

# BACK MOUNTAIN RAILROAD CLUB BY-LAWS (Initially Passed, 2018)

## Article 1 - ORGANIZATION IDENTITY

Hereby identified as: **Back Mountain Railroad Club**

## Article 2 - ORGANIZATION PURPOSE / Objectives (Changed 03/02/2021)

- To educate in the methods of building and operating model railroad equipment.
- To promote and encourage the art and craft of scale model railroading in conjunction with the objectives and efforts of the National Model Railroad Association.
- To build and maintain museum quality and historically accurate, scale model layouts depicting railroads in the Back Mountain Area, the Wyoming Valley (Wilkes-Barre & Pittston) and other NEPA (Scranton area) locations.
- To operate these railroads in a manner typical of the prototype railroads, thereby teaching members and visitors the technology and science of rail transportation.
- To participate in public events for charitable and educational purposes thru exhibits, operating displays and public interaction at no charge to the sponsoring organization.
- To offer knowledge and skills to the public, regardless of age, including working directly with local Boy Scout Troops, thereby enabling individual scouts to work towards and subsequently earn the merit badge for Railroading.
- To maintain a public Lending Library for educational purposes covering all aspects of prototype railroading and model railroading.

## Article 3 - MEMBERSHIP

### Section 3.1 Membership Types (Five Classes\*\*\*) (Final Change 07/08/2019)

- **FULL MEMBERSHIP:** Currently **\$15/mo.** payable quarterly, bi-annually or annually. A **Full Member** has the ability to **Participate** in all elements of the club. This includes **Voting Rights** and **Operational Rights** on the layouts at the clubhouse.
- **ASSOCIATE MEMBERSHIP:** Currently **\$25/yr.** payable upon becoming a member. This is available for those people who have limited abilities and access or have limited income. An **Associate Member** has **limited Participation Rights**, such as **Occasional<sup>1</sup> Operational Rights**, but has **NO VOTING RIGHTS**.
- **FAMILY MEMBERSHIP:** A father and/or mother and children comprise the **FAMILY MEMBERSHIP**. The father and/or mother pay for **ONE FULL MEMBERSHIP** and the children are assessed based on age. A child **under 16** is assessed the **YOUTH MEMBERSHIP FEE** and is **FREE**. A child **16 and over, and living at home**, is assessed the **STUDENT MEMBERSHIP FEE** of **\$25/yr.**
- **STUDENT MEMBERSHIP:** Any child, **16 and older**, living at home or even residing at a higher education facility, is currently assessed **\$25/yr.** A **Student Membership** has **limited Participation Rights**, such as **Occasional<sup>1</sup> Operational Rights**, but has **NO VOTING RIGHTS**.
- **YOUTH MEMBERSHIP:** Any child, **under 16**, is **FREE**. A **Youth Membership** has **limited Participation Rights**, such as **Occasional<sup>1</sup> Operational Rights**, but has **NO VOTING RIGHTS**.

**IMPORTANT NOTICE:** Any membership status that is in question shall be resolved by the Club Board of Directors.

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<sup>1</sup> Occasional is defined as "under the supervision of a Full Member."

## **Section 3.2 Membership Continuity**

- Membership in good standing will be maintained with all dues payments and frequency per current Board of Directors requirements being met.

## **Section 3.3 Membership Termination**

- Any member may request termination by written or verbal notification to the **Board of Directors Membership Director**.
- **Board of Directors** termination of any member will be completed at any regularly scheduled board meeting upon a **Membership Director** submitted motion or a board-initiated action. Approval to terminate will be by a majority vote of the board.
- Any prepaid membership dues will be forfeited when membership is terminated by the member or **Board of Directors**. No refund of badge/shirt/hat expenditures by the member will be completed.

## **Article 4 - VOTING**

### **Section 4.1 Board of Directors Voting**

- Agenda specific meeting topics requiring a board of directors' approval / rejection must have a Board of Directors meeting quorum present, and a majority vote for approval. President has tie-breaking vote if required.
- The topic may be presented at a future meeting for a Board of Directors vote.

### **Section 4.2 General Membership Voting**

- Organization topics which require a vote by the general membership (Full class) include the following:
  - Annual Board of Directors selection
  - Removal of a Director
  - Bylaw revisions
- Satisfying a quorum voting requirement will be determined by the Secretary based upon the Membership Director's report of the total number of active members twenty (20) days in advance of the scheduled vote.

### **Section 4.3 Voting Methods**

- Approved voting methods include:
  - Personal attendance
  - Proxy
  - Electronic (email, etc.)

