



NSDARW
National Society Descendants of
American Railroad Workers
1825-1950

NATIONAL SOCIETY DESCENDANTS OF AMERICAN RAILROAD WORKERS

BYLAWS

ARTICLE I

Name

The name of this organization shall be: National Society Descendants of American Railroad Workers; hereinafter, referred to as the "Society."

ARTICLE II

Objects and Purposes

The objects and purposes of this Society are:

- To identify and honor the ancestors of members who were "railroad workers" or contributed to the building, maintenance, or administration of a railroad, commuter rail, or a street car system in the United States, Mexico or Canada during the period between March 1, 1825 and December 31, 1950.
- To collect and share records, documents, photographs, articles pertaining to the history and genealogy of "railroad workers" on the Members Only Society webpage.
- To engage in related educational, charitable, historical, genealogical, patriotic, literary and social activities relating to the railroad and its employees.

ARTICLE III

Members

Section 1. Eligibility. Men and women eighteen (18) years of age or older, a citizen of the United States of America and who are lineal or collateral descendants of a "railroad worker" employed within the United States, Mexico, or Canada between March 1, 1825 and December 31, 1950, are eligible for membership in this Society.

Section 2. Definition. A "railroad worker" is defined as an individual who contributed to the building, maintenance, or administration of a railroad, commuter rail, or a street car system in the aforementioned countries. The qualifying ancestor does not have to be directly employed by a railroad company as long as there is proof of his/her contributions.

Section 3. Qualifying Proof. Applicants may use the following as documents as qualifying proof: census records, marriage records, death certificates, cemetery records, obituaries, social security applications, pension records, newspaper articles, histories, biographies, church records, military records, wills, or other credible evidence.

Section 4. Application Process. All pages of the membership application must be completed when submitted to the National Registrar. Items submitted to prove the lineage must be cited and legible copies provided. An applicant may submit a verified application from another lineage society, as long as it includes the signature, date approved and assigned membership number by that society's Registrar or genealogist. In such cases, it will not be necessary to re-submit or re-list the proofs. Membership in the society shall be validated by the National Registrar.

Section 5. Classes of Membership. Membership shall be divided into two (2) groups.

- A. **Regular.** Any member over the age of eighteen (18) years shall be classified as a regular member.
- B. **Junior/Youth.** A member from birth through the age of seventeen (17), shall be classified as a Junior/Youth member.
- C. **Honorary National President.** Upon retirement, an outgoing National President may be elected Honorary National President. A simple majority election may be by voice vote at an Annual, Regular or Special meeting of the Society. An Honorary National President shall have no duties or privileges.

ARTICLE IV Fees & Dues

Section 1. Application Fees. Original application fees for Regular and Junior/Youth membership, as well as Supplemental applications for members, shall accompany the appropriate application form. Fees are set forth in the Standing Rules of the Society.

ARTICLE V Officers & Duties

Section 1. Officers. The officers of this society shall be: National President, National Vice President, National Chaplain, National Registrar, National Treasurer, National Recording Secretary, National Corresponding Secretary, and National Historian. Collectively, they shall be known as the Executive Board. Other officers may be added in the future if the needs of the Society so require.

Section 2. Eligibility for Office. A member eligible for elective office shall have attended at least one (1) Annual meeting prior to the election. The candidates for National President and National Vice President shall have been a member of the Society for at least two (2) years prior to an election. No candidate shall serve more than one (1) term in the same office, except the National Treasurer and National Registrar. In the event there is no candidate to fill a position in an election, the incumbent officer, with the consent of the membership, may remain in the same office for another term.

Section 3. Term of Office. Officers of this society shall be elected at the Annual meeting in even-numbered years and serve a two (2) year term.

Section 4. Vacancies. Should the office of National President become vacant, the National Vice President shall automatically become National President. Vacancies in other offices may be filled

by the National President with the approval of the Executive Board and ratification by the membership.

Section 5. Removal from Office. If an elected officer must be removed from office due to illness, incapacitation, or does not perform his/her duties, removal will be at the discretion of the Executive Board. The National President shall have the authority to remove an appointed officer or committee chair that has been appointed for the same reasons.

