

Texas Northern Model Railroad Club, Inc.

**TEXAS NORTHERN MODEL RAILROAD CLUB, INC.**

**BYLAWS**

**Revised 7-11-2002**

## **Texas Northern Model Railroad Club, Inc.**

### **I. Organization**

#### **A. Name**

1. The name of this club as incorporated with the state of Texas, shall be the Texas Northern Model Railroad Club, Inc.

#### **B. Address**

1. The physical address of the club shall be the current location of the model railroad layout owned and constructed by the club.
2. The mailing address of the club shall be as designated by the Board of Directors.

#### **C. Purpose**

1. The purpose of the club is to promote the hobby of model railroading through the following objectives:
2. Promote a spirit of cooperation and friendship among individual model railroad hobbyists.
3. Improve the modeling skills of members by sharing information and techniques.
4. Build and operate an HO scale model railroad layout for the enjoyment of members and visitors.

#### **D. Type of Organization**

1. The club shall operate as a Tax-Exempt Social and Recreational Club, as defined by IRS Section 501©(7). All policies, rules, and activities of the club shall conform to the requirements of 501©(7), to maintain tax-exempt status.

## **II. Membership**

- A. General Requirements
  - 1. Membership shall be open to any person, eighteen years of age or older, who has an interest in the hobby of model railroading.
  
- B. Applications for Membership
  - 1. Applications for membership shall be made to the Secretary. Application shall be accompanied with one month's dues and assessments (if applicable).
  - 2. Acceptance of the application shall require a majority vote of the regular members in good standing, present, and voting at a regular business meeting. In the event that the application is not accepted, the dues and assessments shall be refunded.
  
- C. Classes of Membership
  - 1. Apprentice Member
    - a) Requirements
      - (1) When a person applies for membership in the club, he must serve six (6) months as an apprentice member before he can become a regular member. During this time, the club can evaluate the member, and the member can evaluate the club.
      - (2) The six month apprenticeship may be waived, if a regular member submits a letter of referral that introduces the new member as a personal acquaintance.
      - (3) At the end of the apprenticeship period, the apprentice member may be accepted as a regular member by a majority vote of regular members in good standing, present, and voting at a regular business meeting.
    - b) Privileges
      - (1) An apprentice member may participate in club social functions and activities.
      - (2) An apprentice member shall not be given a key to the club room. He may operate equipment on the layout only under the supervision of a regular member.
      - (3) An apprentice member may attend business meetings, but may not vote.
      - (4) An apprentice member shall not hold office or serve on committees.

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2. Regular Member
  - a) Requirements
    - (1) A regular member is a member that has served the apprentice period and has passed the acceptance vote.
  - b) Privileges
    - (1) A regular member may participate in club social functions and activities.
    - (2) A regular member shall be given a key to the club room.
    - (3) A regular member may attend business meetings and vote on all motions, as long as he is in good standing with the club. Good standing means that all dues and assessments are paid to the current month.
    - (4) A regular member may hold office and serve on committees.
  
3. Lifetime Member
  - a) Requirements
    - (1) A regular member may become a lifetime member by paying to the Treasurer a single payment of two thousand five hundred dollars (\$2,500).
    - (2) Under special circumstances, a regular member may be designated as a lifetime member by a vote of the membership, without paying the lifetime membership fee. This special situation is intended for regular members that have served the club well and who are no longer gainfully employed, due to retirement or disability. A regular member may be designated as a lifetime member by a majority vote of regular members in good standing, present, and voting at a regular business meeting.
  - b) Privileges
    - (1) A lifetime member shall have all the rights and privileges of a regular member, but shall not be required to pay dues and assessments.

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4. Honorary Member
  - a) Requirements
    - (1) An honorary membership may be extended to persons or organizations to recognize special contributions to the club and to the hobby of model railroading.
  - b) Privileges
    - (1) An honorary member may participate in club social functions and activities.
    - (2) An honorary member shall not be given a key to the club room. He may operate equipment on the layout only under the supervision of a regular member.
    - (3) An honorary member may attend business meetings, but cannot vote.
    - (4) An honorary member shall not hold office or serve on committees.
    - (5) An honorary member shall not be required to pay dues or assessments.

