

BY-LAWS OF NORTH GEORGIA MODURAIL, INC.

(As amended June 20, 2002)

1 Purpose

North Georgia Modurail, Inc., (NGM) is organized for the following purposes:

- A. To furnish a forum where modular model railroaders can meet, discuss, learn about, and exchange ideas on modular model railroading.
- B. To organize, sponsor, conduct and participate in displays, conventions, shows, and other functions relating to the hobby of modular railroading.
- C. To advance and promote the hobby of model railroading in general, and HO-scale modular model railroading in particular.

2 Membership

- A. New members are admitted only by application and approval of the Board of Directors (BOD) and upon payment of the full dues in accordance with Section 5 of these by-laws.
- B. Class of membership is defined as follows:
 - 1. **Full:** A person who has received approval of his application by the BOD and paid the required dues. Only Full members shall be eligible for election as Officers and Directors, and be entitled to vote on matters before the membership.
 - 2. **Associate:** A person who is related to a Full or Honorary member, but is not required to pay dues to participate in NGM functions. Such a member may elect to become a Full member at any time upon payment of the appropriate dues for such Full membership.
 - 3. **Honorary:** A person selected of special consideration by the Board of Directors because of Unusual and/or special service rendered to NGM. Such persons have the same rights and privileges as a Full member for a period of one year.

3 Officers and Directors

A. President: The President shall have the following responsibilities:

- act as principal executive of the organization,
- preside at business meetings and at the BOD meetings.
- coordinate with the BOD all standing and official committees
- become an ex-officio member of any such committees.
- dissolve or replace any non-standing committee.
- seek the advice and counsel of the BOD and any other interested members in the performance of his office.
- be a co-signer for all NGM bank accounts.
- be responsible for filing the State Corporation Annual Report.
- appoint members to serve on a committee that shall examine the books and records of NGM on an annual basis in order to facilitate the Treasurer's report to the membership at the annual meeting.

B. Secretary: The Secretary shall have the following responsibilities:

- to keep the records of the membership,
- record and distribute the attendance and transactions of meetings,
- preserve the permanent files of the organization,
- carry out other functions as may from time to time be ordered by the President or the BOD.
- the Secretary shall be responsible for all club correspondence with other clubs or individuals.

C. Treasurer: The Treasurer shall have the following responsibilities:

- collect and disburse all monies belonging to the NGM.
- supervise and maintain financial records of bank accounts in the name of NGM.
- publish a financial record, reporting at business meetings the status of the organization, including corporate net worth.
- be responsible for the preparation and submittal of all annual Federal and State tax returns, as required, in the name of NGM. The Treasurer may use the services of a qualified tax preparer outside of the organization in accomplishing this task.
- prepare and submit to the BOD for approval, an accounting of the organization's current cash balance, anticipated dues, and other revenues and projected expenditures for recurring expenses and major projects for the coming year.

4 Election of Officers and Directors

- pay all pre-authorized debts as they accrue without further approval of the BOD.
- pay all bills for material and/or services associated with Board-approved major projects up to the budget amount approved without further approval from the BOD.
- be specifically prohibited from making any payment in excess of fifty dollars (\$50.00) to any person, company, or organization for any purchase or services ordered by any member, or others, without prior approval of said expenditure by the BOD.
- maintain a current inventory of all physical property of NGM.

D. Directors (4): Four regular members shall be elected as Directors. These four Directors, plus the Officers, shall make up the BOD. The BOD shall meet upon summons of the President and shall consider any and all business relating to the NGM. The President shall report to the membership at the next regular meeting regarding the results of these deliberations, giving recommendations for membership action as required. The BOD shall have the authority to expend up to one hundred fifty Dollars (\$150.00); all expenditures greater than one hundred fifty dollars (\$150.00) must be approved by the membership at a regular meeting. Any member may attend the BOD meetings.

