

Delmarva Model Railroad Club, Inc.

Bylaws

Article I

Name, Nature, and Authorized Function

- Section 1.** This organization was incorporated in the State of Delaware. It shall be known as the Delmarva Model Railroad Club, Incorporated, hereafter referred to as the Club.
- Section 2.** This organization shall be devoted to promoting fellowship between model railroaders and the educating of railroading in general.

Article II

Officers

- Section 1.** The officers of this Club shall be the President, Vice President, Treasurer, and Secretary.
- Section 2.** The tenure of office for all officers shall begin following the Annual Meeting.
- Section 3.** No officer may hold more than one office at a time.

Article III

Duties of Officers

- Section 1.** ***President:*** As chief executive of the Club, the duties of the President shall be as follows:
- A. Preside over all business and special meetings of the Club and of the Board of Directors.
 - B. Be an ex-officio member of all committees.
 - C. Sign all checks in the absence of the Treasurer.
 - D. Appoint all committee chairpersons.
- Section 2.** ***Vice President:*** The duties of the Vice President shall be as follows:
- A. Discharge the duties of the President in his absence.
 - B. Perform such specific duties as delegated to him by the President.
- Section 3.** ***Treasurer:*** The duties of the Treasurer shall be as follows:
- A. Discharge the duties of the Vice President in his absence.
 - B. Disburse such funds as are duly authorized by the club membership.
 - C. Keep such records and account books as are necessary for the proper discharge of his duty.
 - D. Establish such accounts, as approved by the Board of Directors, necessary to conduct the business of the Club.
 - E. Receive payment of all monies due the Club and notify all members of their indebtedness to the Club.

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- Section 4.** *Secretary:* The duties of the Secretary shall be as follows:
- A. Keep the minutes of all regular and special meetings of the Club.
 - B. Sign, countersign, or attest all official papers of the Club and to perform the usual duties of a secretary.
 - C. Responsible for all official correspondence of the Club except as may be otherwise specified herein.
 - D. Select suitable Club stationery and administrative supplies to the approval of the Board of Directors or club membership.
 - E. Keep and maintain listings of all categories of members of the Club.
- Section 5.** *Vacancies:* A vacancy of any office occurring prior to the end of the elected term shall be filled, by election, by a majority vote of the Board of Directors. The elected successor shall hold office until the end of the vacated term.
- Section 6.** *Reports:* At the annual business meeting, all officers and committee chairmen shall report concerning the discharge of their duties and such other matters as are of interest to the good and welfare of the Club. Reports should be submitted in writing; however, verbal reports can be given at the meeting. Reports shall also be given as directed by the President.

Article IV

Board of Directors

- Section 1.** The Board of Directors shall have general supervision of the affairs of the Club between meetings. Their actions shall be subject to approval by a meeting of the Club as a whole. The Board of Directors shall meet not less than once each quarter. Special meetings may be called at the request of three (3) members of the Board or by the President.
- Section 2.** The Board of Directors shall consist of the following members:
- The President
 - The Vice President
 - The Treasurer
 - The Secretary
 - The most current past President of the Club present.
 - Four members-at-large elected from the active Club Member at the annual business meeting
- Section 3.** *Quorum:* A quorum shall consist of five (5) members of the Board. All actions of the Board shall require a simple majority vote of those present.
- Section 4.** *Scale:* There should be at least one (1) member of the Board of Directors to represent each scale, if possible.
- Section 5.** *Vacancies:* A vacancy among the Directors shall be permanently filled by a majority vote of members present at the next business meeting of the Club and shall serve the

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remainder of the term being filled except as noted elsewhere herein.

- Section 6.** *Term:* Directors shall serve a two-year term with two (2) Directors being elected on alternating years. Tenure of office shall begin on the same date as that of Officers. NO Director may serve more than two (2) terms consecutively.
- Section 7.** *Voting:* Members MUST be present to vote. No absentee balloting or proxies are permitted.
- Section 8.** *Accountability:* All actions of the Board of Directors shall be subject to approval by the Club at any business meeting.

Article V

Elections

- Section 1.** Elections shall take place at the annual business meeting of the Club. A Nominating Committee shall be selected to draw up a slate of officers and Board of Directors. Nominations may also be made from the floor. No person may be nominated for an office who is not an Active member in good standing. Voting shall be by secret ballot in the following order: President, Vice President, Treasurer, Secretary, Board of Directors.
- Section 2.** Members not in good standing shall not be permitted to vote.

Article VI

Membership

- Section 1.** Membership in the Club shall be to all persons interested in model railroading as Specified in Article 1.
- Section 2.** *Types of Membership:* There shall be (3) three types of membership as follows:
- A. *Charter Member* – Those Active Members who joined together to initially form the Club. All references to Active members shall include Charter Members unless otherwise noted.
 - B. *Regular Member* – Those members age eighteen (18) and older who enjoy the full benefits and privileges of the Club including those of voting and holding office.
 - C. *Special Memberships* - The special types of memberships are stated in the Rules.
- Section 3.** *Qualifications and Acceptance*
- All applications for any type of membership shall be filed with the Secretary. Acceptance is subject to approval by vote of general membership at three(3) consecutive meetings.

