

**Constitution and By-Laws
of the
Mount Hood Model Engineers
Incorporated**

1976

Rev 1/04/77

Rev 3/04/80

Rev 10/06/86

Rev 3/03/87

Rev 10/06/98

Rev 9/16/12

CONSTITUTION

ARTICLE I - Name

The name of the Corporation shall be Mount Hood Model Engineers.

ARTICLE II - Purpose

The purpose of the Corporation shall be to promote and increase model railroading as a hobby to the satisfaction of its members.

ARTICLE III - Incorporation

The Corporation shall be duly incorporated under the laws of the State of Oregon as a non-profit corporation.

The Board of Directors shall appoint a registered agent who shall have his name on file with the State Corporation Commission. He shall complete and file the annual report to the State Corporation Commission.

No part of the net earnings of this Corporation shall ever inure to the benefit of any donor, member or officer of the Corporation, nor shall any private individual be entitled to share in the distribution of any of the Corporation assets. In event of the dissolution of the Corporation, any assets of the Corporation must be distributed to one or more organizations recognized by the Internal Revenue Service as an organization exclusively for religious, charitable or educational purposes.

ARTICLE IV - Membership

The membership shall be open to any person eighteen years of age or older who is actively engaged in the hobby of model railroading. The qualifications of membership, rights and privileges, rules governing members and termination or lapse of membership shall be as provided in the by-laws of the Corporation as amended from time to time.

ARTICLE V - Meetings

Meetings of the Corporation shall be held at such times as are provided for in the by-laws.

ARTICLE VI - Officers

The elected officers of the Corporation shall be President, Secretary, Treasurer, Superintendent and Trainmaster. These elected officers shall constitute the members of the Board of Directors.

The terms of office and method of election of the officers shall be as provided in the by-laws.

ARTICLE VII - Procedures

Standard parliamentary procedure shall govern all order of business and in case of dispute, Robert's Rules of Order shall prevail.

ARTICLE VIII - Amendments

The Constitution or By-laws may be amended as defined in Article III of the by-laws.

MOUNT HOOD MODEL ENGINEERS

BY-LAWS

INDEX

Section	Page
ARTICLE I: MEMBERSHIP AND DUES	
SECTION 1: Qualification for Membership	1
SECTION 2: Types of Membership	1
SECTION 3: Rights and Privileges	2
SECTION 4: Dues and Fees	2
SECTION 5: Termination	3
ARTICLE II: MEETINGS	
SECTION 1: Types of Meetings	3
SECTION 2: Procedures and Conduct	3
ARTICLE III: CHANGES AND CONDUCT	
SECTION 1: Voting Privileges	4
SECTION 2: Constitutional and By-Laws Changes	4
SECTION 3: Changes to Layout and Standards	4
ARTICLE IV: OFFICERS	
SECTION 1: Types of Officers	5
SECTION 2: Term of Office	5
SECTION 3: Nominations to Office	5
SECTION 4: Vacancies	5
SECTION 5: Removal from Office	6
SECTION 6: Duties of Officers	6
ARTICLE V: BOARD OF DIRECTORS	
SECTION 1: Board Members	6
SECTION 2: Duties of the Board	7
SECTION 3: Quorum	7
ARTICLE VI: COMMITTEES	
SECTION 1: Types of Committees	7
SECTION 2: Classification	8

ARTICLE I: MEMBERSHIP AND DUES

Section 1: Qualification and Membership

A. Membership shall be open to all who wish to promote and increase model railroading as a hobby.

B. Members shall first be approved by the Membership Committee and serve a probationary membership period. At the end of the probationary period, the probationary member may be asked to become a regular member. All probationary members must attend at least 80% of all regular meetings including two (2) business meetings. A two-thirds majority vote, by secret ballot, of members present at the business meeting is required for acceptance into the Corporation.

Section 2: Types of Membership

The following grades of membership shall be maintained in the Corporation:

A. Probationary Member: Probationary members are those who have made application for membership and have paid dues listed in Section 4. This class of member must complete a minimum of a four month probationary period.

B. Regular Member: Regular members are those probationary members who have completed the probationary period. Having been recommended for membership to the Board of Directors by the Membership Committee, each prospective regular member has been voted upon and approved for membership.

C. Junior Member: Junior members are those between 14 and 17 years of age, inclusive, who have completed a six-month trial membership and have paid 50% of the initiation fee.

