

BY-LAWS
of the
THE NEW JERSEY MUSEUM OF TRANSPORTATION, INC.
A Not-For-Profit Corporation
P.O. Box 622
Allaire, New Jersey 07727

7/14-5412

Revised January 2, 1996

BY-LAWS
of the
THE NEW JERSEY MUSEUM OF TRANSPORTATION, INC.

ARTICLE I

Name

This organization shall be known as The New Jersey Museum of Transportation, Inc.

ARTICLE II

Membership

1. Any person, institution or organization interested in the historical and educational aspects of transportation and complying with the requirements as set forth in the By-Laws, may become a member.

2. There shall be the following classifications of members:

Charter	Senior Operating
Honorary	Operating
Family	Annual

3. The fourteen Charter members who caused this organization to be incorporated are listed in an appendix to these By-Laws.

Charter membership shall be granted to a trustee upon election to the Board of Trustees.

Charter membership may be granted by the Board of Trustees to a Senior Operating member who has completed seven years of active membership and is recommended by the Membership Committee.

Charter membership may be granted by the Board of Trustees to a Senior Operating member who has retired from active service on a railroad, who has completed two years of active membership, and is recommended by the Membership Committee.

Charter members have the right to vote and work on museum projects but are not required to make an annual membership contribution.

4. Honorary membership may be granted by the Board of Trustees to such persons deemed worthy of such recognition.

Honorary members may not work on museum projects unless permission is secured from the Superintendent in charge of a specific project, do not have the right to vote, and are not required to make an annual membership contribution.

5. Senior Operating membership shall be granted to persons 18 years of age or older who have satisfactorily passed their probation period and who make the Board approved membership contribution each year.

Senior Operating members have the right to vote and work on museum projects.

6. Operating membership shall be granted to persons 14 to 17 years of age who have satisfactorily passed their probation period and who make the Board approved membership contribution each year.

Operating members do not have the right to vote but may work on museum projects.

7. Annual membership shall be granted to any person contributing a Board approved amount of cash or material to the museum each year.

Annual members may not work on museum projects unless permission has been secured from the Superintendent in charge of a specific project and do not have the right to vote.

8. Family membership shall be granted to a family making the Board approved membership contribution each year.

Family members may not work on museum projects and do not have the right to vote.

9. All Senior Operating, Operating, and Annual memberships terminate on December 31st. Delinquent members will be dropped from the membership roll after March 31st of the following year.

10. New Senior Operating, Operating, and Annual memberships received after September 1st will be applied to the following year.

11. Senior Operating and Operating members who contribute at least 75 hours of work in a calendar year on approved museum projects will receive a refund of their membership contribution. This refund will automatically be applied to their next year's membership contribution unless notice is received in writing requesting a monetary refund.

12. New Senior Operating and Operating members are subject to a probationary period, as defined by the Board of Trustees. Should a new Senior Operating or Operating member

fail to satisfactorily complete their probationary period, they automatically become annual members for the remainder of the year.

13. There shall be a Membership Committee elected by and from the Charter, Life, and Senior Operating members whose duty shall be to pass on the qualifications of persons for membership in accordance with these By-Laws.

14. Memberships terminated per Article III of the By-Laws or who resign their memberships will not receive a refund of their dues.

ARTICLE III

Board of Trustees

1. The general management and control of the affairs, funds, property, and general operation of the Corporation shall be vested in the Board of Trustees.

2. There shall be five or more Trustees as may be decided from time to time by the Board of Trustees.

3. Trustees shall be elected by and from the Charter, Life, and Senior Operating members, for three years, with no more than one third of the Board standing for election in any one year, and may succeed themselves. Election of Trustees of the Corporation shall be by mailed ballot, results to be read at the annual meeting of the corporation. A Trustee appointed by the Board to fill an unexpired term or to increase the membership of the Board shall stand for election at the next annual election.

4. The interpretation by the Board of Trustees of the By-Laws, rules, notices, resolutions, and orders shall be binding upon all persons.

