

WAYNESBOROUGH MODEL RAILROAD CLUB, INC.
BY-LAWS

ARTICLE I

Section I: NAME: This organization is incorporated under the laws of the State of North Carolina and shall be known as the Waynesborough Model Railroad Club, Incorporated. This organization shall operate on a non-profit basis according to the laws pertaining thereto.

Section II: PURPOSE: The Waynesborough Model Railroad Club, Incorporated, is organized to achieve the objectives of promoting the hobby of model railroading, It shall seek to create a better understanding and appreciation by the general public as to the value of a hobby, and to provide an opportunity for the public to view the accomplishments of the club membership. Further, it shall continue the education of the membership in modeling techniques, building, maintenance and operating procedures for their enjoyment. Further it will also be the purpose of the club to provide opportunities of fellowship for persons interested in the hobby of model railroading.

Section III: AREA: The Waynesborough area shall mean to include the County of Wayne, North Carolina, and all surrounding counties.

Section IV: LIMITATION OF METHODS: This organization shall be non-profit, non-partisan, and non-sectarian.

ARTICLE II

Section I: ELIGIBILITY FOR MEMBERSHIP: Any person having an interest in model railroading and in the purposes of this organization shall be eligible for membership.

Section II: PROSPECTIVE MEMBERS: Prospective members will submit a written personal information sheet, including a recommendation by a member in good standing, and the required initiation fee to the club secretary. Upon receipt of this information and the fee, the prospective member is in good standing beginning at the next regularly scheduled meeting of the club.

Section III: CLASSES OF MEMBERSHIP: There will be four classes of membership: family, student, member *emeritus*, and inactive. Family membership consists of one or more adults and any dependent children. Student members are those who have not reached their eighteenth birthday on January 1 of each year and will be under the supervision of a parent or guardian, or a club member at all times in the club facility. Members *emeritus* are those persons who have made a significant contribution to the club in the past and approved by a two-thirds vote of the

Board of Directors. Inactive members are those persons in good standing who for various reasons cannot be active for a period of time and submit a written request.

Section IV: VOTING: Each member in good standing shall be entitled to cast one vote, Voting and nominations for club officers are allowed by Ballet or e-mail (only if member is not able to attend otherwise, but a two weeks period prior to meeting). Absentee voting will be allowed only on amendments or alterations to the by-laws which meet the requirement set forth in Article X, Section 1.

Section V: TERMINATION OF MEMBERSHIP: Membership in this organization may be terminated by:

1. Delivering written notice to the secretary;
2. Expulsion for non-payment of dues after ninety days from the date due, unless extended otherwise by the Board of Directors; or
3. expulsion by vote of the club for conduct unbecoming a member including the use of profanity, alcohol and or other controlled substances in the club facility, and conduct prejudicial to the aims or repute of the club, after notice and opportunity for a hearing are afforded the member complained against.

Section VI: DELINQUENT/TERMINATED MEMBERS PROPERTY: Should a member fail to pay his/her dues/fees for a 3 month/90 day period, without prior approval of the Board of Directors, or who membership is terminated in accordance with club by-laws, all properties shall become property of the club and disposed of as prescribed by the general membership of the club at a regular scheduled meeting.

(Examples include auction/sale to club members; incorporation into the general layout; or disposed of if deemed necessary.)

There will be a 90 day waiting period after the membership is terminated before the club takes any action on the property.

Any residual income derived from these proceeding is to be invested into the club's general fund.

ARTICLE III

Section I: FISCAL YEAR: the fiscal year for the operation of the club shall be the calendar year.

Section II: DUES: The dues for family membership shall be determined by the club membership on an annual basis. Members may be exempt from payment of dues for a specified time upon submitting a written request and approved by a two-thirds vote of the Board of Directors.

Members *emeritus* and inactive members pay no dues.

Section III: INITIATION FEE: The initiation fee for all classes of membership shall be determined by the club membership on an annual basis. Inactive members who return to active status are exempt from paying the initiation fee provided they left in good standing.

ARTICLE IV

Section I: ANNUAL MEETING: The annual meeting of the organization shall be held at the first regular meeting of the fiscal year. Annual reports shall be given and new officers installed. The time and place of this meeting shall be fixed by the Board of Directors, and notice mailed or delivered to each to each member at least ten days before the said meeting.

