ARTICLE I – MEMBERSHIP

Section 1: The membership of the Sumpter Valley Railroad Restoration, Inc. an Oregon 501c3 non-profit corporation shall consist of the following classes:
1) Junior (Persons under the age of 18, non-voting)
2) General
3) Sustaining
4) Life
Dues shall be set by resolution of the Board of Directors of the Sumpter Valley Railroad Restoration, Inc. Persons working towards their life membership through accumulation of sustaining dues shall be grandfathered in at the dues rate noted before this Section was changed.

Section 2: Annual membership dues for the current calendar year shall be paid before having the privilege to vote in any of the affairs of the organization be all excepting life members.

Section 3: Complimentary membership may be issued by order of the Board of Directors and such member will have the rights of that class of membership.

Section 4: Each current member, except junior class shall be eligible to vote at any meeting of members of the corporation. They may also vote by letter ballot for directors of the corporation, but shall not vote by proxy.

Section 5: The month of your original payment of annual membership dues will be your date of renewal. See Section 2 of this Article for voting qualification.

ARTICLE II – BOARD OF DIRECTORS, AND OFFICERS

Section 1: The Board of Directors of the corporation shall:
1) Consist of nine (9) members.
2) Elect a President, Vice-President, Secretary, Treasurer, and Membership Director at the first Board meeting following the annual meeting.
   A) The Membership Director may be elected from the general membership by the Board, however, if not an elected Board member they shall not have Board voting privilege.
   B) The Board may elect to appoint a Recording Secretary from the general membership, who shall not have Board voting privilege.
3) Establish a separate Archives Department to manage an archive of historical documents, photographs, and small objects related to the Sumpter Valley Railway Company, Oregon Lumber Company, associated logging lines, and the Sumpter Valley Railroad Restoration, Inc.

Section 2: Each Board member shall serve a three (3) year term and must be a member in good standing of the corporation, but shall be limited to two consecutive terms.

Section 3: Election of the Directors shall be by letter ballot, and the results of said ballot will be announced at the annual meeting. Each Board member shall be given a current copy Constitution and By-Laws.
Section 4: Notice of election and ballot shall:
1) Be mailed to each voting age member on current mailing list not later than thirty (30) days before the annual meeting by first class mail.
2) Contain the names of the persons nominated by the Nominating Committee and approved by the Board of Directors. Ballots should include a short biography of the nominees. (See also Article V, Section 1 and Section 1, Subsection B)
3) Ballot should be mailed with separate membership application and be accompanied by envelope marked “BALLOT”.
4) Be received by Secretary no later than the annual meeting date.
5) All ballot envelopes shall remain sealed until one day prior to the annual meeting.
6) All ballot envelopes shall be opened and tabulated by three (3) people appointed by the President. Remaining ballots brought into the annual meeting will be counted at that time.
7) No election of the Board of Directors may be voted null and void from the floor at the annual meeting if said election is held in compliance with the By-Laws.

Section 5: Any vacancy in the office of director or elective officer occurring or existing from any cause, may be filled by the Board of Directors. The person so selected to continue in office for the remaining term of the person replaced.

Section 6: Duties of the officers shall be as follows:
1) The President shall:
A) Preside at all meetings.
B) Vote only in the event of a tie.
C) Have the power to call meetings.
D) Sign certificates of membership.
E) Appoint committees and be an ex-officio member of all committees.
F) Co-sign all contracts or other written obligations of the Corporation with the Secretary as authorized by the Board.
G) Co-sign checks drawn against the funds of the Corporation with the Treasurer and Vice-President.
H) Employ and discharge such personnel as may be required to conduct affairs of the Corporation upon direction and/or approval of the Board.
I) Shall present an annual report to the membership at the annual meeting.
J) Appoint the various department heads, and submit those names for Board ratification, at the November meeting of the Board of Directors.

2) The Vice-President shall:
A) Perform the duties of the President in his/her absence.
B) Co-sign checks in the absence of the Treasurer or President.
C) Act as Chair of the Operations Department.

3) The Secretary shall:
A) Be Custodian for the seal of the Corporation, and shall affix it to such papers as may be proper or desirable.
B) Co-sign all contracts or other written obligations of the Corporation with the President as authorized by the Board.
C) With Board approval, assign to the Recording Secretary, if one has been appointed, some of the Secretary’s duties. These may include:
   1) Recording the minutes of meetings.
   2) Maintaining pertinent files.
   3) Preparing and distributing necessary correspondence.

4) The Treasurer shall:
   A) Keep a complete record of monies and properties in possession of the Corporation.
   B) Co-sign checks drawn against the funds of the Corporation with the President or Vice-President.
   C) Make a financial report at all meetings.
   D) Will prepare tax donation receipts with the exception of membership receipts.
   E) Nothing in these by-laws will preclude the Board from appointing someone to act as bookkeeper of the Board’s business. In such case, the bookkeeper would make monthly reports, pay bills, etc. and give checks to the elected Treasurer for signing, (as per these by-laws) and to provide monthly records to give to the Board on a monthly basis.

