

**BYLAWS
OF
The INLAND EMPIRE RAIL TRANSIT ASSOCIATION
(InlandRail)**

A Nonprofit Organization

Adopted: September 17, 2007

Amended: January 21, 2008

Amended: June 16, 2008

Amended: June 20, 2011

**ARTICLE I
PRINCIPAL ADDRESS**

The principal address of The INLAND EMPIRE RAIL TRANSIT ASSOCIATION shall be:

P.O. Box 8055, Spokane WA 99203

The official website of The INLAND EMPIRE RAIL TRANSIT ASSOCIATION shall be:

www.inlandrail.org

The INLAND EMPIRE RAIL TRANSIT ASSOCIATION may have other such addresses, websites, email contacts, or offices as may be designated from time to time by its Board of Directors.

**ARTICLE II
ORGANIZATIONAL MEMBERSHIP**

The INLAND EMPIRE RAIL TRANSIT ASSOCIATION (InlandRail) shall refer to persons associated with it as "member" or "member organization". However, any reference to a "member" or "membership" in these Bylaws indicates a non-statutory member, and as such will have no voting rights except in general election of members to the Board. The qualifications for membership, including dues and any associated obligations or benefits, will be determined by resolution of the Board.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. Board Membership.

The Board shall consist of not less than five (5) and not more than nine (9) members.

Section 2. Term of Office

Each Board Member will normally serve for a term of two (2) years and the terms of the Members shall be staggered so that in each year the number of Members to be elected shall exceed by not more than one the number to be elected in any other year. No Executive Board Member shall be elected to more than three (3) consecutive two-year terms in the same position of responsibility, but there shall be no limit on non-consecutive terms. Notwithstanding the foregoing, the Board shall have the authority to designate by lot or otherwise one or more terms of one (1) year to assure that the terms of office of the Board will be staggered in the manner provided above.

Section 3. Election of Board Members

The Board shall consist of four Executive Officers plus up to five (5) at large members:

- a. The duly elected President who will serve as Board Chair; said term to expire in June of even years
- b. The duly elected Vice-President, who will serve as Board Vice-Chair; said term to expire in odd years.
- c. The duly elected Treasurer; said term to expire in odd years.
- d. The duly elected Secretary; said term to expire in even years
- e. One or more additional members elected at large

Elections to the Board shall be conducted during a regularly scheduled or special meeting of The INLAND EMPIRE RAIL TRANSIT ASSOCIATION. Election to the Board must be by simple majority of InlandRail members present during a meeting where there is also a quorum of elected Board Members.

Section 4. Powers.

The Board shall have and may exercise, subject to the laws of the State of Washington and the bylaws of the organization, all the powers and authority to do and perform all acts and functions on behalf of the organization. Actions shall require a majority vote of the members present, as long as a quorum exists, except as outlined below.

The following actions by the Board, shall require a vote of two-thirds (2/3) of all the Directors:

- a. Alteration, amendment, or repeal of the Articles or the adoption of restated Articles
- b. Removal of an elected member of the Board of Directors

Section 5. Regular Meetings.

The Board shall conduct regular monthly meetings, on the third (3rd) Monday of each month at 6:00 p.m., at a location designated by the Board Chair, unless otherwise scheduled.

The Board Chair or designee will establish meeting agendas. In addition to regular business of the Board, the agenda will normally include the opportunity for new business as may be requested by other Board Members or by general InlandRail members present at the meeting. In any case, the Chair, Vice-Chair, or presiding Member will determine the specific manner with which to guide discussion and conduct business.

In the absence of both the Chair and Vice-Chair, a Board Member will be appointed to chair the meeting but there must otherwise be a quorum of the Board present.

In lieu of any other established procedures, the presiding Board Chair at the meeting may invoke Robert's Rules of Order.

An executive session is defined as a portion or all of a meeting of the Board where attendance and participation is limited to Board Members only. All Board Members are eligible to participate in executive session. However, other appointed officers, organizational members, or guests are included by invitation only. The Board Chair or presiding member may declare an executive session. Executive session can also be invoked by motion of any Board Member that is supported by the majority of Board Members present.

Section 6. Special Meetings.

Any Director, on his own initiative, may call a special meeting of the Board of Directors.

Section 7. Notices.

Notice of any meeting of the Board of Directors shall be given at least three (3) days prior thereto by written notice delivered personally or sent by posted mail, electronic mail, or facsimile to each Board Member at his or her address as shown by the records of the organization. Any Board Member may waive notice of any meetings. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at any special meeting shall be specified in the notice. Business transacted at any special meeting of the Board shall be limited to the purpose or purposes stated in the notice of the meeting; provided however, that if all the Directors of the entire Board are present, other matters may be taken up by unanimous consent. A Board Member is deemed present and therefore eligible to participate in a meeting if their identity can be reasonably established or verified. This specifically allows for participation by any number of verifiable electronic mediums including telephone, email, or video teleconference.

