



**BY-LAWS
RAILROAD PASSENGER CAR ALLIANCE, INC.
A NON-PROFIT DELAWARE
CORPORATION**

ADOPTED: MAY 29, 1993

Amended : December 31, 1998, January 13, 2002, June 19, 2004, June 12, 2010, July 14, 2012 , and January 12, 2017

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1. PURPOSE

- 1.1 The purpose or purposes for which the corporation is organized shall be to foster and assist in the preservation, display and operation of rail passenger equipment and museums preserving the history of rail transportation in North America, and the free exchange among members of research data pertaining to railroad equipment.
- 1.2 To support the purpose of the organization, RPCA shall:
 - 1.2.1 Conduct meetings, seminars symposiums, and other educational programs relating to the safety, operation and maintenance practices, and the restoration and marketing of rail passenger equipment;
 - 1.2.2 Buy, sell, lease, mortgage or otherwise encumber real property, and to accept as donation, title to real property, to store and from which to dispense information, parts, historical items and personal effects pertaining to rail passenger transportation;
 - 1.2.3 Foster the development and operation of excursion trains and railroad-oriented museums;
 - 1.2.4 Promote the preservation of railroads and railroad artifacts, and to document and preserve railroad history;
 - 1.2.5 Produce and make available to members and nonmembers, by sale or free distribution, interpretive and educational literature and materials, including, but not limited to, books, maps, pamphlets, visuals, and recordings relevant to the passenger rail excursion and railroad preservation industries;
 - 1.2.6 Develop and publish guidelines, procedures, and standards for the safe operation, maintenance, restoration, and display of rail passenger equipment and artifacts; and
 - 1.2.7 Facilitate the availability of insurance, equipment, supplies, and services for the passenger excursion and railway equipment preservation community.
 - 1.2.8 Promote positive relationships between the railroad preservation community and freight and passenger railroads through establishment of procedures and standards of ethics for the conduct of business.

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2. DEFINITIONS

- 2.1 HONARARY MEMBER: Any natural person or entity which meets the membership requirements for an Honorary Member as specified in 3. MEMBERS.
- 2.2 EMPLOYEE: Any natural person who is a director, officer, employee, sponsor, or member of a Member in accordance with such Member's by-laws, resolutions, or other organizational rules or procedures.
- 2.3 MEMBER: Any Regular or Honorary Member.
- 2.4 REGULAR MEMBER: Any natural person or entity which meets the membership requirements for a Regular Member as specified in 3. MEMBERS.
- 2.5 RPCA: Railroad Passenger Car Alliance, Inc., a Delaware non-profit corporation.

3. MEMBERS

3.1 CLASSES OF MEMBERSHIP

RPCA shall have two classes of Members, and one special class of committee membership, the eligibility for each class is as follows:

- 3.1.1 Regular Member: Any person or entity which: (1) owns or operates either full or part-time, a railway passenger equipment or railroad oriented museum which displays or operates rail equipment or structures for the educational or recreational benefit of the public, whether or not for profit, or (2) owns railroad equipment, is eligible for Regular Membership. Requirements for this class shall be broadly interpreted; they shall not be used for the purpose of discriminating against any applicant. Any questions as to they eligibility of any particular person or entity to be a Regular Member shall be decided by the Board of Directors in accordance with 3.7 Appeal to the Board of Directors.
- 3.1.2 Honorary Member: Any person or entity, whether or not eligible for Regular Membership, who complies with the applicable provisions of these By-Laws and policies established by the Board of Directors, is eligible to be an Honorary Member of RPCA. Honorary Membership shall be conferred only by a vote of acclimation by the Board of Directors.

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3.1.3 In addition the classes of membership described above, members and member representatives of the RPCA who have not yet attained the age of 31 years, shall be considered members of the Fuehring Future Generations Committee. This membership is in addition to regular RPCA membership, and entitles said members to participate in guidance of the committee, and the selection of the Vice President of Youth Involvement.

3.2 APPLICATION FOR MEMBERSHIP

A person or entity (applicant) interested in becoming a Member of RPCA shall complete a membership application. This application must be returned, along with payment of the applicable dues and fees as established by the Board of Directors, to the Treasurer. The completed application shall include the following:

3.2.1 The name, complete address, and telephone number of the applicant,

3.2.2 The name of an official contact person,

3.2.3 The class of membership desired and the basis for and facts supporting applicant's eligibility thereof.

3.2.4. The Board of Directors may request other information, such as information regarding the Applicant's activities or ownership of equipment.