5) The Membership Director shall:
   A) Maintain a record of the Corporation membership.

6) The Archivist shall:
   A) Be provided separate checking authority for Archive transactions, and will maintain a separate line item fund, including periodic deposits in to said funds, and that fund shall be exclusively for the Archive.
   B) Be authorized to execute purchase orders, contracts, and other such agreements as necessary to conduct the business activities of the Archive.
   C) Be authorized to charge an hourly rate for research requested by others, if responding to such requests more than a nominal amount of time.
   D) Be audited during the month before each year’s annual meeting by a committee appointed by the President of the SVRR. The written report of the audit committee, and a brief oral summary of that report, shall be presented to the Board of Directors and the General Membership at the annual meeting.

Section 7: Any director or elected officer may be removed from office by a two-thirds majority of the Board of Directors for dereliction of duties, conflict of interest and/or malfeasance.

ARTICLE III – MEETINGS

Section 1: The annual meeting of the membership shall be held on the second Saturday of October and shall require a quorum of fifteen members.

Section 2: Board meetings may be called at any time by the president or three (3) Board members and shall require a quorum of five (5) Board members. Notification shall be given to the President and all Board members prior to the special meeting.
Section 3: Special membership meetings may be held if a written notice with the purpose of such a meeting is mailed to all members thirty (30) days prior to the meeting.

Section 4: The order of business shall be as follows:
1) At each meeting of the members of the Corporation:
   A) Reading of minutes of preceding meeting.
   B) Report of current financial situation.
   C) Announcement of director results, if the annual meeting.
   D) Conduct of business.
2) At each meeting of the Board of Directors:
   A) Reading of minutes of preceding meeting.
   C) Conduct of business.
3) Board members may if necessary, appoint another Board member to vote in their absence.

Section 5: The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer, and may transact routine business of the Corporation in the interim between Board meetings, subject to the approval of the Board of Directors.

ARTICLE IV – FINANCES

Section 1: All funds, property, and assets of the Corporation shall be used by it for the promotion of the purposes set forth in the Articles of Incorporation.

Section 2: All expenditures, no matter the amount, shall have a purchase order number:
1) Expenditures of less than $250.00 will be paid, as long as they are a budgeted item.
2) Expenditures over $250.00 require authorization of the Board prior to the debt being incurred.
3) Fuel for the oil burning locomotives shall be ordered and paid as necessary.

ARTICLE V – AMENDMENT OF BY-LAWS

These By-Laws may be amended, repealed, or added to by a majority vote of the members provided that written notice of such proposed change has been mailed to each member of the Corporation not less than thirty (30) days prior to such a vote. Conforming to Article II, Section 4, Subsection 1.

The Board: 1) May elect to have the members of the Corporation present:
   A) At the annual meeting (Article III, Section 1).
   B) At a special meeting (Article III, Section 3).
   At which there is a quorum present, vote on proposed changes.

   2) May elect to have members “Vote by Mail” on the proposed changes:
      A) At an annual meeting by including the proposed changes with the ballot and biographies for the election of Board members (Article I, Section 4) and by including a ballot title to accept or reject the proposed change.
B) At a special meeting by including the proposed changes with the ballot adhering to the requirements for notice of election (Article III, Section 3)
POLICY STATEMENT TO SUPPLEMENT BY-LAWS

1) During the election of the Board of Directors, in the event of a “Tie” vote for the last position, the determination of the Board member elect shall be by a “Toss of the Coin”.

2) The radios used by the Sumpter Valley Railroad Restoration, Inc. have frequencies assigned by the Federal Communications Commission (FCC). AAR Channel 17/160.365 MHz (f3d,e) and AAR Channel 79/181.295 MHz (f3d,e) in the railroad frequency range of the VHF band were issued to the Sumpter Valley Railroad. Radios will be used when conditions warrant, such as switching on a curve, at night, or in case of an emergency on the passenger trains, and in a professional manner when used by construction or maintenance crews. During passenger operations, hand or lantern signals will be used to direct train movements and radios will be used at a minimum and kept as inconspicuous as possible.

3) As a courtesy to associate tourist railroads the Sumpter Valley Railroad Restoration, Inc. will extend free pass privileges to associate tourist railroads personnel upon presentation of proper credentials.

4) Copies of an accident report form such as the one used by the Union Pacific Railroad have been added to the available forms. A copy of this form and a copy of the version required by our insurance company will be carried on all operational locomotives and in case of any type of accident, will be filled out fully.

