

# **CALDWELL MODEL RAILROAD CLUB AND HISTORICAL SOCIETY**

## **BYLAWS AND RULES OF PROCEDURE**

### **Article I: Identification**

#### **Section 1: Name**

The name of this organization shall be CALDWELL MODEL RAILROAD CLUB AND HISTORICAL SOCIETY (CMRC&HS).

#### **Section 2: Organization**

The group is a voluntary, not for profit organization of individuals who foster an interest in model railroading and preserving the history of railroading.

#### **Section 3: Purpose**

The primary purpose of CMRC&HS is to promote the hobby of model railroading and preserving the history of railroading through the free exchange of information between members, the community, model railroaders at large and railroad historians. CMRC&HHS is a 501(C3) organization. The club will participate in and organize community events that further model railroading. During normal business hours the club will be open to the public.

No part of the property of the club and no part of its net earnings shall inure to the benefit of any private individual. This club shall never engage in propaganda, or attempt to influence legislation, nor participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefor be devoted to such purpose.

#### **Section 4: Objectives**

A: To expand the knowledge and skills of its members, the youth of the community and others in the hobby of model railroading and the history of railroading.

B: To encourage a free exchange of model railroading technical information and model building techniques by its members.

C: To provide adequate communication to keep members abreast of current events in the model-railroading hobby that will be beneficial to them.

D: To promote the education of, and help expand the knowledge of its members and others in the community about the historical and current role played by the railroads in the community and country.

(i): Research into all aspects of railroading in the Treasure Valley. (ii): Prototype equipment construction and painting

(iii): Prototype operations to show the purpose of railroads in this area to include agriculture, mining etc.

(iv): Preservation of existing notable historical structures and memorabilia to include stories, photos and items of interest.

## **Article II: Membership**

### **Section 1: Eligibility**

Any individual interested in the purpose and objectives as stated in Article I may become a member upon approval of the membership in one of the following classes:

#### **A: Regular Members**

Regular members shall be defined as any member who pays dues as set by the club; Regular members are entitled to all benefits of membership. Building and club room keys may be issued at the discretion of the BOARD OF DIRECTORS.

#### **B: Associate Members**

Associate members shall be defined as spouse and/or minor children of a regular member.

(i): Associate members are entitled to all benefits of membership except hold office, vote on club matters or be issued building and room keys.

(ii): Associate members may choose to pay dues and become a regular member.

#### **C: Student Members**

Student members shall be defined as members between 13 and 18 years of age and those that are full time college students. Youth 13 to 18 years of age must be sponsored and accompanied by a Regular Member at all times.

(i): Student members are entitled to all benefits of membership except hold office, vote on club matters or be issued building and room keys.

(ii): Student members may choose to pay dues and become a regular member.

### **Section 2: Members in Good Standing:**

Members who maintain their membership by qualification and payment of dues as required under the Bylaws shall be considered in good standing and entitled to full privileges of membership. Only voting members in good standing can hold a Board of Directors and Chair persons position.

A: Any member who is two or more months behind on dues will be considered to not be in good standing, will lose the right to vote or have keys to the building, and be notified by the BOARD OF DIRECTORS. Also, see Article III Section 2 Paragraph A. If a membership should lapse more than two months without reason, then reapplying for membership may be required.

### **Section 3: Applications**

Applications for membership shall be made on the CMRC&HS application form, which can be provided by any member.

A: All members whose applications have been accepted will serve a probationary period of 120 days. During the probation period, they will be entitled to all benefits of membership except voting on club matters and building and room keys.

#### **Section 4: Committees**

The club president shall appoint committee chairpersons. All committee chairpersons shall report to the club president. All suggestions or changes will be coordinated through the committee chairperson.

The following committees shall be established

A: Membership: It will be Chaired by the Vice President.

B: Operations: Show/Open house, Standards, Electrical, Track, etc.

C: Scenery: Historical relevance, Visual Scale, Backdrops, Buildings, etc.

All committee chairpersons shall report to the club President at each regular meeting. All suggestions or changes will be coordinated through the committee chairperson. An annual report shall be prepared for the annual meeting. A member can only chair one committee at a time, although members may belong to any number of committees.

#### **A: Ad hoc Committees:**

The President, with the advice and the counsel of the BOD, may cause the formation of ad hoc committee(s) for the study of proposed project(s), generally involving the Club facilities. The committee is given its charge by the President and there upon begins its duties which continue until its final report and recommendations have been delivered to the membership. Upon acceptance of the committee's work by the membership, the committee is automatically dissolved.

