

Northern Pacific Railway Historical Association By-Laws

Article I. MEMBERSHIP

Section 1. Classes of Membership. This Non-Profit Corporation, hereinafter referred to as the Association, shall have three classes of members as follows:

- A. Regular Members. Those who pay the established annual dues.
- B. Sustaining Members. Those who pay membership dues greater than the established annual dues for Regular Members and in the amounts established by the Board of Directors for this class.
- C. Veteran Members. Those who worked for the Northern Pacific Railway may pay the veteran rate established by the Board of Directors.

Section 2. Dues. The amount of annual dues for each class of membership shall be established by the Board of Directors. Dues shall not be prorated. Annual dues paid on or prior to the lapse date shall cause membership to extend one year from the end of the member's current membership year. Dues may be paid in advance, up to a maximum of two years.

Section 3. Election of Members. A person becomes a member upon written application to the Treasurer, or to a person designated by the Board of Directors to receive applications and payment of annual dues. A person's membership shall lapse into non-membership status one year after the date of receipt of annual dues, unless another payment of annual dues is received on or prior to the lapse date.

Section 4. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 5. Proxies. Voting of members by proxy shall be permitted, provided the appointment of a proxy shall have been filed in writing at or before the meeting at which the vote is taken with the person who has been designated to act as secretary for the meeting.

Section 6. Termination.

- A. Any member may terminate membership at any time by written notice of resignation to the Treasurer. Resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore incurred and unpaid or to surrender any property belonging to the Association. No refund of dues will be made to a member terminating by resignation.
- B. The Board of Directors may, by two-thirds vote, terminate for cause the membership of any person whose actions or conduct are deemed contrary to the best interests of the Association. However, such action shall not be taken except for good cause shown and upon written notice and opportunity for the member concerned to submit such comments in writing or in person or both as the member concerned desires.

Section 7. Transfer of Membership. Membership in this Association is not transferable or assignable.

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Article II. MEMBERSHIP MEETINGS

Section 1. Annual Meeting. A meeting of the members shall be held at the call of the Board of Directors at such time and place as they shall determine. It shall be held no less than once in each calendar year at, and as a part of the Annual Convention, for the purpose of electing Directors and transacting such other business as may come before the meeting. Notice of the meeting will consist of the publication of Convention location and dates in one or more issues of the "Mainstreeter".

Section 2. Special Meetings. Special meetings of the members may be called by the President, by the Board of Directors or by petition signed by no less than one-tenth of the members having voting rights.

Section 3. Notice of Meetings. Written notice stating the place, date and time of any meeting of members other than the Annual Meeting shall be delivered to each member of record not less than fifteen days before the date of such meeting. In case of a special meeting or when required by statute or by these By-laws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association, with First Class postage thereon prepaid.

Section 4. Quorum. Ten members in person shall constitute a quorum at any meeting of the members. If a quorum is not present, a majority of members present may adjourn the meeting to another time without further notice. At the resumption of a previously adjourned meeting where a quorum was present, any business may be transacted which might have been transacted at the original meeting. Withdrawal of members from the resumed meeting shall not cause failure of a duly constituted quorum at the resumed meeting.

Section 5. Election of Directors. Nominations for Directors, in addition to those made by the Nominating Committee, may be made at the Annual Meeting.

- A. If no additional nominations are made, following the majority approval of a motion of acceptance the presiding officer of the meeting shall declare the Nominating Committee's slate elected.
- B. Nominations in addition to those made by the Nominating Committee must be made and seconded by members in good standing. Each such nominee must be a member of the Association in good standing, be present at the meeting, and state their willingness to serve if elected.
- C. If there are more nominees than open positions on the Board of Directors, the Association members present at the meeting shall vote in writing to fill the open positions on the Board. Each member may cast one vote each for as many nominees as there are open positions on the Board. Ballots with votes for more nominees than open positions shall not be counted.

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Article III. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by the Board of Directors.

Section 2. Number. The number of Directors shall be nine (9). Each Director shall hold office for two years and until his or her successor shall have been elected and qualified, except that four of the initial Board of Directors shall hold office for one year. Directors must be members in good standing of the Association.

