



By-Laws of the Sacramento Model Railroad Historical Society, Inc.

Article 1 - NAME

The name of the organization shall be the Sacramento Model Railroad Historical Society, Inc., herein referred to as the Society.

Article 2 - PURPOSE

A. The Sacramento Model Railroad Historical Society is a non-profit organization dedicated to advancing understanding of railroading and its history, developing an understanding of railroad operation, railroad history and technical skills through model railroading. The Society will construct and maintain model railroads based on prototype railroading, conduct educational programs, provide public shows, provide technical information to the general public and provide a service to the local community.

B. The Society is organized and operated exclusively for educational purposes within the meaning of Internal Revenue Code Section 501(c)3.

C. Notwithstanding any other provision of these Articles, the Society shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code or (2) by a corporation to which contributions may be deductible under Section 170(c)2 of the Internal Revenue Code.

D. No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Society shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Sacramento Model Railroad Historical Society

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E. The property owned by this corporation is irrevocably dedicated to charitable purposes within the meaning of section 501(c)3 of the Internal Revenue Code. No part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

Article 3 - MEMBERSHIP

Non-Discrimination

There shall be five classes of membership in Society. The Society does not discriminate on the basis of age, sex, race, ethnicity, or disability.

Applying for Membership

Application Process

To be eligible for Regular or Junior membership (or to change thereto from Associate), the prospective member must submit a written membership application, pay the required dues for their desired membership class continuously from the date their application is submitted, and serve a Probationary Period.

Probationary Period

New prospective Regular and Junior members shall serve a Probationary Period of 6 months, during which time their actions and potential contribution to the purposes of the Society shall be assessed by the Board of Directors. During the Probationary Period, the prospective member shall have all the rights and responsibilities of a Regular or Junior Member except the right to vote.

Associate Members who have previously held Regular or Junior status and have since continuously held Associate status may convert back to their previous status without serving an additional Probationary Period.

Acceptance

At the end of the Probationary Period, the Board of Directors shall vote to accept or reject the application for membership or, at their sole discretion and on a case-by-case basis, extend the Probationary Period by not more than 3 months. Should the Board of Directors reject the application for membership, 50% of the dues paid during the Probationary Period shall be refunded to the applicant.

Membership Classes

Regular Member

This class of membership is open to persons 18 years of age or over who have expressed an interest in model railroading and railroad history.

Regular Members must have completed the Probationary Period, have been accepted into the Society, and purchased a Society shirt and badge.

Junior Member

This class of membership is open to minor children under 18 years of age who have expressed an interest in modeling railroading and railroad history.

Junior Members must have completed the Probationary Period, have been accepted into the Society, and purchased a Society shirt and badge

Junior Members must be sponsored by a parent or legal guardian that is a Regular Member, or, with the express authorization of the Board of Directors, by a Regular member who is not their parent or lawful guardian provided that the sponsor qualifies for and requests in writing to be the Junior Member's Responsible Sponsoring Member.

To be eligible to be a Responsible Sponsoring Member, the person must:

- 1) Be a Regular Member in good standing
- 2) Be personally known to the Junior Member and their family and/or lawful guardian
- 3) Provide written authorization from the parent(s) or lawful guardian to sponsor the Junior Member and transport the Junior Member to and from the Society
- 4) Provide written authority to authorize emergency medical care for Junior Member
- 5) Agree to be in attendance with and responsible for the Junior Member at the Society and its functions at all times

Junior Members under the age of 16 must be accompanied by a parent, legal guardian, or their Responsible Sponsoring Member at all times when on Society premises.

Junior Members aged 16 or above, upon express approval of the Board of Directors, may attend the Society and its functions unescorted and unsupervised. Prior to the Board of Directors granting such approval, the parent(s) or legal guardian shall make a written request to the Board of Directors to allow their minor child/Junior Member to attend Society functions without their attendance and supervision (or the presence of the Responsible Sponsoring Member if one has been approved by the Board of Directors). The Board of Directors may, at their sole discretion, on a case-by-case basis, decline such authorization and require that a parent, lawful guardian, or Responsible Sponsoring Member be in attendance at all times with the Junior Member.

Upon reaching the age of 18, active Junior Members in good standing shall be promoted to Regular Member status.

Probationary Member

This class of membership is open to all prospective members, who have expressed an interest in model railroading and railroad history, have submitted an application for membership, are currently completing their Probationary Period and paid monthly dues.

Associate Member

This class of membership is open to persons 18 years of age or over who are unable to fulfill the requirements of Regular or Junior membership but wish to support the Society. Regular and Junior Members in good standing may convert to Associate status if they meet the requirements of this class of membership.

Associate Members shall have no voting, construction, or operating rights.

Honorary Membership: The Board of Directors may bestow Honorary Membership in recognition of an extraordinary contribution to the Society. This status carries no membership rights other than the right to be welcomed into the Society premises whenever they are open. Honorary Membership is intended to be a rare honor. Routine commendations and appreciations are specifically excluded.