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5. Inactive Member (Leave of absence)
  - a) Requirements
    - (1) A regular member may voluntarily request a leave of absence of specified duration, when personal circumstances do not permit participation at the regular membership level. This inactive member status is intended for special financial or medical hardships.
    - (2) A letter requesting a leave of absence shall be submitted to the Secretary.
    - (3) A leave of absence may be granted by a majority vote of the regular members in good standing, present, and voting at a regular business meeting.
    - (4) A leave of absence shall be terminated and the inactive member returned to regular membership status at the end of the requested period or at the request of the inactive member.
    - (5) The status of all inactive members shall be reviewed every six months.
  - b) Privileges
    - (1) An inactive member shall not participate in club social functions and activities.
    - (2) An inactive member shall return the key to the club room.
    - (3) An inactive member shall not operate equipment on the layout.
    - (4) An inactive member may attend business meetings, but cannot vote.
    - (5) An inactive member shall not hold office or serve on committees.
    - (6) An inactive member shall not be required to pay dues or assessment.

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### **D. Termination of Membership**

1. Resignation
  - a) A member may voluntarily resign at any time by notifying the Treasurer. Dues and assessments must be paid to the current month. Failure to pay dues before termination is grounds for refusal of application for reinstatement in the future.
2. Delinquent Payment of Dues or Assessments
  - a) Membership in the club may be cancelled for delinquent payment of dues or assessments, according to the Dues and Assessments section of the bylaws.
3. Misconduct
  - a) The following serious actions shall result in automatic expulsion from the club:
    - (1) Physical violence against another member or guest.
    - (2) Possession or use of illegal drugs at the club room or at a club function.
    - (3) Bringing a firearm into the club room, unless the member is a licensed law enforcement officer.
    - (4) Proven theft of club property or member's property from the club room.
4. Member Complaints
  - a) A member may be expelled or suspended for other misconduct detrimental to the best interests of the club, if there is sufficient complaint by other members. The following procedures shall be used to mediate member complaints:
    - (1) Written charges, explicit as to the act or misconduct, signed by four (4) regular members of the club, must be filed with the Secretary.
    - (2) The Secretary shall mail or deliver in person a copy of the charges to the member charged with the act of misconduct. The date of mailing or delivery shall be noted. The Secretary shall also deliver a copy of the charges to the President.
    - (3) The President shall set a date for a hearing of the charges not more than thirty (30) days after the mailing or delivery of the charges.
    - (4) The Secretary shall notify, by mail or in person, the charged member and all members of the Board of Directors and the hearing date.
    - (5) The Board of Directors shall sit as tribunal to hear the charges. At the hearing, both those bringing the charges and the charged member shall have the right and opportunity to present oral and written evidence concerning the charges and argument in support of or in opposition to the charges.
    - (6) A majority vote of the Board of Directors shall be sufficient to overrule or sustain the charges.
    - (7) If charges are sustained, the Board of Directors shall determine the appropriate disciplinary action. If expulsion is recommended, the member may be expelled by a majority vote of regular members in good standing, present, and voting at the next regular business meeting.

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**E. Reinstatement of Membership**

1. A past member may submit to the Secretary an application for reinstatement as a regular member.
2. The Treasurer shall research the terms under which the past membership was terminated. Any dues and assessments unpaid at the time of resignation shall be paid in full before reinstatement may be considered.
3. A past member that was expelled for delinquent payment of dues or assessments shall pay a penalty equal to one month's dues and assessments in addition to the unpaid dues and assessments to be considered for reinstatement.
4. The application for reinstatement shall be reviewed by the Board of Directors.
5. Reinstatement shall be granted by a majority vote of regular members in good standing, present, and voting at a regular business meeting.

**F. Transfer of Membership**

1. Membership in this club is not transferable to any other person.

**G. Keys**

1. Each regular member shall be issued a key to the club room by the Secretary. Keys shall not be duplicated by members. Keys shall be returned to the Secretary upon termination or during leave of absence.