### **Article III: Finances**

#### **Section 1: Fiscal Year**

The fiscal year of the CMRC&HS will be the calendar year unless otherwise established from time to time by the membership.

#### **Section 2: Organization Dues**

Membership dues shall be established by a majority vote of the club membership for REGULAR MEMBERS. ASSOCIATE and STUDENT MEMBERSHIPS shall be free. Membership dues will be paid to the CMRC&HS Treasurer.

#### **A: Delinquency**

Regular members who are two or more months behind on membership dues will be considered delinquent. The Secretary, after being notified by the Treasurer, shall send a letter to any member who is delinquent. Also see Article II Section 2 paragraph A

(i): Any member who is unable to pay dues because of personal hardship i.e. loss of job, etc. may at their discretion, contact a member of the BOARD OF DIRECTORS privately and the BOD will meet or communicate and if agreed may pardon the non-payment of dues and extend the right of REGULAR MEMBERSHIP to that individual at no charge for a period agreed upon by both parties. At the date agreed upon the member must contact the BOD if they still cannot meet the membership dues requirement, the BOD can either extend or revoke the pardon. All records will show the member is current in dues and all information provided by the member will be considered PERSONAL AND PRIVATE and kept as such.

### **Section 3: Initiation Fees and Assessments**

Initiation fees and assessments may be imposed from time to time by a majority vote of the club membership. Initiation fees, if imposed, will be equivalent to 1 month's dues.

### **Section 4: Reserves**

#### **A: Operating Budget:**

The treasurer will hold back sufficient funds to cover 6 months operating budget to provide a cushion for income variability and other unexpected expenses. To go below this amount will require membership approval.

#### **B: Building Fund:**

The building fund will target an amount of 1% of the assessed value per year or .08% of the assessed value per month (Assessed value as of 2015 is \$120,000). The treasurer will hold these funds in the building maintenance fund.

Until the fund reaches a total of \$3000, 50% of the monthly income after non-discretionary expenses or .08% of the assessed building value, whichever is greater will be placed into the building fund. The Building fund does not have a maximum amount, so as to be able to cover large expense such as a new roof, after reaching \$3000, 1% of assessed value will be added annually to the building fund, this will be added to the building fund on a monthly basis.

### **Section 5: Authorization of Layout Funds**

#### **A: Layout Funds**

- I. The Operations chair, Scenery chair and the member that is the maintainer of club cars may approve up \$100.00 per project to use. Board members may approve up to \$250 while higher amounts should have membership approval.
- II. The following individuals will be authorized to sign checks for the club projects pending approval by a majority vote and BoD approval: Current President, Vice-President, Secretary, and Treasurer.

- III. All monies/checks will be cosigned by at least two officers, as stated from the Second bullet point of Layout Funds. Only current officers may cosign.

### **Section 6: Annual Summary**

An annual financial Summary will be prepared and presented to the membership for review/approval at the first meeting after the new fiscal year begins. (See Article 4, Section 2, Item G) Said audit will be:

- I. Prepared by a temporary committee appointed by the BoD.
- II. Present finished Summary to the BoD for their review.
- III. Presented to the membership body by the club President for review and approval by vote.

### **Article IV: Organization and Structure**

#### **Section 1: Officers**

The elected officers are President, Vice President, Secretary, Treasurer. The Board of Directors (BOD) will consist of the elected officers.

#### **Section 2: Officers' Duties**

A: The President shall:

- I. Preside at all meetings of the club and the BoD.
- II. Serve as liaison with outside organizations.
- III. Serve as official spokesperson for the club.
- IV. Appoint the chairpersons of all standing Committees, subject to confirmation of the BoD.
- V. Exercise all powers and perform all duties normally incident to such offices.
- VI. Countersign the withdrawal of funds of the club.

**B: The Vice-President shall:**

- I. Perform all duties and responsibilities of the President in his absence.
- II. Serve as Chairperson of the Membership Committee.
- III. Perform such duties as the BoD may authorize.
- IV. Countersign the withdrawal of funds of the club.
- V. Count votes and assist the Secretary in documenting the outcome of that vote.

**C: The Secretary shall:**

- I. Record the minutes of each meeting of the club and the BoD.
- II. Send an email copy of the minutes to the President within a week after each meeting.
- III. Keep the records of the club.
- IV. Handle correspondence of the club as directed by the President.
- V. Issue all official notices.

**D: The Treasurer shall:**

- I. Collect all monies due the club.

