Flagstaff Model Railroad Club

BYLAWS

Adopted October 24, 2000
Amended January 31, 2006, January 26, 2008

SECTION 1. OFFICES

1.1. Principal Offices. In addition to its known place of business, which shall be the office of its statutory agent, the corporation shall maintain a principal office at the Coconino County fairgrounds, Arizona.

1.2. Corporate Seal. A corporate seal shall not be requisite to the validity of any instrument executed by or on behalf of the corporation.

1.3. Corporation Name. This corporation shall be known as the Flagstaff Model Railroad Club (hereinafter referred to as "Club").

SECTION 2. BOARD OF DIRECTORS

2.1. Board of Directors (BOD). The board of directors shall consist of Club officers and any others as directed by the Club. The Club membership shall elect board members per Section 2.2, and board members shall elect Club officers. While elected board members will most often serve doubly as Club officers, it is the board that determines which officer positions are to be served by each board member.

2.2. Number and Election. The board of directors shall consist of not less than three and not more than nine persons. All directors will be elected for two-year terms, with terms staggered so that at least one director position is elected every year at the annual meeting. Directors may be elected to succeed themselves for consecutive, unlimited terms. Between annual meetings, the directors remaining may elect directors to fill vacancies occurring from any cause, including an increase in the size of the board of directors. However, any director so elected shall serve only until the next annual meeting. The board of directors, at any annual or special meeting, may increase or decrease the size of the board, and may fill vacancies. The board may not, however, decrease the size of the board between annual meetings to fewer than the number of directors then actually serving. Club members will be notified of any upcoming board member election at least two weeks in advance of the club vote. A majority of those voting will determine the election of the new board member.

2.3. Powers and Duties. It shall be the duty of the board of directors to control and manage the property and business of the Club, and to elect from its own membership the officers of the Club who shall serve at the pleasure of the board. Generally, and without limitation, the board shall have the power to operate the business of the Club in a prudent and careful manner in accordance with the purposes of the Club.

2.4. Time and Place of Meetings. All meetings of the board of directors shall be held at such time and place as may be determined by the majority vote of the board of directors.

2.5. Annual Meetings. Annual meetings of the board of directors shall be held during January. The Club shall, at the annual meeting, elect new members of the board of directors and transact other business that may be properly brought before the meeting. Minutes of annual meetings will be made available to the entire Club membership.

2.6. Regular Meetings. Regular meetings of the board of directors will be held no less than three times annually at the Club layout facility or another convenient facility as agreed upon by a majority vote of the Club membership. Regular meetings are designed to encourage all Club members to attend and participate. Meetings will follow an agenda and procedure as specified by the board of directors. Minutes of regular meetings will be made available to the entire Club membership.

2.7. Special Meetings. Special meetings of the board of directors may be called by the president on five day's notice to each director, either personally, by mail, telephone, electronic mail, or other means of communication. Special meetings may be called by the president in like manner if requested by at least two board members. Special meetings may be held at any location as determined by the board, and board members may or may not encourage club member participation at such meetings. However, the board of directors is required to allow any Club member to attend any special meeting, though the board maintains the authority to regulate any participation by club members at these meetings. Special meetings are not required of the board, though the board is allowed to hold an unlimited number of special meetings annually. Minutes of special meetings will be made available to the entire Club membership.

2.8. Operating Budget. The board of directors will create and formally accept a Club Operating Budget for the upcoming fiscal year prior to November 1 of each year. At minimum, the budget shall include the following specific categories for monetary allocations, listed here in no particular order of priority:

A. Club Projects. Funds from this category shall be approved and distributed for particular club projects as specified in the Club's Project Proposal Guidelines.

B. Maintenance and Operating Expenses. This category includes funds for maintenance and/or operating expenses necessary to maintain the club layout and facility and to allow for the administrative functioning of the Club. Board members maintain the authority to spend money from this fund as they wish, though they must notify the Club membership for purchases of over $50. However, a formal vote by the Club is not required.

