



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

Amended member classes and
miscellaneous terminology
ADOPTED
April 11, 2017

Clarified membership requirements
And policy and procedure topic
ADOPTED
July 10, 2018

**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, nonstock 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 Active Member 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. The Vice-President shall also be responsible for maintaining the NMRA status of all classes of members. The Vice President shall maintain a directory of the club's Standards, Policies, Procedures and Records related to club activities and prior history and convey these to their successor.
 3. The Secretary shall keep the minutes and attendance of all monthly Business 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 Active Members of the club.

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) Active Members 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 Active Members 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. The Executive Committee shall enforce the By-Laws.

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. Business Meetings of the club shall be held on a regular basis at least once a month, with the exception of December when the club Christmas party occurs. 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 the Active Members.
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.
4. The Executive Committee shall establish a Membership Application Form and may propose other Policies and Procedures as necessary. All Standards and any Procedures that involve a financial cost to members (delete: policies and procedures) must be approved by a voting majority at a regular Business Meeting before becoming effective.

**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. Membership Requirements.
- a. A prospective member shall complete and submit a membership request at or before the second monthly Business Meeting attended.
- b. The prospective member will then be eligible for a membership vote at the first Business Meeting attended AFTER completion of the following:
- 1) Attendance at a minimum of three monthly Business Meetings.
 - 2) Assist in the set-up and/or load-out at two different shows
 - 3) Present evidence of current membership in the NMRA
 - 4) Pay dues for the balance of the current year. A refund of unused club dues, if any, will be made to applicants not accepted.
- During this probationary period, the applicant has all rights and obligations of a full member except for voting rights. Membership will be earned upon majority vote.

(delete: To qualify for membership in the club, 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 the setting up or the load out of at least two shows. During the probationary period, the applicant must be a member of the 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 an Active Member will be voted upon by the regular membership. A refund of unused club dues, if any, will be made to applicants not accepted.)

2. Membership shall immediately and automatically be terminated if dues are not paid by March 31 or if membership in the NMRA lapses. A member terminated under this section will be reinstated if the unpaid dues are paid or the lapsed NMRA membership is documented as being paid within 60 days of the termination. During that 60 day period, the terminated member may attend regular Business Meetings of the Club but will not have voting privileges, and may NOT participate in Club shows. After 60 days, reinstatement will be governed by the provisions of Section D(3).

SECTION B. Youth membership. Upon recommendation by the Executive Committee, the club may elect to accept Youth Members who are (1) under age 18, (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*. Youth members shall pay dues, the amount to be established from time to time by vote of the membership, payable within 30 days of initial acceptance, attend a minimum of four club shows or meetings annually and be accepted by 50% vote at their annual membership review.

SECTION C. Incorporated in Section A2 above

- SECTION D.
1. Membership may be terminated for 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. (was 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 Youth Members specifically agree to assume these liabilities on behalf of the Youth Member by signing the Youth 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 Active Members may vote.

- SECTION I
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. An Active Member 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 with permission of those in charge (czar or board member).

SECTION J Leave of Absence

A member may request to temporarily withdraw from membership for a period of up to two years by declaring to the Club Secretary IN WRITING his or her intent to withdraw on a specific date. That person may regain status as a member by so declaring to the club Secretary IN WRITING and subsequently attending a Business Meeting, presenting proof of current NMRA membership, and payment of dues through completion of the current year. During the period of non-membership, that person may attend meetings and attend shows but may NOT operate trains at shows.

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, Policies and Procedures 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 the Active Members 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.
