



BY-LAWS OF THE DELAWARE & HUDSON TRANSPORTATION HERITAGE COUNCIL

ARTICLE I. NAME

The name of the organization shall be:

DELAWARE & HUDSON TRANSPORTATION HERITAGE COUNCIL (DHTHC)

ARTICLE II. PURPOSE and MISSION STATEMENT

Section 1. Purpose:

To heighten awareness, recognition, and appreciation of the historical and archaeological remnants of the Delaware and Hudson Canal and Company, its Gravity Railroad, and the Gravity Railroad of the Pennsylvania Coal Company.

To protect and preserve the remnants of the Delaware and Hudson Canal and Company, its Gravity Railroad, and the Gravity Railroad of the Pennsylvania Coal Company, including extant archaeological features, buildings, structures, artifacts, records, maps, photographs and other associated ephemera.

To provide programs, facilities, resources and opportunities for education and research pertaining to the history of the Delaware and Hudson Canal and Company, its Gravity Railroad, and the Gravity Railroad of the Pennsylvania Coal Company.

To provide visitors to D&H Canal and its Gravity Railroad and the Pennsylvania Coal Company's Gravity Railroad historic sites with quality experiences.

To provide advocacy, financial, technical and other support to member and affiliated organizations. Where possible, to provide aid and assistance to private owners of D&H related historical sites.

To promote physical and thematic linkages unifying the corridor, through trails, bicycle routes, scenic roadways, interpretive programs and other public events.

The DHTHC is not authorized to operate or maintain a library, museum, archive or historical society with collections or to hold or own collections.

Section 2. Mission Statement:

The D&H Transportation Heritage Council is committed to promoting appreciation and preservation of the historic resources of the Delaware and Hudson Canal and Company, its Gravity Railroad, and the Gravity Railroad of the Pennsylvania Coal Company, and of those industries and communities that owed their existence to these entities.

ARTICLE III. ORGANIZATION

The DHTHC is a not-for-profit corporation chartered by the New York State Department of Education and organized as a corporation as defined in section 501(c)(3) of the Internal Revenue Code of 1986, comprised of non-profit entities in the public, governmental and private sectors, as well as individuals having interests in agreement with the Purposes and Mission of the DHTHC.

The actions and opinions of the DHTHC shall not obligate its members to particular actions, expenditures or opinions that are adopted or undertaken by the DHTHC as a whole.

The Board of Trustees of the DHTHC has fiduciary and management responsibilities for this organization, which includes but are not limited to the following duties:

- power to adopt by-laws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power by vote of two-thirds of all the members of the board of trustees to change the number of trustees to be not more than fifteen nor less than five. Whenever possible, this board should include the immediate past Chairperson and at least one member from both New York and Pennsylvania.
- Keep the Council informed of exceptional conditions or events between their regular meetings.
- Set the theme and agenda for all DHTHC and Council meetings.

ARTICLE IV. MEMBERSHIP (Council)

Section 1. Categories:

- a. Full: Voting**, (full dues).

The minimum requirements for Full Membership are:

A recognized non-profit, governmental or private historical organization which owns, or is the responsible steward of lands, structures, artifacts or archives relating to the Delaware and Hudson Canal and Company and its Gravity Railroad, or the Gravity Railroad of the Pennsylvania Coal Company, and which has interests and goals in agreement with the Purpose and Mission of the DHTHC. ONE vote per institution.

b. Affiliated or Individual (non-voting, reduced dues).

The minimum requirements for Affiliated or Individual Memberships are:

A recognized non-profit, governmental, private historical organization or individual with interests and goals in agreement with the Purpose and Mission of the DHTHC.

Section 2. Voting Rights:

- a. Each full-member organization shall, by the last meeting of the year, authorize one Representative [or his or her proxy] to vote for that organization at Council meetings for the next calendar year.
- b. The organization must be in good standing regarding dues payment and other obligations to the DHTHC.

Section 3. Dues:

- a. Annual Dues will be set by the Board of Trustees.
- b. Annual dues will be paid in April of each year. Failure to pay dues by June 30 will result in loss of membership.

ARTICLE V. OFFICERS

Section 1. Officers of the Board of Trustees, from the full-membership (IV, 1., a.), shall be:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary

Section 2. Nomination and Election of the Board of Trustees officers; terms; vacancy:

- a. Terms shall be for two years: May 1 to April 30.
- b. Nominations for officers will be made by Nominating Committee or from the floor at the last meeting of the term year.
- c. Election of officers for new terms will take place at the last meeting of the year as follows: The President and Vice-President will be elected in odd years. The Secretary and Treasurer will be elected in even years.
- d. The President may serve no more than 3 consecutive terms in office.
- e. Vacancies shall be filled by the Board of Trustees, to serve until the next election.
- f. Only full voting members are eligible to hold an office. The office is held by the individual and not the organization.