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Article VII

Entrance Fees, Dues, and Assessments

- Section 1.** *Application Fees:* Application fees shall be paid with application for membership. The amount shall be determined by Board of Directors and stated in the Rules.
- Section 2.** *Dues:* Dues for all types of membership shall be determined by the Board of Directors and stated in the Rules.
- Section 3.** *Payment of Dues:* Dues are payable quarterly and due by the 10th day of the first month of each quarter.
- Section 4.** *Late Fee:* The late payment fee shall be determined by the Board of Directors and stated in the Rules.
- Section 5.** *Special Assessments:* If and when required, the Board of Directors shall prepare a statement explaining the reason for such assessment. This statement shall be sent to each member entitled to vote. A two-thirds (2/3) affirmative vote shall be required for approval for any special assessment.
- Section 6.** *Waiver of payment:* The membership may defer or waive the payment of fees and/or dues for any good and sufficient cause.

Article VIII

Disciplinary Action

- Section 1.** *Late Fees, Dues, and Assessments:* The Treasurer shall report to the Board of Directors at each meeting the names of any members of the Club who are more than ninety (90) days in arrears on the payment of their obligations to the Club. The Board may take such action as deemed appropriate, such as suspension, expulsion, or withdrawal of Club privileges and use of Club property.
- Section 2.** *Impropriety in Office:* Charges of malfeasance in office or neglect of duty on part of any Club officer shall constitute grounds for investigation and, if appropriate, disciplinary action by the Board of Directors. Any officer so charged will be suspended as a Board Member during an investigation of the charges.
- Section 3.** *Impropriety of Members:* The Board of Directors may take such disciplinary action as may be deemed appropriate against any Club member for infractions of the rules. No disciplinary action shall be enacted upon a member without first giving that member an opportunity to appear before the Board in his/her own defense.
- Section 4.** Procedures for conferring complaints against a member shall be covered in the Rules.

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Article IX Committees

Section 1. There shall be two (2) types of committees:

- A. ***Standing Committees:*** Upon taking office, the President appoints chairs of existing Committees who shall retain this position until relieved or by resignation.
- B. ***Special Committees:*** Shall be appointed for a specific purpose and shall be automatically discharged when that purpose is completed.

Article X Meetings

Section 1. *Types of Meetings*

- A. **Business Meetings:** Shall be held on the first Wednesday of each month.
- B. **Annual Meetings:** Dates for Annual Meetings shall be stated in the Rules.
- C. **Special Meetings:** May be called by the President, the Board of Directors, or by written request of one-third (1/3) of the Active Members in good standing. The request must state the purpose for which the meeting is being called.

Section 2. *Notifications of Meetings:* Members shall be notified not less than fourteen (14) days prior to any special business meeting of the Club. All such notices shall be sent by the Secretary.

Section 3. *Quorum:* A quorum shall consist of the number of voting members in good standing as defined in the Rules.

Section 4. *Action:* All actions at a business meeting must be approved by a simple majority of those present who are eligible to vote unless otherwise specified.

Section 5. *Proxy or Absentee Voting:* There shall be NO absentee voting or voting by proxy.

Article XI Amendments

Section 1. Amendments to these Bylaws may be sponsored by the Board of Directors or by any Member or members in good standing.

Section 2. Voting on any proposed amendment shall take place at any business meeting. Written Notification shall be sent to all voting Members by the Secretary. Proposed amendments shall be posted at least 30 days prior to such meeting. A two-thirds (2/3) vote of eligible voting members shall be required to enact an amendment.

Section 3. Voting on any proposed Bylaws amendment may also be done through Absentee Ballot of

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eligible voting members who are unable to attend the business meeting when the vote will take place. Absentee ballots can be by email or post card and must be received by the Secretary no later than five business days after the meeting date when the proposed amendment vote was held.

Article XII Dissolution

- Section 1.** Motions to dissolve this Club may be proposed by one-third (1/3) of the Active Members in good standing or by the Board of Directors. In either case, the proposal will be in writing stating the reasons dissolution should occur.
- Section 2.** Proposals for dissolution shall be posted at least ninety (90) days prior to any action by the members and members shall be notified by the Secretary in writing twenty-one (21) days prior to the dissolution meeting.
- Section 3.** Voting on a proposal of dissolution may take place at any business meeting. A two-thirds (2/3) vote of eligible voting members shall be required to enact an amendment.
- Section 4.** Upon an affirmative vote dissolve the Club, the following actions will occur:
- A. The President will appoint a committee to dispose of all Club property by sale, auction, or other manner deemed appropriate; the proceeds shall be placed in the Club Treasury.
 - B. All assets remaining after payment of just debts shall be divided pro rata among the members in good standing at the time of the vote to dissolve according to the following proportions:
 - 1. Active members shall receive one (1) share.
 - 2. Honorary and family members shall receive nothing.
 - 3. Life members shall receive the unused balance of prepaid dues plus one (1) share.