

APPLE VALLEY MODEL RAILROAD, INC.

BYLAWS

A NON-PROFIT CORPORATION

Revised: Aug. 2024



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APPLE VALLEY MODEL RAILROAD, INC.

Bylaws

ARTICLE I NAME

The name of the corporation is the Apple Valley Model Railroad, Inc., a nonprofit corporation, hereinafter referred to as the "AVMRC". The AVMRC is located in the Historic Hendersonville Depot, at 650 Maple Street, Hendersonville, NC 28792, hereinafter referred to as the "Depot".

ARTICLE II MISSION STATEMENT

The AVMRC's primary mission is to promote an understanding of model railroading. The AVMRC shall also promote the preservation and restoration of the Historic Hendersonville Depot, and promote public awareness of the significance of the history of the Depot in the development of Henderson County.

ARTICLE III FACILITY AGREEMENT

The AVMRC shall fulfill its responsibilities as defined by the current Facility Agreement with the city of Hendersonville, NC, with respect to the Depot.

ARTICLE IV MEMBERSHIP

Candidates for membership shall not be discriminated against on the basis of race, creed, religion, gender, or ethnic origin. The AVMRC shall have three types of members – Regular, Honorary, and Junior.

Regular Membership

Only Regular members shall have voting privileges and pay dues. Only Regular members may hold office.

Honorary Membership

Honorary membership status may be bestowed upon members who have served the club in a significant manner over the years but who are no longer able, for whatever reason, to participate in routine activities to the same degree. Honorary members will not have voting rights nor be required to pay dues. Honorary member status is bestowed by majority vote of the membership at a regular business meeting.

Junior Membership

Junior members are occasionally accepted into the club through the regular application process. Junior membership is reserved for individuals, under the age of 18, who show

exceptional aptitude for the hobby of model railroading and interest in the AVMRC, and exhibit a high degree of maturity and responsibility. No dues are required. A junior member who attains the age of 18 will be automatically converted to a regular member, after which regular membership dues are required. Junior members have the privileges of regular members except for the right to vote and hold office.

ARTICLE V REVOCATION

After completing the training through the AVMRC Mentoring Program, if a club member fails to follow club rules, the following steps may be taken by a club officer or a designee.

Step 1. Coaching: Verbal instructions regarding the infringement of rules and what needs to be corrected

Step 2. Verbal Warning and retraining: Review of rules, with emphasis on the seriousness of failure to follow the rules

Step 3. Written warning/reprimand: warning to member, including consequences if behavior continues

Step 4. Dismissal from the club: membership discontinued after approval by the board

If the infringement of rules is of a serious enough nature, the proceeding steps 1 and 2 may be skipped, and a written warning/reprimand issued to the member by a club officer.

Each step should be documented in a secure and private place. The actions taken must remain confidential to the extent possible.

The AVMRC reserves the right to revoke an individual's membership for cause. The revocation process may be initiated by a complaint filed in writing and submitted to the Executive committee. The Executive committee shall first review the complaint privately with the member against whom the complaint has been filed. If the Executive Committee, by majority vote, determines that a motion of revocation is appropriate, it shall present this motion to the membership at a duly authorized meeting for voting. A vote of at least 60% membership in attendance at a regular meeting of the AVMRC is required for membership revocation. In the event an individual's membership is revoked, the individual shall immediately remove from the AVMRC all personal possessions, and return to the AVMRC all the AVMRC property that they possess, including but not limited to keys to the Depot.

For certain patterns of egregious behavior, The Executive Committee, by unanimous vote, possesses the authority of summary revocation of membership. Examples of such behavior which would warrant summary revocation are, but not limited to, theft of AVMRC property, embezzlement of funds, destruction of property, commission of a felony on premises, and non-payment of dues. Any member who has been revoked shall be banned from participation in any AVMRC activity.

ARTICLE VI MEMBERSHIP MEETINGS

The membership of the AVMRC shall meet at the call of the President. Meetings shall be announced at least two weeks in advance and shall occur each month, to the extent practicable. Announcement may be by regular schedule in advance.