Section 8. Quorum.

A simple majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a simple majority of the Directors are present at the meeting, any two (2) Directors present may adjourn the meeting without further notice.

Section 9. Votes.

Each Director of the Board of Directors shall possess one (1) vote in the matters coming before the Board.

Section 10. Presumption of Assent

A Director present at the Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his dissent is entered into the minutes at the meeting upon their request.

Section 11. Minutes.

Minutes of all proceedings of the Board of Directors shall be maintained by the Secretary of the organization and shall not be disclosed to any person other than the directors prior to approval by the Board of Directors. Any Member of the Board of Directors may inspect the adopted minutes of the Board in connection with his respective responsibilities.

Section 12. Compensation.

Directors as such shall not receive any compensation for their services. However, consideration shall be given for Board Members to be provided "Errors & Omissions" insurance, or similar, as organizational finances allow and circumstances dictate.

Section 13. Resignation / Removal

- a. Any Director may resign his or her office as Director at any time by mailing or otherwise delivering a written resignation to the Board of Directors. Such resignation will also include any office held as an Executive Officer of the organization.
- b. Any Director may be removed from office by a two-thirds (2/3) vote of the membership of the Board of Directors.

Section 14. Vacancies.

Any vacancy occurring on the Board of Directors shall be filled by the affirmative vote of the majority, at a regular or special Board meeting and the new Director shall complete the term of the Director he or she is replacing.

Section 15. Committees.

The Board of Directors may designate and appoint standing committees as it may deem necessary from time to time, either as special or permanent. Such committees shall have and exercise all

the authority of the Board of Directors as authorized in the resolution establishing such committee.

Section 16. Gifts.

The Board of Directors may accept on behalf of the organization any contribution, gift, bequest, or other devise for any purpose of the organization.

Section 17. Loans.

No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 18. Loans to Officers and Directors

No loans shall be made by the Organization to its Officers or Directors.

Section 19. Consultants.

The Board of Directors may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such consultants shall not vote or be counted in determining the existence of a quorum and may be excluded from any session of the Board by a majority vote of the Directors present.

Section 20. Action Without A Meeting

Any action required under the provisions of any law or by the Bylaws, to be taken at a meeting of the Board of Directors of the Organization, may be taken without a meeting if a written notification of the proposed action(s) to be taken is distributed to all members of the Board of Directors. Actions taken in this manner must then also receive an affirmative vote by at least two-thirds of the total number of Board Members to be adopted. Such procedures shall be considered to have the same force and effect as if conducted at a regular Board meeting and may be stated as such.

Section 21. Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Organization with such powers and to perform such acts or duties on behalf of the Organization as the Board of Directors may see fit, so far as may be consistent with these bylaws and to the extent authorized or permitted by law.

Section 22. Contracts.

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any Officer to enter into any contract or execute and deliver an instrument in the name of, and on behalf of, the Organization, and such authority may be general or confined to the specific instance; and unless so authorized by the Board of Directors, no Officer or agent shall have any power or authority to bind the Organization by any contract or engagement, or to pledge its credit, or render it liable for any purpose to any amount.

Section 23. Expectations of Board Members

All Board members are expected to not miss more than three (3) regularly scheduled meetings per year, participate in fundraising efforts, and represent the Organization to business, civic, and community groups.

**ARTICLE IV
OFFICERS AND ORGANIZATION MEMBERS**

Section 1. Executive Committee.

The Executive Committee of the Organization shall consist of the Executive Officers which shall be the President, Vice President, Secretary, and Treasurer. Any two (2) offices may be held by the same person except the offices of the President and Secretary. All Officers shall be members of the Board of Directors. The Executive Committee may choose to meet from time to time to discuss administrative or related matters pertinent to the organization. Members of the Executive Committee shall be empowered to execute financial transactions that are consistent with established budgets. Such transactions should never exceed funds available and must be identified to the full Board at the next regular meeting. All financial transactions taken by the Executive Committee Members must be with the knowledge and approval of at least two members.

Section 2. President.

The President shall preside at all meetings of the Board of Directors, and shall have general supervision over the affairs of the Organization, shall sign or countersign all certificates, contracts, and other instruments of the Organization, as authorized by the Board of Directors, and shall make reports to the Board of Directors and shall perform all such duties as are incident to his or her office or as are required by the Board of Directors.

Section 3. Vice President.

The Vice President shall act in place of the President in his or her absence or disability and shall perform such other duties as the President or Board of Directors may designate.

Section 4. Secretary.