Junior members may become regular members upon attaining their eighteenth birthday and being voted into regular membership.

Qualifications of a Junior Member will be determined by the Membership Committee and approved by the Board of Directors.

The number of junior members shall be limited to a maximum of 25% of the regular membership.

Junior members shall not hold any office or vote in Corporation business.

D. Member in Good Standing: This shall be any member, required to pay dues, who is not more than 30 days in arrears and who has paid the required initiation fee in full.

E. Honorary Members: Honorary members are those who, because of outstanding contributions to model railroading and/or this Corporation, are designated by the Board of Directors as Honorary Members. Honorary members will not pay dues nor have any privileges afforded to regular members.

F. Sustaining Members: Sustaining members are those who, by their financial contributions and gifts are recognized by the Board of Directors as Sustaining Members. Sustaining members will not pay dues nor have any privileges afforded to regular members.

G. Inactive Members: An inactive member is one who temporarily relinquishes the rights and privileges of regular membership but who can be reinstated to regular membership at a later date. A member may request inactive status from the Board of Directors. This request must be in writing and cite reason for the request and anticipated length of inactive status. Requesting member must be in good standing with dues and have paid initiation fee in full. During inactive status member relinquishes all rights of regular membership and must return club room key at the time of request. Return to regular membership will require written request to the Board of Directors along with dues for the current month.

H. Associate Members: An associate member is one who has limited benefits of regular membership. An associate member will be allowed to participate in operating sessions, open house events and club projects when accompanied by a regular member of the club. Associate members will go through the normal probationary period but will not be required to pay the initiation fee. They will pay 1/2 the regular member monthly dues. Associate members' attendance will be limited to no more than 25% of all regular meetings. Associate members may not hold any office or vote in Corporation business.

Associate members may become regular members by fulfilling all of the requirements of regular membership.

Section 3: Rights and Privileges

A. All regular members in good standing shall have the right to vote on any matter of business brought before the Corporation at any business meeting. All other grades of membership shall have no voting rights.

B. All regular members in good standing shall have the right to hold office in the Corporation.

C. All regular members in good standing shall have the right to review any action of the Board of Directors at any business meeting of the Corporation.

D. Only regular, probationary and junior members shall have the privilege of use of the club facilities at time designated by the Board of Directors, or its appointed committees.

E. Only regular members in good standing shall have a key to the club room as determined by the Board of Directors.

Section 4: Dues and Fees

A. Initiation Fee: Regular initiation fee shall be \$50.00. Provision for payment shall be made within one (1) month from acceptance and is fully payable within five (5) months from acceptance. Junior members shall pay 50% of regular initiation fee. Balance of regular initiation fee is due upon becoming a regular member.

B. Monthly Dues: Monthly dues shall be set by the Board of Directors and approved by the regular membership at a business meeting.

- 1) Dues are payable each month to the Treasurer.
- 2) Dues are payable at any meeting of the club.
- 3) Dues are payable to the Treasurer by the US Mail.
- 4) Dues are not refundable.

C. Club room keys may be issued to regular members at the discretion of the Board of Directors upon payment of a \$5.00 key deposit.

Section 5: Termination

A. Membership shall be terminated by failure to pay the initiation fee, arrearage of dues, detrimental conduct to the Corporation as determined by the Board of Directors, or by death.

B. Membership may be considered to be suspended when the Membership Committee has notified a member that his dues are two (2) months in arrears and he has not removed that arrearage within thirty (30) days. After ninety (90) days of arrearage, the member shall be terminated from membership in the Corporation.

C. All terminations shall first be approved by the Board of Directors.

D. No member shall terminate his membership by transfer of his membership to another individual.

ARTICLE II: MEETINGS

Section 1: Types of Meetings

A. Regular Meetings: The Corporation shall hold meetings each Tuesday evening of the month unless pre-empted by holiday or action of the Board of Directors. Such meetings shall be for business meetings, operation, construction or other activity on the club layout.

B. Business Meetings: The Corporation shall hold business meetings on the first Tuesday of that month. Such meetings shall be for the business determined by the Board of Directors.

C. Annual Business Meeting: The Corporation shall hold its annual business meeting on the first Tuesday of October. The main purpose of this meeting shall be to elect officers of the Corporation.

D. Special Meetings: The Corporation may conduct such special meetings as may be required to conduct business. Such business may be for the purpose of annual open house, special business meetings or other business as determined by the Board of Directors.