Section 3. Election. Directors will be elected by the members at the Annual Meeting of the Association. The terms of Directors elected at the Annual Meeting of the Association shall begin following adjournment of the Annual Meeting of the Board of Directors specified in Art. III, Sec. 4, except that new Directors shall be entitled to vote for Officers of the Association as specified in Art IV, Sec.2. The Mainstreeter Editor, Membership Chair, and Company Store Manager shall not be eligible to serve on the Board of Directors.

Section 4. Regular Meetings. An annual meeting of the Board of Directors shall be held after and at the same place as the annual meeting of members and without other notice than these By-laws. The Board of Directors may provide by resolution the time and place for additional regular meetings of the Board without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors, who shall fix any reasonable place for holding the meeting.

Section 6. Notice. Notice of any special meeting of the Board of Directors shall be given at least two weeks previous thereto by written notice to each Director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with First Class postage thereon paid. If notice of a special meeting is made by e-mail, it shall be followed up with a telephone contact to any director not responding to the notice within one week.

Section 7. Presence at Meetings. A conference among Directors, or among members of any committee designated by the Board of Directors, by any means of communication through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board, or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Virtual participation in such a meeting constitutes personal presence at the meeting.

Section 8. Informal Action. Any action required to be taken at a meeting of the Directors of the Association or any other action which may be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each Director entitled to vote with respect to the subject matter thereof.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board. If less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting to

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another time. The President shall notify all Board members, in a timely manner, of the time and place of the adjourned meeting.

Section 10. Manner of Acting and Proxies. The act of a majority of the Directors voting may be by proxy, but in writing, and shall be the act of the Board of Directors, unless the act of a greater number is required by statute, these By-laws, or Articles of Incorporation.

Section 11. Termination. Any Director who resigns as a Director or as a member of the Association or whose membership in the Association lapses or is terminated for cause in accordance with these By-laws shall cease to be a Director as of such resignation, lapse or termination.

Section 12. Vacancies. Any vacancy occurring on the Board of Directors, or any vacancy to be filled by an increase in the number of Directors, shall be filled by the Board of Directors unless these By-laws or the Articles of Incorporation provide otherwise. A Director appointed to fill a vacancy shall serve the unexpired term of his or her predecessor in office, or until the next annual meeting, whichever is later.

Section 13. Compensation. Directors shall not receive any salary for their services but, by resolution of the Board of Directors, may be allowed reimbursement of reasonable expenses of attending regular or special meetings of the Board. Any reimbursement to a Director shall be identified in the Treasurer's Report to the next Annual Meeting of the Association.

Article IV. OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, a Vice President, a Treasurer, and a Secretary.

Section 2. Election and Term of Office. Officers shall be elected annually by the Board of Directors of the Association at the annual meeting of the Board of Directors and shall assume office following adjournment of the annual meeting of the Board of Directors. Only new or continuing Directors shall be eligible to vote for and be elected an Officer of the Association. Each Officer shall hold office until his or her successor shall have been duly elected and qualified to hold office, or until death or resignation or until removed from office in the manner herein provided.

Section 3. Vacancies. Vacancies in any office of the Association occurring between the times of the annual meeting of the Board of Directors shall be filled through appointment by the Board of Directors.

Section 4. Termination. Any Officer elected or appointed by the Board of Directors who resigns as a Director, Officer, or member of the Association, or whose membership in the Association lapses or is terminated for cause in accordance with these By-laws shall cease to be an Officer as of such resignation, lapse, or termination.

Section 5. President. The President shall be the principal executive officer of the Association. Subject to the direction and control of the Board of Directors, he or she shall be in charge of the business and affairs of the Association, and shall see that the resolutions and directives of the Board of Directors are carried into effect, including those instances in which that responsibility is assigned to some other person by the Board of Directors.

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Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the President may execute for the Association any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, either individually or with the Secretary, the Treasurer, or any other Officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. The President may vote all securities which the Association is entitled to vote, except to the extent such authority shall be vested in a different officer or agent of the Association by the Board of Directors.