The Treasurer shall review each membership application for proper completion and shall notify the applicant within thirty (30) days whether the application has been accepted or rejected. Except as provided in 3.6 Reinstatement below, if the applicant qualifies as Member, and has paid the applicable dues and fees, the applicant shall be a Member upon notification by the Treasurer. The application shall be rejected if the required dues and fees are not paid. If the application is rejected, the applicant may appeal to the Board of Directors pursuant to 3.7 Appeal to the Board of Directors below.

3.3 RENEWAL OF MEMBERSHIP

On or before January 31 of each year, the Secretary shall send each Member a renewal notice. To maintain their/its membership in RPCA, each Member shall pay the required annual dues or fees on or before the due date as established by the Board of Directors.

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3.4 WITHDRAWAL FROM MEMBERSHIP

A Member may voluntarily withdraw from RPCA at any time by serving written notice to the Board of Directors or to the Secretary. Withdrawal shall be effective as of the date specified in the notice or, if no date is specified, as of the date of the notice or, if neither, when the notice is received. Any dues or fees paid by a withdrawing Member shall be non-refundable.

3.5 TERMINATION OF MEMBERSHIP

Membership may be terminated under the following conditions:

- 3.5.1 By a resolution of the Board of Directors upon a finding that a Member has failed to abide by these By-Laws, the organization's code of conduct, the Officers Code of Ethics, or other policies established by the Board of Directors. Written notice of such action shall be given to the affected person or entity.
- 3.5.2 The failure of a Member to pay the requisite dues and fees (including any applicable late fees) on or before thirty (30) days after a second notice has been mailed by the Secretary. The second notice shall be sent no earlier than the due date for annual dues and fees.

A former Member whose membership has been terminated under 3.5.2 may appeal to the Board of Directors for a re-determination pursuant to 3.7 Appeal to the Board of Directors.

3.6 REINSTATEMENT

Any former Member may apply for reinstatement of membership by applying for membership pursuant to 3.2 Application for Membership, except that, a former Member whose membership was terminated pursuant to 3.5.1 may not apply for membership for a period of one (1) year from the date their/its membership terminated, and their/its application must be approved by the Board of Directors before it may be accepted.

3.7 APPEAL TO THE BOARD OF DIRECTORS

Within ninety (90) days of receiving either a notice denying or terminating membership class or status, or a second notice pursuant to 3.5.2, the affected person or entity may appeal in writing to the Board of Directors to request that the action be reconsidered and reversed. The appeal shall state the following:

- 3.7.1 The facts and circumstances upon which the appeal is based, and;

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3.7.2 A reasonably detailed statement of the circumstances or reasons why the action should be reconsidered or reversed.

The Board of Directors shall decide the appeal at the next meeting of the Board or at a special meeting called for that purpose. Prior to making any decision, the Board shall allow a reasonable opportunity for the affected person or entity to be heard at such meeting.

4. MEETINGS OF MEMBERS

4.1 ANNUAL MEETING

The Annual Meeting of the Members shall be held each year during January, February, March or April with month, date, place and time as determined by The Board of Directors. Members entitled to vote may transact such business as may properly come before the meeting.

4.2 SPECIAL MEETINGS

Special meetings of the Members may be called at any time by the President with the approval of at least one-third of the Directors, or by petition to the Board of Directors by at least ten (10) Regular Members. The meeting notification shall specify the purpose of the special meeting. No business may be transacted at a special meeting except that stated in the notice to the Members.

4.3 NOTICE

Written notice of the place, date, and time of the Annual or a Special Meeting shall be sent to all Members no less than thirty (30) days before the meeting. Publication of this information in the organization's newsletter may constitute such notice.

4.4 QUORUM

4.4.1 The presence in person or by proxy of not less than fifty percent (50%) of those members registered at the annual meeting or by proxy will constitute a quorum. Every act done or decision made by a majority of the Regular Members present at a meeting duly held, at which a quorum is present, shall be the act or decision of the membership. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Members, if any action taken or decision made is approved by at least a majority of the required quorum for such meeting. A majority of the Regular Members present at a meeting may adjourn any meeting, whether or not a quorum is present.