ARTICLE VI. DUTIES OF OFFICERS

Section 1. The President shall:

- a. Preside at all meetings of the Council and the Board of Trustees.
- b. Call special meetings of the Council and the Board of Trustees.
- c. Appoint ad-hoc committee chairpersons and consult with chairperson on the designation of committee members.
- d. Serve as ex-officio member of all committees.
- e. Co-sign, with the Treasurer, all checks, purchase orders, and other financial instruments for amounts over \$1,000 or in the case of a conflict of interest.
- f. Perform duties associated with the office of President.

Section 2. The Vice-President shall:

In the absence or disability of the President, perform the duties of the President.

Section 3. The Treasurer shall:

- a. Receive and deposit all funds of the DHTHC in suitable accounts.
- b. Dispense funds on approval of the Board of Trustees by check.

- c. Maintain an accurate account of receipts and expenditures.
- d. Give a financial report at each regular meeting, or when called for by the President.
- e. Perform all duties usually associated with the office of Treasurer.
- f. In the event of a potential conflict of interest, the check will be signed by the President or his/her designee.

Section 4. The Secretary shall:

- a. Keep minutes of Council and Board of Trustees meetings.
- b. Handle all correspondence of the DHTHC and Council and maintain files of same.
- c. Notify Council and Board of Trustees members of regular and special meetings.
- d. Perform all duties usually associated with the office of Secretary.

ARTICLE VII. MEETINGS

Section 1. Council Meetings

- a. **Regular:** Three times per year, on the fourth Wednesday of April, July and October or as set by membership vote.
- b. **Special:** Called by the President, in consultation with two members of the Board of Trustees, or when presented with written or e-mailed request from five members of the Council, with a minimum of 48 hours' notice to the Council.
- c. **Quorum:** Defined as a simple majority of full-members in good standing. In the absence of a quorum, the members present shall act as a committee-of-the-whole. In this case the Chairperson will inform the full council in writing of any actions taken, and provide the opportunity, with a one month deadline, for the absent members to vote, in writing or by e-mail, on these actions. Votes by a simple majority of full-members will decide the action.

Section 2. Board of Trustees

- a. **Regular:** at least four times annually, on the fourth Wednesday of the month of March, June, September, and January or as set by members of the Board of Trustees vote.
- b. **Special:** Called by the President, in consultation with two members of the Board of Trustees, with a minimum of 48 hours' notice to the Board of Trustees.
- c. **Quorum:** Defined as a simple majority of Board of Trustees. In the absence of quorum, the members present shall act as a committee-of-the-whole. In this case the President will inform the full Board of Trustees in writing of any actions taken, and provide the opportunity, with a one month deadline, for the absent Trustees to vote, in writing or by e-mail, on these actions. Votes by a simple majority of full-members of the Board of Trustees will decide the action.

ARTICLE VIII. STANDING COMMITTEES

Section 1. Nominating Committee:

- a. **Members:** Committee Chairperson, plus two, appointed from the Board of Trustees at the last regular meeting of the year.
- b. **Duties:** Present a slate of candidates to the Council at the first regular meeting of year.

Section 2. Financial Committee:

- a. **Members:** Committee Chairperson, Treasurer, plus two others appointed from the council body at the first regular meeting of the year.
- b. **Duties:**
 - i. Assist Treasurer with management of funds and accounts.
 - ii. Report on an audit of accounts at last meeting of year.

Section 3. Membership Committee:

Accept, evaluate and make recommendations on applications for membership in the Council.

Section 4. Other Standing Committees:

As appointed by the Board of Trustees.

ARTICLE IX. BY-LAWS REVISION

With at least 30–day written or e-mailed notice, the by-laws may be revised by a two-thirds majority of full membership in good standing, provided the requirements for a quorum are met, at a regular or special Council meeting, or by mail or e-mail vote under direction of the Secretary.

ARTICLE X. MEETINGS AND ACTIONS

Meetings and actions of the DHTHC and Council shall be governed by a current edition of Robert's Rules of Order in case these by-laws are not specific to a given situation.

ARTICLE XI. ADOPTION

These proposed By-laws of the DHTHC will be distributed to the Members and Supporters of the present Council which meet the requirements for Full Membership. The By-laws will be adopted by approval by a simple majority of the organizations eligible for full membership, at the next scheduled meeting.

At the same time, Members and Supporters of the present Council which meet the requirements for Affiliated Membership will be sent a copy of the proposed By-laws and advised of the procedure for approval.

ARTICLE XII. DISSOLUTION

The DHTHC may be dissolved at a regular or special meeting by a two-thirds majority of full members. The dissolution will become effective thirty (30) days after approval unless a special meeting is called to reconsider dissolution.

In the event of the dissolution of the DHTHC, all assets and possessions shall be transferred in equal proportions to full DHTHC members in good standing.

Bylaws originally adopted July 18, 2001

Draft revision distributed February 12, 2014

Adopted by majority vote on April 23, 2014

Draft revision distributed in July 2018 and adopted on October 24, 2018

Draft revision by the Board of Trustees on May 5, 2023

Final draft revision by the Board of Trustees on June 2, 2023

Approved by a unanimous vote of the DHTHC membership present on July 26, 2023