Section II: REGULAR MEETINGS: Regular meetings shall be held on the third Tuesday of, January, April, June, September, December at a time and place determined by the Board of Directors, or by the general membership.

Section III: ADDITIONAL MEETINGS: Special meetings of the club or the Board of Directors may be called by the President, or the Board of Directors, provided at least five days notice is given each member.

Section IV. QUORUM. At any duly scheduled or called meeting a majority of the membership in good standing and attending shall constitute a quorum. Upon failing to attain the required attendance, the President, with the approval of the Board of Directors, can act to establish a quorum.

ARTICLE V

Section I: OFFICERS: The officers of this club shall be a President, a Vice-President, and a Secretary/Treasurer.

Section II: BOARD OF DIRECTORS: The Board of Directors shall be composed of six members, including the officers listed above in section I and three (3) at-large members.

Section III: ELECTION AND TERM: All officers and directors shall be elected at the first meeting of the fiscal year and serve a term of one year, or until their successors are duly elected and installed.

Section IV: DUTIES OF THE OFFICERS AND BOARD OF DIRECTORS:

1. The President shall preside at all meetings of the general membership and at all meetings of the Board of Directors, may appoint committees to perform such duties as may be necessary to achieve the objectives of the club, and to provide leadership to the club.

2. The Vice-President shall preside at all meetings in the absence of the President, and perform other such duties as may be assigned by the President or the Board of Directors.
3. The Secretary/Treasurer shall keep minutes of all meetings, handle the correspondence of the club, collect, record, deposit, and disburse all monies coming to the club.
4. The Board of Directors shall be responsible for the government of the club and for the policy making responsibilities of this organization. It shall also control its property, be responsible for its finances, and direct its affairs.

Section V: VACANCIES: Any vacancy occurring among the officers or on the Board of Directors shall be filled by the Board until such time as an election by the general membership can be held to fill such vacancy. The term of office for a person filling an unexpired term will be to serve until the end of the fiscal year.

ARTICLE VI

Section 1: COMMITTEE APPOINTMENT AND AUTHORITY: The President shall appoint all committees and committee chairmen with the approval of the Board of Directors. Committee appointments shall be at the will and pleasure of the President and Board of Directors, and in no event, shall exceed the term of the appointing President. However, at the discretion of the newly elected officers, those committees and their chairman may continue to serve in that capacity, until the objective of the committee has been met, or until new appointments are made.

Section II: LIMITATION OF AUTHORITY: No action by any member, committee, director or officer shall be binding upon, or constitute an expression of club policy until it shall have been approved or ratified by the Board of Directors and/or the general membership.

ARTICLE VII

Section I: FUNDS: All monies received by the club shall be placed in an account for the general operations of the club. Funds not in use for current operation may be placed in a reserve account. Depositories will be approved by the Board of Directors.

Section II: DISBURSEMENTS: Upon approval of the Board of Directors or the general membership, the treasurer is authorized to make disbursements of funds. All disbursements shall be by check.

Section III: BUDGET: The President, with approval of the Board, may appoint a budget committee, or the Board may serve in that capacity. If a budget is presented and adopted by the general membership, there are no stipulations under this section.

Section IV: CONTRIBUTIONS OF MATERIALS: Contributions of materials or other in-kind donations to the club will not be made in lieu of dues without prior approval by the Board of Directors, or the general membership.

Section V: AUDIT: At the beginning of each calendar year, the President shall appoint 2 members of the Board of Directors along with the Treasurer to conduct an audit of the last fiscal year finances This will be presented to the club in a report the following month.

ARTICLE VIII:

Section I: PROCEDURE FOR DISSOLUTION: This organization shall use its funds only to accomplish the objectives and purposes stated in these by-laws, and no part of said funds shall inure, or be distributed to the members of the club. On dissolution of the club, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, to be selected by the Board of Directors.

ARTICLE IX

Section I: PARLIAMENTARY AUTHORITY: The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when rules are not inconsistent with the charter or by-laws of the club.

ARTICLE X

Section I: REVISIONS: These by-laws may be amended or altered by a two-thirds vote of the Board of Directors, or by a majority of the members in good standing, at any regular or special meeting, providing notice for the meeting has been sent to all members at least ten day in advance, and said notice includes the proposals for amendments. Any proposed amendment or alterations shall be submitted to the Board or the members in writing.

Revised: September 29, 2010, October 21, 2015.