

Bylaws of the New Jersey Museum of Transportation, Inc.

A Not for Profit Corporation
P.O. Box 622
Farmingdale, NJ 07727



Approved February 4, 2011

ARTICLE I

The name by which this organization will be known shall be The NEW JERSEY MUSEUM OF TRANSPORTATION, INC., and hereinafter known as NJMT, Inc. Additionally, the name Pine Creek Railroad is also registered in the name of NJMT, Inc. and is corporate property.

ARTICLE 1A

Purpose

The purpose of this not-for-profit organization shall be to educate the public by constructing, maintaining, and promoting a museum of historical transportation equipment and memorabilia. This endeavor shall be accomplished by gathering hardware, documents, pictures and related materials in an interactive museum setting. Also, the museum shall provide training programs to educate the members and the public in the restoration and maintenance of museum equipment and property.

ARTICLE II

Organization

In order for NJMT, Inc. to operate effectively, it must have a line of authority as well as rules and regulations. It is the NJMT, Inc. Board of Trustees who have full authority over operations of the Museum. The Book of Rules, the NJMT System Safety Program Plan and the NJMT System Security Plan as required by NJAC 16.53 and 49 CFR 659 are hereby adopted as the operating provision of railroad operations.

ARTICLE III

Operations

The operation of the Corporation shall be by divisions as required by the types of transportation equipment in the NJMT, Inc. inventory and/or the location of activities. Each division established by the Board of Trustees shall be under the control of a Chairperson, and any other officers, as designated and appointed by the Board of Trustees from Charter, Life, and Senior Operating members, of the applicable Division. Each division shall be divided into appropriate committees required to carry on the work of the division. The Board of Trustees shall appoint the chairperson of each division and committee. The Board of Trustees establishes such divisions and committees as may be necessary to conduct the business of the Corporation. The Board of Trustees hereby establishes the Pine Creek Railroad Division located at Allaire State Park, Wall, New Jersey and the committees listed in Exhibit A to accomplish the work of this division. No division or committee shall have the ability to enter into contracts, or otherwise bind NJMT, Inc., such authority being reserved to the Board of Trustees.

ARTICLE IV

Administrative and Fiscal Year

The administrative, and fiscal year of The New Jersey Museum of Transportation, Inc., shall be from January 1 to December 31, of the same year.

ARTICLE V

Executive

1. There shall be a Board of Trustees consisting of at least nine(9) members. The Board may, by majority vote, increase or decrease, but not below three(3), the number of Trustees positions to be voted upon by the members at the next election. The Board shall elect four(4) officers from among the members of the Board. The Board, by majority vote, may increase or decrease, but not below three(3), the number of officers to be elected by the Board.
2. There may be a number of Honorary Trustees, as deemed necessary by the Board of Trustees. These individuals will be willing to lend their name to assist NJMT, Inc. in achieving cited goals. Honorary Trustees do not have voting privileges, are not expected to work on museum projects, and are not required to pay dues. An Honorary Trustee who is also a Senior Operating Member meeting all the requirements of Article IX, Section 1 has the right to vote.
3. The general management and control of the affairs, funds, property, and general operation of the Corporation, so far as permitted by law, and in the intervals as the governing body of the Corporation, shall be vested in the Board of Trustees.
4. The Board of Trustees shall have the power to authorize the Seal of the Corporation to be affixed to all papers, which may require the use of the Seal.
5. Members of the Board of Trustees must have completed seventy-five hours (75) per year of authorized work to maintain Board membership. A Trustee shall be elected by and from the Charter, Life, and Senior Operating members, for a three-year term. No more than one third of the elected Board shall stand for election in any one year. Election of Trustees shall be by mailed ballot, as defined in Article VII. Trustees appointed to the Board to fill an unexpired term shall complete the unexpired term.
6. The interpretation by the Board of Trustees of the Bylaws and Resolutions shall be binding upon all persons.
7. The Board of Trustees shall normally hold a business meeting on the third Friday of each month except where a holiday falls on the day or when otherwise deemed necessary or unnecessary by the board. A quorum of Trustees present is required to pass all motions. The chairperson may vote according to Robert's Rules of Order Newly Revised.
8. A majority of the Board of Trustees shall constitute a quorum for the transaction of business and the act of a majority of those present at a meeting at which a quorum is present shall be the act of such committee.
9. The Board may also, by resolution, appoint other committees of the Board of Trustees and to the extent permitted by law, may delegate to any such committees such lawful powers as the board may determine. Committee appointments and the filling of any and all vacancies on any standing committee shall be made as the Board of Trustees may determine. The Board of Trustees may remove any member of a standing committee, with or without cause, at any time.