Section 6. General Duties. The officers shall perform the duties prescribed by these Bylaws and the adopted parliamentary authority. Each officer shall submit a written report at the annual meeting of the Society. None of the action taken by the officers shall conflict with action taken or ordered by the Society. No salary, dividend, or compensation of any kind shall be paid to any member and no part of the income of the Society shall be distributed to or inure to the benefit of any elected officer, appointed officer, committee chair, or member. Budgeted or non-budgeted expenses incurred on behalf of the organization in performing the duties as an elected officer, appointed officer or committee chair shall be reimbursed as authorized by the Executive Board.

Section 7. Specific Duties of Officers.

National President shall:

- a. preside at all meetings of the Executive Board, Annual, Regular and Special meetings
- b. appoint all committee chairs, including those not provided for in these bylaws, except the Nominating Committee
- c. serve as an ex-officio member of all committees, except the Nominating Committee
- d. represent the Society in all matters at all times
- e. approve all requests for payment of bills incurred outside of the approved annual budget
- f. have the authority to open and close all financial accounts upon the approval of the membership
- g. be a signatory on all financial accounts

National Vice President shall:

- a. in the illness or absence of the President, perform the duties pertaining to that office
- b. automatically become National President if the office of National President becomes vacant
- c. serve as the Program Chair
- d. be a signatory on all financial accounts

National Chaplain shall:

- a. deliver blessings, invocations, and benedictions at all Annual, Regular and Special meetings including Executive Board meetings
- b. send condolence cards to the family of a deceased member
- c. conduct a Memorial Service, when required, at the next meeting of the membership
- d. keep a record of the date of death of all members and submit a necrology report at the Annual meeting

National Registrar shall:

- a. in addition to those duties described under Article III, Membership, shall be solely responsible for examining all applications and proofs or documentation for an applicant's eligibility and accuracy as to each generation
- b. be the custodian of all application and supplemental papers of members

- c. maintain a form file on members of the Society, that includes the name, address, contact numbers, email address, name, state and job title of ancestors, national number, dates of admission to the National Society, marriage, or death
- d. notify the National President and National Corresponding Secretary of the acceptance of new members
- e. prepare and submit reports as required

National Treasurer shall:

- a. be responsible for the Society's finances
- b. be a signatory on all financial accounts as designated by the Executive Board or membership
- c. prepare and sign all checks, as required
- d. deposit all fees and donations in an FDIC insured financial account
- e. prepare and file, within the timeframe stated by law, all required forms and income tax returns for the Society as appropriate
- f. disburse funds as allocated in the approved annual Budget, Standing Rules, or at the direction of the Executive Board, or by vote of the membership
- g. have Society records available to the Financial Review committee at the conclusion of each administration
- h. maintain a file of the (EIN) employer identification number of the Society

National Recording Secretary shall:

- a. keep an accurate written record of the proceedings of all meetings of the Society and Executive Board
- b. provide minutes of the Executive Board meetings to the officers within two (2) weeks after an Executive Board meeting for their review
- c. provide minutes to the Executive Board within two (2) weeks after all Annual, Regular and Special meetings for their review
- d. provide approved minutes of all Annual, Regular and Special meetings to the National Corresponding Secretary for distribution to the membership at least thirty (30) days prior to the next scheduled meeting

National Corresponding Secretary shall:

- a. keep and maintain an accurate record of the current membership, noting all changes in names, addresses, deaths, new members, and resignations
- b. handle all correspondence and mailings of the Society as directed
- c. maintain, at all times, a current mailing list

National Historian shall:

- a. be responsible for recording and preserving all historical and commemorative records compiled by, or in honor of, the Society
- b. submit photographs and articles pertaining to the history and genealogy of "railroad workers" to the Social Media Committee Chair, for posting to the Society's social media platforms

ARTICLE VI
Appointed Officers

The National President may appoint a Parliamentarian and an Advisor to serve during the National President's two (2) year term. They shall not be a voting member of the Executive Board nor be counted in the quorum for Executive Board meetings. They shall not speak for or against a motion

or vote by voice or raise of hand, but may vote by ballot as members at Annual, Regular, Special or Electronic meetings. The Parliamentarian shall be a member of the Bylaws Committee.

