

Bylaws of the High Desert Modular Model Railroad Club

High Desert Modular Model Railroad Club

HDMMRC

BYLAWS

May 27, 2020

Bylaws of the High Desert Modular Model Railroad Club

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These bylaws of the High Desert Modular Model Railroad Club (HDMMRC) were approved by a vote of the membership at a monthly business meeting conducted via the Zoom internet teleconferencing service on August 6, 2020.

ARTICLE I NAME and PURPOSE

Section 1. Name

The name of this organization shall be the “High Desert Modular Model Railroad Club”, herein referred to as “HDMMRC”. Its headquarters shall be in Lancaster, California.

Section 2. Purpose

In accordance with the HDMMRC Charter, the purpose of the organization is to be devoted to the promotion and enjoyment of the hobby of model railroading.

ARTICLE II MEMBERSHIP and DUES

Section 1. Eligibility

Any person of good character, eighteen (18) years of age or older shall be eligible for membership in the HDMMRC.

Section 2. Application

Each application for membership shall be made in writing or verbally at which point it will be reviewed by the Board of Directors to accept or deny. A membership application may be denied for any reason deemed appropriate by the Board of Directors. Prospective members may elect to attend one club train show before committing to a club membership application in order to fully assess their compatibility with, and interest in, the work of a primary club function. During this show (setup, public display, and teardown), they shall be afforded all rights and privileges of a Regular Member in order to make an accurate assessment. Prior to this show, the prospective member may attend any club meeting as a guest.

Section 3. Admission

A prospective member, having committed to club membership and been approved by the Board of Directors, shall be admitted to the HDMMRC as a Regular Member. At this time, the Regular Member incurs the responsibility of paying club dues.

Section 4. Types of Membership

There are two (2) types of membership.

- **Regular Membership:** Regular Members shall consist of those individuals who have approved for membership by the Board of Directors and satisfied the appropriate initial dues requirement, if any, as established by the Board of Directors. Regular Members shall have the right to participate in all club activities, vote on club motions and in club elections, be eligible to hold office, and shall pay dues as prescribed in Section 5 of this Article.

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- **Family Membership:** Family Members shall consist of individuals in a Regular Member's immediate family and residing in the same household as the Regular Member.
 - There shall be one (1) Regular Member at a minimum in a household of Family Members; more than one Family Member holding regular-membership status is acceptable. Family Members shall have the right to participate in all club activities, but shall not vote on club motions or in club elections, not be eligible to hold office, and shall not pay dues.
 - At the option of the family and with the approval of the Board of Directors, the regular membership may be reassigned to another individual of the family membership. The prospective new Regular Member must meet the requirements of a Regular Member. At this point, the previous Regular Member becomes a Family Member and relinquishes all rights and privileges associated with regular membership.

Section 5. Regular Membership Requirements

Regular Members must commit themselves to maintaining their paid dues.

- Regular Members who become delinquent in dues for at least three (3) months shall be removed from membership upon a majority vote of the Board of Directors.
- Regular Members who are subject to removal from membership may appeal the decision, in writing, to the Board of Directors within ten (10) days of receipt of a notice of the Board's decision. The appeal must state the reason for appeal, the reason for delinquency in dues, and the contact information of the member requesting the appeal. The Board of Directors shall review the circumstances of a member's appeal and may amend their decision. A decision based upon an appeal reviewed by the Board of Directors shall be final.

Section 6. Dues Schedule

Dues shall be collected as follows.

- Regular Member: Dues amount and collection period shall be determined by a club discussion at a general business meeting and subsequent seconded motion and majority vote of a quorum of the membership present.
- Family Member: Members of a Regular Member's immediate family residing in the household with the regular member shall not pay any dues.

Section 7. Suspension of Members

By decision of the Board of Directors, any Regular Member may be suspended for up to ninety (90) days for conduct detrimental to the club. Members in a suspension status forfeit all rights and privileges of club membership, but must maintain their dues. A suspended member shall have the right to defend himself / herself before Board of Directors. The Board of Directors shall be convened within seven (7) calendar days of receipt of a written request, addressed to the HDMMRC President, for such a hearing. The suspended member may appear before said Board of Directors in person. A member may request convening the Board of Directors for the purpose of bringing charges against another member. Such a request shall be in writing to the HDMMRC President or any Board of Directors member and shall cite, in detail, the allegations.

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Said request shall be answered to the complainant, in writing, within seven (7) calendar days. If the Board of Directors is to be convened, all parties to the action will be notified in writing as to the complainant, the defendant, the charges, the date, and the time set for the hearing. A member may be suspended or dropped from the club by the recommendation of the Board of Directors for misconduct or other cause. Said member shall be given opportunity to speak in his or her defense. During the suspension period, the Board of Directors may elect to terminate the suspension and return the individual to full Regular Member status.

