

CONSTITUTION AND BYLAWS
METRO EAST MODEL RAILROAD CLUB, INC.

Glen Carbon, Illinois

Includes:

Change 1, February 7, 2002

Change 2, August 11, 2002

Change 3, May 3, 2007

Change 4, April 5, 2018

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**CONSTITUTION
METRO EAST MODEL RAILROAD CLUB, INC.**

**I
PREAMBLE**

We declare and establish this constitution to preserve and secure the rights and privileges of our individual club members, and to govern this body in an orderly manner. This constitution will preserve the liberties of each individual club member and the freedom of action of this body in its relationship with other model railroad clubs.

**II
NAME**

This body shall be known as the Metro East Model Railroad Club, Incorporated.

**III
OBJECTIVES**

The objectives of this club are to promote the art and hobby of model railroading, and to educate the public and preserve American railroad history by maintaining a facility to construct and operate a prototype model railroad, and by soliciting members and public education and other information.

**IV
RELATIONSHIPS**

The government of this club is vested in the body of members who compose it. It is not subject to the control of any other model railroad club, individual, or group of individuals; however it recognizes and sustains the obligation of mutual counsel and cooperation which should exist between model railroad clubs.

BYLAWS
METRO EAST MODEL RAILROAD CLUB, INC.

ARTICLE I
NOT FOR PROFIT STATEMENT AND PURPOSE

This not-for-profit corporation shall be known as the Metro East Model Railroad Club, Incorporated. It was established September 8, 1991, and incorporated February 5, 1992. Its purpose is to promote the hobby of model railroading in all its phases. Because of such time and moneys invested, members may enjoy the fellowship of other enthusiasts, exchanging ideas and information, and assisting others during club projects to acquire and perfect artistic skills and knowledge of model railroad construction and operation. Hereinafter, the Metro East Model Railroad Club, Incorporated, shall simply be known as "the club".

ARTICLE II
BUSINESS AND QUORUM

The business and other affairs of the club shall be conducted by the officers and members of the club. Actions shall be approved at duly called meetings of the club. Except as otherwise provided herein, a quorum for purposes of voting upon any action taken at said meetings shall consist of at least five (5) members, two (2) of which must be officers.

ARTICLE III
STANDARDS AND SPECIFICATIONS

SECTION 1: The layout and modules, and all equipment, shall conform to the standards and specifications approved by the members of the club, with the National Model Railroad Association (NMRA) standards and specifications being used as a guide.

SECTION 2: It is urged, but not mandatory, that all club members shall also be members of the NMRA.

ARTICLE IV
OFFICERS AND ELECTIONS

SECTION 1: The officers shall consist of President, Vice President, Treasurer, Secretary, Public Relations Officer, and General Manager. Only members of the club that are in good standing can be officers of the club. They shall be elected by a majority vote of a secret ballot by the members in good standing of this club at the business meeting in December of each year.

SECTION 2: The President, Treasurer, and Public Relations Officer, will be elected in December of even numbered years. The Vice President, Secretary, and General Manager, will be elected in December of the odd numbered years.

SECTION 3: If a vacancy occurs, at the first business meeting following the creation of such vacancy, there will be a nomination and election of another club member to fill this vacant office

for the remainder of the original term of office. Nominations will be accepted from the floor, subject to the acceptance of the members nominated. A majority vote of a secret ballot of the members in good standing determines the new officer.

SECTION 4: The term of office of the officers shall be two (2) years. Only one half (1/2) of the officers shall be elected at any business meeting of the club to prevent a complete change of officers in any one year. (See Section 2).

SECTION 5: In order to promote the sharing of responsibilities within the club, all officers are limited to two (2) consecutive terms of the same office except as noted in section 7 below. They are eligible to be elected to a different office. A term of office shall begin at 12:01 A.M., January 1st of one year and end at 12:00 midnight on December 31st two years later.

SECTION 6: It is understood that the officers may hold planning meetings among themselves. No club business may be transacted at such meetings.

SECTION 7: An officer may serve more than two terms in the event that there is no one else willing to serve in that office. In such a circumstance, the officer can be nominated by another club member and be elected to serve another term in that same office.