It shall be the duty of the Secretary to be the secretary of all meetings of the Board of Directors and to act as custodian of the minutes of all organization meetings and proceedings, to keep all records of the Board of Directors and of the Organization, to insure such notices as may be required by the Bylaws, and to perform such other acts as the President or Board of Directors may direct. In the absence of the Secretary, the Board may appoint another meeting attendee to keep a written record of the meeting and publish minutes, as required. However, the temporary appointment of an acting Secretary will not include the ability to vote as a Board member, unless that appointee is also a duly elected Board member.

Section 5. Treasurer.

If required by the Board, the Treasurer shall give bond for the faithful discharge of his or her duties. The Treasurer shall supervise the custody of the funds and securities of the Organization; cause full and accurate accounting of receipts and disbursements to be kept; cause all funds and properties of the Organization to be held, or deposited in such depositories as may be designated by the Board of Directors; cause the funds of the Organization to be disbursed as may be ordered by the Board of Directors; cause a report to be made at its regular meeting, or whenever the board may require it, of all transactions and the financial condition of the Organization; and perform such other duties as the Board of Directors from time to time shall prescribe.

Section 6. Election and Term of Office

The Officers of the Organization shall be elected annually by the Board of Directors at the first meeting of the Board of Directors at which newly elected Directors take office. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as is convenient. New offices may be created and filled at any meeting of the Board of Directors at the discretion of the Board of Directors. Each Officer shall hold office until his or her successor has been duly elected and qualified.

Section 7. Removal.

Any Officer elected or appointed by the Board of Directors may be removed by a vote of the majority of the Board of Directors whenever, in its judgement, the best interests of the Organization would be served thereby. This provision does not apply to duly elected members of the Board whose removal requires a two-thirds majority of the Board as specified in Article III, Section 13b.

Section 8. Vacancies.

A vacancy in any office because of health, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the un-expired portion of the term.

Section 9. Powers and Duties.

Each of the Officers shall have such powers and duties as previously noted and shall perform such duties as may be specified in resolutions or other directives of the Board of Directors.

ARTICLE V FISCAL YEAR

The fiscal year of the Organization shall end on June 30th of each year.

ARTICLE VI LIABILITIES

Nothing herein shall constitute the Directors of the Organization as partners for any purpose. No Director, Officer, or agent shall be liable for the acts or failure to act of any other Director, Officer, or agent of the Organization; nor shall any Director, Officer, or agent be liable for his or her acts or failure to act under these Bylaws, excepting only acts or omissions arising out of his or her willful misfeasance.

ARTICLE VII PROHIBITION AGAINST SHARING IN ORGANIZATION EARNINGS

No Director, Officer, or member of a committee, or person connected with this Organization, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operation of the Organization, provided that this shall not prevent the payment to any such person, or any entity of which such person is owner, Officer, Director, or beneficiary, of such reasonable compensation for services rendered to or for the Organization in pursuit of any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any Organization assets upon dissolution of the Organization. All Directors of the Organization shall be deemed to have expressly consented and agreed that, upon such dissolution or winding up of the affairs of the Organization, whether voluntary or involuntary, the assets of the Organization then remaining, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered, and paid over in such amounts as the Board of Directors may determine upon allocation of the Board of Directors, exclusively to charitable, engineering, scientific, or educational organizations, then exempt from tax under Internal Revenue Code Section 501 (c) (3) or any successor section thereto.

ARTICLE VIII BOOKS AND RECORDS

The Organization shall keep correct and complete books of the minutes of all meetings and other reports and actions of its Board of Directors and committees having and exercising any of the authority of the Board of Directors, and shall keep in the possession of the Secretary a record giving names and addresses of the members of the Board of Directors.

ARTICLE IX EXEMPT ACTIVITIES

Notwithstanding any other provision of the Bylaws, no Director, Officer, or representative of this Organization shall take any action or carry on any activity, by or on behalf of the Organization, not permitted to be taken or carried on without penalty, by an organization exempt from taxation, or by an organization whose contributions are deductible under federal income tax laws as they now exist, or as they should hereafter be amended.

**ARTICLE X
CONSTRUCTION OF TERMS AND HEADINGS**

Words used in these Bylaws shall be read as the masculine or feminine gender and as the singular or plural, as the context requires. The captions or headings in these Bylaws are for convenience only and are not intended to limit or define the scope or effect of any provision of these Bylaws.

**ARTICLE XI
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Bylaws of the Organization, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. All such waivers shall be filed with the organization records, or be made a part of the minutes of the relevant meeting.

**ARTICLE XII
AMENDMENTS**

The Bylaws may be amended as provided in Article III, Section 4.a, in the manner provided herein.

The undersigned Secretary does hereby certify that the above and foregoing Bylaws of said Organization were duly adopted by the Directors as the Bylaws of the Organization, and that the same do now constitute the Bylaws of this Organization.

DATED this _____ day of, 2007.

Name of Duly Appointed Secretary