C. Insurance and/or Rent. These funds will be set aside in advance so that the estimated cost and/or fees for annual insurance and rent will be paid as necessary.

D. Savings. The board may determine a specified amount of the budget to be carried over to the following fiscal year.

2.9. Quorum. A majority of the membership of the board of directors shall constitute a quorum, and the concurrence of a majority present shall be sufficient to conduct the business of the board. If a quorum is not present at any particular meeting of the board of directors, the directors present may adjourn the meeting until a quorum is present.

2.10. Action Without Meeting. Any action required at any meeting of the board of directors may also be taken without a previously announced meeting if all board members provide their written or oral consent.

2.11. Compensation. The directors will not be paid for their expenses or paid for attendance at any meeting of the board of directors.

2.12. Affiliation. The Flagstaff Model Railroad Club may affiliate with and/or endorse other related organizations upon a majority vote of the board of directors.

SECTION 3. OFFICERS

3.1. Designation of Titles. The officers of the Club shall be chosen by the board of directors and shall, under normal circumstances, consist of a president, vice president, division superintendents, secretary, and treasurer. Although all board of directors shall serve doubly as officers, additional officers are not required to be members of the board. All officers will be elected for one year and will not be allowed to serve for more than four consecutive years in the same officer position. Officers will be elected by the board of directors at the annual meeting.

3.2. Appointment of Officers. The board of directors shall elect Club officers at the conclusion of the annual meeting. The board of directors at any time may appoint such other officers as necessary. Officers will exercise powers and perform duties as determined by the board

3.3. Vacancies. A vacancy in any office for whatever reason caused may be filled by the board of directors at any time by a majority vote of the board of directors.

3.4. President. The president shall preside at all meetings of the board of directors. He or she shall sign all deeds and conveyances, all contracts and agreements, and all other instruments requiring execution on behalf of the Club, and shall act as chief executive of the Club, subject to the policies established by the board of directors.

3.5. Vice President. The vice president maintains all powers and duties of the president in case of the temporary absence of the president or in case of his or her temporary inability to act. In case of the permanent absence or inability of the president to act, the office shall be declared vacant by the board of directors and a successor chosen by the board. The vice president will be in charge of building and facility maintenance and construction and will coordinate work on work nights. Further, the vice president will serve as liaison between the corporation and the Coconino County fairgrounds personnel. Another officer may serve this role of liaison if so requested or approved by the vice president.

3.6. Division Superintendents. The division superintendent maintains all powers and duties of the president in case of the temporary absence of the president and the vice president or in case of their temporary inability to act. The division superintendent is in charge of railroad operations, maintenance, equipment, and adherence to NMRA and club standards for such operation, maintenance, and equipment in their respective divisions.

3.7. Secretary. The secretary shall see that minutes are kept of all meetings of the board of directors. He or she is in charge of the preparation and filing of such reports and financial statements and tax returns as may be required by law. The secretary shall coordinate the public relations activities of the club, maintain responsibility for the Club library, and keep accurate records of past and future club elections for board members and officers.

3.8. Treasurer. The treasurer shall have general custody of all the funds and securities of the Club except as may be required by law to be deposited with any state official. He or she shall see to the deposit of the funds of the Club in such bank or banks as the board of directors may designate. He or she shall render financial statements to the president and directors at proper times and at least annually. The treasurer shall, as purchasing agent, supervise all purchases made by or in the name of the Club.

SECTION 4. CLUB MEMBERSHIP

4.1. Membership. Each active member of the Club shall enjoy all membership privileges, including unlimited access to the layout facility, one vote in any club election, and opportunity to be elected as a board member or officer. Active members will further be expected to uphold the responsibilities and code

of conduct for membership per Section 4.8. Those individuals who are elected by the club as active members will be classified as one of the following: family member, student member, or honorary member.

