

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. Here in 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 and impact on the development of our nation, as well as developing an understanding of railroad operations 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.

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

Regular Membership: open to persons 18 years of age or over, who have expressed an interest in model railroading and railroad history, have made application for membership, paid monthly dues, have served at least three months probationary period, have been accepted into the Society by the Board of Directors at the expiration of their probationary period, and purchased their Society vest.

Junior Membership: open to minor children under 18 years of age, who have expressed an interest in modeling railroading and railroad history, have made an application for membership, paid monthly dues and have been accepted as a Junior member by the Board of Directors in accordance with proper sponsorship as set forth below.

A junior member may only be sponsored by a Regular or Associate member of the Society if that sponsor is the parent (s) or legal guardian of the minor child seeking Junior Membership. Exception, upon the express authorization of the Board of Directors, a Junior Member may be sponsored by a Regular or Associate member who is not the parent nor lawful guardian of the minor child provided that the sponsor qualifies for and requests to be deemed a "Responsible Sponsoring Member" by the Board of Directors. A Responsible Sponsoring Member in addition to being a regular or associate member is required to: (1) be personally known to the Junior member and his/her family and/or lawful guardian; (2) have written authority of the parent(s) or lawful guardian to sponsor the Junior Member and transport the Junior Member to and from the Society; (3) have written authority to authorize emergency medical care for Junior Member and (4) agrees to be at all times in attendance with and responsible for the Junior Member at the Society and its functions - subject to age restrictions and board approval as set forth below.

Junior members under the age of 16 must be accompanied at all times by their parent (s), legal guardian or Board approved Responsible Sponsoring Member.

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's if one has been approved by the Board of Directors) . Despite the written request and authorization the Board of Directors, at their own discretion, on a case by case basis, may decline such authorization and require that a member parent (s), lawful guardian or Responsible Sponsoring Member to be in attendance at all times with the Junior member beyond the age of 16 years. Upon reaching the age of 18, active junior members in good standing shall be promoted to regular member status.

Probationary Membership: open to persons 18 years of age or over, who have expressed an interest in model railroading and railroad history, have made application for membership, and paid monthly dues. Probationary Members (except see Junior Members, above) shall serve a three month probationary period, during which time their actions and potential contribution to the purposes of the Society shall be assessed by the Board of Directors. At the expiration of the three month probationary period, the Board of Directors shall vote to accept or reject the application for membership. During the three month probationary period, Probationary Members shall have rights and responsibilities as Regular Members, except Probationary Members have no vote. At the time the Board votes to accept the application for membership, the Probationary Member shall purchase a Society vest. (See Regular Membership above.) Should the Board of Directors reject the application for membership 50% of the dues paid will be refunded to the applicant.

Associate Membership: open to those persons who are unable to fulfill the requirements of Regular or Junior membership but wish to support the Society. Associate Members have no voting, construction or operating rights, but are encouraged to participate in public education and information activities as their situations permit.

Requests for Associate Membership shall be submitted in writing to the Board of Directors. Upon notification that the request has been approved, the proportionate dues for the remainder of the fiscal year become due and payable. Regular and Junior members in good standing are eligible to convert to Associate status if they meet the requirements of this class of membership.

Associate Members may convert to Regular or Junior status by submitting an application and serving the three months probationary period. Associate Members who previously held Regular or Junior status, and who have since continuously held Associate status, are eligible to convert back to the previously held status without serving another probationary period. An associate member may sponsor a junior member.

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 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.

Adopted June 4, 1999  
Revised 1/16/09