- II. Deposit club funds in the bank approved by the BoD.
- III. Keep the books of accounts of the club.
- IV. Make a Treasurer's report at all meetings of the club and the BoD, with a written copy for the Secretary.
- V. Countersign withdrawal of the funds of the club.
- VI. Prepare the books for an auditing committee appointed by the President prior to each annual meeting of the club.
- VII. This is a long term position, and is held until resigned or asked to step down by majority of other Board of Directors.

**E: All elected officers shall prepare a report for the annual meeting. An annual report shall be submitted to CMR&CHS at the end of the club year.**

- I. At the conclusion of the club year, in December, the President should submit to CMRC&HS:
  - The totals of paid membership and total membership for the preceding year.
  - A financial statement for the preceding year, (See Article 3, Sec. 4, Item B.)
  - A one-page review of the club's past year events.

### **Section 2: Terms of Office**

A: If it becomes necessary for the president to resign the office during the two years of his elected term the vice president will assume the office of president and call for nominations for the office of vice president at the first business meeting following the resignation.

(i): The election of the vice president will be at the business meeting two months after nominations.

C: If it becomes necessary for any other officer to resign the office during the two years of his elected term the president will appoint a substitute to the office and call for nominations to the office at the first business meeting following the resignation.

(i): The election for the vacant office will be at the business meeting two months after nominations.

### **Section 3: Eligibility**

Any regular member who has given assurance that, if elected, will diligently carry out the duties of the office.

### **Section 4: Elections**

Elections will be held at the February Business Meeting of even numbered years. Elections will be by secret ballot. Any member unable to attend the election meeting may submit a vote in writing to the Secretary prior to the meeting.

(i): The candidate receiving the highest number of votes will be considered "elected". (ii): Write in votes will be permitted as long as the individual being written in DOES NOT decline the office

### **A: Nominations**

Nominations for elections will be made at the December and January business meetings immediately prior to the election.

### **Section 5: Meetings**

Operating and work meetings are held each Wednesday from 7 to 9 PM and each Saturday from 1 to 4 PM. The first Wednesday meeting of each month will be the formal Club Business Meeting. Robert's Rules of Order of Parliamentary Procedure (modern edition), shall be used as a guide line in all cases or questions not covered by the Bylaws herein stated.

#### **A: Special Meetings**

Any member of the BOD may call a special business meeting for matters of an important nature that cannot wait until a regularly scheduled business meeting.

- I. In the event a special business meeting is called the members must be notified to insure a quorum is present.
- II. Special Meetings will require the majority of club officers.

### **Section 6: Quorum**

A quorum will consist of two elected officers and all members present at regularly scheduled meeting.

## **Article V: Legal**

### **Section 1: Liability**

No liability of any kind for damages arising from errors or omissions in the making up recording or communication of programs or information concerning them shall attach to officers or members.

### **Section 2: Power and Authority**

CMRC&HS will have no power or authority over its members, other than set forth in this document. Neither CMRC&HS nor its officers shall be responsible for the actions of any of its members.

### **Section 3: Club Assets**

#### **A: Layout**

All track scenery, buildings, structures, automobile and figures placed on club layout become the property of the Caldwell Model Railroad Club.

#### **B: Rolling Stock and Motive Power**

All club members' personal rolling stock and motive power share remain their personal property whether on the layout or not. Member should mark their personal property appropriately.

## **C: Exceptions**

Exceptions to section 3 can be done in writing with the approval of the BOD prior to placement of items on the layout.

## **Article VI: Conduct of Members**

### **Section 1: Language**

Members shall use socially acceptable language for a mixed audience at all times when in the presence of other members or guests when at the club house or club functions.

### **Section 2: Respect**

Respect other members and guests and their property at all times when at the club house or club functions.

### **Section 3: Equipment**

Members using other members' equipment shall inform owner of said equipment of any malfunction or damage so the owner may repair or remove it from use.

### **Section 4: Member Discipline**

The BOD may expel any member from membership if the member does not adhere to the above code of conduct.

### **Section 5: Firearms**

No firearms are permitted in the club house, with the exception of non-club hours where club member in good standing is alone at the club house. Club hours include, meetings, open house, schedule maintenance time or any other club authorized event.

## **Article VII: Discipline**

Any member having a grievance concerning club business shall present it to the BOD in writing. The BOD will attempt to solve the grievance or take it to the membership for solution.

## **Article VIII: Amendments**

Any amendments to these Bylaws will be submitted to the BOD in writing. The BOD will present it to the membership with recommendations. The membership may discuss the amendment and will vote on their acceptance.

## **Article IX: Dissolution of the Organization**

The organization may be dissolved by a majority vote of the BOD at which time the remaining funds, if any, in the Treasury will be transferred to another organization affiliated with railroading, modeling or history.