E. Board Meetings: The Board of Directors of the Corporation shall meet prior to each business meeting, but no less than once each month. These meetings shall be for such business as may be necessary for the proper operation of the Corporation.

Section 2: Procedures and Conduct

A. Procedures: Regular business shall be conducted when a quorum is present at a scheduled business meeting.

B. Quorum: A quorum shall be established when 25% of the regular membership is in attendance.

C. Conduct: All business meetings of the Corporation shall be conducted under Robert's Rules of Order.

ARTICLE III: CHANGES AND VOTING

Section 1: Voting Privileges

A. Only regular members in good standing of the Corporation shall be entitled to vote on Corporation business. This shall include election of officers and board members, changes to these by-laws and any other business before the Corporation.

B. Only regular members in good standing will be counted when determining a quorum for any Corporation vote.

Section 2: Constitutional and By-Laws Changes

A. Changes to the constitution and by-laws of the Corporation shall be permitted only once during a calendar year.

B. Changes may be requested by the regular membership or by the Board of Directors. Such changes shall be submitted to the Board of Directors in writing no later than three months prior to the annual business meeting.

C. Proposed changes shall be submitted to the regular members in good standing one month prior to the annual business meeting. Voting on the proposed changes shall be at the annual business meeting.

D. Changes shall be approved by a two-thirds vote of the regular members in good standing present at the annual business meeting.

E. Regular members in good standing who cannot be present at the annual business meeting may submit proxy votes to the Corporation Secretary. All proxy votes must be written, dated and signed by the regular member. All proxy votes must be received by the Secretary no later than the day of the annual business meeting. All proxies received after the annual business meeting will not be counted.

Section 3: Changes to the Layout and Standards

A. Grandfather Clause: All standards and layout modifications approved by the regular members of the Corporation prior to the adoption of Article III, Section 3 of these by-laws shall be considered an approved standard or layout modification. Any standard or layout modification not previously approved by the regular members shall be subject to approval.

B. Layout Standards: Standards shall be proposed by the appropriate committee chairman to the Board of Directors. All standards shall be approved by a majority vote of the regular members in good standing present at the business meeting for which a vote is taken.

C. Layout Modifications: Layout modifications or additions shall be proposed to the planning committee for consideration. The planning committee chairman shall present the committee recommendations to the Board of Directors. All modifications or additions to the layout shall be approved by a majority vote of the regular members in good standing present at the business meeting for which a vote is taken.

ARTICLE IV: OFFICERS

Section 1: Types of Officers

Officers of the Corporation shall consist of the following elected offices:

1. PRESIDENT
2. SECRETARY
3. TREASURER
4. SUPERINTENDENT
5. TRAINMASTER

Section 2: Term of Office

The term of all officers shall be for one year commencing with the January meeting.

Section 3: Nominations to Office

A. Nominations for office shall be made by the Nomination Committee appointed by the Board of Directors. The nomination committee shall be comprised of one member of the board and two non-board members in good standing. Nominations shall be presented to the membership one month prior to the annual business meeting.

B. Nominations may be made at the annual business meeting by members in good standing. The nominee must be a regular member in good standing and receive a second from another regular member in good standing.

Section 4: Vacancies

A. In case of vacancy of any office, the Board of Directors shall appoint a regular member in good standing to fill the remaining term of the vacated office.

B. Vacancies shall be by termination of membership, transfer to inactive membership, resignation, removal for cause or by death.

Section 5: Removal From Office

Officers may be removed from office for cause when it has been determined that conduct has been detrimental to the Corporation or its members. Removal shall be only by a unanimous vote of the remaining members of the Board of Directors or by a two-thirds vote of the regular members in good standing of the Corporation.

Section 6: Duties of Officers

A. **PRESIDENT:** The duties of the President shall be to preside at all business meetings of the Corporation. The President shall execute all orders of the Board of Directors. The President shall be an ex-officio member of all committees appointed by the Board of Directors. The President shall appoint committee chairmen and oversee all committee functions.

B. **SECRETARY:** The duties of the Secretary shall be to record all minutes of business meetings of the Corporation. The minutes shall be read at the following business meeting for corrections, additions or deletions. The Secretary shall maintain a record of all members of the Corporation and be responsible for notification of all members as directed by the Board of Directors. The Secretary shall be responsible for all correspondence of the Corporation and shall receive all mail directed to the Corporation.

