Chair the events committee, setting meetings and agendas.
- Ensure that goals and theme for each event support the mission and purpose of LRW.
- Create and ensure compliance with an annual event plan, including a budget.
 - The Chair shall approve all funding plans in advance of any request for disbursements to the Treasurer.
 - The Chair shall consult with the Treasurer when planning the event budget.
- Approve all marketing materials for events.

Section 13. Education Chair. The Education Chair shall:

- Chair the education committee, setting meetings and agendas.
- Ensure that the goals and themes for each educational opportunity support the mission and purpose of LRW

Coordinate with the Board members on the activities being worked on by the education committee

ARTICLE VIII

STANDING COMMITTEES AND THEIR DUTIES

Section 1. Standing Committees. The Standing Committees shall be Executive, 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.

Section 2. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and Immediate Past President. The Executive Committee Chairperson shall be the current President. The Executive Committee shall make recommendations to the Board of Directors and the Membership for decisions between annual meetings.

Section 3. Membership Committee. The Membership Committee shall be chaired by the Membership Chair. All voting members in good standing are eligible to volunteer for the committee. This committee shall maintain a membership list with Individual and Corporate membership names addresses, phone numbers, email addresses, company names, and promote membership in the LRW.

Section 4. Public Relations and Outreach Committee. The Public Relations and Outreach Committee shall be chaired by the Public Relations and Outreach Chair. Any voting member in good standing is eligible to volunteer for the committee. The committee shall publicly promote the LRW and its members. The committee shall create and distribute a periodic newsletter.

Section 5. Events Committee. The Events Committee be chaired by the Events Chair. Any voting member in good standing is eligible to volunteer for the committee. The committee shall be responsible for coordinating all LRW events, including the annual meeting.

Section 6. Audit Committee. The Audit Committee shall consist of three voting members appointed by the President to audit LRW financial records and to submit an audit statement to the voting members within 60 days at the conclusion of the audit.

Section 7. Nominating Committee. The Nominating Committee shall consist of the Parliamentarian and up to three Board members as appointed by the Board of Directors. This committee shall be responsible for the nomination of candidates for election of the Board Members.

Section 8. Finance Committee. The Finance Committee shall consist of up to three voting members as appointed by the Board of Directors, and the Treasurer, who shall serve as chair. The Finance Committee shall oversee the annual budget and make recommendations to the Board of Directors regarding financial matters.

Section 9. Scholarship Committee. The Scholarship Committee shall be chaired by the Scholarship Chair. Any voting member in good standing is eligible to volunteer for the committee. Duties of the Scholarship Committee shall consist of raising funds for scholarships, publishing the application and criteria in a timely manner, gathering the submitted applications, and providing the applications to an independent judge for final award.

Section 10. Awards Committee. The Awards Committee shall be chaired by the Awards Chair. Any voting member is eligible to volunteer for the committee. The Awards Committee shall assist in selecting a Woman of the Year, Outstanding Member of the Year, and any other awards as determined by the Board of Directors.

Section 11. Woman of the Year Advisory Committee. The Woman of the Year Advisory Committee shall consist of previous winners of the Woman of the Year Award appointed by the Board of Directors who are members of LRW in good standing. Committee members are appointed by the Board of Directors for a two-year term. The Committee shall be led by a Chair who is appointed by the Board of Directors for a two-year term. The Committee shall provide feedback to the Awards Chair regarding nominees for the Woman of the Year Award. The Committee Chair shall work with the Awards Chair and the Board of Directors on additional issues as needed.

Section 12. Education Committee. The Education committee shall be chaired by the Education Committee chair. Any voting member in good standing is eligible to volunteer for the committee. Duties

of the Education Committee shall consist of coordinating and providing educational opportunities to members. Opportunities may include activities such as webinars, site visits, and events during the annual or other meetings.

ARTICLE IX

DUES

Section 1. Individual Members shall pay dues at a rate set by the Board of Directors each year. The dues year is January 1 - December 31. Dues must be renewed annually to remain an active member. Dues received from October 1 to December 31 are valid through the following year.

Section 2. A member whose annual dues are not paid by January 31st 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. Corporate Partners shall be granted individual memberships for employees of their organization based on the Corporate Partnership Program, as administered by the Chair. The Corporate Partnership year is January 1 – December 31.

Section 4. Charter members shall pay no dues.

Section 5. Honorary members shall pay no dues.

Section 6. 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 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.