Section 8. Membership Roster

A roster of the membership shall be kept current by the Secretary. In alphabetical sequence, each member's listing shall include his / her name, home address, contact telephone number, e-mail, and membership number and color. This list will be provided, upon the individual's request, in electronic form and delivered by e-mail.

Section 9. Leave of Absence

In the event that a Regular Member experiences a personal hardship, which causes the member to be unable to fulfill his or her commitment to the club, the Board of Directors may approve a leave of absence for that member. One example of such circumstances is an extended severe medical condition. A member in a leave-of-absence status shall be dropped from club membership and their dues obligation shall cease, but may be reinstated at any time upon request by the member to the Board of Directors in the absence of any detrimental information.

ARTICLE III MEETINGS of the MEMBERS

Section 1. Date, Time, and Location of Business Meetings

Regular business meetings of membership of the HDMMRC shall be held once per month. Notice shall be made to the membership regarding the time and location prior to any meeting via a method determined by the President to be appropriate so that all members are adequately informed.

Section 2. Special Meetings

The President may call a special meeting of the membership at any time that he or she determines that there is a necessity for gathering the membership.

Section 3. Quorum for Votes and Elections

Fifty percent (50%) of the total HDMMRC membership listed on the membership roster plus one (1) member, shall constitute a quorum of members. If this number mathematically evaluates to a fraction (e.g. 8½), it will be rounded up to the nearest whole number. Only Regular Members in good standing shall participate in a quorum. If no quorum is present, the vote or election shall be postponed until a quorum can be gathered at a future meeting.

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Section 4. Order of Business

The order of business at an HDMMRC business meeting shall follow Robert's Rules of Order and consist of the following.

1. Call to order
2. Attendance recorded by the Secretary
3. Approval of previous meeting minutes
4. Report of the Treasury
5. Report of committees
6. Open business
7. Announcement and discussion of upcoming events
8. Elections, when applicable
9. Other topics or comments
10. Adjournment

Section 5. Attendance

At meetings, the Secretary shall record all members and guests in attendance.

Section 6. Voting

Except where herein specifically provided, all voting for the passage of any motion or election of any member to club office, whether voice, roll call or secret ballot, shall require a quorum of the members to be present.

ARTICLE IV ELECTION of OFFICERS

Section 1. Nominating Time Period

During the months of November and December, the HDMMRC membership shall nominate officers for the following calendar year.

Section 2. Eligibility to Hold Office

Regular Members in good standing, are eligible to hold office in the HDMMRC as prescribed below.

- All nominees for President must have been a Regular Member, in good standing, of the HDMMRC for a minimum of two (2) years.
- All nominations for Vice-President, Secretary, Treasurer, and Sergeant-at-Arms, must have been a Regular Member, in good standing, of the HDMMRC for a minimum of one (1) year.

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Section 3. Willingness to Accept Office

Nominees for any office shall signify whether they accept or decline their nomination. No nominee shall be compelled or coerced to accept office.

Section 4. Nominations from the Floor

Nominees for any office from the floor can be received until immediately prior to the election. A seconded motion and subsequent majority vote of a quorum of the membership present at the meeting is required to close all nominations.

Section 5. Election of Officers

Election of officers shall be by secret ballot at the January business meeting. A nominee is declared elected only after receiving a majority of the votes cast for his or her office. If all nominees for office at the time of election are running unopposed, the nominees may be confirmed for their offices by consensus via a seconded motion and subsequent majority vote of a quorum of the membership present at the meeting. In this case, no election will occur.

Section 6. Tie Vote Procedures

In the event of a tie, the nominee receiving the least number of votes shall be dropped from the next ballot. Votes shall be cast for the remaining nominees. This procedure shall be repeated until one (1) nominee receives a majority of the votes cast. If this procedure does not result in a majority winner, discussion among the membership present at the meeting shall result in a mutually-agreeable resolution to the deadlock.

ARTICLE V ORGANIZATION

Section 1. Board of Directors

The Board of Directors shall consist of the following five (5) club officers.

- President, one (1) year term
- Vice President, one (1) year term
- Secretary, two (2) year term
- Treasurer, two (2) year term
- Sergeant-at-Arms, two (2) year term

Section 2. Newly Elected Officers

Newly elected officers shall assume their responsibilities at the beginning of the February business meeting.

Section 3. Vacancy of Office

Vacancies occurring in any office shall be filled for the unexpired term by a Regular Member in good standing who is willing to accept the office and is confirmed by a seconded motion and a majority vote of a quorum of the membership present at a business meeting.

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Section 4. Authority of the Board of Directors

The Board of Directors shall manage the general direction and control of the affairs of the HDMMRC as provided in these bylaws. In addition to the duties customarily performed by such bodies, the Board of Directors shall maintain a checking account in the club's name for deposit of all club treasury funds with the Treasurer as the principal officer and administrator of it. Three (3) members of the Board of Directors are required to sign for authorization into the checking account. The Board of Directors may authorize club expenditures up to a \$250.00 limit. Expenditures in excess of this limit must be approved by a majority vote of a quorum of the membership present at a business meeting. This limit shall be suspended in the case of exigent emergencies in order to resolve an immediate crisis (e.g. expenses pursuant to a breakdown of the club trailer while traveling to a train show).

