



Orange County Module Railroaders, Inc.

By-laws

ADOPTED:
October 12, 2005

Amended to
include NMRA
Membership
Requirement and
ADOPTED
April 12, 2006

Amended to
include New
Applicant
Requirements
and ADOPTED
November 7, 2012

ARTICLE I NAME AND PURPOSE

- SECTION A. The name of the corporation is Orange County Module Railroaders, Inc.
- SECTION B. The corporation is organized exclusively to further the education and enjoyment of model railroading as a hobby through exhibits, demonstrations and similar methods. The members will meet frequently to display and operate members' modules and rolling stock in various public forums, to exchange information and to promote and encourage model railroading.
- SECTION C. The corporation is organized as a nonprofit, non-stock Mutual Benefit Corporation, organized under the California Nonprofit Corporation Law commencing with California Corporations Law Code Section 5000, functioning as a club, and is intended to operate as an Educational Organization within the meaning of section 501(c)(3) of the Internal Revenue Code.
- SECTION D. The corporation will have no stockholders. Each member in good standing shall be entitled to one vote, as further described in Article IV.
- SECTION E. No part of the club's net earnings will inure to the benefit of private members or individuals.
- SECTION F. The club will not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

ARTICLE II OFFICERS AND DUTIES

- SECTION A. Officers and duties of the officers shall be as follows:
1. The President shall preside at all business meetings and perform such other duties as are required by the office, including acting as Agent for Service of Process. The President's residence shall function as the registered office of the corporation.
 2. The Vice-President shall aid the President and shall perform the duties of the President during the President's absence or upon the President's request.
 3. The Secretary shall keep the minutes of all meetings of the club, post notices of all special meetings and handle all correspondence of the club.
 4. The Treasurer shall keep and maintain adequate and correct accounts of the club's properties and business transactions, shall render reports and accountings to the membership, and shall in general perform all duties incidental to the office of Treasurer.
- SECTION B. Officers shall serve for two (2) years commencing with January of even numbered years. Officers must be members of the club and in good standing.
- SECTION C. The Executive Committee shall be composed of the elected officers of the club. The Executive Committee shall have the power to make decisions for and on behalf of the

club, to appoint members for special committees if needed and to authorize expenditures not to exceed an amount to be established from time to time by two-thirds vote of the membership present at any regular business meeting.

SECTION D. Election of Officers:

1. The Election of officers shall be held during the November business meeting of the odd numbered years. During the September business meeting of the odd-numbered years, the Executive Committee shall select a nominating committee consisting of at least two (2) members in good standing who are not officers of the club and do not wish to be officers of the club for the coming two (2) year term of office.
2. The nominating committee shall solicit and accept nominations from the members and secure approval of each potential nominee prior to the October business meeting. The nominating committee shall make every effort to nominate more than one candidate for each office.
3. During the November business meeting, each office shall be voted on in turn (President first, then Vice-President, then Secretary and Treasurer last). When more than one candidate has declared for an office, all candidates for that office shall leave the room during the balloting for that office.
4. Election shall be by majority vote of those present. In case no candidate receives a majority of the votes, a run-off shall be held between those candidates receiving the two (2) highest vote totals. The voting will continue until one candidate receives a majority of votes.
5. Candidates defeated during the balloting for one office may at their option declare candidacy for any subsequent office. Nominations are open for any office until the beginning of the election for that office.
6. Elections to fill vacant offices shall follow a similar procedure, with formation of a nominating committee as soon as the vacancy becomes known, and a subsequent election at the next regular business meeting.

SECTION E. The Executive Committee shall, at its discretion, establish those standing committees and/or functionaries which are deemed necessary to ensure the smooth operation of the club.

SECTION F. The Executive Committee may appoint a Parliamentarian or the immediate past President may serve in this capacity. The Parliamentarian will rule on all matters regarding rules of order for business meetings and/or disputes regarding interpretation of these by-laws. These matters will be adjudicated and resolved by the Parliamentarian, who may be overruled only by a two-thirds majority vote of members present.

**ARTICLE III
MEETINGS**

SECTION A. Meetings of the club shall be held on a regular basis at least once a month. Additional meetings and work parties may be called at the President's discretion.

SECTION B. The Executive Committee shall meet at their discretion.

SECTION C. Business meetings shall be conducted with decorum and rules of order. The order of business at regular business meetings shall be established by the Executive Committee.

SECTION D. 1. A quorum is defined as a majority of members in good standing.

2. No club business shall be conducted without prior determination of a quorum being present.

3. All club business will be recorded in the minutes of meetings.

ARTICLE IV MEMBERSHIP AND DUES

SECTION A. 1. Membership in the club is open to all responsible persons 18 and over actively interested in prototype or model railroading who are also members of the National Model Railroad Association (NMRA).

2. The club membership of any individual who fails to renew his/her NMRA membership when due will be immediately terminated without recourse to the provisions of Section D(2) below. A member who renews his/her NMRA membership within 90 days after its expiration date will be automatically reinstated into membership in the club. After 90 days, reinstatement will be governed by the provisions of Section D(3).