5. The Board of Trustees shall have the authority to remove and replace any Officer.

6. The Board of Trustees have the authority to discipline or suspend a member including separation from the membership roll. The Board will conduct a proper investigation after being notified in writing by a trustee or other member of the organization. The Board shall be guided by the current version of the Museum Rule Book for determining proper conduct. The outcome of such a case, approved by a majority vote of the Board, shall be binding on the member and the corporation.

7. In the absence of the General Manager or

Superintendent of Operations, a Trustee has the authority to instruct any member whose actions are considered not in the best interests of the museum to leave the premises immediately and not return until so advised by the Board of Trustees.

ARTICLE IV

Officers and Duties

1. The officers of the Corporation shall consist of a Chairman, a Secretary, and a Treasurer, who shall be elected for one year terms by the Trustees from the members of the Board of Trustees.

2. The Chairman shall preside at all meetings of the Corporation.

The Chairman shall appoint all members of Committees and define their duties as may be necessary to carry on the work of the Corporation.

The Chairman may create new committees and old Committees may be discontinued whenever conditions require such action.

3. The Secretary shall keep minutes of all meetings of the Board of Trustees, and of all business meetings of the Corporation, unless otherwise ordered by the Trustees.

He shall perform other duties as may from time to time be prescribed by the Board of Trustees.

4. The Treasurer shall be the financial officer of the Corporation.

He shall deposit all monies received in such depository as the Trustees shall direct, and any and all such funds so deposited in the name of the Corporation may be withdrawn by check or other order or instrument for the withdrawal of money signed by the Treasurer, and such other Officer or Trustee as the Board of Trustees may designate.

ARTICLE V

Operation

1. The operation of the Corporation shall be by divisions as may be required by methods of transportation or location of the activities. These division shall be designated by the Board of Trustees, and shall each be under the control of a Superintendent and any other Officers as designated and appointed by the Board of Trustees from

Charter, Life, and Senior Operating members.

ARTICLE VI

Meetings

1. There shall be an annual meeting of the Corporation during the first quarter of the new year at such place as shall have been decided upon by the Board of Trustees.

2. Thirty days notice in writing of the annual meeting shall be given to the Charter, Life, and Senior Operating members entitled to vote.

3. The rules contained in "Roberts Rules of Order," revised, shall govern the Corporation in all cases to which they are applicable, and in which they are consistent with the By-Laws or any special rules or orders of the Corporation

ARTICLE VII

Fiscal Year

1. The fiscal year of the Corporation shall run from January 1 to December 31.

ARTICLE VIII

Protection of Corporation

1. Use of the Corporate name and insignia, contracting and bill or other obligations on account of the Corporation, use of its credit, selling and disposing of Corporate property, and purchase of material and supplies is prohibited except under authorization of the Board of Trustees.

ARTICLE IX

Liabilities

1. Each Officer, Trustee, and Committee member of the Corporation shall be indemnified by the Corporation, to the extent of the funds at the time available in the Corporation treasury against reasonable expenses incurred by him in connection with any suit to which he may be made a party by reason of any duly authorized action taken by him in the name and on behalf of the Corporation.

2. Nothing herein shall constitute members of the Corporation as partners for any purpose. No member, Officer, agent, shall be liable for acts or failure to act of any other member, Officer, agent of the Corporation. Nor shall any member, Officer, agent, be liable for his acts or failure

to act under these By-Laws excepting only acts of omissions arising out of willful misfeasance.

ARTICLE X

Amendments

1. The By-Laws may be amended by a majority vote of the Trustees present at any meeting of the Board of Trustees, or by a majority vote of Charter, Life, and Senior Operating members present in person or represented by proxy at any business meeting of the members of the Corporation, the purport of the proposed amendment to be set forth in a notice mailed to each member at least thirty days prior to the date set for the meeting. Such notice may be waived by any Trustee or member entitled thereto by instrument in writing or by presence at the meeting.

APPENDIX

Charter members who caused this organization to be incorporated:

Robert Baumuller	W. Andrew Morrison
Charles Bischoff	William H. Morrison
Alden T. Cottrell	Robert Parr
Fred Deibert	Peter Rasmussen
Theodore F. Gleichmann, Jr.	James Wright
Edgar T. Mead, Jr.	Jay L. Wulfson
Kristopher P. Miller	Joan L. Wulfson