Section 5. Board of Directors Meetings

The President, or in his or her absence, the Vice President, may call a meeting of the Board of Directors at any time, or shall do so upon the request of at least two (2) officers.

Section 6. Board of Directors Requirements

If an officer fails to attend at least three (3) regular business meetings or misses three (3) Board of Directors meetings which are unexcused or otherwise fails to perform his or her duties as a officer or member of the club, or if he or she ceases to be a member in good standing, the office shall be declared vacant by the Board of Directors and the vacancy filled as provided in Section 3 of this Article.

Section 7. Duties of Officers

The duties of the officers of the Board of Directors shall consist of the following.

- The President shall preside at all meetings of the membership and of the Board of Directors, shall represent the organization to the general public, and appoints chairpersons for any and all committees that the Board of Directors determine are necessary to carry out particular club functions.
- The Vice President shall act under the direction of the President, and during the absence or disability of the President shall possess and exercise all the powers, authority and duties of the President.
- The Secretary shall issue, or cause to be issued, notices for monthly meetings of the members of this organization as prescribed in these bylaws, shall prepare and maintain full and correct records of all general business and Board of Directors meetings. Also maintains the official membership roster of all club members. During the absence or disability of the Vice President, he or she shall have and exercise all the powers, authority, and duties of the Vice President. Copies of HDMMRC organizational documents, its bylaws, and any amendments thereto, returns of nominations and elections, proceedings of all meetings, shall be recorded. The Secretary shall have custody of all club books and other records. All records shall be available for inspection to all Regular Members in good standing upon request.
- The Treasurer shall act as the custodian of all funds, securities, valuables, negotiable papers and other assets of the organization. He or she shall maintain adequate records of all the assets and liabilities of this organization. He or she shall report on the financial condition of

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the organization to the members and to the Board of Directors at all regular business meetings. His or her accounts and vouchers shall at all times be open to inspection by the Board of Directors or to authorized auditors. Club funds, other than petty cash funds, shall be kept in a bank. All disbursement of club funds shall be made by the club's debit card or by club check, signed by the Treasurer, or in his or her absence, by the President. The Board of Directors may provide for the establishment and replenishment of a petty cash fund for defraying the cost of small expense items of the club. The amount of this fund shall be at the discretion of the Board of Directors and oversight provided by the Treasurer.

- The Sergeant-at-Arms shall serve on the Board of Directors and maintains order at official club functions.

ARTICLE VI EVENT OPERATIONS

Section 1. Event Operations Staff

The event operations staff consists of a Superintendent at a minimum. Duties of the Superintendent are:

- Coordinates the participation of the club in the event with the hosting organization or venue/facility owners/operators.
- Supervises the entire event, to include transportation of club equipment to/from the venue, setup, public display, and teardown.
- Appoints additional members for special duties as required, such as one or more trainmasters or yardmasters.
 - Trainmasters (if appointed) shall supervise and control train operations on the layout mainlines.
 - Yardmasters (if appointed) shall supervise and control train operations within the limits of the club yard.

ARTICLE VII REVISION of BYLAWS

Section 1. Procedures for Revision

An amendment or alteration to these bylaws may be proposed by any Regular Member in good standing at a regular business meeting. The proposal shall be discussed by the membership and if it is determined to have merit, a seconded motion and a majority vote of a quorum of the membership present shall cause the President to convene a bylaws committee to consider the proposal. The committee may accept the amendment or alteration as proposed, modify it, or reject it altogether. Once the committee has completed its deliberation, it shall return its recommendations for the general membership to discuss at the next business meeting. At that meeting, the recommendations shall either be accepted for adoption into the bylaws or rejected by a seconded motion and a majority vote of a quorum of the membership present.

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ARTICLE VIII GENERAL

Section 1. Liability

Given that reasonable care is taken, the HDMMRC shall not be held responsible for the condition of, or damage to, personal property while in the custody of the HDMMRC. No member shall be held responsible for the condition of, or damage to, HDMMRC property or the personal property of other members.

Section 2. Dissolution of the HDMMRC

Any Regular Member in good standing may present a proposal to dissolve the HDMMRC. This proposal shall be accepted, tabled, and brought forward at the next regularly scheduled business meeting for debate and vote by secret ballot. Passage shall be by a seconded motion and a unanimous vote of the entire general membership of all Regular Members in good standing, not merely a quorum. In the event of dissolution, disposition of the club's assets shall be accomplished by the Board of Directors as their final act of service to the High Desert Modular Model Railroad Club. If the Board of Directors determines that the most appropriate disposition of club assets is some form of division of them among the membership, only current Regular Members in good standing are eligible to participate in this benefit.