4.2. Family Membership. Active, designated family members are those 18 years of age or older whose immediate family members are automatically included in membership of the club, no matter their age. Immediate family members consist of any current spouse and/or children of the family member. Family members will be limited to one vote per family, and only the designated family member shall have unlimited access to the layout facility. The designated family member will be responsible for their family should they be present at the layout facility. Each designated family member is further responsible for paying annual dues of $50.00, or $15.00 per quarter.

4.3. Student Membership. Student members are those who are enrolled in any public or private secondary or post-secondary (college) school on a full-time basis and are 13 years old or older. Any student aged 12 or younger may be sponsored by an active member and elected as an active member by the board of directors. Active members have a vested interest in the club's assets as explained in Article V of the Articles of Incorporation. Student members of any age are responsible for paying annual dues of $25.00or $7.50 per quarter, and family members of the student are not to be considered as club members.

4.4. Honorary Membership. Honorary members are those persons who have been so named by a majority vote of the board of directors. These members enjoy full membership privileges for the specific period of membership voted by the club, and they are not required to pay annual membership dues as are the other members. It is expected that members elected with "honorary" status will have contributed in some way to the club that is considered far above and beyond the expected volunteering of a typical club member. Further, privileges of honorary members may be revoked by a majority vote of the board of directors.

4.5. Associate Membership. Associate members are those who, for various reasons such as involvement in other organizations, the distance they live from Flagstaff, or part time residency, are unable to participate regularly in club meetings. Associate members have a vested interest in the club's assets as explained in Article V of the Articles of Incorporation. Associate members are responsible for paying annual dues of $25.00 or $7.50 per quarter, and family members of the associate member are to be considered club members just as family members of active members. Associate members do not have access to lock combinations and do not vote. Associate membership status is subject to board approval, based on individual circumstances.

4.6. Application for Membership. Prospective members shall present an application, either by letter or on a suitable form provided for this purpose. The applicant is considered a long term guest of the club and expected to participate in club activities for a probationary period not to exceed six months. Prior to being elevated to full membership status, prospective members are required to read and understand the Bylaws and Operating Rules and sign the application form or letter to confirm that they understand these documents and accept them fully. Following the probationary period, a majority vote of active Club members present at the designated meeting is necessary to elevate the applicant to active membership status. Applicants are not responsible for paying dues during the probationary period. Dues for new members will be pro-rated for the current fiscal year, so that new members will be responsible for paying only those dues that apply to the remaining months of the fiscal year.

4.7. Membership Packets. The board of directors shall provide one membership packet of information to prospective members who decide to fill out an application form. Each membership packet will consist of, in the least, the following items:

A. One copy of the Club Bylaws.

B. One copy of the Club Operating Rules and Regulations.

C. Annual Club Schedule.

D. Statement of Club history and significance of the Mountain Pacific Lines.

4.8. Dues. All family and student members are required to pay annual or quarterly dues as prescribed by Sections 4.2 and 4.3 above. The beginning of the fiscal year is November 1, at which time the dues of active members are due and payable. Dues may be paid on a quarterly system if so chosen by the member, in which case dues are due and payable every three months after, and including November 1. Active members will enjoy a grace period pertaining to dues paid beyond the due date(s), that period defined as one full month for dues paid annually and two weeks for dues paid quarterly. A member will be considered as lapsed and automatically terminated if such member's dues remain unpaid for 90 days. The member in question must be notified at the 60 day point. However, the Club officers may grant an additional 30 days of grace to such members under extenuating circumstances.

4.9. Responsibilities and Conduct of Members. Active members should make every effort to promote in good faith the hobby of model railroading and the Flagstaff Model Railroad club. The following code of conduct is required of all active members. A failure to comply with this code of conduct and the responsibilities therein will be subject to possible suspension of membership as described in section 4.9.

A. Club members will make every effort to respect the model railroad equipment owned by the club or by other club members. Club members are not allowed to operate or handle privately owned locomotives without the advance permission of the owner. Any rolling stock other than self-propelled locomotives on the layout, whether owned privately or by the club, may be operated with care and consideration by any active member. Specially designated storage tracks for personal equipment are off limits at any time without first securing direct consent from the owner of the equipment.