10. The Chairperson of the Board of Trustees shall be authorized to appoint ad hoc committees to report on any problems or ideas that the Corporation may desire or need to study. Such appointments are to be approved by the Board of Trustees.
11. The Board of Trustees shall approve the Chairperson of any standing committee in Exhibit A. Each standing committee chairperson may adopt rules governing the manner of or method of conducting business or operations within the committee and all rules are to be approved by the Board of Trustees and in accordance with Robert's Rules of Order Newly Revised.
12. The Board of Trustees shall have the authority to discipline any member or officer as defined in Article X.

ARTICLE VI

Annual Meeting

1. There shall be an annual meeting of the Corporation during the first quarter of the New Year at such place as decided upon by the Board of Trustees.
2. Thirty (30) days notice in writing of the annual meeting shall be given to Charter, Life, and Senior Operating Members entitled to vote. To be eligible to vote, all membership requirements and all required dues must be paid 60 days prior to the annual meeting. Ballots for the election of officers shall be included with the meeting notice. All current nonvoting members shall receive notice of the annual meeting by a newsletter such as the Order Board.
3. The Chairperson, Vice Chairperson, Recording Secretary and the Treasurer shall give their respective annual Corporation business reports for the past administrative year.
4. The rules contained in "Roberts Rules of Order Newly Revised," shall govern the Corporation in all cases to which they are applicable, and in which they are consistent with the Bylaws or any special rules or orders of the Corporation.
5. A voting list shall be available in accordance with New Jersey 15A:5-8

ARTICLE VII

Nomination and Election of Trustees

1. The Chairperson of the Board of Trustees shall appoint from among the active Trustees a nominating committee of at least three (3) members and shall designate a chairperson, whose duty shall be to present to the board a slate of Trustee nominees for the upcoming election. Upon approval by the board, the candidates names shall be listed on the Ballot sent to all eligible voting members.
2. Any member entitled to vote may nominate or second an eligible Charter, Life or Senior Operating member to the Board of Trustees. Non-voting members may not nominate, second or serve as a Trustee. The candidates name must be submitted to the Board of Trustees nominating committee 60 days before the annual meeting date for that year. Upon approval by the Board, the candidates name shall be listed on the Ballot sent to all authorized voting members.
3. Ballots for the election of Trustees shall be included with the annual meeting notice sent to all eligible voting members. Ballots should be voted and returned as directed on the ballot.
4. Charter, Life, and Senior Operating members are entitled to vote in all elections and other matters open to the general membership if they have completed a minimum of seventy-five (75) hours of volunteer work on authorized museum projects in the previous year. Charter member work exemptions apply as defined in Article IX Section 1.
5. Formal announcement of the election results on ballots received from eligible Charter, Life, and Senior Operating members shall be made at the annual meeting.
6. Junior Operating, Honorary Support, Annual and the Family classifications of membership are not eligible to vote.

ARTICLE VIII

Officers and Duties

The officers of the Corporation shall consist of a Chairperson, Vice Chairperson, Recording Secretary and a Treasurer, who shall be elected for one-year terms by the Trustees from the members of the Board of Trustees. This election shall be held at the April Board of Trustees meeting. All officers must be familiar with the requirements of the NJMT SSPP and NJMT SSP which are upper tier documents required under NJAC 16.53 and 49 CFR 659.

Section 1- Officers

Chairperson
Vice Chairperson
Recording Secretary
Treasurer

Section 2- Duties

Chairperson

1. The Chairperson shall preside at all meetings of the Corporation. In the absence of the Chairperson, the Vice-Chairperson shall conduct the meeting.
2. The Chairperson shall appoint from the Board of Trustees special committees to act upon such matters, as he/she shall designate. The Chairperson shall be the ex-officio member of all committees. All appointments must be approved by the Board of Trustees.
3. The Chairperson, as authorized by the Board of Trustees, shall appoint new and existing members to Divisions and Committees based on their expertise and the needs of the individual committee. The position may be filled by a trustee or a member appointed by the Board. The Chairperson of the Board shall delegate to the Standing Committee Head, the responsibility for defining to said members, duties necessary to carry on the work of the Corporation.
4. The Chairperson may recommend new committees be formed and or existing committees dissolved whenever conditions require such action, with the approval of the Board of Trustees.