C. **TREASURER:** The duties of the Treasurer shall be to receive all monies of the Corporation and issue receipts for same. He shall deposit such monies into the depository designated by the Board of Directors. The Treasurer shall issue checks as requested by the Board of Directors. All expenditures must be approved by the Board of Directors if unbudgeted. No monies shall be distributed by any means other than check.

D. SUPERINTENDENT: The duties of the Superintendent shall be to oversee modifications and changes to standards and to the layout. He shall ensure that all adopted standards are followed. He shall act on behalf of the President in the absence of the President. He shall be responsible for work schedules for the railroad.

E. TRAINMASTER: The duties of the Trainmaster shall be to oversee all train movements on the railroad. He shall be responsible for railroad operating schedules. He shall be responsible for qualification of layout operators and enforcement of operating rules as adopted.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Board Members

A. The Board of Directors shall consist of all elected officers indicated in Article IV, Section 1A of these by-laws.

B. The presiding officer at all meetings of the Board of Directors shall be the President of the Corporation. In his absence, the Superintendent shall chair these scheduled board meetings.

Section 2: Duties of the Board

A. The Board of Directors shall select a suitable depository for the monies of the Corporation and arrange for the deposit and withdrawal of those funds.

B. The Board of Directors shall appoint an Auditing Committee independent of the Board of Directors who shall examine the financial affairs of the Corporation and shall report their findings at the annual business meeting.

C. The Board of Directors shall appoint a Nominating Committee of three members as defined in Article IV, Section 3A. The committee's duty shall be to supply a list of nominees for the annual election and for any vacancies that the Board of Directors shall determine.

D. The Board of Directors shall appoint from time to time such committees as it shall deem advisable for the planning, construction, operation and maintenance of the model railroad and club facilities. It shall also appoint such committees as are necessary for social, entertainment and open house events that may occur.

E. The Board of Directors shall appoint a Membership Committee of two regular members who shall review all applications for membership and submit those who have been approved for a vote into the membership.

F. The Board of Directors shall be responsible for all the business affairs of the Corporation, but it shall submit to the Corporation all actions of the Board for the approval of the Corporation members.

Section 3: Quorum

A quorum for the Board of Directors to transact and conduct business shall be three members of the board.

ARTICLE VI: COMMITTEES

Section 1: Types of Committees

A. STANDING COMMITTEES: These committees are those that are of an on-going nature. The functions of these committees have a continual need to the proper and necessary operation of the railroad.

B. AD-HOC COMMITTEES: These committees are those that are formed for a special function or reason.

Section 2: Classification

A. STANDING COMMITTEES:

1) MEMBERSHIP: composed of two (2) regular members, this committee shall review all membership applications and recommend to the Board of Directors for acceptance.

2) STANDARDS: chaired by the Superintendent, this committee is responsible for developing standards for rolling stock, motive power, layout maintenance and others that ensure the uniform operation of the railroad.

3) PLANNING: chaired by the President, this committee is responsible for developing a fiscal year construction plan for the layout and for reviewing recommendations and suggestions for modifications to the layout.

4) OPERATIONS: chaired by the Trainmaster, this committee is responsible for developing train schedules, operator qualification standards, operating rules and for enforcement of them.

5) ELECTRICAL: chairman appointed by the Board of Directors, this committee is responsible for developing and implementing electrical/electronic standards and modifications to the layout.

B. AD-HOC COMMITTEES:

1) NOMINATION: appointed by the Board of Directors, develops slate of nominees for election to office in the Corporation.

2) OPEN HOUSE: appointed by the Board of Directors, develops activity program for the annual open house, ensures member availability for layout operations.

3) BANQUET: appointed by the Board of Directors, develops program for the banquet, recommends location for the banquet.

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ARTICLE V - Meetings

Meetings of the Corporation shall be held at such times as are provided for in the by-laws.

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The terms of office and method of election of the officers shall be as provided in the by-laws.

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Standard parliamentary procedure shall govern all order of business and in case of dispute, Robert's Rules of Order shall prevail.

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The Constitution or By-laws may be amended as defined in Article III of the by-laws.