~~A quorum of the AVMRC shall consist of thirty percent (30%) of the members of the AVMRC. A duly authorized meeting of the AVMRC shall require the presence of a quorum.~~

ARTICLE VII OFFICERS

There shall be four elected officers - President, Vice President, Secretary and Treasurer. These elected officers plus the Ombudsman shall constitute the Executive Committee Board.

The President shall serve as the Chief Executive Officer of the AVMRC. The President shall chair the AVMRC's meetings, set the agenda for such meetings, chair the meetings of the Executive Committee, propose the AVMRC's annual budget, and conduct such other business as he/she deems necessary. In the event of a tie vote, either within the Executive Committee Board or the membership of the AVMRC, the vote of the President will be decisive.

The Vice President shall, in the absence or disability of the President, perform the duties of the President.

The Secretary shall maintain complete and accurate records of the AVMRC. The Secretary shall give all notices required by law and by these bylaws. The Secretary shall have general charge of the corporate books, records and corporate seal. The Secretary shall prepare and execute notices and filings as required by law. Notices to the membership shall be by email to the last known address provided by the member.

The Treasurer shall have custody of all funds and securities of the AVMRC. The Treasurer shall receive, deposit, and disburse the same under the direction of the Executive Committee Board. The Treasurer shall sign all checks or drafts for payment of monies. The Treasurer shall deposit from time to time for the credit of the AVMRC all funds of the AVMRC not otherwise employed. The Treasurer shall keep full and accurate accounts of the finances of the Club, including monthly and annual statements of the AVMRC's assets and liabilities. Such statements are to be kept for a ten year period at the AVMRC for inspection by the Executive Committee Board, an AVMRC member, the State of North Carolina, and/or the Federal Government, as may be necessary. The Treasurer shall assist the President in the preparation of the AVMRC's annual budget.

In addition to the elected officers, there shall be an Ombudsman. The Ombudsman shall be selected by the President and approved by a majority vote of the members at a duly authorized meeting of the AVMRC Membership. Working with the President and the Executive Committee Board, the Ombudsman shall be responsible for maintaining and improving relationships

between the AVMRC and the city, the Seventh Avenue Advisory Committee, and the public. The Ombudsman shall have no term limit.

The most recent past President of the AVMRC shall be an invited ex-officio non-voting member of the Executive Committee.

In the event a member of the Executive Committee resigns or is no longer able to perform the duties of his/her office, the Executive Committee will appoint a replacement for the balance of that person's term. At such time as a vacancy occurs in the position of AVMRC Ombudsman, the President will propose a replacement to the membership for its approval.

ARTICLE VIII GOVERNANCE

The Executive Committee shall govern the AVMRC on behalf of the members. The Executive Committee shall consist of five members - President, Vice President, Secretary, Treasurer and the Ombudsman. Members of the Executive Committee may not hold more than one position simultaneously.

The Executive Committee shall be responsible for establishing standing committees, including the naming of committee chairs. The proposed committee structure and committee chairs shall be presented to the membership for ratification at the first meeting of the AVMRC following the election of a new President. Ratification shall be by a simple majority vote of members present at a duly authorized meeting. Previously existing committees of the AVMRC shall cease to exist upon the ratification of a new committee structure.

The President may establish an "ad hoc" committee to evaluate and formulate recommendations regarding single issue problems or projects. No contract, or document on behalf of the AVMRC, shall occur without approval of the Executive Committee.

The Executive Committee may perform an audit of AVMRC finances on an annual basis.

No loans shall be contracted on behalf of the AVMRC and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee, and approved by a majority vote of the members at a duly authorized meeting of the AVMRC.

If a regular member feels that an Executive Committee member should be removed from office for cause, the regular member shall bring his/her concerns to the attention of the President or Vice President in a private meeting. The President or Vice President shall then call an Executive Committee meeting, with or without the member raising the concerns. The Executive Committee will discuss the concerns, investigate, and determine what if any action is necessary. The remaining Executive Committee members will notify the officer of action deemed necessary.