Section 6. Vice President. The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as may from time to time be assigned by the President or in the event of the inability or refusal of the President to act, the Vice President shall perform the duties of the President and when so acting, shall have all of the powers of and be subject to all the restrictions upon the President.

Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board of Directors or these By-laws, the Vice President may execute for the Association any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, either individually or with the Secretary, the Treasurer or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

Section 7. Treasurer. The Treasurer shall be the principal accounting and financial officer of the Association. The Treasurer shall:

- A. Have charge of and be responsible for the maintenance of adequate books of account of the Association;
- B. Have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof;
- C. Maintain a current list of members having voting rights;
- D. Review promptly, upon receipt, the financial report of the Convention Chair, and report any unresolved issues to the President;
- E. Make a report at each Annual Meeting of the financial condition of the Association;
- F. File IRS reports, as required; and
- G. Perform all other duties incident to the office of Treasurer and such other duties as may be assigned from time to time by the President or the Board of Directors. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors may prescribe and authorize payment for.

Section 8. Secretary. The Secretary shall:

- A. Record and maintain the minutes of the meetings of members and of the Board of Directors in one or more locations provided for that purpose;
- B. Assure that all required notices are duly given in accordance with the provisions of these By-laws or as required by law;
- C. Keep the Certificate of Incorporation of the Association;
- D. Make such reports as are required by law; and

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- E. Perform all other duties incident to the office of Secretary, and such other duties as may be assigned from time to time by the President or by the Board of Directors.

Section 9. Legal Address. The legal address of the Association shall be established by the President, and such information communicated to all interested parties, including the IRS.

Article V. COMMITTEES

Section 1. Committees. The activities of the Association are carried out principally through Standing Committees and Temporary Committees. The following shall constitute the Standing Committees of the Association:

- A. Finance Committee
- B. Publications Committee
- C. Convention Committee
- D. Preservation Committee
- E. Nominating Committee
- F. Audit Committee
- G. Membership Committee
- H. Modeling Committee

Section 2. Committee Members. Each Committee shall have at least three members, all of whom are current voting members of the Association and at least one of whom shall also be a Director of the Association, unless otherwise determined in these By-laws. The chairperson of each Committee shall be appointed by the President, with the advice and consent of the Board of Directors, unless otherwise determined by these By-laws. Additional members of each Committee may be appointed by the chairperson of the committee concerned. Members and chairpersons of Committees serve at the pleasure of the person or authority appointing them.

Section 3. Discontinuance. In the event any Committee established under these By-laws shall be deemed unnecessary or ineffective in carrying out the objectives and purposes of the Association, the Board of Directors may, by an affirmative majority vote, terminate the existence of such committee. The Board of Directors may reinstate a terminated committee by a subsequent affirmative majority vote.

Section 4. Reports. Each Committee shall report on the progress and results of its activities at the Annual Membership Meeting and at such other times as specified in these By-laws or directed by the Board of Directors.

Section 5. Rules. Each Committee may adopt rules for its own government not inconsistent with these By-laws or the Articles of Incorporation of the Association.

Section 6. Finance Committee. The Finance Committee oversees the financial affairs of the Association. The Treasurer of the Association serves as the chairperson of the Finance Committee. The responsibilities of the Finance Committee are as follows:

- A. To prepare a long-range financial plan and an annual budget for the Association for review and approval by the Board of Directors;
- B. To recommend the amount of annual dues to be charged to members of the Association;

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- C. To oversee fund-raising activities of the Association;
- D. To oversee the financial aspects of the Company Store, and any other entities and activities of the Association.
- E. To recommend to the Board of Directors the manner in which the funds and financial assets of the Association shall be invested and preserved; and
- F. To carry out such other duties as the President or the Board of Directors may from time to time assign.