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INDEX

Section	Page
ARTICLE I: MEMBERSHIP AND DUES	
SECTION 1: Qualification for Membership	1
SECTION 2: Types of Membership	1
SECTION 3: Rights and Privileges	2
SECTION 4: Dues and Fees	2
SECTION 5: Termination	3
ARTICLE II: MEETINGS	
SECTION 1: Types of Meetings	3
SECTION 2: Procedures and Conduct	3
ARTICLE III: CHANGES AND CONDUCT	
SECTION 1: Voting Privileges	4
SECTION 2: Constitutional and By-Laws Changes	4
SECTION 3: Changes to Layout and Standards	4
ARTICLE IV: OFFICERS	
SECTION 1: Types of Officers	5
SECTION 2: Term of Office	5
SECTION 3: Nominations to Office	5
SECTION 4: Vacancies	5
SECTION 5: Removal from Office	6
SECTION 6: Duties of Officers	6
ARTICLE V: BOARD OF DIRECTORS	
SECTION 1: Board Members	6
SECTION 2: Duties of the Board	7
SECTION 3: Quorum	7
ARTICLE VI: COMMITTEES	
SECTION 1: Types of Committees	7
SECTION 2: Classification	8

ARTICLE I: MEMBERSHIP AND DUES

Section 1: Qualification and Membership

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B. Members shall first be approved by the Membership Committee and serve a probationary membership period. At the end of the probationary period, the probationary member may be asked to become a regular member. All probationary members must attend at least 80% of all regular meetings including two (2) business meetings. A two-thirds majority vote, by secret ballot, of members present at the business meeting is required for acceptance into the Corporation.

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C. Junior Member: Junior members are those between 14 and 17 years of age, inclusive, who have completed a six-month trial membership and have paid 50% of the initiation fee.

Junior members may become regular members upon attaining their eighteenth birthday and being voted into regular membership.

Qualifications of a Junior Member will be determined by the Membership Committee and approved by the Board of Directors.

The number of junior members shall be limited to a maximum of 25% of the regular membership.

Junior members shall not hold any office or vote in Corporation business.

D. Member in Good Standing: This shall be any member, required to pay dues, who is not more than 30 days in arrears and who has paid the required initiation fee in full.

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G. Inactive Members: An inactive member is one who temporarily relinquishes the rights and privileges of regular membership but who can be reinstated to regular membership at a later date. A member may request inactive status from the Board of Directors. This request must be in writing and cite reason for the request and anticipated length of inactive status. Requesting member must be in good standing with dues and have paid initiation fee in full. During inactive status member relinquishes all rights of regular membership and must return club room key at the time of request. Return to regular membership will require written request to the Board of Directors along with dues for the current month.

H. Associate Members: An associate member is one who has limited benefits of regular membership. An associate member will be allowed to participate in operating sessions, open house events and club projects when accompanied by a regular member of the club. Associate members will go through the normal probationary period but will not be required to pay the initiation fee. They will pay 1/2 the regular member monthly dues. Associate members' attendance will be limited to no more than 25% of all regular meetings. Associate members may not hold any office or vote in Corporation business.

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Section 3: Rights and Privileges

A. All regular members in good standing shall have the right to vote on any matter of business brought before the Corporation at any business meeting. All other grades of membership shall have no voting rights.

B. All regular members in good standing shall have the right to hold office in the Corporation.

C. All regular members in good standing shall have the right to review any action of the Board of Directors at any business meeting of the Corporation.

D. Only regular, probationary and junior members shall have the privilege of use of the club facilities at time designated by the Board of Directors, or its appointed committees.

E. Only regular members in good standing shall have a key to the club room as determined by the Board of Directors.

Section 4: Dues and Fees

A. Initiation Fee: Regular initiation fee shall be \$50.00. Provision for payment shall be made within one (1) month from acceptance and is fully payable within five (5) months from acceptance. Junior members shall pay 50% of regular initiation fee. Balance of regular initiation fee is due upon becoming a regular member.

B. Monthly Dues: Monthly dues shall be set by the Board of Directors and approved by the regular membership at a business meeting.

- 1) Dues are payable each month to the Treasurer.
- 2) Dues are payable at any meeting of the club.
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Section 5: Termination

A. Membership shall be terminated by failure to pay the initiation fee, arrearage of dues, detrimental conduct to the Corporation as determined by the Board of Directors, or by death.

B. Membership may be considered to be suspended when the Membership Committee has notified a member that his dues are two (2) months in arrears and he has not removed that arrearage within thirty (30) days. After ninety (90) days of arrearage, the member shall be terminated from membership in the Corporation.

