

**League of Railway Industry Women**

**(LRIW)**

**BYLAWS**

**Established 1997**

**Updated  
May 16, 2007  
Accepted  
July 11, 2007**

**July 11, 2007**

**ARTICLE I**

**NAME**

The name of this organization shall be LEAGUE OF RAILWAY INDUSTRY WOMEN (LRIW).

**ARTICLE II**

**PURPOSE**

The primary objective of this non-profit corporation is to create a format within the railway industry that provides women the opportunity to achieve a broader understanding of the railroad business. The League of Railway Industry Women will be dedicated to providing leadership and support for the personal and professional growth of women at every level in railroading and railway-related business for the benefit of themselves and their employers. Each member will be expected to participate and share their knowledge for the growth of the organization and the betterment of the industry as a whole.

**ARTICLE III**

**MEMBERSHIP**

**Section 1. Membership Categories.** The membership shall consist of Regular, Associate, Corporate, Continuing, Charter and Honorary members.

**Section 2. Regular Members.** Applicants are eligible as Regular Members of the League of Railway Industry Women if employed by railroads or in a railway-related industry. Each Regular Member application will be reviewed by the Membership Committee.

**Section 3. Associate Members.** Applicants not employed directly in the railroad industry, but engaged in industries allied to railroading, may be invited to Associate membership by the same procedure for eligibility as that described in Section 6. Each Associate Member application will be reviewed by the Membership Committee.

**Section 4. Corporate Members.** Any railroad related business promoting the goals/objectives of the League of Railway Industry Women may apply for corporate membership. Corporate Members shall have all the privileges of membership except to vote and hold office.

**Section 5. Continuing Members.** Members who are not eligible for honorary membership, who have been members for at least five years or have served as an Officer or Chairman of a Standing Committee, and who lose their eligibility or who are retired from railway industry service may be invited to Continuing Membership by the same procedure for eligibility as that described in Section 6.

Continuing Members shall have all the privileges of membership except to vote and hold office. Each Continuing Member application will be reviewed by the Membership Committee.

**Section 6. Charter Members.** Members who were one of the original thirteen (13) people who formed this organization. Charter members shall have all the privileges of membership. Annual dues shall be waived for active Charter members effective May 2007. If the Charter member resigns from the League, this rule is void.

**Section 7. Honorary Members.** Honorary membership shall automatically be conferred upon all Past Presidents upon retirement or resignation from railway industry.

Honorary Members shall have all the privileges of membership except to vote and hold office.

**Section 8. Voting Rights.** Only current, regular and associate members may vote and serve on the governing board.

## **ARTICLE IV**

### **GOVERNMENT**

**Section 1. Board of Directors.** The Board of Directors shall consist of seven (7) officers, a minimum of three (3) directors-at-large plus one director from each chapter, each officer serving a two (2) year term and each director serving a three (3) year term, with one-third of the directors elected during the email election conducted by the Chairman of the Nominating Committee. The new officers and/or board members will be announced at the annual meeting. The immediate past president will automatically serve as an honorary voting board member and chairman of the board until the next president steps down. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 2. Officers.** Officers shall be elected from the active members by the membership during the email election. They shall be President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, Assistant Secretary, Treasurer, and Parliamentarian/Membership Chair.

**Section 3. Interim Government.** Between annual meetings, the government and management of the LRIW shall be vested in its Board of Directors. The action of the Board of Directors shall be reported at the following annual meeting. Any action taken by the Board of Directors affecting future policy must be ratified by the LRIW before becoming effective. The Board of Directors will present the budget for adoption at the annual meeting.

**Section 4. Vacancies.** Any vacancy in the Board of Directors may be filled by a majority vote of the remaining members of the Board. A candidate will serve until the next annual election and the election will be for the remainder of the unexpired term.

**Section 5. Quorum of Governing Board.** At any meeting a majority of the Board of Directors shall constitute a quorum for the transaction of business, and the affirmative vote of the majority members shall be necessary to carry a motion. Action may also be taken without a meeting, if done by correspondence with all members of the Board of Directors and agreed to by a majority.

## ARTICLE V

### MEETINGS

**Section 1. Annual Meeting.** The annual meeting of the LRIW shall be held for the announcement of officers and for the transaction of such business as may properly come before the meeting. Written notice of such meeting and, so far as known to the Board of Directors, the proposed agenda shall be emailed to each member by an officer at least thirty (30) days prior to the date of the meeting.

An Annual LRIW meeting will be held each year. Date and location will be voted on at the prior annual meeting.

**Section 2. Special Meetings.** Special meetings of the LRIW may be called by the Board of Directors. Notice to the members of the time and place and purpose thereof will be emailed at least five (5) 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.** The majority of the members present must be voting members and these members shall constitute a quorum for the transaction of all business of the LRIW at the annual or special meetings.