Section 7. Publications Committee. The Publications Committee oversees the preparation and distribution of all printed materials issued by the Association. All such materials shall adhere to high standards of technical and historical accuracy. The Editor of the Association's periodical, "The Mainstreeter", shall be the chairperson of the Publications Committee. The Editor is appointed by the Board of Directors. The responsibilities of the Publications Committee are as follows:

- A. To direct the publication and distribution of "The Mainstreeter" as the principal publication for the Association's news, historical, and modeling information for the use of members of the Association and for sale to others, such periodical to be published four times per year unless otherwise directed by the Board of Directors;
- B. To plan and produce, subject to the approval of the Board of Directors, such additional publications as may best serve the purposes of the Association;
- C. To assist others who wish to prepare for publication or to publish technical or historical material pertaining to the purposes of the Association; and
- D. To carry out such other duties as the President or the Board of Directors may from time to time assign.

Section 8. Convention Committee. The Convention Committee organizes and conducts the Annual Convention of the Association, subject to the advice and approval of the Board of Directors. The Convention Chairperson or Cochairpersons are appointed by the Board of Directors. The responsibilities of the Convention Committee are as follows:

- A. To select, subject to the approval of the Board of Directors, a time and place for the Annual Convention;
- B. To plan and make all necessary arrangements for the facilities, program and supporting services and activities for the Annual Convention;
- C. To handle all expenditures and receipts of moneys related to the Annual Convention in accordance with the budget approved therefore and to submit a full accounting of such expenditures and receipts, along with all related invoices, receipts and similar documentation, to the Treasurer of the Association, along with all residual funds, within ninety days of the close of the Convention;
- D. To prepare and submit a report of the Convention to the Board of Directors within ninety days of the close of the Convention to assist in the planning and conduct of future such conventions; and
- E. To carry out such other duties as the President or the Board of Directors may from time to time assign.

Section 9. Preservation Committee. The Preservation Committee is responsible for the safekeeping, preservation and utilization of technical and historical materials, documents and artifacts acquired by the Association. The chairperson of the Preservation Committee shall be the Curator and shall be appointed by the Board of Directors. The responsibilities of the Preservation Committee are as follows:

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- A. To recommend to the Board of Directors a policy for the acquisition, preservation, safekeeping and utilization of technical and historical papers, maps, photographs, materials, and artifacts pertaining to the Northern Pacific Railway and related companies;
- B. To, in accordance with the policy approved by the Board of Directors and in accord with these By-laws and the Articles of Incorporation of the Association, acquire, preserve and arrange for the safekeeping of archival materials and artifacts of the Northern Pacific Railway and related companies, organizations and persons and for the provision of reasonable access to such items by members of the Association and such other persons as the committee deems appropriate in accordance with the purposes of the Association. The Preservation Committee shall be the sole authority for accepting or purchasing or otherwise obtaining any technical or historical material or artifact in the name of the Association. Under no circumstance shall any individual member accept or purchase any such material in the name of the Association or represent that he or she is acting for the Association in soliciting or accepting any such donation, loan or purchase;
- C. To promote the safe display and reasonable use of archival materials in the custody of the Association in furtherance of the purposes of the Association;
- D. To transfer custody of archival materials in the custody of the Association, or to facilitate the transfer of such material if privately held, to public organizations, such as state historical societies or museums, chartered for the preservation, display and the educational and research use of such materials, when such transfer is deemed the most appropriate course of action consistent with the purposes of the Association and is permitted by the conditions attending the acquisition of such material by the Association and by the Articles of Incorporation of the Association; and
- E. To carry out such other duties as the President or the Board of Directors may from time to time assign.

Section 10. Nominating Committee. The Nominating Committee nominates candidates for election at the Annual Membership Meeting to serve as Directors of the Association. The chairperson of the Nominating Committee shall be appointed by the Board of Directors. The remaining two members of the Nominating Committee shall be appointed by the Association President, with the advice and consent of the Board of Directors. No member of the Nominating Committee shall be among those nominated by the Nominating Committee. The responsibilities of the Nominating Committee are as follows:

- A. To prepare a slate of candidates, qualified and willing to serve in the positions to which they are nominated, to be presented to the membership at the Annual Membership Meeting. The slate shall include one candidate for each Director position and each officer position up for election;
- B. To nominate the candidates at the Annual Meeting;
- C. To count the votes and certify the results of each election at the Annual Meeting; and
- D. To carry out such other duties as the President or the Board of Directors may from time to time assign.