### **III. Board of Directors**

#### **A. General Powers**

1. The Board of Directors shall be the governing body of the club. The Board shall exercise the powers and duties granted to them herein and shall transact all routine and necessary business of the club.
2. The Board of Directors may recommend rules as may be necessary for the conduct of members of the club, as long as they do not conflict with the bylaws. These rules may be adopted by a majority vote of regular members in good standing, present, and voting at a regular business meeting. These rules may include, but are not limited to, Operating Rules and Equipment Standards.

#### **B. Duties of the Board**

1. The Board of Directors shall act as a group to:
  - a) Draft motions to be voted on by the membership.
  - b) Enforce rules and standards.
  - c) Mediate conflicts.
  - d) Approve disbursement of funds from club treasury (No obligation over \$250.00 may be made without approval of the membership).
  - e) Contract for space, utilities, and insurance.
  - f) Hold elections.

#### **C. Board Members**

1. There shall be seven (7) members of the Board of Directors, consisting of the immediate Past President and the elected officers of the club. The President shall be the Chairman of the Board.
  - a) President – Chairman of the Board
  - b) Vice-President
  - c) Secretary
  - d) Treasurer
  - e) Council Representative
  - f) Superintendent
  - g) Past President

#### **D. Board Meetings**

1. Regular meetings of the Board of Directors shall be held each month preceding the regular business meeting of the club.
2. The annual meeting of the Board of Directors shall be held before the September business meeting.
3. Special meetings of the Board of Directors may be called by the President or two (2) Board members. Notice of the meeting shall be given to all Board members. Reasonable advance notice shall be given to allow all Board members to attend.
4. A majority of four (4) Board members shall constitute a quorum.

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### **IV. Officers**

- A. General
  - 1. The elected officers of the club shall consist of President, Vice-President, Secretary, Treasurer, Council Representative, and Superintendent.
  - 2. Officers shall receive no compensation for their services.
  
- B. Duties of the President
  - 1. Preside over all regular and special meetings of the membership.
  - 2. Establish all committees and appoint their chairmen.
  - 3. See that the bylaws of the club are observed and that motions passed by the membership are carried out.
  - 4. Sign checks written against the club treasury (2 signatures required).
  
- C. Duties of the Vice-President
  - 1. Assist the President in the performance of his duties.
  - 2. Assume the duties of the President in his absence or at his request.
  - 3. Sign checks written against the club treasury (2 signatures required).
  - 4. Keep records of all club owned structures, motive power, and rolling stock on the layout.
  
- D. Duties of the Secretary
  - 1. Accept applications for membership from prospective members.
  - 2. Maintain a list of the current members and their addresses.
  - 3. Record minutes of all regular and special meetings of the membership.
  - 4. Record minutes of all meetings of the Board of Directors.
  - 5. Notify all members of special meetings of the membership.
  - 6. Notify all board members of special meetings of the Board of Directors.
  - 7. Be custodian of all records of the club.
  - 8. Handle all correspondence for the club.
  
- E. Duties of the Treasurer
  - 1. Collect dues and assessments from members.
  - 2. Maintain a record of dues and assessments paid by members.
  - 3. Report delinquencies in payment of dues at the monthly business meeting.
  - 4. Notify the Secretary of delinquent payments.
  - 5. Keep an accurate account of all receipts and disbursements to and from the club treasury.
  - 6. Deposit all funds in the name of the club in such depositories as may be designated for that purpose by the membership.
  - 7. Disburse the funds as directed by the Board of Directors and the membership.
  - 8. Sign checks written against the club treasury (2 signatures required).
  - 9. Prepare a monthly financial report to be presented at the monthly business meeting.
  - 10. Prepare an annual financial report to be presented at the September business meeting.

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- F. Duties of the Council Representative
  1. Represent the club at the monthly meetings of the North Texas Council of Model Railroad Clubs.
  2. Attend at least 9 of the 12 council meetings per year to assure club participation in the train show financial pool.
  3. Arrange for another club member to attend the council meeting if the council rep. Is unable to attend.
  4. Report any council business to the club at the monthly business meeting.
  
- G. Duties of the Superintendent
  1. Obtain all materials for layout construction.
  2. Supervise the members working on layout construction, maintenance, and repair.
  3. Be custodian of all club owned tools, scenic materials, and electrical equipment.
  