5) As the Sumpter Valley Railroad Restoration, Inc. is a passenger carrying heritage railroad, it shall conform to a standard policy concerning the retirement of engineers. In the interest of safety, the Board of Directors established a policy that Sumpter Valley Railroad engineers will be in good health with no serious vision or hearing impairment.
POLICY ON HANDLING INFRACTIONS OF THE RULES, REGULATIONS, and SAFETY INSTRUCTIONS OF THE OPERATIONS DEPARTMENT

It shall be the policy of the Sumpter Valley Railroad that infractions of the Rules, Regulations, and Safety Instructions of the Operations Department will not be tolerated in the operation of the train, as well as any other job performed at the railroad.

Any operating member who witnesses any infraction should quietly, diplomatically, and away from the public, explain the infraction and the reasons for the rule to the responsible party. If infractions continue, the observing member should report the offense to any officer of the Board for corrective Board action, which could include the removal of the privilege of working or operating on the Sumpter Valley Railroad to the offending party.

Realizing that the Sumpter Valley Railroad is an almost all volunteer operating group does in no way take away from our responsibility to operate within the aforementioned Rules, Regulations, and Safety Instructions of the Operations Department, which are approved by the Sumpter Valley Railroad Board of Directors.

It is the belief of the Sumpter Valley Railroad Board and Operations Department that if after proper notification a volunteer continues to conduct themselves contrary to the officially approved Rules, Regulations, and Safety Instructions they shall no longer be allowed to participate in the operations of the railroad. All members should realize that these operating guidelines were put in place for the singular reason of safety not only for our visitors, but also for ourselves.

It shall be the policy of the Board of Directors that in no instance shall one operating member “Dress Down” another within earshot of the public.

This policy is not adopted to be punitive to anyone, but to help ensure the safety of our visitors and volunteers.
CODE OF CONDUCT

Purpose: An aspect of the success of any organization is the close interaction and cooperation among its membership with the objective being harmonious operation. The Board of Directors, through this document, establishes a policy outlining what is expected of each member whether that individual is fully qualified in all positions and a life-long member, or a novice to railroading and just starting out. All members regardless of sex or stature have some special talents or skills to contribute towards the success of the organization, and as such, will be treated with equal respect.

Therefore, the following rules of conduct, in conjunction with General Rules A – U and General Regulation 201, shall apply to all members:

1) If a member's job performance, regardless of position or work being performed comes into question, only that individual's project supervisor, department head, or the Manager of Operations will tactfully, in a private setting, offer constructive criticism solely to correct the particular deficiency noted.

2) The matter of privacy may be circumvented if immediate action is required due to the commitment of a flagrant safety violation during operations that would create an imminent danger to personnel and/or equipment (e.g. by an Engineer, Fireman, Conductor, Brakeman, heavy equipment operator, etc.) in accordance with the Safety Rules of the Operations Department. In such cases, the Road Foreman of Engines, the Trainmaster, and/or the Operations Committee would review the incident and make recommendations for corrective actions.

3) The intentional public denunciation of other members, or of policies and procedures established by the Board of Directors and its committees, is unacceptable behavior and will not be tolerated. The proper procedures for resolving such incidents are provided for under the adopted Policies for Handling Infractions attached to the by-laws, and the Rules, Regulations, and Safety Instructions of the Operations Department of the Sumpter Valley Railroad Restoration, Inc. These procedures are expected to be followed in an orderly manner.

4) The Sumpter Valley Railroad values the contributions of all members, no matter what the source. There shall be no differentiation between individuals whether they are yard equipment operators, mechanics, train crew members, restoration specialists, depot agents, or administrative clerks just to name a few. There shall also be no differentiation between individuals based upon their time as a member of the organization. All active members form an integral part of a team whose goal is the success of the railroad.

5) At the first sign of a personnel conflict, the Operations Committee may advise the individuals involved to make an attempt to personally settle their differences. Failure to do so will cause an objective inquiry to be launched by the Manager of Operations, or the Operations Committee, to ascertain the factual circumstances involved. Each situation will be handled individually on its own merits, working towards a plausible and workable solution (see Paragraph 3 above). Continued dissention between individuals will require the Board of Directors to take some form of disciplinary action, up to an including being denied the privilege and opportunity to perform volunteer activities and duties.

6) This Code of Conduct shall apply to all members of the Sumpter Valley Railroad, no matter what their status or position within the organization.
THESE REVISED BY-LAWS ARE ADOPTED OCTOBER 8, 2011, AND SHALL SUPERSEDE ALL PREVIOUS BY-LAWS

Adopted: January 1971
Amended: December 1973
Revised: February 1976,
Revised: April 1980
Revised: March 1994
Revised: October 2004

Policy Statement
Adopted: February 12, 1988

Adopted: September 14, 1996
Amended and Adopted: March 16, 1994
Amended and Adopted: March 11, 2002
Revised: October 8, 2011

Code of Conduct for Members of the Sumpter Valley Railroad Restoration, Inc.
Adopted: April 13, 2002
Revised: October 8, 2011

For the Sumpter Valley Railroad Restoration, Inc.

Taylor Rush, SVRR President

Scott D. Hutton, SVRR Secretary

Building to Preserve Local History