

## BYLAWS OF RPCA FURTHERING NEW GENERATIONS COMMITTEE

### BACKGROUND:

The RPCA Furthering New Generations Committee (FNG) is a young professionals organization within the Railroad Passenger Car Alliance (RPCA). FNG is tasked with promoting involvement in historic rail preservation and excursion passenger rail operations to young professionals between the ages of 18-30.

This organization has not been formed for the purposes of making profit or obtaining personal financial gain. FNG controlled assets shall only be used for purposes determined by FNG leadership to be beneficial to the organization or its mission. FNG shall not engage in any activities that may adversely impact RPCA or any activities not permitted to be carried out by a non-profit organization exempt from federal income tax.

### ARTICLE I. MEETINGS

1. *Annual Meetings.* An annual meeting shall be held once every calendar year for the purposes of electing leadership and transaction of such other business that may come before the organization. The annual meeting shall be held at the time and place designated by the FNG Chairman during the annual RPCA conference. FNG annual meetings are private and are only open to FNG members.

1. The following orders of business shall be addressed during the annual meeting unless decided otherwise by the Board of Directors via written notice:

- a. Election of new FNG leadership
- b. Any other business brought before the meeting by leadership or membership

2. *Special Meetings.* Special meetings may be called by the FNG Chairman. Special meetings may be called to discuss or transact any time sensitive business that cannot be held for the annual meeting. A special meeting is not required to be held at a geographic location if the meeting is held by means of teleconference or another form of electronic communication in a manner pursuant to which all members have the chance to read and/or hear the proceedings substantially concurrent with the occurrence of the proceedings, raise points on matters submitted to the members, pose questions, and make any desired comments. Formal written notice is not required to call a special meeting. FNG officers will make reasonable efforts to contact FNG membership about special meetings via electronic forms of communication.

3. *Quorum.* A quorum of the leadership/officers or membership is not required to conduct business.

4. *Informal Actions.* Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting if approved unanimously by FNG leadership/officers.

## **ARTICLE II. FNG LEADERSHIP AND MEMBERSHIP**

5. *Role of Leadership/Officers.* FNG leadership/officers shall be responsible for having the authority of managing the affairs of the organization directly and/or by delegation.

7. *Number of Officers.* The organization shall be managed by a leadership group, consisting of 3 equal voting members; 1. a Chairman, 2. a Co-Chairman, and 3. a Secretary. Two or more offices may not be held by one person.

8. *Election and Term of Office.* The officers shall be elected by a majority vote at the annual meeting. Each officer shall serve a term of 2 years, or until and unless a successor has been elected and qualified.

9. *Dues.* FNG officers must be active members of RPCA in good standing with the organization. RPCA annual dues must be current to remain active in FNG.

10. *Vacancies and Removals.* An officer shall be subjected to removal, with or without cause, at the annual meeting or a special meeting called for that purpose. Any officer vacancy that occurs, whether by death, resignation, removal, or any other reason, may be filled by a vote of the remaining officers. An officer elected to fill a vacancy shall serve until the next annual meeting. If all officers resign or are removed, any member shall call a special meeting for the purpose of electing new officers.

11. *Resignation.* If an officer wishes to resign from their directorial position, they shall do so in the following manner:

- a. Inform both remaining officers via written or electronic communication.

12. *Officer Roles.* The officers shall have the following responsibilities in their roles:

Chairman -- The Chairman shall be the chief executive officer and shall preside over all FNG meetings, sign any documents unless they delegate that responsibility to another officer. The Chairman will also hold the title of RPCA Vice President of Youth Development. The Chairman will be the designated FNG representative given voting power on the RPCA Board of Directors.

Co-Chairman -- The Co-Chairman shall be responsible for performing the duties of the Chairman in the Chairman's absence and assist the Chairman with the performance of their duties.

Secretary -- The Secretary shall keep an updated list of FNG membership, keep and organize any minutes/notes produced at all regular and special meetings, and certify or

arrange the official records of the organization. The secretary will have social media roles as determined by the Chairman.

13. *Regular Membership.* All RPCA members between the ages of 18-30 are members of FNG. Members must be in good standing with RPCA to participate in meetings, group activities, or to be eligible for any FNG membership benefits. RPCA annual dues must be current to remain active in FNG.

14. *FNG Alumni.* Active RPCA members between the ages of 31-35 may participate in activities and observe meetings as FNG Alumni. FNG Alumni are not voting members and are not eligible for FNG membership benefits, including conference assistance.

15. *Assets.* FNG leadership may spend FNG controlled assets by majority vote among officers. FNG controlled assets shall only be used for purposes determined by FNG leadership to be beneficial to the organization or its mission. Assets will be administered independently by the RPCA Treasurer.

### **ARTICLE III. AMENDING BYLAWS**

16. *Amendment Procedure.* The bylaws may be amended, altered, or repealed by membership by a majority vote at the annual meeting. The full text of the proposed change shall be distributed to all FNG members at the RPCA annual conference before the annual meeting where the change is to be voted on.

### **CERTIFICATION**

I, \_\_\_\_\_, Chairman of the RPCA Furthering New Generations Committee certify that the foregoing is a true and correct copy of the Bylaws of the above-named organization, duly adopted by the initial FNG leadership group on \_\_\_\_\_.

\_\_\_\_\_  
Furthering New Generations Committee Chairman, Johnathan Smith