ARTICLE VII Nominations & Elections

Section 1. Nominating Committee. Members of this committee are elected to serve for one (1) year only. The Nominating Committee shall consist of three (3) members who did not serve on the previous Nominating Committee. Nominees shall be elected by the membership at its Annual Meeting in odd-numbered years. The National President shall call for nominations from the floor. Whenever possible, nominees shall not be from the same geographical area. If the nominations from the floor number more than three (3), the election shall be by ballot. It shall be the duty of the committee to provide a slate of officers for election and installation at the close of the Annual Meeting held in even-numbered years.

The committee shall select its chair. The committee members are responsible for verifying each candidate's qualifications and eligibility requirements for the office a candidate seeks. Every effort shall be made by the committee to recommend members for elective office that represent as many geographical areas as possible. All nominees for an elective office shall provide the committee with a written consent to serve, if elected.

Once the slate has been presented to the National President at the Annual Meeting the duties of the Nominating Committee have been completed and the committee shall be discharged by the National President.

Section 2. Elections. The election of officers shall be by ballot. If there are no nominations from the floor for each office called in sequence the ballot shall be dispensed with and the vote taken for the entire slate by voice vote. If there are nominations from the floor for one or more offices in which there is already a candidate, the vote shall be taken by ballot. A majority of votes cast shall elect. The National President shall appoint the Tellers Committee. If a member of the Nominating Committee becomes a nominee for elective office, the member shall not serve as a Teller or be involved in counting the votes.

ARTICLE VIII Meetings

Section 1. Date of Meetings. An Annual meeting and one (1) Regular meeting of the Society shall be planned and called by the Executive Board.

Section 2. Notice and Call. The Notice and Call to all Annual, Regular and Special meetings shall be prepared by the National President, with the assistance of the National Corresponding Secretary, and sent electronically to all members no later than thirty (30) days prior to such meeting and shall include all pertinent information as to date, time and place. Registration with the Corresponding Secretary (or pro tem designated by the President) for all meetings is required.

Section 3. Annual Meeting. The purpose of the Annual meeting of the Society shall be for receiving reports, approving the annual budget, planning, and promoting projects, election of officers in an even-numbered year, election of a nominating committee in an odd-numbered year, and such other business as may be necessary. The Annual meeting may be held either in-person or via an electronic meeting platform.

Section 4. Regular Meetings. The purpose of a Regular meeting of the Society shall be for providing updates to plans and projects as set forth at the Annual meeting, sharing information about

the Society, making decisions that require immediate attention, presenting programs relevant to our objects, and fostering camaraderie among members. Prospective members may be invited to Regular meetings. The Regular meetings shall be held via an electronic meeting platform.

Section 5. Special Meetings. The members of this organization shall have the right to request the call of a Special meeting of the membership at any time upon the written request of at least five (5) members. Said notice shall state the purpose of the meeting and only the business stated in the Notice shall be considered for discussion and action. The National President or members of the Executive Board may also call a Special meeting under the same requirements. The Special meetings shall be held via an electronic meeting platform.

Section 6. Electronic Notification. Notwithstanding any provision set forth elsewhere in these Bylaws to the contrary, electronic delivery, including electronic mail and other electronic communications may be utilized by the Society for the transmittal of documents to members, including but not limited to the Notice and Call of any meeting, mass mailings, or other notices and communications as permitted by applicable law.

Section 7. Electronic Meetings. Any meeting may be conducted by electronic communication media when procedures are followed as set forth in the *Standing Rules* of the Society.

Section 8. Voting Body. Each member shall have one (1) vote at all meetings. Members attending virtual meetings will be sent a link to register. This registration process will provide a preliminary registration count. After registering, they will be provided with a meeting link and upon logging in, their name will appear in the Participants. The total number of Participants will be the final registration count.

Section 9. Quorum. Seven (7) members shall constitute a quorum for the transaction of business, three (3) of which must be duly elected officers.

Section 10. Proxy. There shall be no proxy voting.

ARTICLE IX Executive Board

Section 1. Composition. The Executive Board shall consist of the National President, National Vice President, National Chaplain, National Registrar, National Treasurer, National Recording Secretary, National Corresponding Secretary and National Historian.