Article 4 - RESIGNATION

Members desiring to resign from the Society may do so at any time by submitting their notice in writing to the Secretary. The member is liable for all dues incurred prior to receipt of the written resignation.

Article 5 - EXPULSION

Any member may be expelled upon recommendation of the Board of Directors and confirmed by a 2/3 vote by secret ballot of the regular members present and in good standing at a business meeting with a quorum present including absentee ballots.

Reasons for expulsion may include, but are not limited to: theft of Society or members' property; vandalism; a pattern of disregard for the property of the Society or of individual members; acts which endanger Society members or members of the public; or other conduct detrimental to the purposes or smooth functioning of the Society.

All regular members shall be notified in writing, mailed at least 30 days in advance, of any pending vote to expel any member. Any member subject to an expulsion vote shall be offered the opportunity at the business meeting to answer any charges prior to any expulsion vote. Any expelled member shall be entitled to the refund of any dues or other assessments paid in advance and to immediate removal of any personal property from the Society premises. The expelled member shall immediately return any Society property or keys.

Article 6 - APPEAL

Any member expelled shall have the right to appeal that action at the next regular business meeting of the Society. In order to exercise this right, the expelled member must notify the Board of Directors of his/her intent, in writing, within 15 days after the business meeting at which the expulsion action was taken. All regular members shall then be notified in writing, mailed at least 30 days in advance of the next business meeting, of the pending appeal. A 2/3 vote of the regular members present and in good standing supporting the action of the Board of Directors shall make the action of the Board final and binding.

Article 7 - READMISSION

Section 1. Former members expelled for conduct under the provisions of Article 5 of these By-laws may be readmitted by the same process: the majority decision of the Board of Directors presented to the general membership for a final decision on readmission.

Section 2. Other Former Members. Other former members desiring readmission to the Society shall complete an application and serve the same probationary period as first-time members.

Section 3. Former members who were delinquent in dues at the time membership was terminated shall pay all back dues before being readmitted to the Society. This requirement may be waived at the discretion of the Board of Directors.

Article 8 - VOTE

The right to vote on all matters before the general membership shall be limited to all Regular members in good standing as defined in Article 9 of these By-laws. Except as specified herein, all decisions of the Board of Directors shall be by simple majority of board members in good standing; and at Society meetings shall be by simple majority of Regular members present and in good standing.

Article 9 - DUES

The amount and manner of payment of the Dues and Initiation Fee shall be as provided in the Operating Rules. Membership in good standing is defined as payment of all fees due as provided in the Operating Rules.

Article 10 - OFFICERS

The Society shall be governed by a Board of Directors, consisting of a President, Vice-President, Secretary, Treasurer, and three Members-at-Large. The retiring President, if any, shall be a member without vote except in case of a tie vote in Board actions, and shall retain this membership for one year. The President, Vice-President, Secretary and Treasurer shall be elected annually to one-year terms. The three Members-at-Large shall be elected to three-year terms; one Member-at-Large shall be elected annually. The business and property of the Society shall be managed and controlled by the Board of Directors. Any Officer who shows no interest in Society activities shall be taken up before the Board of Directors and General Membership for replacement.

Article 11 - FISCAL YEAR

The fiscal year shall be from October 1st of each year through September 30th of the following year.

Article 12 - MEETINGS

For the purpose of conducting business and electing officers, the Society shall hold the final meeting of the fiscal year on the last Friday of September. This meeting will be called the Annual Meeting. Notification and scheduling of the Annual Meeting shall be as provided for in the Operating Rules. Other meetings may be scheduled as provided for in the Operating Rules.

Article 13 - QUORUM

One-third of all Regular Members present and in good standing shall constitute a quorum for conducting any business meeting. Four members of the Board of Directors shall constitute a quorum for conducting business at any Board meeting.

Article 14 -AMENDMENTS TO BY-LAWS

A two-thirds majority vote (absentee votes in writing permitted) of all Regular Members in good standing shall be required to amend the By-Laws or to change the Dues of the Society. Written notice of the proposed change and the scheduled date of the business meeting at which the vote will be taken shall be sent, together with an absentee ballot, to the entire membership at least 30 days in advance of the meeting. Any ballots received after the business meeting at which the vote has been tabulated shall be declared null and void.

Article 15 - OPERATING RULES

A simple majority vote (absentee votes in writing permitted) of all Regular Members in good standing shall be required to amend the Operating rules. Written notice of the proposed change and the scheduled date of the business meeting at which the vote will be taken shall be sent, together with an absentee ballot, to the entire membership at least 30 days in advance of the meeting. Any ballots received after the business meeting at which the vote has been tabulated shall be declared null and void.

Article 16 - DISSOLUTION

Dissolution of the Society shall be made only by the vote of three-fourths of all Regular Members in good standing and in accordance with applicable law.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)3 of the Internal Revenue Code.

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