Section 11. Audit Committee. The Audit Committee reviews the books of account and such other records as may be deemed appropriate to certify their accuracy and the proper use of the funds and financial assets of the Association. The Board of Directors shall designate three members of the Association who are neither current nor immediate past officers or directors to serve as members of the Audit Committee and shall designate one of them to serve as chairperson of the Committee. The responsibilities of the Audit Committee are as follows:

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- A. To conduct an audit of the books of account and finances of the Association immediately following the Annual Membership Meeting and to report their findings in writing to the Board of Directors within ninety days following said Annual Meeting; and
- B. To carry out such other duties as the President or the Board of Directors may from time to time assign.

Section 12. Membership Committee. The Membership Committee consists of a chairman and several members residing in various cities and communities. The chairman oversees the other committee members and their recruitment activities, and keeps up-to-date record of all such activities. The responsibilities of the Membership Committee are as follows:

- A. To establish and carry out procedures in actively recruiting new members on a continuing basis;
- B. To develop and use recruiter's kits containing accurate and timely information about the NPRHA, membership applications, and any other items of interest likely to attract potential members;
- C. To follow up with those whose membership has lapsed, to ascertain the reason for the lapse, and attempt to re-enlist them; and,
- D. To make recommendations for recruiting additional members; and,
- E. To carry out such other duties as the President or the Board of Directors may from time to time assign.

Section 13. Modeling Committee. The mission of the Modeling Committee is to support prototypically correct Northern Pacific modeling through various efforts such as special runs with manufacturers, assisting manufacturers in their research, researching and producing our own original kits. The chairperson of the Modeling Committee shall be appointed by the President with the advice and consent of the Board of Directors. The responsibilities of the Modeling Committee are as follows:

- A. Collaborate and contribute to the committee's efforts in the research and development of original kits.
- B. Collaborate and contribute to the committee's support of manufacturers in their development of NP models.
- C. Research and make recommendations for new NPRHA modeling offerings and materials that are prototypical to NP practices such as, however not limited to, paint, decals, parts, literature.
- D. Engage with NPRHA members to learn what the membership would like to see produced.
- E. Develop pricing, inventory, tracking and production templates for any modeling project.
- F. Support modeling efforts associated with NPRHA conventions.

Section 14. Temporary Committees. The President or the Board of Directors may from time to time appoint one or more Temporary Committees. The membership, responsibilities, duration, tasks and duties of such committees are at the discretion of the appointing authority, within the constraints of these By-laws and the Articles of Incorporation of the Association.

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Article VI. COMPANY STORE

Section 1. At the discretion of the Board of Directors and under such rules and regulations adopted by the Board, a Company Store may be maintained for the purpose of furthering the objectives of the Association.

Section 2. At the Annual Meeting of the Association the Treasurer's Report shall include a statement of income and expenditures of the Company Store.

Article VII. BOOKS AND RECORDS

Section 1. The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members and of the Board of Directors and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

Article VIII. FISCAL YEAR

Section 1. The fiscal year of the Association shall be fixed by resolution of the Board of Directors. The fiscal year shall be January 1 through December 31.

Article IX. CONTRACTS, BANKING, GIFTS AND LOANS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Checks and Drafts. All checks, drafts and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Association. In all cases, expenditures shall be made only within the current approved budget, unless specifically authorized by action of the Board of Directors, or at the discretion of the President or Vice President of the Association for amounts not to exceed \$500.

Section 3. Deposits. All funds of the Association shall be deposited promptly upon receipt, to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept, or direct the acceptance by resolution, on behalf of the Association any contribution, gift, bequest or devise for the general purposes or any special purposes of the corporation.

Section 5. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Association and no evidence of such indebtedness issued in its name unless authorized by or

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under the authority of such a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

Article X. RESTRICTIONS ON INCOME AND ACTIVITIES

Section 1. No part of the net earnings of the Association shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation in furtherance of the purposes set forth in Article 2 of the Articles of Incorporation. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which is deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Article XI. Conflict of Interest

Section 1. Conflict of Interest. No member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over and the matter resolved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known.