B. Participation of the Flagstaff Model Railroad Club at the annual Coconino County Fair is a condition for our use of the facility. All active members are therefore expected to contribute in some way to the operations of the layout during the annual Coconino County Fair. Should an active member not be able to assist with the actual operation of the layout during the fair, that member is expected to assist the club with advance preparations for the fair.

C. Professional and courteous behavior is expected of all active and prospective members at all times while inside the layout facility. Any disagreement between two or more members should be handled in a professional manner. Any continuing conflict, disagreement, or personal issue between two or more members should be handled by those involved outside of the regular club meeting time and facility. No personal issue or conflict shall be imposed on other club members through vocal argument, inappropriate physical contact, or other nonprofessional behaviors.

D. All prospective and active members shall abide by the Operating Rules as specified in a separate Operating Rules document.

E. Club members will make every effort to share the layout with others in cases where numerous members wish to operate trains at the same time.

F. No alterations to the layout will be permitted without the authority of the board of directors. Alterations will be made through the process specified in Section 4.11.

G. Any active or prospective member who alters the club layout in any way without the explicit authorization of the board of directors shall be held responsible for all required repairs or restorations, and/or payment for the alterations made.

H. No weapons specifically designed to inflict bodily injury upon another human being shall be allowed within the layout facility. Members are asked to keep all such weapons in their vehicles while attending club meetings and functions at the layout facility.

I. No smoking of any kind is allowed within the layout facility at any time.

J. The last person to leave the facility at any time or event is responsible for shutting and locking the facility doors and turning off all lights and electrical power to the facility.

4.10. Grievance Procedure. Grievances must be submitted in writing to any board member. That board member must notify the offending member within 14 days of receiving the written grievance. The general membership must also be notified within 14 days and request any additional written statements in favor or against. The board member may then take several courses of action:

A. Arbitrate the dispute.

B. Recommend a course of action short of suspension, subject to the approval of the eligible voting membership present at a regular business meeting.

C. Recommend suspension. If the board member recommends suspension, then the general membership must vote per Section 4.10.

4.11. Suspension of Members. Any active member who manifests any objectionable behavior in violation of the Responsibilities and Conduct of Members stated in Section 4.8 may be suspended by a majority vote of the eligible voting membership present at a regular business meeting. The act of suspension will involve the removal of all membership privileges for a temporary or permanent period of time as determined by the board of directors. All dues paid prior to suspension shall be forfeited. Any objectionable behavior is to be brought before the board of directors for review and discussion prior to any vote on suspension, per Section 4.9.

4.12. Alterations of Club Layout. Any alteration to layout scenery, track work, wiring, control boards, or facility must be preceded by a formal written proposal submitted to the board of directors for consideration as specified in the Club's adopted Project Proposal Guidelines. The project proposal shall include the estimated bill of materials, estimated cost of the project, estimation of labor man-hours required to complete the project, and any temporary or permanent impact on the main line or other track work. Following the submission of a proposal to the board of directors, a board meeting will be called so that the proposal may be discussed openly by the club membership in full. Following this discussion, the eligible voting membership will decide by a majority vote to accept or reject the proposed project. A quorum of board members must also be present. If a proposal is rejected, it may be resubmitted following modifications specified by the board of directors. Those who submit proposals for projects are encouraged to solicit the opinions and suggestions of other club members while the proposal is being developed.

SECTION 5. AMENDING THE BYLAWS AND OPERATING RULES

5.1. Announcement. All amendments to the Bylaws or the Operating Rules must be submitted in writing to the membership and posted for thirty (30) days prior to a final action and vote.

5.2. Voting. The Bylaws or Operating Rules of the Club may be amended by a two-thirds vote of the eligible voting members present.

5.3. New Bylaws. New Bylaws and Operating Rules may be instituted and adopted by the same procedure.