Under certain circumstances, members may vote by proxy. Members unable to attend a duly authorized meeting may authorize in writing another member to cast a vote on their behalf.

Circumstances where proxy ballots may be utilized are voting for election of officers, election of candidates to membership, bylaw changes, removal of a member of the Executive Committee, and revocation of membership. The secretary will develop a form, approved by a majority of members present at a duly authorized meeting, suitable for appointing another member as their proxy. A proxy shall expire at the adjournment of the meeting for which it was intended.

ARTICLE IX ELECTIONS

Election of AVMRC Officers shall take place at the October meeting. Elected officers shall take office on the first of November following their election. The President and Vice-President shall be elected in even numbered years. The Secretary and Treasurer shall be elected in odd numbered years. Each officer will be elected for a term lasting two (2) years. There shall be no term limits.

A Nominating Committee, consisting of two members selected by the Executive Committee, will recommend to the membership in September a slate of nominees for each of the officers whose terms expire in October of that year. Following the presentation of the Nominating Committee's slate of nominees, the floor shall be open for any additional nominations.

The election of officers shall be by secret ballot for positions that are contested.

ARTICLE X FINANCES

The fiscal year of the AVMRC shall be from January 1 through December 31. The President, at the beginning of each fiscal year, act on the AVMRC's budget, the proposed dues structure, application fee, and any special revenue raising measures as the Secretary deems necessary for the AVMRC's financial wellbeing. The members shall approve, with or without modification, the AVMRC's budget and related revenue matters by majority vote at a duly authorized meeting.

ARTICLE XI GENERAL PROVISIONS

The Executive Committee shall create and maintain a detailed Policy Manual covering AVMRC rules and operating procedures. The Executive Committee shall review the Policy Manual annually and update as necessary. The Policy Manual may be altered, amended, or repealed and new Policy Manual adopted by majority vote of the members at a duly authorized meeting of the AVMRC. The adoption of the Policy Manual by affirmative vote of a majority of the members at a duly authorized meeting of the AVMRC will render all previous Policy Manuals null and void.

The Secretary will make available the newly approved Policy Manual to each of the members within thirty days of their approval by the AVMRC. Posting on the AVMRC's web site and email notice to members shall satisfy this requirement.

Whenever any notice is required to be given to any member, under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or the Bylaws of the

Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Notice by email to the last known address provided by the member shall suffice for this requirement.

ARTICLE XII DISSOLUTION

Dissolution of the AVMRC and its Corporation shall proceed as follows:

1) A motion to dissolve the Corporation may be initiated by a petition submitted to the Executive Committee by one-third (1/3) of the membership. The Executive Committee may also initiate dissolution proceedings. In either case, a majority of the Executive Committee must vote in favor of the measure to proceed.

2) If the Executive Committee does vote in favor of dissolution, then a special ballot shall be distributed to all members. An affirmative vote by two-thirds (2/3) of the membership must be received within 45 days of the ballots being distributed in order to proceed with dissolution.

3) Upon the dissolution of the Corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(C) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Statute), the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court will determine, which are organized and operated for such purposes.

4) The same procedure shall be used for a merger with another organization where the AVMRC and its Corporation are not the surviving organization.

ARTICLE XIII APPROVAL AND AMENDMENTS

The adoption of these bylaws by affirmative vote of a majority of the members at a duly authorized meeting of the AVMRC will render all previous bylaws null and void. The Secretary will make available the newly approved bylaws to all members within thirty days of their approval by the AVMRC. Posting on the AVMRC's web site and email notice to members shall satisfy this requirement. The bylaws may be altered, amended, or repealed, and new bylaws adopted by majority vote of the members at a duly authorized meeting of the AVMRC.

APPROVALS

AVMRC President:

Rob Wright

Date

AVMRC Vice President:

Bill Davies

Date

AVMRC Treasurer:

Larry Morton

Date

AVMRC Secretary:

Brad Jones

Date

AVMRC Ombudsman:

Dave Simmons

Date

Membership Approval

Initials and Date