# Article 5 - BOARD OF DIRECTORS

## Section 5.1 Board Structure (03/02/2021)

- Elected Board positions will be:
  - **President**
  - **Secretary**
  - **Treasurer**
  - **Director of Membership**
  - **Director of Exhibits – LARGE O, S, STD & G Gauges**
  - **Director of Exhibits – SMALL HO, N & Z Gauges**
  - **Director of Security**
  - **Director of Public Relations**
  - **Director of Fund Raising**
  - **Library Director**
  - **Director at Large**

## Section 5.2 Responsibilities

- Board position responsibilities are described in **Article 10**.

## Section 5.3 Term Limits

- To be addressed at a later date.

## Section 5.4 Election Sequence

- Annually, at a date determined by the current Board of Directors, an ad hoc nominating committee consisting of three (3) non-board members will be created to solicit member nominations for any open Director positions.

### Section 5.4 (a)

- A nominating committee report to the board will be completed during the November board meeting.
- Terms of office will be staggered so that three (3) Directors are elected annually or as determined to fill vacant director positions.
- The election of Board members will be held at the January general membership meeting.

### Section 5.4 (b)

- Special elections will be authorized to replace unscheduled open Director positions.

## Section 5.5 Eligibility

- No Student Member will be authorized to hold a Board position unless the Board calls / holds a special meeting to authorize a temporary assignment to a Student Member.

## Section 5.6 Director Meeting Attendance

- Board member meeting attendance by electronic methods is authorized.

## Article 6 - MEETINGS

### Section 6.1 Meeting Location

- **Business** meeting at St. Paul's Lutheran Church, Dallas, PA.
- **Work and Show & Tell** meeting at Twin Stacks Clubhouse, Dallas, PA.

### Section 6.2 Meeting Frequency

- Second (**2nd**) and fourth (**4th**) Mondays every month.
- At the discretion of the board President, general membership and Board of Directors meetings may be combined.
- Future meeting dates and times will be announced by the President at the end of each meeting.

### Section 6.3 Meeting Cancellations

- At the discretion of the board President, general membership and Board of Directors meetings may be cancelled due to weather, health or lack of a quorum situations.

### Section 6.4 Single Agenda Special Meetings

- The Board of Directors may call for a special meeting date and location to address any single agenda item. Meeting, date and time will be advised to all current members via e-mail 14 days in advance of said meeting.

## Article 7 - FINANCE

### Section 7.1 Fiscal Year

- The Fiscal Year of the Club shall be the Calendar Year: January 1 to December 31.

### Section 7.2 Membership Dues (02/01/2020)

- Full Membership: Annual dues of \$180.00. Dues can be paid annually, semi-annually or quarterly, plus an additional \$20/yr. (\$5/qtr.) for the Rainy-Day Fund.
- Associate Membership: Annual dues of \$45.00, plus \$5/yr. for the Rainy-Day Fund.
- Family Membership: Annual dues of \$180.00 covers entire family, plus \$20/yr. for the Rainy-Day Fund.
- Student Membership: No dues required.
- Due's obligations and amounts will be re-evaluated by the Board of Directors from time to time due to financial obligations or situations.

### Section 7.3 Financial Accounts (04/26/2021)

- The Club Treasurer shall maintain a checking account with accountability as reported by separate categories of income and expenses, as follows:
- General Funds
- The Rainy-Day Fund is Limited to \$1,000. **Any excess will be transferred into the General Fund.**
- Store Retail and Travel Exhibits
- Special Project Use Funds

### **Section 7.3 Financial Accounts (Continued) (03/01/2020)**

- Project special funds may not be used for other organization obligations without a majority vote by the Board of Directors at a duly noticed meeting.
- Revenue deposits and expenditures will be made by the Treasurer to and from the checking account or by Board members as assigned by the Treasurer.
- **Annual Audit by Audit Committee. (THIS HAS TO BE DONE!!)**

### **Section 7.4 Annual Operating Budget (THIS HAS TO BE DONE!!)**

- The board President will authorize the Treasurer to coordinate the preparation of an Annual Budget which will forecast all revenue streams and expense outflows.
- The proposed Budget will be presented at the December Board of Directors meeting. Approval will require a majority affirmation vote by the board members present. Notification of the approved annual budget will be communicated to the general membership at the January annual meeting.

### **Section 7.5 Regulatory Reporting**

- The Treasurer will be responsible to file and make payment of all taxes, fees and any other Financial Obligations that the Club incurs.

### **Section 7.6 Non-Profit Status**

- Club will apply for 501(c)(3) to be registered as Non-Profit Status.

## **Article 8 - COMMITTEES**

### **Section 8.1 Creation of Committees**

- The President will create appropriate ad hoc committees to examine and address topics and issues that will provide the Board of Directors information to recommend and authorize a course of action to improve the Club's purpose and success.

### **Section 8.2 Committee Chairpersons**

- The President will select the chairperson of any committee created.

### **Section 8.3 Committee Termination**

- Upon completion and formal report to the Board of Directors the committee will be dissolved.