Vice-Chairperson

1. The Vice-Chairperson position shall be an annual position chosen from the Board of Trustees.
2. The Vice-Chairperson during the absence or inability of the Chairperson to render and/or perform his/her duties or exercise powers, as set forth in these Bylaws, shall temporarily assume duties of the Chairperson.
3. The Vice-Chairperson shall assist the Chairperson as needed to coordinate the various aspects of Museum projects.
4. The Vice-Chairperson shall assume the role of Corporation Parliamentarian, and be familiar with all NJMT, Inc. legal documents, the Book of Rules (General Order 101 Revised) or current revision hereafter known as the Museum Rule Book and Robert's Rules of Order Newly Revised.
5. The Vice Chairperson position is in place to assist the Chairperson as defined above. It is not meant to imply that the Vice-Chairperson will automatically step up to or be expected to fill the chairperson's position at such time that the position is open. It does allow the Corporation to operate with a defined chain of command when applicable and provides an officer to fill an important role.

Recording Secretary

1. The Recording Secretary shall keep minutes of all meetings of the Board of Trustees, and all business meetings of the Corporation, unless otherwise ordered by the Trustees. Copies of the minutes shall be distributed to all Board members. Copies of all minutes to be kept on file in the Corporation office.
2. The Recording Secretary shall perform such other duties as the Chairperson may direct pursuant to the approval of the Board of Trustees.
3. In the absence of the Chairperson and Vice Chairperson, the Recording Secretary shall temporarily assume the duties of the Chairperson.

Treasurer

1. The Treasurer shall deposit all monies received in such depository, as the Trustees shall direct.
2. All such funds so deposited in the name of the Corporation may be withdrawn by check or other order or instrument for withdrawal and signed by the Treasurer and such other Officer or Trustee as the Board of Trustees may designate.
3. The Treasurer shall keep just and true cash, check, bank and other necessary and proper books of account, and shall perform such duties and exercise such powers in connection with the management of the Corporation as directed by the Board of Trustees.
4. The Treasurer shall be the custodian of the Seal of the Corporation and shall affix the Seal when required.
5. The Treasurer shall perform such other duties as the Chairperson may direct with the approval of the Board of Trustees
6. The Treasurer shall submit the necessary financial documents detailing expenses, cash flows and related statements of activities necessary for an independent accountant to audit the records in accordance with generally accepted auditing standards and the standards applicable to financial audits contained in Government Auditing Standards issued by the Comptroller General of the United States.

Section 3-Resignations

An oral or written resignation shall be effective on the date given in the oral or written Notice of Resignation and if no date is given, then on the date it is accepted by the Board of Trustees.

Section 4- Vacancies

Vacancies in any office may be filled by the Board of Trustees at any regular or special meeting as warranted by a resignation, removal from office for disciplinary reasons or the death of a member.

ARTICLE IX

Membership

1. Any person, institution or organization interested in the historical and educational aspects of the various forms of Transportation and complying with the requirements as set forth in the Bylaws, may become a member. NJMT, Inc. has a policy of non discrimination against race, color, creed, age, gender or religion.
2. Term of membership in NJMT, Inc. will be from January 1st through December 31st of the same year.
3. New Senior Operating and Junior Operating members are subject to a probationary period of 75 hours within 6 consecutive calendar months. Should a Senior Operating Member or Junior Operating Member fail to satisfactorily complete their probationary period, they automatically become Honorary Support Associates for the remainder of the year.
4. To qualify for appointment to the Board of Trustees, or election to a corporate office, a member must provide his or her full name, address, telephone number, date of birth, driver's license or other valid State identification. NJMT reserves the right to perform background checks of any member.
5. Memberships terminated per Article X of the Bylaws or individuals who resign their membership will not receive a refund of their dues.
6. Voting privileges are as described in Article VII. No exceptions shall occur.

Section 1- Classification

A. There shall be the following classifications of Members:

Charter (Voting) – The original fourteen-(14) members (see Article XVI). No dues or work related hours are required to vote. Charter members are allowed to work on authorized museum projects, as directed by the appropriate committee chairperson.

Life (Voting) – Life membership may be granted to a member based on the following two(2) conditions.