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4.4.2 For the annual election of directors, the Quorum shall be deemed to exist by virtue of mail balloting.

4.5 VOTING

4.5.1. Regular Members of record on the record date shall be entitled to vote at a meeting. Honorary Members shall not be entitled to vote, but shall be entitled to be present and be heard at any meeting of the Members. The record date for determining the Regular Members entitled to notice of, or to vote at, a meeting of Members, or to vote by proxy or by ballot for Directors, shall be on the day next preceding the day on which notice is given. Each Regular Member shall be entitled to cast one vote for each matter to be acted upon by the Members.

4.5.2 Each member on the record date shall be entitled to vote for directors by returning his ballot to the specified address and by the specified date for delivery to the election committee.

4.6 PROXIES

4.6.1 Proxy voting shall be allowed only for the following:

4.6.1.1 To establish a quorum at the Annual Meeting of Members.

4.6.1.2 Action on a specific matter or group of related matters, including amendment of these By-Laws, which are either submitted to the vote of the Regular Members either by the Board of Directors or by petition signed by the authorized representatives of at least ten (10) Regular Members and given to the Secretary. A solicitation of proxies in such case shall be issued to all Regular Members at least forty-five (45) days prior to the meeting at which such matter or group of related matters is to be acted upon.

4.6.2 Proxy voting shall not apply to election of Directors, but does apply to removal of Directors at a special meeting called for that purpose.

4.6.3 When proxy voting is authorized according to 4.6.1, any Regular Member may authorize the proxy holder to cast their/its vote by proxy by filing a written proxy with the Secretary, which proxy shall be executed by the Regular Member or a duly authorized Employee or agent of such Member.

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- 4.6.4 All forms of proxy solicitations or distributions shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters and shall provide, subject to reasonable specified conditions, that when the person solicited specified the choice with respect to any such matters, the vote shall be cast in accordance with that specification. The proxy shall set forth the general nature of the matter to be voted on.
- 4.6.5 A proxy shall not be valid or effective after the meeting in which the matter or group of related matters are acted upon. A proxy may not be irrevocable. Every proxy shall be effective until it has expired or is revoked by the person executing it prior to the vote pursuant thereto. A revocation of a proxy shall be in writing and delivered to the Secretary.
- 4.6.6 A Regular Member, which has given a valid and effective proxy which is not expired or revoked, may not vote with respect to the subject matter covered by such proxy at any meeting, except through the proxy holder. Each person authorized to vote a proxy shall vote such proxy in accordance with their/its terms.
- 4.6.7 All proxies given and the voting thereof, for the purposes as described in 4.6.1.1 and 4.6.1.2 shall conform to the requirements of 4.6 PROXIES. Such proxies must be delivered to the Secretary no later than ten (10) days prior to the Annual Meeting of Members. The Secretary shall deliver all proxies received by him or her to the proxy holder (Nominating and Elections Committee) for voting at the Annual Meeting of Members.
- 4.6.8 The Board shall designate a person or persons, normally one or more members of the Nomination and Elections Committee, to be the proxy holder(s), who shall be present at the Annual Meeting of the Members and who shall vote all proxies given by Regular Members in accordance with the terms of such proxies.

5. NOMINATION AND ELECTION OF DIRECTORS

- 5.1 Nominations for Directors will be declared open on September 1, or one hundred and twenty (120) Days prior to the scheduled annual meeting of each year, and will close at forty-five (45) days preceding the Annual Meeting.
- 5.2 Nomination of any member who meets the qualifications outlined in Section 6.2 shall be by written notification to the chairman of the nominating committee stating the following:

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- 5.2.1 The Name, Organization Affiliation, Address, and Phone Number of the candidate.
 - 5.2.2 The names and addresses of the (10) members in good standing who wish to nominate the candidate.
 - 5.2.3 When the Vice President is acting in the capacity specified in Section 7.5.3, the nominations made by the Vice President shall be considered to have met the requirement of section 5.2.2.
 - 5.2.4 A brief statement from the candidate accepting the nomination and a statement of his qualification/reasons for running. Said statement shall be included with the ballot at no charge to the candidate, but may be limited in length by the Standing Rules.
- 5.3 Ballots, statements provided in accordance with Section 5.2.3, and any additional statements or material provided and paid for by the candidates shall be included in the issue of the newsletter published immediately before the Annual Conference, or in a separate mailing.
- 5.4 Ballots shall only be provided to the voting members, or the representative of the member organization, and shall not be distributed to newsletter subscribers.
- 5.5 All ballots shall be identified by suitable means to ascertain that they represent one vote from each member or member organization.
- 5.6 A mailed ballot may be rescinded and re-voted at the Annual Conference by any member in good standing, provided that the member gives notice to the election committee prior to the close of balloting.
6. DIRECTORS
- 6.1 POWERS
- 6.1.1 General Corporate Powers: Subject to any limitations in the Articles of Incorporation, these By-Laws and the laws of Delaware, the business and affairs of RPCA shall be managed and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.
 - 6.1.2 Specific Powers: Without prejudice to the general powers, and subject to the same limitations, the Board of Directors shall have the power to:

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6.1.2.1 Select and remove elected officers, agents and employees of RPCA and prescribe any powers and duties for them.

6.1.2.2 Develop, approve and implement policies, procedures and rules for RPCA.

6.1.2.3 Review, modify and approve the annual budget for RPCA.

6.1.2.4 Establish membership fees, registration fees, subscription fees, fees for sales of publications and other fees or charges, or for good cause, waive such fees or charges.

6.1.2.5 Vote stocks and other securities owned by RPCA, in person or by proxy, as the Board of Directors shall specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the President shall determine.

6.1.2.6 Establish and abolish committees.

6.1.2.7 Establish subsidiary organizations and foundations (and elect officials thereof) to carry out the goals of the RPCA and provide member services deemed by the board to be of benefit to the RPCA and/or their/its members

6.2 NUMBER AND QUALIFICATION

RPCA shall have ten (10) elected Directors. The Corporate Secretary, the Membership Secretary, Treasurer, Vice President, Vice President of Youth Involvement and the immediate Past President shall be appointed Directors; provided that they are not otherwise elected as a Director and they agree to serve. No person may be a Director unless such person is a Regular Member or Employees of a Regular Member. This By-Law may only be amended by approval of a majority of the Members.

6.2.1 Only one representative of a Regular Member may serve as an elected Director at any given time.

6.3 ELECTION AND TENURE OF OFFICE

6.3.1 The elected Directors and Officers shall be elected at the Annual Meeting of the Members, from a combination of votes cast at the conference and mailed, in accordance with Section 5. The elected Directors shall hold office for a term of three (3) years. . The directors shall be divided into three groups, designated by letters A,B and C, with group A consisting of four (4) directors and the remaining groups of three (3) directors each.

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6.3.2. Ties in votes resolved will be decided by a coin toss conducted by the chairman of the Election Committee.

6.4 VACANCIES

Should a vacancy occur during the year, the said vacancy may be filled by an appointment of the Board of Directors and the person appointed will be entitled to complete the term of the vacancy.

6.5 REMOVAL

Any or all of the Directors may be removed without cause by a majority vote of the Regular Members at an Annual Meeting or a special meeting called for that purpose.

6.6 ANNUAL, REGULAR, AND SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

6.6.1 An Annual Meeting of the Board of Directors shall be held without notice within one (1) day after and at the same place as the Annual Meeting of the Members.

6.6.2 Other regular meetings of the Board of Directors shall be held at such times and places as may be fixed from time to time by the Board of Directors. Notice of the place and time for the Annual and regular meetings shall be provided by the Secretary to all of the Directors at least ten (10) days prior to any such meeting.

6.6.3 Special meetings of the Board of Directors may be called by the President, Vice President, Secretary, or any two (2) Directors. Special meetings of the Board of Directors shall be held upon four (4) days notice by mail, or forty-eight (48) hours notice delivered personally or by telephone or telegraph. A notice or waiver of notice need not specify the purpose of any special meeting of the Board of Directors.

6.6.4 Meetings of the Board may be held through use of conference telephone or similar communications equipment, so long as all Directors participating in the meeting can hear one another.

6.6.5 If any meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given before the time of the resumed meeting to all directors who were not present at the time of adjournment of the original meeting.