SECTION 8 – PRESIDENT: The President shall be the chief executive officer of the club, and shall exercise general supervision and control over all activities of the club. He/she shall preside at all meetings of members and of officers. The President may sign, with the Secretary, or any other officer duly authorized by the members, any deeds, mortgages, bonds, contracts or other instruments, the execution of which has been authorized by the members; except in those cases where the signing and execution thereof shall have been expressly delegated by the members, by these bylaws, or by the law, to some other officer or agent of the club. He/she shall, in general, perform all duties incidental to the office of President and such other duties as may be prescribed by the members. The President may call a special meeting upon forty eight (48) hours' notice to the officers and members. Special meetings must have at least a quorum in accordance with Article II in order to conduct business.

SECTION 9 - VICE PRESIDENT: In the absence of the President, or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall in general perform all duties incidental to the office of Vice President.

SECTION 10 – TREASURER: The Treasurer shall collect all dues and donations to the club, have charge of and custody of, and be responsible for all funds and securities of the club. The Treasurer shall receive and give receipts for moneys due and payable to the club from any source whatsoever, and deposit all such moneys in the name of the club in such banks, trust companies, or other depositories as shall be selected by the members; and in general perform all the duties incidental to the office of Treasurer.

SECTION 11 – SECRETARY: The Secretary shall keep the minutes of the meetings of the club, in one or more books provided for that purpose; see that all notices are duly given in accordance with these bylaws or as required by law, be custodian of the club's records and keep the seal of the corporation; keep a membership book containing the names, addresses, and telephone numbers of all members and officers of the club, records of attendance of each member and with respect to any membership which has been terminated, record that fact together with the date of termination; exhibit on demand at all reasonable times to any member or officer of the club, or to his/her agent, or to any person or agency authorized by law to inspect them, these bylaws, the articles of incorporation, the membership book, and minutes of any meeting and any other records of the club.

SECTION 12 - PUBLIC RELATIONS OFFICER: The Public Relations Officer shall be responsible for club publicity. He/she shall be responsible for the distribution of information to hobby shops, model railroad shows, or other places where we may contact prospective members and make our club known. He/she shall meet visitors to the club and answer their questions. He/she shall coordinate activities of interest to the club, such as fund drives, open houses, film sessions, fan trips, visits to other clubs, or the visit of other clubs to our layout.

SECTION 13 - GENERAL MANAGER: The General Manager (GM) shall oversee the construction, maintenance, and improvements, on the club's layout and modules. He/she shall determine the priority of work done on the club's layout or modules, and report the repairs needed and/or done to the general membership at business meetings. It shall be the responsibility of the general manager to see that these procedures are enforced:

A. All members shall be given the opportunity to familiarize themselves with the various control panels and layout positions.

B. In the interest of safety to the layout and modules, and equipment of the members, only members in good standing and escorted guests will be permitted to enter work-ways, work on the layout or modules, or operate any control panels or equipment at any time.

C. As much as possible, a member shall be free to choose the field that he/she enjoys most from the maintenance and improvement schedules.

D. In the event of special shows, additional work sessions may be called if necessary for good performance. The GM shall make a list of control panel operators most familiar with the layout and modules and with realistic operation. The GM shall also station other members at places that need attention.

ARTICLE V MEMBERSHIP AND DUES

SECTION 1 - GENERAL: This club shall not permit nor practice any form of social, racial, cultural, religious, or any other type of discriminatory practice or barrier against members or prospective members.

SECTION 2 - VOTING RIGHTS: Every club member that is in good standing is entitled to vote at all elections and on all questions submitted to the members in regular business meetings or special meetings of the club, provided the member is present or provision has been made for absentee balloting.

SECTION 3 - DUES: The dues structure of the club shall be determined by the club, and can be changed by a majority vote at any regular scheduled business meeting.

SECTION 4 - DELINQUENT DUES:

A. Any member delinquent in paying dues before or at a regular monthly business meeting, shall automatically lose membership and privileges after the third successive business meeting except as noted in paragraph B. The treasurer shall send a letter to the member within five days after the second successive business meeting advising that failure to pay dues by the next meeting will result in loss of membership in accordance with this bylaw. Any action should be announced at that third meeting. An ex-member may reapply for membership, and if accepted, will be required to pay one-half the initiation fee plus three months advance dues.

B. If a member becomes physically unable to participate in club activities due to an accident or illness, the club may vote to keep that member active on the membership roster and waive his dues as an act of good will. The club may also vote to revoke this status at the member's request or when the member becomes active again, or at the discretion of the club.