1. A member in good standing elected to the Board of Trustees who serves at least one full 3 year term on the Board of Trustees.
2. A Senior Operating Member having completed a minimum of seventy-five (75) hours per year of authorized active participation for seven years and recommended by the membership committee.
3. Life members have the right to vote if they complete a minimum of 75 hours per year of work requirement under the direction of a committee chairperson..

Senior Operating (Voting) – This membership shall be granted to persons eighteen (18) years of age or older who have satisfactorily passed the probation period, and who make the Board approved membership contribution each year of fee or time worked. Senior Operating Members, as directed by the appropriate committee chairperson, may work on museum projects, and have the right to vote if they meet the seventy-five (75) hour per year work requirement. New Senior Operating Members have the right to vote if their dues have been paid, they have satisfactorily passed the probation period and have met the seventy-five (75) hours per year work requirement.

Junior Operating (Non-voting) – This membership shall be granted to persons Fourteen (14) to Seventeen (17) years of age who have satisfactorily passed their probation period and who make the Board approved contribution each year, of 75 hours worked or fee. Junior Operating members serving as apprentices are permitted to work on museum projects under strict supervision, with written consent of their parents, and in accordance with the Child Labor Laws of the State of New Jersey. Time spent as a Junior Operating member shall be applied towards eligibility for longevity awards.

Intern (Non-Voting) – This membership may be granted to persons fourteen(14) years or older who are participating in a accredited High School or College internship program and are willing to work under the guidance of a Committee Head on a special project for a specific number of hours within one(1) calendar year. Any interns under the age of eighteen(18) must work under strict supervision, with written consent of their parents, and in accordance with the Child Labor Laws of the State of New Jersey. Persons in this classification shall be reviewed by the Board of Trustees on an annual basis.

B. There shall be the following classifications of Patrons:

Annual (Non-Voting) – This category shall be granted to an individual desiring to become a member of NJMT, Inc., who enjoys the various forms of transportation, without participating in the operation, and makes the approved individual contribution each year. Individual patrons are not allowed to work on museum projects without the authorization of the appropriate committee chairperson.

Family (Non-voting) – This category shall be granted to a family desiring to become a patron of NJMT, Inc., who enjoy the various forms of transportation without participating in the operation, and makes the approved family contribution each year. Family patrons are not allowed to work on museum projects without the authorization of the appropriate committee chairperson.

C. There shall be the following classification of Associate:

Honorary Support (Non-voting) – The Board of Trustees may grant this classification for one year to such persons or organizations deemed worthy of such recognition. Honorary Support Associates may not work on museum projects unless authorized by the applicable committee chairperson. Persons or organizations in this classification shall be reviewed by the Board of Trustees on an annual basis.

Section 2- Dues

1. Charter and Life members and Honorary Support Associates are not required to pay dues.
2. Dues for Senior Operating and Junior Operating members and Annual and Family Patrons shall be that amount deemed necessary and approved by the Board of Trustees.
3. Senior Operating members, and Junior Operating members who contribute a minimum of seventy-five (75) hours per year of authorized work in a calendar year on approved museum projects will receive an automatic renewal of the next year's membership.
4. New Senior Operating and Junior Operating members, Annual and Family patrons and Honorary Support Associates dues received after September 1st will be applied to the following year.
5. All Senior Operating and Junior Operating members, Annual and Family patrons and Honorary Support associates will be deemed delinquent if the Board approved annual dues are not received by March 31st of the following year, at which time delinquent members will be dropped from NJMT, Inc. membership.

ARTICLE X

Discipline

1. The Board of Trustees shall have the authority to remove and replace any officer as directed in paragraphs 2 and 3 below.
2. The Board of Trustees has 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 of the allegation(s) against the member. The Board shall be guided by the current version of the Museum Rulebook for determining the 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.
3. 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. Operational Safety disciplinary action and or disqualification may require immediate attention and will require the action of two Board members at the time of occurrence. This includes drug and alcohol testing both random and post-accident situations as required by law under 49 CFR 219.

ARTICLE XI

Protection of Corporation

1. Use of the Corporation name, Insignia or Seal, contracting and billing on behalf of the Corporation, use of Corporation credit, selling and disposing of Corporate property and purchase of material and supplies is prohibited and grounds for suspension unless authorized by the Board of Trustees.
2. Any member who does purchase material or supplies without the approval of the Board of Trustees shall incur the expense themselves.
3. Use of the Corporation name(NJMT, Inc.), Pine Creek Railroad (PCK or PCRR), or Corporation Insignia/Seal/Logo must receive prior approval by the Board of Trustees before use.