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6.6.6 Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by the Vice President or, in the absence of both, by a chairperson chosen by a majority of the Directors present at the meeting. The Secretary of RPCA, or his or her designee, shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

6.6.7 Meetings of the Board of Directors shall normally be open to Members. The Secretary, or his or her delegate, shall normally give advance notice to the Members of the Annual and regular meetings of the Board of Directors. However, a meeting of the Board of Directors shall not be rendered invalid by any failure of any or all Members to receive notice of such meetings. The Board of Directors, by resolution, may hold a closed meeting for matters involving particular Members, Directors, Officers, Employees or Agents.

6.7 QUORUM AND BOARD ACTION

6.7.1 A quorum for all meetings of the Board of Directors shall consist of a majority of the authorized number of Directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

6.7.2 A majority of the Directors present at a meeting may adjourn any meeting to another time and place, whether or not a quorum is present at a meeting.

6.8 WAIVER OF NOTICE

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though undertaken at a meeting duly held after regular call and notice, if a quorum is present and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, and approvals shall be filed with the Corporate Records or made a part of the minutes of the meeting. Waivers of notice or consents need not specify the purpose of the meeting.

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6.9 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent(s) shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors.

6.10 NON-LIABILITY OF DIRECTORS

The Directors, or any one of them, shall not be personally liable for the debts, liabilities, or other obligations of RPCA.

7. OFFICERS

7.1 OFFICERS

The officers of the RPCA shall be President, Vice President, Vice President of Youth Involvement, Corporate Secretary, Membership Secretary and Treasurer.

7.2 ELECTION AND QUALIFICATIONS

7.2.1 The President of RPCA shall be selected annually from among the elected Directors. The Vice President, Corporate Secretary, Membership Secretary and Treasurer of RPCA shall be selected annually from among the Regular Members or Employees of Regular Members. All officers shall be elected by, and shall serve at the pleasure of, the Board of Directors.

7.2.2 The Vice President of Youth Involvement shall be selected by the members of the Youth Committee from its body, and appointed by the President for a two year term. The person holding this position shall be between the ages of 18 and 30 years of age, and shall forfeit the position if he/she achieves the age of 31 years prior to the end of the 2-year term.

7.3 REMOVAL AND RESIGNATION

An officer may be removed at any time, either with or without cause, by the Board of Directors. An officer may resign at any time upon written notice to the Board of Directors, the President, or the Corporate Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any other time specified therein. Any such vacancy may be filled by the Board of Directors.

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7.4 PRESIDENT

- 7.4.1 The President shall be the Chief Executive officer and General Manager of RPCA and shall, subject to the direction and control of the Board of Directors, have general supervision, direction and control of the business and affairs of RPCA. He or she shall preside at all meetings of the Members and Directors and shall have the general powers and duties of day to day management.
- 7.4.2. The President shall have such other powers and duties as may from time to time be prescribed by the Board of Directors, board resolutions, standing rules, or these By-Laws.
- 7.4.3 In matters of policy, the President will draft or recommend such policies to the Board of Directors for ratification.
- 7.4.4 In matters of appointment or dismissals of RPCA officers, or officers of subsidiary organizations, the President will make recommendations for such actions to be taken by the board under the provisions of Section 6.1.2.1.

7.5 VICE PRESIDENT

- 7.5.1 In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President.

In a case where the President is unable to continue his term, and the Vice President is not also an elected director, his term shall be limited to the next Board Meeting. At that meeting the Board will select a new President from the elected directors

- 7.5.2 The Vice President shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these By-Laws.
- 7.5.3 The Vice President shall be the standing Chairman of the Nominating Committee, and is responsible to present a slate of at least one candidate for each available Director position prior to publication of the election package.

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7.6 CORPORATE SECRETARY

- 7.6.1 The Secretary shall keep, or cause to be kept, the minutes of all meetings of the Directors and Members. The minutes shall state the time and place of holding of all meetings, whether a regular or a special meeting and, if special, how called or authorized, the notice thereof given or the waivers of notice received, the names of those present at Director's meetings, the Members represented at meetings of the Members, and an account of the proceedings thereof.
- 7.6.2. The Secretary shall keep, or cause to be kept the original or a copy of the By-Laws of RPCA as amended or otherwise altered to date, certified by him or her.
- 7.6.3. The Secretary shall give, or cause to be given, notice of all meetings of Members and Directors required to be given by law or by these By- Laws.
- 7.6.4. The Secretary shall have charge of the seal of RPCA
- 7.6.5. The Secretary shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these By-Laws.
- 7.6.6 In the absence or disability of the Secretary, an Assistant Secretary, as designated by the Board, shall perform all the duties of the Secretary and, when so acting, shall have all the powers of and be subject to all the restrictions upon, the Secretary. The Assistant Secretary, if any, shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or by these By-Laws.