## Article 9 - BYLAW AMENDING

### Section 9.1 Amending Procedures

- Specific bylaws may be amended or repealed via an affirmative vote of **two-thirds** of the membership, or **eighty (80%)** of all sitting board members.
- Bylaw revisions may be made available to all members via e-mail **14 days** in advance of the scheduled meeting to consider the revisions.

#### Section 9.1 (a)

- Failure to obtain a **two-thirds** membership vote at the scheduled meeting will constitute a non-approval vote.

#### Section 9.1 (b)

- After a failure to obtain a **two-thirds** membership vote, the Board of Directors may approve the amendments by an affirmative Board of Directors vote by **eighty (80%)** of all sitting Board members.

### Section 9.2 Voting Procedures

- The Membership Director will provide to the secretary the official membership roster twenty (20) days in advance of the scheduled meeting to be used for the posting of the proposed amended bylaws.
- Voting at the scheduled meeting may be by proxy or e-mail.

### Section 9.3 Bylaw Revision Effective Date

- Approved Bylaw revisions will be effective immediately.

## Article 10 -BOARD OF DIRECTORS

### Section 10.1 President

- Preside at all general, board and all called special meetings. Will have tie-breaking vote if so required.
- General supervision over the affairs of the Club.
- Sign documents on behalf of the Club.
- Appoint committees and committee chairpersons.

### Section 10.2 Secretary

- Maintain all records and documents of the Club.
- Prepare the minutes of all meetings and distribute to the Board of Directors.
- Coordinate the preparation and issue of required proxies and voting documents.
- Record and report to the Board of Directors the results of all voting topics.

## **Article 10 -BOARD OF DIRECTORS (Continued)**

### **Section 10.3 Treasurer**

- Maintain Club Bank Account.
- Ensure the timely deposits of all revenue.
- Provide a report of all revenue and expenses at each Business meeting.
- Coordinate the preparation of the Annual Budget.
- Ensure the compliance with Federal and State Financial laws.
- Coordinate the purchase of required Insurance Policies as directed by the Board.
- Report monthly to the Membership Director a log of member dues received.
- Arrange for Annual Audit by Audit Committee.

### **Section 10.4 Director of Membership**

- Maintain appropriate Membership Roster (Name, Physical Address, Email, etc.)

### **Section 10.5 Director of Exhibits (Both Gauge Directors) (03/01/2020)**

- Facilitate the various scale layouts in their design, construction and any agreed to improvements.
- Coordinate the request for funds to the Board of Directors to cover the cost of construction and improvements.
- Arrange preparations for all Exhibits to be presented.
- Cooperatively decide on the composition and construction of the Travel Exhibit used for community events, utilizing all the various Gauges and assuring that it will contain and maximize interaction for young people.

### **Section 10.6 Director of Security (03/01/2020)**

- Responsible for maintaining the security systems, granting and distribution of codes, fobs and keys, to directors and those selected member with significant need to access the clubhouse.
- Gauge directors are responsible for recommendations as to which members have access to the clubhouse. Keys, Fobs or a code. Cost will be \$20.00.
- All recommendations are subject to approval by the Board of Directors.

### **Section 10.7 Director of Public Relations**

- Responsible for the effective utilization of services to facilitate communicating with the public and other model railroad enthusiasts via printed and technical communication methods.
- Responsible for the content of the Club's website, social media such as Facebook and communication software such as Constant Contact.

## Article 10 -BOARD OF DIRECTORS (Continued)

### Section 10.8 Director of Fund Raising (03/01/2020)

- Organize and oversee any other Fund-Raising activities for the Club as approved by the Board of Directors including, but not limited to, the purchase of prizes destined for raffles or online auctions and creation of exhibits that will also be destined for same as well as Train Shows and Sales, community breakfasts or events held in conjunction with the likes of such businesses as Sam's Club (e.g., Burger Burnouts), etc.

### Section 10.9 Library Director

- Responsible for cataloging, maintaining and shelving of all printed materials and audiovisual media either for loan or for sale, such as: Hard and Soft Cover Books and Manuals, Catalogs, Periodicals, as well as VHS tapes, CD's or DVD's.

### Section 10.10 Director at Large (03/13/2021)

- Responsible for assisting the President and any Board Member requiring help doing research, correspondence and document creation/revision. The Director at Large will also be available to represent the Club and the Board with any external entity such as the IRS, Local Government(s), Local Organizations and Grant Providers.

## Article 11 -DISSOLUTION CLAUSE (11/07/2020)

### Section 11.1 Dissolution Clause

- Upon the dissolution of the organization, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the organization, dispose of all the assets of the organization in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as a exempt organization(s) under 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by the Court of Common Pleas of the county of Luzerne, PA in which the principal office of the organization is then located exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_

Signed: \_\_\_\_\_ Date: \_\_\_\_\_