ARTICLE XII

Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of New Jersey, Monmouth County.

ARTICLE XIII

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 the applicable person in connection with any suit to which that person may be made a party by reason of any duly authorized action taken by said person in the name and on behalf of the Corporation in accordance with N.J.S.A. 15A:3-4. The decision to indemnify member(s) shall be made by the Board of Trustees on a case-by-case basis.
2. Nothing herein shall constitute members of the Corporation as partners for any purpose. No Member, Officer, or Agent, shall be liable for acts or failure to act of any other Member, Officer, or Agent of the Corporation. Nor shall any Member, Officer, or Agent be liable for his or her acts or failure to act under these Bylaws excepting only acts of omissions arising out of willful malfeasance. No member or officer shall act as an agent of the Corporation without proper authorization from the Board of Trustees.

ARTICLE XIV

Amendments

The Bylaws may be amended by a 2/3 thirds majority vote of the Trustees present at any meeting of the Board of Trustees, or by a 2/3 thirds majority vote of Charter, Life and Senior Operating members present in person or represented by a proxy at any business meeting of members of the Corporation. The purpose of the proposed amendment to be set forth in a notice mailed to each member at least thirty (30) 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.

ARTICLE XV

Distribution of Bylaws

All amendments to the Bylaws shall be reviewed by the attorney for the Corporation for legal accuracy. The Board shall distribute Bylaws as required or advisable.

ARTICLE XVI

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 Diebert	Peter Rasmussen
Theodore F. Gleichmann Jr.	James Wright
Edgar T. Mead Jr.	Jay L. Wulfson
Kristopher P. Miller	Joan L. Wulfson

Exhibit A

Corporation areas of responsibility at a minimum shall include the following standing committees:

Administrative/Management

1. Education and Training. The purpose of this committee is to create and implement educational and training programs and to report to the Board of Trustee.
2. Financial Planning and Fund Raising. To outline and execute fund raising activities to include grant applications and procurement of other sources of income; also to plan for long term financial security of the organization and to report to the Board of trustees.
3. Membership and Membership Recruitment. To keep current and accurate record of membership and dues and to formulate a recruitment policy for new members and to report such to the Board of Trustees.
4. Museum Collection. To review (accession and deaccession) of the NJMT, Inc. collection with regard to long term plans and the future of the organization and to report to the Board of Trustees.
5. Newsletter. To report to the membership ongoing projects and announcements of NJMT, Inc. and to report to the Board of Trustees.
6. Publicity. To establish a marketing campaign to include publicity advertising and promotion of the museum and all events and report to the Board of Trustees.
7. Scheduled Operations and Special Events. To coordinate day to day operations special events and charters and to report to the Board of Trustees.
8. System Safety and Security Program Plan (SSPP). To prepare, maintain and update all plans required by the State of New Jersey Department of Transportation (DOT), State Office of Safety Oversight (SSO) to ensure compliance with the DOT. Act as liaison between the OSO and NJMT, Inc. and report to the Board of Trustees.
9. Volunteer Recognition. To handle all functions and awards in appreciation for volunteer accomplishments to include but not limited to NJMT, Inc. members and to report to the Board of Trustees.

Rolling Stock

To maintain, preserve and improve all rolling stock and report to the Board of Trustees.

Locomotives

To maintain, preserve and improve all internal combustion equipment and report to the Board of Trustees.

Pressure Vessels

To maintain, restore and improve all operating steam equipment and to act as liaison between NJMT, Inc. and all governing bodies in matters of licensing inspection and operation of steam equipment and to report to the Board of Trustees.

Off Road Equipment

To ensure all off road equipment is maintained to industry standards, to keep detailed maintenance records of the equipment to include all repair work and to report to the Board of Trustees.

Buildings and Grounds

To maintain and improve the buildings and grounds of NJMT, Inc. and to report to the Board of Trustees.

Maintenance of Way

To maintain, preserve and improve all right of way related equipment and to report to the Board of Trustees.

Maintenance

To oversee and facilitate all mechanical aspects of NJMT, Inc. and to report to the Board of Trustees.