7.7 MEMBERSHIP SECRETARY

- 7.7.1 The Membership Secretary shall keep, or cause to be kept a membership register, showing the name, address, telephone number and class of each Member. The Membership Secretary shall report, or cause to be reported at each Annual Meeting of the Board of Directors, all new and withdrawing Members, and the number of Members by class

7.8 TREASURER

- 7.8.1 The Treasurer shall be the Chief Financial Officer of RPCA and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of RPCA.

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7.8.2 The Treasurer shall deposit monies and other valuables in the name and to the credit of RPCA with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of RPCA in payment of the just demands against RPCA as authorized by the Board of Directors, shall render to the President and Directors, whenever requested, an account of all his or her transactions as Treasurer and of the financial condition of RPCA.

7.8.3 The Treasurer shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these By-Laws.

7.8.4 In the absence or disability of the Treasurer, an Assistant Treasurer, as designated by the Board, shall perform all the duties of the Treasurer and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Assistant Treasurer, if any, shall have such other powers and perform such other duties as may from time to time be prescribed by the Board of Directors or these By-Laws.

8. CORPORATE RECORDS AND REPORTS

8.1 INSPECTION BY DIRECTORS AND MEMBERS

Every Director and Member shall have the right, at any reasonable time, to inspect and copy all books, records, and documents of every kind of RPCA and to inspect the physical properties of RPCA, domestic or foreign. Proprietary, sensitive or confidential information of the Members of RPCA, which is in RPCA files, is excluded from this provision. Such inspection by a Director or Member may be made in person or by agent or attorney. The right of inspection includes the right to copy and make extracts. If any record subject to inspection pursuant to this Section is not maintained in written form, a request for inspection is not complied with unless and until RPCA makes such record available in written form. RPCA may require that reasonable production costs of records requested as a result of such an inspection be borne by the inspector.

8.2 ANNUAL REPORTS

8.2.1 The Treasurer shall make, or cause to be made, an annual financial report to the Members and Directors, which shall be prepared and presented in accordance with Generally Accepted Accounting Principles and which shall be presented at the Annual Meeting of the Members. The Treasurer shall also be responsible for timely submission of any Federal and State tax forms as may be required.

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8.2.2 The Secretary shall make, or cause to be made, and file with the State of Delaware such Corporate Annual Reports as are required.

8.3 CONTRACTS, ETC.

The Board of Directors, except as otherwise provided in these By-Laws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of RPCA. Such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind RPCA by any contract, or to pledge their/its credit, or to render it liable for any purpose or to any amount.

8.4 CHECKS, DRAFTS, ETC.

All checks, drafts, and other orders for payment of money from the funds or accounts of RPCA, shall be signed on behalf of RPCA by the President or the Treasurer, or by such other person as may be authorized by the Board of Directors.

9. INDEMNIFICATION OF CORPORATE DIRECTORS, OFFICERS AND AGENTS

9.1 RPCA may indemnify each person who is or was a director or Officer of RPCA against any liability and reasonable expense that may be incurred by him or her in connection with, or resulting from, any claim, action, suit, or proceeding (whether brought by or in the name of the Corporation or otherwise), whether civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a Director or Officer of the Corporation, or by reason of any past or future action taken in his capacity as such Director or Officer, whether or not he continues to be such at the time such liability or expense is incurred, provided such person acted in good faith in what he reasonably believed to be the best interests of the Corporation, and provided also that in any criminal action or proceeding he had no reasonable cause to believe that his conduct was unlawful. No indemnification shall be provided for any person with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was the best interests of RPCA.