C. All terminations shall first be approved by the Board of Directors.

D. No member shall terminate his membership by transfer of his membership to another individual.

ARTICLE II: MEETINGS

Section 1: Types of Meetings

A. Regular Meetings: The Corporation shall hold meetings each Tuesday evening of the month unless pre-empted by holiday or action of the Board of Directors. Such meetings shall be for business meetings, operation, construction or other activity on the club layout.

B. Business Meetings: The Corporation shall hold business meetings on the first Tuesday of that month. Such meetings shall be for the business determined by the Board of Directors.

C. Annual Business Meeting: The Corporation shall hold its annual business meeting on the first Tuesday of October. The main purpose of this meeting shall be to elect officers of the Corporation.

D. Special Meetings: The Corporation may conduct such special meetings as may be required to conduct business. Such business may be for the purpose of annual open house, special business meetings or other business as determined by the Board of Directors.

E. Board Meetings: The Board of Directors of the Corporation shall meet prior to each business meeting, but no less than once each month. These meetings shall be for such business as may be necessary for the proper operation of the Corporation.

Section 2: Procedures and Conduct

A. Procedures: Regular business shall be conducted when a quorum is present at a scheduled business meeting.

B. Quorum: A quorum shall be established when 25% of the regular membership is in attendance.

C. Conduct: All business meetings of the Corporation shall be conducted under Robert's Rules of Order.

ARTICLE III: CHANGES AND VOTING

Section 1: Voting Privileges

A. Only regular members in good standing of the Corporation shall be entitled to vote on Corporation business. This shall include election of officers and board members, changes to these by-laws and any other business before the Corporation.

B. Only regular members in good standing will be counted when determining a quorum for any Corporation vote.

Section 2: Constitutional and By-Laws Changes

A. Changes to the constitution and by-laws of the Corporation shall be permitted only once during a calendar year.

B. Changes may be requested by the regular membership or by the Board of Directors. Such changes shall be submitted to the Board of Directors in writing no later than three months prior to the annual business meeting.

C. Proposed changes shall be submitted to the regular members in good standing one month prior to the annual business meeting. Voting on the proposed changes shall be at the annual business meeting.

D. Changes shall be approved by a two-thirds vote of the regular members in good standing present at the annual business meeting.

E. Regular members in good standing who cannot be present at the annual business meeting may submit proxy votes to the Corporation Secretary. All proxy votes must be written, dated and signed by the regular member. All proxy votes must be received by the Secretary no later than the day of the annual business meeting. All proxies received after the annual business meeting will not be counted.

Section 3: Changes to the Layout and Standards

A. Grandfather Clause: All standards and layout modifications approved by the regular members of the Corporation prior to the adoption of Article III, Section 3 of these by-laws shall be considered an approved standard or layout modification. Any standard or layout modification not previously approved by the regular members shall be subject to approval.

B. Layout Standards: Standards shall be proposed by the appropriate committee chairman to the Board of Directors. All standards shall be approved by a majority vote of the regular members in good standing present at the business meeting for which a vote is taken.

C. Layout Modifications: Layout modifications or additions shall be proposed to the planning committee for consideration. The planning committee chairman shall present the committee recommendations to the Board of Directors. All modifications or additions to the layout shall be approved by a majority vote of the regular members in good standing present at the business meeting for which a vote is taken.

ARTICLE IV: OFFICERS

Section 1: Types of Officers

Officers of the Corporation shall consist of the following elected offices:

1. PRESIDENT
2. SECRETARY
3. TREASURER
4. SUPERINTENDENT
5. TRAINMASTER

Section 2: Term of Office

The term of all officers shall be for one year commencing with the January meeting.

Section 3: Nominations to Office

A. Nominations for office shall be made by the Nomination Committee appointed by the Board of Directors. The nomination committee shall be comprised of one member of the board and two non-board members in good standing. Nominations shall be presented to the membership one month prior to the annual business meeting.

B. Nominations may be made at the annual business meeting by members in good standing. The nominee must be a regular member in good standing and receive a second from another regular member in good standing.

Section 4: Vacancies

A. In case of vacancy of any office, the Board of Directors shall appoint a regular member in good standing to fill the remaining term of the vacated office.

B. Vacancies shall be by termination of membership, transfer to inactive membership, resignation, removal for cause or by death.

Section 5: Removal From Office

Officers may be removed from office for cause when it has been determined that conduct has been detrimental to the Corporation or its members. Removal shall be only by a unanimous vote of the remaining members of the Board of Directors or by a two-thirds vote of the regular members in good standing of the Corporation.