4 Election of Officers and Directors

A. Officers and Directors shall be elected at the annual meeting. Terms of office are as follows:

1. President – 2 year term
2. Treasurer – 2 year term
3. Secretary – 2 year term
4. Director (4) – 2 year term

Half of the Directors shall be elected each year, with two Directors having a term of one year during the first year of operation. The Treasurer shall be elected for one year for the first year of operation, with subsequent terms being two years. No Officer or Director shall hold the same Office for more than two successive terms.

- B.** In case of resignation, incapacity, or death of any Officer or Director, the BOD shall immediately appoint a replacement to serve until the end of the term of the vacated position.
- C.** A slate of candidates shall be drawn from the general membership by a nominating committee and presented at the Annual Meeting. Nominations from the floor will be solicited. Non-present nominees must have given prior approval for nomination. If only one candidate is offered, the Office may be declared filled following an approval motion to close the nominations. The President and Directors shall select non-Office-holding members to serve on the nominating committee.
- D.** A majority vote of the membership present or by proxy at the Annual Meeting shall elect Officers and Directors.

5 Fees, Dues, Right, and Responsibilities of Members

A. The dues for the various classes of membership are:

Membership Status	Dues
Full	\$24.00 (twenty-four dollars) per year
Associate	None
Honorary	None

B. A member in good-standing is defined as one who has paid the dues for his class of membership in full, and who has paid his yearly dues in advance through the calendar year in which said yearly dues are due and payable. The membership year shall run from March 1st through the last day of February of the following year.

C. A Full member who is one (1) month delinquent in dues shall be notified by the Treasurer to make payment. If there is no response within thirty (30) days of the mailing of said notice at the address last submitted by the member, such member must be automatically dropped from the membership without further notice.

D. The rights and responsibilities of membership shall be as follows:

1. **Full:** Full members shall have all rights and privileges available to any member, including, but not limited to, the right to vote on all matters before the membership and eligibility for election as an Officer or Director.
2. **Associate:** Associate members shall have all rights and privileges of Full members, except the right to vote and except the right to be elected as an Officer or Director. Associate members will not receive official correspondence from NGM.
3. **Honorary:** Honorary members shall have the same rights and privileges as Full members.

6 Meetings

A. One annual business meeting shall be held for the purpose of electing Officers and Directors, and for the presentation of business deemed necessary by the BOD.

B. Special meetings of the general membership may be called by the President with BOD approval.

C. A quorum for conduct of business at a regular monthly or annual meeting shall be the Full members in good standing actually present. Full members not present may vote by proxy, which shall be sent to all members prior to any regular or annual meeting.

D. Any business properly presented before any regular or special meeting may be conducted. Robert's Rules of Order will govern the conduct of the meeting not expressly covered in these By-Laws. The President shall have the authority to decide on all questions of procedure.

E. BOD meetings shall be called by the President with concurrence by the BOD.

F. The BOD shall meet at least quarterly, at a time and place designated by the President. The purpose of these meetings shall be, (1) to develop organizational policies, budgets and recommended expenditures, contracts, leases, insurance coverage, and other matters for vote by the general membership, and (2) to

7 Club Events

provide direction and guidance to NGM in accordance with the Articles of Incorporation and the Georgia Business Code for non-profit corporations.

- G.** A quorum of the BOD shall consist of a simple majority of Officers and/or Directors present. No business shall be conducted by the BOD without a quorum present.

7 Club Events

- A.** Times and places for club events will be determined by the BOD.
- B.** The President shall appoint a standing committee to investigate, negotiate, and package all proposed events for presentation to the BOD for approval. This committee shall ensure compliance for any contractual obligations.

8 Track, Equipment, and Modular Standards

- A.** Use and modification of club modules and equipment shall be governed by the BOD.
- B.** Current module standards and guidelines shall prevail at all NGM sponsored events.
- C.** There shall be a standing committee responsible for module standards and operational practices. This committee shall review and update the Standards and Practices document by presenting changes to the membership for vote and approval.

9 Amendments

These By-Laws may be amended by an approved motion at any regular, special, or annual meeting of the membership, and a majority vote of the membership at any subsequent called meeting provided that advanced written notification is given of proposed By-Law changes and date of such vote.