SECTION B. Upon recommendation by the Executive Committee, the club may elect to accept members who are (1) not yet adults, (2) are otherwise qualified and (3) have an adult sponsor. The adult sponsor need not be a member of the club but must be a member of the NMRA.

SECTION C. Any new applicant will be subject to a minimum three (3) month probationary period. During this probationary period the member must attend at least three regular business meetings, and assist in setting up or tearing down at two shows. During the probationary period, the applicant must be in good standing with NMRA, having paid membership dues. During the probationary period the applicant has all rights and obligations of a full member except for voting rights. After all obligations are met during the probationary period the applicant's acceptance into the club as a regular member will be voted upon by the regular membership. A refund of unused club dues, if any, will be made to applicants not accepted.

SECTION D. 1. Membership may be terminated for non-payment of dues; flagrant non-participation in club activities or violations of club standards or procedures; or other conduct unbecoming a member.

2. An individual member is subject to termination for cause by a two-thirds majority vote at a regular business meeting. Prior to the terminating vote, the member shall have been notified in writing at least one month prior to the meeting at which the vote is to be taken that the club is considering his/her termination. After such notification is given, and prior to the vote, the member shall be allowed to plead his/her case before the Executive Committee and/or the general membership. Termination of membership votes shall always be taken by secret ballot. Any person terminated by this procedure shall be notified by a letter signed by all members of the Executive Committee, and accompanied by a check for pro-rata refund of unused dues.

3. Policy for reinstatement of terminated members shall be determined by the Executive Committee. Said policy must provide for majority vote at a regular business meeting in any case of reinstatement.

SECTION E. Dues are payable in January, the amount to be established from time to time by vote of the membership. As an option, dues may be paid twice yearly, in January and July. Dues for new applicants, calculated pro-rata on a monthly basis for the remainder of the calendar year, must accompany a new applicant's application for membership. If an applicant's probationary period continues into the following year, the applicant must pay at least six months dues in January.

SECTION F. Members shall be considered in good standing if their dues are not more than two (2) months past due, and are not in a membership class which is prohibited from voting on club business.

SECTION G. Financial Responsibilities:
In applying for membership in the club, applicants (or by their continuing membership, current members) agree not to hold the club liable for any damages, and to assume liability for any damages caused to the club's or other member's property, either by their own specific action or by their own negligence. Sponsors of junior members must specifically agree to assume these liabilities in writing prior to the club's acceptance of junior member's "application for membership".

SECTION H. Voting requirements for items covered by this article will be the same as those established by ARTICLE VI AMENDMENTS for amendment of these by-laws. Only members in good standing may vote.

SECTION I

1. Inactive Members shall be those members whose dues are not more than two (2) months past due and who:
 - A) Have declared to the Secretary in writing their intent to become inactive members on a specific date; or
 - B) Have not been present at four consecutive regular business meetings.
2. Inactive members may attend and participate in business meetings and other club functions, but may not vote on any item of club business. An inactive member may operate his/her rolling stock on club or member modules only upon determination that the inactive member has participated in and contributed to club activities to an extent equivalent to that of members in good standing.
3. An inactive member may regain status as a member in good standing by declaring his/her intent to the Secretary in writing and subsequently attending:
 - A) one (1) regular business meeting if inactive by request under I.1.A above, or
 - B) three (3) consecutive regular business meetings if inactive due to non-attendance under I.1.B above.

- SECTION J
1. A visiting member must reside more than 50 miles from the business meeting place and must be a member of the NMRA. The distance makes it impractical to routinely attend business meetings.
 2. A member in good standing shall sponsor the visiting member. Acceptance into the club as a visiting member will be voted upon by the regular membership. Continuation of the individual visiting membership will be reviewed annually and voted on by the membership.
 3. Dues for a visiting membership shall be set at a rate of one-third that of regular membership, payable within 30 days of initial acceptance and the annual membership review.
 4. Visiting members may participate in all club functions but do not have voting privileges. A visiting member may operate his/her rolling stock on club or members modules only upon determination that the visiting member has participated in and contributed to club activities to an extent equivalent to that of members in good standing.

ARTICLE V STANDARDS

- SECTION A. The club shall adopt and publish standards for individual modules and member's rolling stock.
- SECTION B. The Executive Committee shall be responsible for verifying and enforcing standards, and may cause removal of or prohibit deficient rolling stock from operation and give written deficiency notices to members concerning their modules and prohibit the module at future displays until the deficiency is remedied.
- SECTION C. Members may appeal deficiency notices to the Executive Committee. As a last resort, members may appeal to the membership during a regular business meeting.

ARTICLE VI AMENDMENTS

- SECTION A. These By-laws, and club standards, may be amended by a two-thirds vote of members in good standing present at a regular business meeting. A proposed amendment may be presented at any meeting. The vote to adopt such a proposal will be deferred to the next regular business meeting of the club. All members must be notified of the proposed amendment one week prior to the meeting at which it will be presented for vote.
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