Article XII. INDEMNIFICATION

Section 1. Indemnification. Each person, now or hereafter, a director, officer or employee of the Association, shall be indemnified by the Association against all costs and expenses, including counsel fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by or imposed upon him or her in connection with or resulting from any threatened, pending or completed action, suit or proceeding or the settlement thereof prior to final adjudication (including actions by or in the right of the Association), to which he or she is or may be a party by reason of his or her being or having been a director, officer or employee at the time such costs or expenses are incurred by or imposed upon him or her. Such indemnification assumes that the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The question whether and to what extent such indemnification is appropriate to be made in any particular case, under the above provision, shall be determined by final adjudication in such action, suit or proceeding or, in the absence of such adjudication, by vote of a majority of the Directors then in office who are not parties to the action, or any related action, suit or proceeding, whether or not such majority constitutes a quorum. If all Directors then in office are parties to the action, or a related action, suit or proceeding, this determination shall be made in a written opinion by independent legal counsel selected by the Board of Directors. The right of

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indemnification herein provided shall not exclude other rights to which such person may be entitled by law.

Section 2. Good Faith. No person shall be liable to the Association for any loss or damage suffered by the Association on account of any action taken or omitted to be taken in good faith by him or her as a Director or Officer of the Association.

Article XIII. GENERAL PROVISIONS

Section 1. Rules. Roberts' Rules of Order shall govern the conduct of any meeting, assembly or convention of this Association, should any dispute arise as to its conduct.

Article XIV. AMENDMENTS

Section 1. The power to alter, amend or repeal these By-laws or adopt new By-laws shall be vested in the membership, unless otherwise provided in the Articles of Incorporation or the By-laws. Such action may be taken at a regular or special meeting of the membership for which 15 days written notice of the purpose and amendment contents shall be given. The By-laws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with law or the Articles of Incorporation.

Article XV. DISSOLUTION

Section 1. Upon dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets and property of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501c(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article XVI. ADOPTION

Adopted by vote of the members at the Annual Membership Meeting, July 17, 1986, Tacoma, WA.

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NOTES ON AMENDMENTS (Not a part of the By-Laws)

Article III, Section 2, amended from seven (7) Directors to nine (9) Directors by vote of the members at the Annual Membership Meeting, July 17, 1987, Fargo, ND.

Article V, Section 1, amended to include g. Recruitment Committee; Section 12 renumbered Section 13; and new Section 12, Recruitment Committee, inserted by vote of the members at the Annual Membership Meeting, July 17, 1994, Spokane, WA.

Articles I, III, and IV were amended and a new Article VI added by vote of the members at the Annual Membership Meeting July 15, 1995, Glendive, MT.

Art III, Sec. 3 & 4 and Art. IV, Sec.2 were amended by vote of the members at the Annual Membership Meeting July 20, 1996, Missoula, MT.

Art I, Sec 2, 5 & 6 were amended by the vote of the members at the Annual Membership Meeting July 15, 1995, Glendive, MT, but were added to the By-laws at the Annual Membership Meeting, July 18, 1998, Tacoma, WA.

Art I, Sec 5 was renumbered to Sec 2; Art II, Sec 1,3,and 4 were clarified and Sec5 was added; Art III, Sec 3,4,5,and 6 were revised, and Sec 7B was deleted; Art IV, Sec 7D&F were added and Sec 8D was converted into Sec 9. Art V, Sec 6D was added; Sec 8D was amended; Sec 10 augmented to define the composition of the committee, and Sec 12 expanded. Art IX, Sec 2 was augmented to limit certain expenditures. Throughout, various other format changes were made to provide consistency. All changes were adopted by vote of the members at the Annual Membership Meeting July 13, 2002, Portland, OR.

Art XI, Sec 1 was added and subsequently renumbered all articles immediately after it. It will be read into the minutes of every official NPRHA meeting. The text was adopted by vote of the members at the Annual Membership Meeting July 17, 2010, Spokane, WA.

Art V, Sec 13 was amended by vote of the members at the Annual Membership Meeting July 21, 2012, Butte, MT.