As used in this section, the terms liability and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against the amounts paid in settlement by a Director, Officer or Agent. Subject to the provisions preceding, any indemnification hereunder shall be made at the discretion of RPCA Board, but only if;

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(1) Acting by a quorum consisting of Directors who are not parties to (or who have been wholly successful with respect to) such claims, action, suit or proceeding, shall find that the Director, Officer or Agent has met the standards of conduct set forth in the first sentence of this section, or

(2) If a quorum of independent Directors does not exist, independent legal counsel (who may be the regular counsel of the Corporation) shall deliver to it their written opinion that such Director, Officer or Agent has met such standards.

- 9.2 RPCA shall have the power; to purchase and maintain insurance on behalf of any Director, officer or agent of RPCA against any liability asserted against or incurred by the Director, Officer or Agent in such capacity, or arising out of the Director's, Officer's or Agent's status as such.

10. COMPENSATION

The Officers, Directors, and members of committees, as such, shall not be compensated for their services but, by resolution, the Board of Directors may allow reimbursement of their expenses as are determined by the Board to be just and reasonable. Nothing contained herein shall prevent a Director or committee member from serving RPCA in any other capacity, including Editor of the Newsletter, and receiving compensation therefor.

11. AMENDMENT OF BY-LAWS

11.1 BY MEMBERS

By-laws may be adopted, amended, or repealed by the affirmative vote or by the written consent of a majority of the Members at the Annual Meeting or a special meeting called for that purpose.

11.2 BY DIRECTORS

Subject to the right of Members to adopt, amend or repeal By-Laws, the Directors may adopt, amend, or repeal any By-Law(s) by an affirmative vote of a majority of the total number of Directors present.

11.3 RESOLUTIONS

11.3.1 Resolutions (commonly called Standing Rules) may be enacted to aid in the carrying out the purposes stated in the Articles of Incorporation or the By-laws, to further the goals of the organization or their/its functions, and to further define the powers and authorities of the corporate officers.

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11.3.2 Resolution may be enacted at any Annual Meeting or Special Meeting of the Board of Directors, as outlined in Sections 4.1 and 4.2.

11.3.3 Resolutions passed at meetings other than the Annual Meeting shall be effective at the next Annual Meeting, unless given immediate effect by a unanimous vote of the board.

12. DISSOLUTION

This Corporation may be dissolved only on the affirmative vote of a majority of the entire membership by written ballots. In the event of such dissolution, all assets shall be converted into cash, except real estate, equipment, or other fixed assets suitable for transfer to a museum, and after payment of all outstanding indebtedness, the assets of this Corporation shall be distributed as follows: To any worthy Museum or Educational foundation or Corporation exempt under the United States Internal Revenue Code of 1954, Section 501(c)(3), as amended. This shall not be construed to mean that distribution shall be limited to one such organization but only that distribution shall be limited to such organizations and that they must be non-profit and exempt under Section 501(c)(3), IRS, as amended.

This section is a binding legal requirement of this Corporation and may not be amended, repealed or altered except in the case of a change of laws of the State of Delaware, or laws of the United States.

13. PARLIAMENTARY AUTHORITY

The rules contained in Roberts Rules of Order, Newly Revised, current edition, shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with these By-Laws, the statutes of the State of Delaware and any special or standing rules of order which this organization may adopt.

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**RAILROAD PASSENGER CAR ALLIANCE, INC
JANUARY, 2002**

RECORD OF REVISIONS

Change of all references to “Kentucky” in By-Laws to “*Delaware*” due to change in state of incorporation.

Voice vote at Annual Meeting held 1-13-2002. Moved by George Payne and seconded by (unknown). Passed by unanimous voice vote.

Voice vote at Mid-term Board Meeting held 6-19-2004. Moved by Roy Wullich, II, and seconded by Dan Maguire. Passed by unanimous voice vote.

Vote at Mid-term Board Meeting held 6-12-10. Moved by John Suscheck and Don Maxwell. Passed by unanimous vote.

Vote at Mid-term Board Meeting held 7-14-12. Moved by Brad Black and Roy Wullich, II. Passed by unanimous vote.

Vote at Annual Board Meeting held 1-12-17. Moved By Wullich, II and Weller. Passed by unanimous vote.

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CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the By-Laws of RPCA and that such By-Laws were duly adopted by the Directors or Members of the RPCA on the date set forth below.