Section 2. Duties. The Executive Board shall aid the National President, when necessary, and shall have charge of the business of the Society in the interim between all meetings.

Section 3. Meetings. The Executive Board shall meet at least seven (7) days prior to the Annual meeting or at any other time at the call of the National President, or upon written request of three (3) members.

Section 4. Quorum. A majority of elected officers at any Executive Board meeting shall constitute a quorum for the transaction of business.

Section 5. Proxy. There shall be no proxy voting.

ARTICLE X Committees

Section 1. Composition. The standing committees of the Society may be: Annual Meeting, Budget/Finance, Bylaws, Credentials, Financial Review, Membership, Scholarship and Social Media. The National President may add other committees as necessary to carry out the objects and purposes of this Society.

Section 2. Nominating Committee. This committee shall be elected by the membership. The sole purpose of this committee is to seek qualified candidates for elective office. It should never be considered a standing committee.

Section 3. Quorum. A majority of the committee members shall constitute the quorum.

Section 4. Proxy. There shall be no proxy voting.

ARTICLE XI Amendments

Section 1. Bylaws. Any amendments or revisions to these Bylaws may be submitted to the Bylaws Committee for review. If approved by the Bylaws Committee, they may be implemented by a two-thirds (2/3) vote of the members present and voting at all Annual, Regular and Special meetings, provided the revision or amendment(s) has/have been distributed to the members for review at least thirty (30) days prior to the Annual, Regular and Special meetings at which they will be considered. If said proposed amendment(s) is/are not in conflict with these Bylaws, it/they may be presented to the membership for a vote.

Section 2. Effective Date. Revisions or amendments duly adopted by the membership, unless containing a proviso date, shall become effective at the close of the Annual, Regular or Special meeting at which they were adopted.

Section 3. Corrections. The Bylaws Committee is authorized to correct articles and section designations, punctuation and to make such other technical and conforming changes necessary to reflect the intent of the Society.

ARTICLE XII Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, may govern the Society in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that the society may adopt.

ARTICLE XIII Indemnification and Liability

Section 1. Indemnification. The Society shall indemnify officers and other persons in accordance with the law.

Section 2. Liability. Officers shall not be held personally liable for monetary damages for breach of fiduciary duty in their respective capacities, provided that the foregoing shall not limit the liability of an officer for (a) misappropriation, in violation of her duties, or any business opportunity of the organization; (b) acts or omissions that involve intentional misconduct or a knowing violation of law;

(c) the types of liability set forth in the legal *Codes* governing this society; or (d) receipt of an improper personal benefit under those *Codes*.

ARTICLE XIV **Dissolution**

Although the period of duration of this Society is perpetual, if for any reason the Society should be dissolved or otherwise terminated, no part of the property of the Society, nor any of its proceeds shall be distributed to or inure to the benefit of any officer, committee chair, or member. Upon dissolution, and after all liabilities and debts have been paid, the remaining property and assets shall be distributed to another exempt organization under the provisions of Section 501(c)(3) of the *Internal Revenue Code* of 1954 or the corresponding section of any future *Internal Revenue Code*.