## ARTICLE VI

### ELECTION OF OFFICERS

**Section 1. Nominating Committee.** The Nominating Committee, consisting of the chairman and up to two (2) other members, shall be appointed by the Board of Directors at least sixty (60) days prior to the annual meeting.

**Section 2. Method of Election.** Preceding the annual meeting the Nominating Committee shall present a slate of one or more qualified nominees for each office who have signified their willingness to serve. Nominations may also be made via email. All elections of officers shall be held via email prior to the annual meeting and shall be determined by a majority of votes cast. In the event all nominees for office are unopposed, the Secretary may be instructed to cast a unanimous ballot.

**Section 3. Tenure of Office.** The term for all officers of the Board of Directors will be two (2) years. The term for Director-At-Large and Chapter Directors will be three (3) years. Any member of the Board of Directors is eligible for re-election following her original tenure.

## ARTICLE VII

### DUTIES OF OFFICERS

**Section 1. President.** It shall be the duty of the President to preside at the meetings of the LRIW and at meetings of the Board of Directors and the Executive Committee. The President shall also appoint the Chairmen of Standing Committees, except the Annual Meeting Committee, the Membership Committee, the Nominating Committee and the Audit Committee, and perform such other duties as are pertinent to the office. With approval of the Board of Directors, the President may disburse funds of the LRIW. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 2. 1<sup>st</sup> Vice President.** The 1<sup>st</sup> Vice President shall preside at meetings of the LRIW or Board of Directors in the absence of the President. In addition, the 1<sup>st</sup> Vice President shall be co-chairman of the Annual Meeting Committee. The 1<sup>st</sup> Vice President shall automatically move up to the position of President. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 3. 2<sup>nd</sup> Vice President.** The 2<sup>nd</sup> Vice President shall preside at meetings of the LRIW or Board of Directors in the absence of the President and 1<sup>st</sup> Vice President. In addition, the 2<sup>nd</sup> Vice President shall be co-chairman of the Annual Meeting Committee. The 2<sup>nd</sup> Vice President shall automatically move up to the position of 1<sup>st</sup> Vice President. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 4. Secretary.** The Secretary shall notify the members of the time and place, and so far as the Secretary has been notified by the Board of Directors, the objects of each annual or special meeting. The Secretary shall also perform the duties pertinent to the office of Secretary and may utilize the Assistant Secretary in administering these duties. Minutes will be due 5 business days after a meeting or conference call. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 5. Assistant Secretary.** The Assistant Secretary shall assist the Secretary in the performance of the duties of Secretary and shall fill in for the Secretary's absence at LRIW meetings. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section-6. Treasurer.** The Treasurer shall receive and disburse the funds of the LRIW, which funds shall be kept in a bank account in the name of the League of Railway Industry Women. Disbursements by the Treasurer shall be made only after bills have received written or verbal approval of one of the officers in addition to the Treasurer. The Treasurer shall also serve as Chairman of the Finance Committee. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 7. Parliamentarian/Membership Chair.** The Parliamentarian/Membership Chair will keep the parliamentary procedures, rules or debates and assist in the maintenance of the LRIW Bylaws. Also maintain a current roster of the membership, including addresses, phone numbers and emails. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

## ARTICLE VIII

### STANDING COMMITTEES AND THEIR DUTIES

**Section 1. Standing Committees.** The Standing Committees shall be Executive, Membership, Public Relations, Annual Meeting, Audit, Nominating, Finance, Scholarship and Recognition. Unless otherwise specified, each committee shall consist of a chairperson appointed by the Board of Directors and as many committee members as are deemed necessary. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 2. Membership Committee.** The Membership Committee shall consist of the Parliamentarian/Membership Chair and additional committee members appointed by the Board of Directors as specified in Section 1. This committee shall promote membership in the LRIW. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 3. Public Relations Committee.** The Public Relations Committee shall consist of the Public Relations Chairperson, the Webmaster and additional committee members as specified in Section 1. The committee shall promote publicity for the LRIW and its members. In addition, the committee shall promote the better utilization of women in the railway industry and a better understanding and cooperation between the public and the railway industry. The Committee shall create and maintain an electronic newsletter. The Committee shall assist in selecting a Woman of the Year, select Outstanding Member of the Year, and any other awards deemed appropriate. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 4. Annual Meeting Committee.** The Annual Meeting Committee shall consist of the 1<sup>st</sup> Vice President and 2<sup>nd</sup> Vice President, as co-chairmen, and additional committee members as specified in Section 1. This committee shall be responsible for making the arrangements for all aspects of the LRIW Annual Meeting. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 5. Audit Committee.** The Audit Committee shall consist of three (3) members appointed by the Board of Directors to audit LRIW financial records and submit an audit statement to the members at the annual meeting. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 6. Nominating Committee.** The Nominating Committee shall consist of the Chairman and up to two (2) members appointed by the Board of Directors (according to Article VI, Section 1). This committee shall be responsible for the nomination of candidates for election of officers. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 7. Executive Committee.** The Executive Committee shall consist of the elected officers. The Chairperson of the Executive Committee shall be the current President. The Executive Committee shall make recommendations to the Board of Directors and the Membership for decisions between annual meetings. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 8. Finance Committee.** The Finance Committee shall consist of up to two (2) members appointed by the Board of Directors and the Treasurer who shall serve as chair. The Finance Committee will prepare the annual budget and make recommendations to the Board of Directors regarding financial matters. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