SECTION 5 - CLUB FUNDS: All club funds raised by dues, donations, initiation fees, receipts from special events, or other legitimate means, shall be used for the purpose of purchasing materials for use on the club's layout and modules, other expenses necessary for the business of the club, or for club donations to civic or charitable projects.

SECTION 6 - CHARTER MEMBERS: Any member who became a dues paying member during the first year of the club's establishment, or before September 8, 1992, shall be considered a charter member.

SECTION 7 - MEMBERS: A member is any person who is at least seventeen (17) years of age that has been accepted as a member.

SECTION 8 - JUNIOR MEMBERS: Any person who is at least thirteen (13) years of age, but not yet seventeen (17) years of age; and has been sponsored by a member and accepted as a junior member. When a junior member becomes seventeen (17) years of age, he/she will automatically become a member.

SECTION 9 - PROSPECTIVE MEMBERS: Membership is open to any person that is at least seventeen (17) years of age. He/she should be actively engaged in or desirous of becoming engaged in the hobby of model railroading.

A. Each new prospective member must fill out a membership application form and return it to an officer along with a one-time initiation fee of \$20.00. Within one week thereafter, the applicant will be provided a copy of the current constitution and bylaws.

B. An applicant must have an email account/address to which official club information may be sent.

C. Demonstrated proficiency in the following areas shall be required before an application will be submitted to the current membership for approval/disapproval. To aid in training, each applicant will be assigned a mentor.

- Bringing track power up and down using a throttle
- Throwing switches using a throttle
- Acquiring and dispatching an engine using a throttle
- Programming an engine using the programming track and the BLI Address Changer
- Opening the club outer door and locking it
- Participating in designated work projects as assigned by the president

D. As soon as the assigned mentor reports to the president that the applicant has completed the requirements satisfactorily, the prospective member's application as a full member of the club will be voted upon at the next regular business meeting. Voting shall be by secret written ballot. A majority vote of all the members present at the business meeting shall determine whether the applicant is accepted or not. If the applicant is accepted, he or she will be expected to pay at least two (2) month's dues at that time. If the applicant is not accepted, the initiation fee will be returned.

SECTION 10 - PROSPECTIVE JUNIOR MEMBERS: Junior membership is open to any person that is at least thirteen (13) years of age but not yet seventeen (17) years of age. He/she should be actively engaged in, or desirous of becoming engaged in the hobby of model railroading.

A. Each new prospective junior member must fill out a membership application form and return it at the earliest possible opportunity.

B. Each new prospective junior member will be issued a membership kit consisting of the constitution and by-laws and a current membership list.

C. As soon as the prospective junior member has participated in two (2) regular work sessions, with a member acting as a sponsor, the acceptance of the prospective junior member as a full junior member of the club will be voted upon at the next regular business meeting. Acceptance of the prospective member as a full junior member shall require a majority vote of all the members present at the said business meeting. At this meeting the new junior member will be expected to pay the first months dues plus a one-time initiation fee of \$10.00.

SECTION 11 - TERMINATION OF MEMBERSHIP: The membership of any type of member may be terminated as follows:

- A. By death of the member.
- B. By their personal choice.
- C. For non-payment of dues.

D. Exclusion by the club. Any member who engages in conduct contrary to established laws, or who acts contrary to the best interests of the club, or consistently fails to act with civility towards other members or guests, can be expelled by open discussion at a regularly scheduled business meeting, and a secret ballot vote.

- Any member who feels expulsion of another member to be appropriate shall advise the president, who must place the issue on the agenda at the next regularly scheduled business meeting after proper notice to the person proposed to be expelled. The proposed expelled member must be given at least 14 days' notice by personal delivery, United States Mail, or other verifiable means.

- To expel a member, a 2/3 vote of the members present at the meeting shall be required. If the vote results in the member being expelled, any prepaid dues shall be returned to the member.

ARTICLE VI RESPONSIBILITIES OF MEMBERS

SECTION 1: Each member has the responsibility to keep the layout, walkways, work benches, floor, and the entire layout area, clean, orderly, and safe to be in.

SECTION 2: Each member shall return to the proper storage place all tools and materials after the job is finished or the work session is finished, whichever comes first.

SECTION 3: Each member shall store in the trash containers all unusable materials, scraps, trash, and vacuum the area if necessary.