Adopted 21 May 2024

Amended 9 March 2025

Amended 22 March 2026



NATIONAL SOCIETY DESCENDANTS OF AMERICAN RAILROAD WORKERS

STANDING RULES

1. **Fiscal Year.** The fiscal year of this Society shall be a calendar year from January 1 to December 31.
2. **Fees.** The initiation fee shall be two hundred twenty-five dollars (\$225.00) for Regular membership and one hundred twenty-five dollars (\$125.00) for Junior/Youth membership, with an option to convert to full membership at age eighteen (18) for the sum of one hundred dollars (\$100.00). The supplemental fee shall be seventy-five dollars (\$75.00).
3. **Expenditures.** The National Treasurer is authorized to pay budgeted expenses incurred for normal operating items. The National Treasurer is also authorized to pay any unbudgeted expenses with the approval of the National President that do not exceed a total of five hundred dollars (\$500.00) through the end of the budget year. All expenditures shall be listed on each Treasurer's report. Requests for reimbursement by Officers or Committee Chairs for prior approved expenses, or budgeted expenses, shall include the vendor's receipt attached to the Treasurer's required form. Statements or invoices shall be delivered to the National Treasurer prior to or at any meeting of the Executive Board.
4. **Neck Ribbon and Ensemble for National President.** The newly elected National President, in even-numbered years, shall receive directly from Citypride, a Society neck ribbon with the NSDARW miniature insignia placed in the center of a 2" starburst, a top banner over the insignia with the words, National President and a bottom banner with the years of service. The order for the ensemble shall be placed by the National Treasurer the day after installation and Citypride will ship to the National President's home address. *Amended 22-Mar-2026.*
5. **Gifts & Donations.** This Society is empowered to accept donations and gifts made by devise or bequest in a Last Will and Testament or by a Declaration of Trust, and distribute any funds in accordance with the intent of the donor or terms of the Will or Trust. If no instructions are provided for the use of such devise or bequest, then the funds shall be distributed pursuant to the current bylaws of the Society, or upon the recommendation of the Executive Board, subject to approval of the membership.

6. **Record Retention.** The following Society files maintained by officers and committee chairs shall be permanently retained:
 - a. Minutes of all Executive Board, Annual, Regular and Special meetings;
 - b. Registrar files, including copies of all applications;
 - c. Membership rosters and yearbooks/directories;
 - d. Financial statements, yearly reports, copies of projected budgets and verification of the annual IRS Form 990-N (e-Postcard) filing and the annual Virginia Articles of Incorporation form filing.

7. **Ballots.** The National Recording Secretary shall destroy all ballots at the close of the meeting.

8. **Rules for Holding Electronic Meetings**
 - a. **Login information.** The National Corresponding Secretary shall send by e-mail to every member a meeting notice including the time of the meeting and the URL and codes necessary to connect to the Internet meeting service.
 - b. **Login time.** The National Corresponding Secretary and/or the National President shall schedule an electronic meeting to begin at least 15 minutes before the start of each meeting.
 - c. **Signing in and out.** Members shall identify themselves as required to sign in to the meeting, maintain Internet and audio access throughout the meeting whenever present, and sign out upon any departure before adjournment.
 - d. **Quorum calls.** The presence of a quorum shall be established by audible roll call at the beginning of the meeting.
 - e. **Technical requirements and malfunctions.** Each member is responsible for their own connection by Internet media and no action shall be invalidated on the grounds that the loss or poor quality of a member's individual connection prevented participation in the meeting.
 - f. **Forced disconnections.** The National President or National Corresponding Secretary may direct the muting of a member's connection if it is causing undue interference with the meeting.
 - g. **Assignment of the floor.** To seek recognition a member shall raise their hand.
 - h. **Interrupting a member.** A member who intends to make a motion or request shall raise their hand.
 - i. **Motions submitted in writing.** A member intending to make a main motion, to offer an amendment, or to propose instructions to a committee, shall, before being recognized, post the motion in writing to the online area designated by the Recording Secretary for this purpose, preceded by the member's name.
 - j. **Display of motions.** The Recording Secretary shall designate an online area exclusively for the display of the immediately pending question and other relevant pending questions.
 - k. **Voting.** An anonymous vote conducted through the designated internet meeting service shall be deemed a ballot vote, fulfilling any requirement in the bylaws or rules that a vote supports anonymous voting and visible displays identifying those participating, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and revealing the results of the vote.
 - l. **Video display.** [For groups using video, but in which the number of participants is too large for all to be displayed simultaneously:] The chair, the Recording Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting, and shall also cause display of the video of the member currently recognized to speak or report.

9. **Automatic Grammatical Changes.** Minor corrections to the Standing Rules, such as

numbering and grammatical errors, without altering the meaning, may be made by approval of the Executive Board.

10. **Termination of Standing Rules.** These Standing Rules may be suspended by a majority vote or they may be amended or rescinded by a two-thirds (2/3) vote.
11. **Privacy Information.** Membership information, including email addresses, must not be used by any member or officer in the promotion of any interest outside the Society.

Adopted 21 May 2024

Amended 22 March 2026