- H. Duties of the Past President
  1. Take responsibility for the overall appearance of the club room.
  2. Arrange for maintenance and repair of the club room.
  3. Assign janitorial duties to the members.
  4. Obtain janitorial and toilet supplies.
  
- I. Election of Officers
  1. Elections shall be held annually at the September business meeting.
  2. Special elections may be called by the Board of Directors to fill vacancies due to resignation or termination of a member.
  3. Elections shall be conducted by Roberts Rules of Order.
  4. Elections shall be by secret ballot.
  5. Decisions shall be based on a plurality of votes of regular members in good standing, present, and voting. (The highest number wins).
  6. Any regular member in good standing shall be eligible to serve as an officer.
  7. There is no limit to the number of terms a member can serve.

**V. Committees**

- A. The President shall establish committees as necessary.
- B. The President shall appoint committee chairmen.
- C. The President shall select committee members from volunteers.
- D. Committee members must be regular members in good standing.
- E. The President shall be an ex-officio member of all committees.

## VI. Meetings of Members

- A. Regular Business Meetings
  - 1. Regular business meetings shall be held on the first Thursday of each month at 8:00 p.m. at the club room.
  - 2. One third of the regular members in good standing shall constitute a quorum.
- B. Special Meetings
  - 1. Special meetings of the membership may be called by the President or two (2) of the officers.
  - 2. The Secretary shall notify all members of the time and place of the special meeting.
  - 3. One third of the regular members in good standing shall constitute a quorum.
- C. Procedure
  - 1. Procedure at all meetings shall be in accordance with Robert's Rules of Order, unless described otherwise in the bylaws.
  - 2. Business meetings shall be conducted by the President (or by the Vice President, in the President's absence).
  - 3. The order of business shall be as follows:
    - a) Reading of the minutes of the previous business meeting by the Secretary.
    - b) Treasurer's monthly financial report.
    - c) Vice-President's report.
    - d) Superintendent's report.
    - e) Council Representative's report.
    - f) Past President's report.
    - g) Committee reports.
    - h) Old business.
    - i) New business.
  - 4. Motions may be introduced by any regular member in good standing.
  - 5. Motions must be seconded by a regular member before they may be considered.
  - 6. Motions to amend bylaws introduced at one business meeting shall be automatically tabled until the next business meeting. No motion to amend bylaws shall be decided at the same meeting that it is introduced.
  - 7. Motions to amend bylaws shall be posted at the club room until they are decided.
  - 8. All members shall be notified by the Secretary that an amendment to the bylaws is to be decided at the next business meeting.
  - 9. If a member is unable to attend a business meeting, a written absentee ballot may be submitted to the Secretary. Voting power **cannot** be assigned to another member.
  - 10. The Secretary shall record and read the content, sponsor, and second each motion before a vote is taken.
  - 11. All motions shall require a simple majority vote to pass. The total number of votes shall include the number of regular members in good standing, present, and voting at the business meeting plus any valid absentee votes submitted prior to the call for a vote.

## **VII. Dues and Assessments**

- A. As a condition of membership in good standing, all members shall pay dues as required by the bylaws and assessments as levied by the membership.
- B. All dues and assessments shall be payable to the club Treasurer.
- C. Monthly dues
  1. Apprentice and Regular members shall pay dues each month.
  2. The amount of the dues shall be determined by a vote of the members in good standing, present and voting at a regular business meeting.
- D. Assessments
  1. Assessments may be levied by the membership for capital improvements and major expenditures that would deplete the club treasury.
  2. Motions to levy assessments introduced at one business meeting shall automatically be tabled until the next business meeting. No motion to levy assessments shall be decided at the same meeting that it is introduced.
  3. All members shall be notified by the Secretary that a motion to levy assessments is to be decided at the next business meeting.
- E. Delinquent Payments
  1. Dues for the current month shall be due on the first day of the month. Dues shall be considered delinquent if they are not paid by the first day of the month.
  2. Assessments shall be due on the first day of the month following the regular business meeting at which they were levied, unless additional items are prescribed by the approved motion.
  3. Any member who is delinquent in paying dues or assessments for two (2) consecutive months shall be notified in writing by the Secretary. The member shall make full payment to the current month by the next regular business meeting.
  4. If payment is not made in full by the next regular business meeting, the member in default shall be dropped from the membership. The Secretary shall send the member a written notice along with a copy of the reinstatement procedure.