SECTION 4: Nobody shall be allowed to smoke in the club meeting rooms.

SECTION 5: Food should be kept and eaten in an area designated for that purpose, and if possible, away from the layout.

SECTION 6: No alcoholic beverages of any kind will be allowed at club locations, business meetings, or work sessions.

SECTION 7: Non-alcoholic beverages can be consumed in the layout area with caution only. All containers must be disposed of properly.

SECTION 8: All work containers (plaster, paint, screws, glue, ballast, etc.) must be stored in

its normal place.

SECTION 9: Reasonable care will be used when operating the layout and modules, or all club or member owned equipment.

SECTION 10: Each member shall mark his/her personal tools and should use them if possible.

SECTION 11: Each member should attend meetings as often as possible, promote the club, and recruit members to increase the potential of the club.

SECTION 12: Each member shall be responsible for sponsored or visiting friends.

ARTICLE VII REGULAR AND SPECIAL MEETINGS

SECTION 1: Regular business meetings shall be held by the members on the first Thursday of each month, or at other such times as designated by the members. No meeting will be scheduled for a day that is a legal holiday in the state of Illinois.

SECTION 2: Special meetings may be called by the President or two (2) or more other Officers. Except in those cases when the urgency of the business demands immediate action, members will be given 48 hours' notice. Notice for special meetings should be by telephone. In order for business to be transacted a quorum is required, and only the business for which the special meeting was called may be transacted.

SECTION 3: Our normal meeting place will be in Glen Carbon, Illinois. However the members may designate any place, either within or without the state of Illinois, as the meeting place for any work session, business meeting, or special meeting.

SECTION 4: All meetings of the members shall be guided by Robert's Rules of Order, including such revision thereof as may be from time to time published, except insofar as such rules are inconsistent with these bylaws, with the articles of incorporation of this club, or with applicable laws.

SECTION 5: Any meeting, whether a quorum is present or not, may be adjourned by a motion to adjourn being made, seconded, and a vote of a majority of the members present. No further business may be transacted following adjournment.

ARTICLE VIII ORGANIZATION

SECTION 1: The principal office of this club in the state of Illinois shall be located in the village of Glen Carbon, Illinois, in the county of Madison. The club may have such other offices, either within or without the county of Madison, State of Illinois, as the members may from time to time designate.

SECTION 2: The fiscal year of the club shall begin in the first day of January at 12:01 A.M. and end on the last day of December at 12:00 midnight in each year.

SECTION 3: The club shall prepare and maintain correct and complete records of account and shall also keep minutes of each of the meetings of its members and committees.

SECTION 4: All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the club, shall be signed by such officers or members of the club and in such manner as the members from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the club.

SECTION 5: No officer or member of this club shall be personally liable for any of its debts, liabilities, or obligations, nor shall any officer or member be subject to any assessment.

SECTION 6: No member shall have any right, title or interest in any of the property or assets, including any earnings or investment income of this club, nor shall any such property or assets be distributed to any member upon the dissolution of the club. Any and all materials, moneys, equipment and tools, or other such properties donated to the club by any individual or group shall become club property and said individuals or groups relinquish any and all claims upon said donations.

ARTICLE IX AMENDMENTS

The constitution and bylaws of this club may be amended or repealed, or new bylaws may be adopted, at any regular business meeting of the club, providing each amendment shall have been presented in writing at the previous meeting and copies of the proposed amendment(s) were furnished to each member present. Amendments to the constitution shall be adopted by two thirds vote of all members of the club present entitled to vote; amendments to the bylaws shall have a concurrence of a majority of the members present and voting.

ARTICLE X DISSOLUTION

SECTION 1: The dissolution of this club shall be as follows: The officers, by a two-thirds majority, shall recommend a resolution to dissolve the club, which shall include a statement of assets and liabilities, and a proposal to liquidate all assets and liabilities and disburse any remaining funds, at a meeting for said purpose. Notice of said meeting shall be mailed at least two weeks prior to said meeting to all members eligible to be present and vote.

SECTION 2: The resolution shall be published in a newspaper of general circulation for two (2) consecutive issues.

SECTION 3: The officers shall henceforth take whatever resolution plans that are appropriate and are deemed necessary to dissolve and terminate the affairs of the club, including the delegation of any authority necessary to accomplish this purpose.