Dated

Corporate Secretary
Railroad Passenger Car Alliance, Inc.

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RESOLUTIONS

The following Resolutions have been voted and passed in accordance with the provisions of By-Law Section 11.3

Resolution 04-01

Adopted at the Mid-term Board Meeting on June 19, 2004 by unanimous voice vote of the directors, effective at that meeting:

Resolved that for this coming election in 2005, that the Nominating Committee rank the term for each individual by his vote count, with the people getting the highest vote counts getting the longest terms. There will be a Group A, (4 with a 3- year term), Group B (3 with a 2-year term), and Group C (3 with a 1-year term). This provision is to be effective only for the 2005 election. Following elections will be governed by Section 6.3 of the By-Laws.

Resolution 04-02

Adopted at the Mid-term Board Meeting on June 19, 2004 by unanimous voice vote of the directors, effective at that meeting:

Resolved that the RPCA Conference Guidelines be adopted as the governing guide of procedures to be used for operation of the annual conference.

Resolution 12-01

Adopted at the Mid-term Board Meeting on July 14, 2012 by unanimous voice vote of the directors, effective at that meeting:

Resolved that the election of directors for a three year term on the Board of Directors shall conform to this process.

I. Nominations

1. Nominations will open as prescribed by the By-Laws and close at Midnight of the 45th day prior to the annual meeting.
2. Within that period, the Vice President, or his designee as Chairman of the Nominating Committee will collect nominations from the membership and propose a slate of candidates on behalf of the Board. As provided by 7.5.3, the slate proposed by the Vice President shall be considered to have the required 10 nominating names in the form of the Board of Directors, and therefore shall be known as the Board's candidates.

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3. In any year where the Vice President himself is standing for election as a Director, it is recommended that he appoint a Nominating Committee Chairman.
4. Incumbent Directors who intend to seek re-election should inform the Nominating Committee Chairman before September 1 to be included as a Board Candidate.

II. Election & Balloting

1. Upon close of the nomination period the Nominating Committee transitions to the Election Committee. The Election Committee will work with the newsletter editor to prepare the candidate statements submitted under By-Law Section 5.2.4, as well as any paid statements the candidates may wish to add for publication in the newsletter sent prior to the Annual Meeting.
2. The election package may be included as an article in the newsletter, a pull-out section of the newsletter, or a separate mailing, as determined to be the most cost effective and to meet the timelines imposed by the By-Laws.
3. Candidate statements submitted under By-Law Section 5.2.4 shall be limited to 250 words, and shall be published at the expense of the RPCA. Longer statements, or separate inserts stating a candidate's qualifications or platform may be included in the election package only if the candidate pays for all costs of production, as well as any additional postage. The inclusion of those materials in the election package, as well as editorial oversight, shall be vested in the newsletter editor.
4. Ballots shall only be mailed with the newsletters or election packages to eligible members and representatives of member organizations.
5. Ballots shall be provided with a sticker or other means of identification such that the ballot may be identified as being from an eligible member.
6. Ballots may be returned in person at the Annual Conference or by US mail.
7. Ballots returned by mail must be clearly marked "Ballot Enclosed", and shall remain in the sealed envelope and opened only by the election committee members when tallying the vote.

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8. Voting will close at the start of the Annual Banquet, or 7:00PM of the night prior to the annual meeting, whichever occurs first.

III. Election Results

1. Upon close of balloting, the election committee will check the ballots presented against the listing of eligible members to confirm that all of the Ballots are valid.
2. No member of the election committee may be a candidate, employed by a candidate, or related to a candidate who is standing for election.
3. The valid ballots will be tallied and the results determined by the Election Committee.
4. The candidates with the highest number of votes for the available positions will be the winners.
5. The Chairman of the Election Committee will deliver the names of the winners, as well as any write-in candidates, to the President for announcement at the beginning of the Annual Meeting.
6. The number of votes received by each candidate, the resolution of any tie, and the individual ballots will be kept in confidentiality by the committee.
7. Unless challenged by ten (10) or more members at the Annual Meeting, the election will be considered concluded at the close of the meeting and the ballots and tally sheets will be destroyed.
8. In the case that there is a challenge, the ballots and all tally sheets will be delivered to the Corporate Secretary who will hold them until resolution of the dispute by the board, at which time they will be destroyed.