Section 6: Duties of Officers

A. **PRESIDENT:** The duties of the President shall be to preside at all business meetings of the Corporation. The President shall execute all orders of the Board of Directors. The President shall be an ex-officio member of all committees appointed by the Board of Directors. The President shall appoint committee chairmen and oversee all committee functions.

B. **SECRETARY:** The duties of the Secretary shall be to record all minutes of business meetings of the Corporation. The minutes shall be read at the following business meeting for corrections, additions or deletions. The Secretary shall maintain a record of all members of the Corporation and be responsible for notification of all members as directed by the Board of Directors. The Secretary shall be responsible for all correspondence of the Corporation and shall receive all mail directed to the Corporation.

C. **TREASURER:** The duties of the Treasurer shall be to receive all monies of the Corporation and issue receipts for same. He shall deposit such monies into the depository designated by the Board of Directors. The Treasurer shall issue checks as requested by the Board of Directors. All expenditures must be approved by the Board of Directors if unbudgeted. No monies shall be distributed by any means other than check.

D. SUPERINTENDENT: The duties of the Superintendent shall be to oversee modifications and changes to standards and to the layout. He shall ensure that all adopted standards are followed. He shall act on behalf of the President in the absence of the President. He shall be responsible for work schedules for the railroad.

E. TRAINMASTER: The duties of the Trainmaster shall be to oversee all train movements on the railroad. He shall be responsible for railroad operating schedules. He shall be responsible for qualification of layout operators and enforcement of operating rules as adopted.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Board Members

A. The Board of Directors shall consist of all elected officers indicated in Article IV, Section 1A of these by-laws.

B. The presiding officer at all meetings of the Board of Directors shall be the President of the Corporation. In his absence, the Superintendent shall chair these scheduled board meetings.

Section 2: Duties of the Board

A. The Board of Directors shall select a suitable depository for the monies of the Corporation and arrange for the deposit and withdrawal of those funds.

B. The Board of Directors shall appoint an Auditing Committee independent of the Board of Directors who shall examine the financial affairs of the Corporation and shall report their findings at the annual business meeting.

C. The Board of Directors shall appoint a Nominating Committee of three members as defined in Article IV, Section 3A. The committee's duty shall be to supply a list of nominees for the annual election and for any vacancies that the Board of Directors shall determine.

D. The Board of Directors shall appoint from time to time such committees as it shall deem advisable for the planning, construction, operation and maintenance of the model railroad and club facilities. It shall also appoint such committees as are necessary for social, entertainment and open house events that may occur.

E. The Board of Directors shall appoint a Membership Committee of two regular members who shall review all applications for membership and submit those who have been approved for a vote into the membership.

F. The Board of Directors shall be responsible for all the business affairs of the Corporation, but it shall submit to the Corporation all actions of the Board for the approval of the Corporation members.

Section 3: Quorum

A quorum for the Board of Directors to transact and conduct business shall be three members of the board.

ARTICLE VI: COMMITTEES

Section 1: Types of Committees

A. STANDING COMMITTEES: These committees are those that are of an on-going nature. The functions of these committees have a continual need to the proper and necessary operation of the railroad.

B. AD-HOC COMMITTEES: These committees are those that are formed for a special function or reason.

Section 2: Classification

A. STANDING COMMITTEES:

1) MEMBERSHIP: composed of two (2) regular members, this committee shall review all membership applications and recommend to the Board of Directors for acceptance.

2) STANDARDS: chaired by the Superintendent, this committee is responsible for developing standards for rolling stock, motive power, layout maintenance and others that ensure the uniform operation of the railroad.

3) PLANNING: chaired by the President, this committee is responsible for developing a fiscal year construction plan for the layout and for reviewing recommendations and suggestions for modifications to the layout.

4) OPERATIONS: chaired by the Trainmaster, this committee is responsible for developing train schedules, operator qualification standards, operating rules and for enforcement of them.

5) ELECTRICAL: chairman appointed by the Board of Directors, this committee is responsible for developing and implementing electrical/electronic standards and modifications to the layout.

B. AD-HOC COMMITTEES:

1) NOMINATION: appointed by the Board of Directors, develops slate of nominees for election to office in the Corporation.

2) OPEN HOUSE: appointed by the Board of Directors, develops activity program for the annual open house, ensures member availability for layout operations.

3) BANQUET: appointed by the Board of Directors, develops program for the banquet, recommends location for the banquet.