## **VIII. Records**

- A. The Secretary shall record minutes of all meetings of the Board of Directors and the membership.
- B. The Secretary shall maintain a list of all members and their addresses.
- C. The Treasurer shall maintain a record of dues and assessments paid by the members.
- D. The Treasurer shall maintain an accurate financial account of all receipts and disbursements to and from the club treasury.
- E. Records shall be open for inspection by any member at any time.

## **IX. Property**

- A. Club Owned Items
  - 1. The entire layout, including benchwork, scenery, track, turnouts, switch motors, controls, and wiring, shall be the property of the club.
  - 2. Any of these items that are added to the layout by members shall become the property of the club.
- B. Member Owned Items
  - 1. Structures, vehicles, figures, and detail parts may be placed on the layout by individual members without forfeiting membership, as long as they can be removed without damage to the layout.
  - 2. All motive power and rolling stock parked on the layout shall remain the property of the member.
  - 3. Members must mark their items with a unique identifying mark.

## **X. Policies**

- A. Visitors
  - 1. Children should not be left unattended.
  - 2. Children may operate equipment on the layout only under direct supervision of a regular club member.
  - 3. Animals are not allowed in the club room.
- B. Tobacco
  - 1. Use of tobacco products in the club room is prohibited at all times. This includes both smoking and smokeless types.
- C. Alcohol
  - 1. Use of alcohol in the club room is prohibited at all times.
- D. Illegal Drugs
  - 1. Possession of use of illegal drugs is illegal.
  - 2. Members caught in possession or use of illegal drugs at the club room or at club functions shall be automatically expelled.
- E. Firearms
  - 1. No firearms of any kind are allowed in the club room.
  - 2. Bringing a loaded firearm into the club room is grounds for automatic expulsion.
  - 3. Law enforcement officers are exempt.

## **XI. Dissolution**

- A. The club may be dissolved by a majority vote of the regular members in good standing, present, and voting at a special meeting called for the purpose of considering dissolution.
- B. In the event that the club is dissolved, the distribution of the club's assets, equipment, supplies, and other property shall be stated in a resolution of dissolution agreed upon by a majority vote of the regular members in good standing, present, and voting.

## **Amendments**

- 6-1-91 Adopted initial edition of rules.
- 2-18-92 Allowed more than 2 modules by simple motion.
- 4-1-93 Required approval in writing for extensions.
- 5-6-93 Required member participation in council train shows.
- 5-6-93 Reduced dues for council rep.
- 8-26-94 Changed name to North Dallas Model Railroad Club.
- 8-26-94 Changed steering committee to officers.
- 8-26-94 Eliminated dues reduction for council rep.
- 8-26-94 Allowed referral letters to waive 6 month probation.
- 8-26-94 Revised module standards to allow drywall screw construction.
- 8-26-94 Revised track standards to allow Shinohara switches.
- 8-26-94 Deleted reference to purchasing agreements.
- 8-26-94 Added for sale list to module sales section.
- 9-7-95 Prohibited minors from membership.
- 9-7-95 No restriction for sexual preference.
- 9-7-95 Prohibited illegal drugs.
- 9-7-95 Prohibited weapons.
- 2-1-96 Changed from modular to club owned layout.
- 2-1-97 Merged with Texas Northern Model Railroad Club, Inc.
- 8-14-97 Created new bylaws for Texas Northern Model Railroad Club, Inc.
- 9-1-99 Eliminated term limits for officers.
- 7-11-02 Eliminated assessments for lifetime members.
- 7-11-02 Required letter to Secretary for leave of absence.
- 7-11-02 Review inactive members every six months.
- 7-11-02 Eliminated signature for keys.
- 7-11-02 Added detailed order of business.
- 7-11-02 Removed specific amounts of dues in bylaws.
- 7-11-02 Required marking of member owned items.