**Section 9. Scholarship Committee.** The Scholarship Committee shall consist of a chairperson and up to two (2) members appointed by the Board of Directors. Duties of the Scholarship Committee shall consist of fundraising, publishing application and criteria in a timely manner, gathering applications and essays for judging and passing essays to an independent judge for final award. Specific duties as outlined in the Committee Binder that is kept by each Board Member and Committee Chair.

## **ARTICLE IX**

### **DUES**

**Section 1.** Regular and Associate Members shall pay dues at a rate set by the Board of Directors and/or the Membership each fiscal year. Dues are payable immediately upon receipt of the Membership Chair's email notification.

**Section 2.** A member whose annual dues are not paid within 45 days after issue of the Membership Chair's email notification 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.** When notification of acceptance to membership in the LRIW is sent to new members, dues shall be at a rate set by the Board of Directors and/or the Membership for the fiscal year with special consideration for the following year's dues, which are noted in the annual renewal notice.

**Section 4.** Corporate Membership shall consist of any measurable support given by a corporate member.

**Section 5.** Continuing Members shall pay dues at the rate set by the Board of Directors and/or the Membership each fiscal year.

**Section 6.** Charter Members shall pay no dues.

**Section 6 7.** Honorary Members pay no dues.

**Section 7 8.** The Woman of the Year's dues are complimentary for the first year following the date of notification of the award.

## **ARTICLE X**

## **YEAR-MEMBERSHIP AND FISCAL**

The membership year will be from March 1 to February 28 (29 during leap year); and the fiscal year will be from January 1 to December 31.

## **ARTICLE XI**

### **AMENDMENT OF BY-LAWS**

These By-Laws may be amended at any properly called meeting under Article V of the LRIW by the vote of two-thirds (2/3) of the voting members after thirty (30) days notice thereof given to each member.

## **ARTICLE XII**

### **SUSPENSION OF BY-LAWS**

These By-Laws may be suspended in case of any emergency by the unanimous action of the voting members present at a meeting.

## **ARTICLE XIII**

### **PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised shall govern the LRIW in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or special rules of order.

## **STANDING RULES**

1. All official records are to be turned over promptly to the incoming officers.
2. The Treasurer shall obtain bank signature cards prior to the Annual Meeting and upon execution by appropriate new officers said cards are to be filed with depository.
3. The incumbent Treasurer will continue any necessary duties until the conclusion of the annual Meeting, including receipt of registration fees and disbursement of funds pertaining to the annual meeting. Promptly thereafter all books of record shall be turned over to the incoming Treasurer and the duties of the office assumed by the Treasurer.
4. The LRIW shall endeavor to cover all meeting expense by assessing sufficient registration fees to cover all out-of-pocket costs.

5. Selection and purchase of a gift for the outgoing President are to be the responsibility of the 1<sup>st</sup> Vice President, reimbursement therefore to be made by the Treasurer.
6. The nominating committee shall select a proposed slate of officers as representative as possible of the membership.
7. Each officer, committee chair and chapter director will make an annual report unless otherwise requested by the President at the Annual Meeting.
8. The Public Relations Committee is to send notice of new officers to trade publications, i.e. Railway Age, Progressive Railroading, et cetera.
9. The Treasurer shall bring all current records (ledger, checkbook, invoices, et cetera) to the Annual Meeting. The financial statement will be submitted to the membership for adoption at the Annual Meeting.
10. Bills for expenses incurred by officers or committee members are to be submitted prior to the end of the fiscal year to enable the Treasurer to make payment before closing the books for that year.
11. Annual scholarship(s) shall be awarded to a member and a child or grandchild of a member or corporate member. If no member applies, the scholarship will be awarded to another child.
12. Waivers of liability will be required for all conference attendees.

Revised and accepted: 7/11/07