

BYLAWS
OF THE
NEUSE RIVER VALLEY MODEL RAILROAD CLUB, INC.

ADOPTED

FEBRUARY 15, 1984

(AS AMENDED MAY 16, 2007, SEPTEMBER 19, 2019, and August 15, 2024)

ARTICLE I - AUTHORITY AND POWER

- 1. The authority of the within Bylaws is derived from the Constitution of the NEUSE RIVER VALLEY MODEL RAILROAD CLUB, INC. under Article VIII entitled Bylaws, and further by the Statutes of the State of North Carolina.**
- 2. The Purpose of the Bylaws is:**
 - A. To set down rules which are to be followed in regulating the general affairs of the Club.**
 - B. To advise the rights, duties, and powers of the membership and officers in relation to the Club and among themselves.**
 - C. To make legal provision for a ballot on any matter which in the judgment of the membership and/or Board of Governors (BoG) may be necessary and proper.**

ARTICLE II – MEMBERSHIP

- 1. To qualify for membership in this Club, a natural person or organization shall be in agreement with the Preamble and Purpose of the Constitution of the Club.**
- 2. Membership will not be conferred on registered sex offenders and/or child molesters, nor on persons (felons) convicted of major crimes. The Club reserves the right to check available databases with respect to both applicants and existing members as part of its ongoing effort to provide a safe and secure environment for**

ARTICLE II – MEMBERSHIP (CONTINUED)

members and guests.

Any person, while a Member of the Club, is required to report any arrest for, or conviction of, any criminal offense to the Club within 30 days of the arrest or conviction. Consideration will be given to the type of conviction involved in order that the BoG can take the necessary steps to revoke Membership, if necessary, in a timely manner.

- 3. Applicants for membership must attend two meetings within a period of 60 days and submit a membership application. Attendance at monthly meetings may be either in person, via teleconference, or by phone.**

A. Definition of "Meeting"

- (1) Monthly General Membership meeting**
- (2) Monthly BoG meeting**
- (3) Other social meetings or Club activities**
- (4) Any other time as designated and approved by the BoG**

B. Definition of “members in good standing”

A member of any class defined in Section 4 of this article is in good standing if they are current on the payment of their dues, fees, assessments, or other responsibilities to the Club.

- 4. Classes of members**

A. Probationary member

A person is considered a Probationary member from when he/she submits a membership application until he/she is voted into membership. A Probationary member may become a full member (in any appropriate category of membership) upon completion of the following:

- (1) Attendance at two Club meetings as defined in Article II, Section 3A,**
- (2) Affirmative vote of the Senior membership in good standing in attendance at the monthly General Membership meeting, and**

ARTICLE II – MEMBERSHIP (CONTINUED)

(3) Payment of the appropriate dues.

B. Youth member

A Youth member is a person under the age of 16 years. They must be accompanied by a parent, guardian or a Senior member in good standing while in the Clubhouse or attending a Club function. A Youth member has no voting rights, may not hold an elective office, nor may they be a key holder. A Youth member pays dues at 20% of the annual base rate as defined in Article IV.3.A.

C. Junior member

Open to those applicants between 16 years of age and 21 years of age. A Junior member pays dues at 30% of the current annual base rate. Junior members shall have no voting rights, may not hold an elective office, nor may they be a key holder unless an exception is approved by the BoG.

D. Associate member

Open to those applicants over 21 years of age. An Associate member pays dues at 60% of the current annual base rate. Associate members shall have no voting rights, may not hold elective office, nor may they be a key holder unless an exception is approved by the BoG.

(1) Spouses of Senior members and/or Parents or Guardians of a Youth/Junior member may pay a fee of twenty-five percent (25%) of the current dues base rate to become Associate members.

E. Senior member

Open to those applicants 21 years of age and older. Senior members pay dues at the current dues base rate. Senior members, in good standing, have full voting rights, may hold an elective office, and may be a key holder.

F. Honorary member

(1) Upon recommendation of the Membership Committee or the BoG, and in recognition of meritorious service to the Club, any person may be made an Honorary Member by action of the BoG for a period of one year.

(2) Honorary members shall have no voting rights nor be required to pay any dues, fees, or assessments.

ARTICLE II – MEMBERSHIP (CONTINUED)

G. Special Circumstances Membership

The BoG, at its discretion, may confer on a person a "Special Circumstances Membership". Special Circumstances will be defined by the BoG, as necessary. All such memberships shall be in agreement with sections 1 and 2 of this article. All such memberships must be approved by a unanimous affirmative vote of the BoG. All such memberships shall expire on the following May 31st.

H. Corporate Membership / Sponsorship

Open to those corporations or other businesses which make a substantial contribution to the Club. The BoG may confer corporate membership status at its pleasure. Corporate members have no voting power nor may they hold elective office or be a key holder.

5. Standing - Resignation – Advancement

- A. A member whose dues or fees or assessments are 30 days in arrears is considered not in good standing. Written notice to this effect will be made to such member by either the Club Secretary or the Membership Chairman. If the arrears are not paid up to date within 30 days of such written notice, the member will be removed from Club membership.**
- B. Members may resign upon written notice to the Club Secretary.**
- C. Any member who resigns or is removed from the Club relinquishes all rights and privileges of the Club and claims against it, and must return keys and/or other property of the Club.**
- D. Youth and Junior members in good standing will automatically be promoted to the next higher level of membership on his or her birthdate consistent with the appropriate age brackets as set forth in the bylaws.**

6. Revocation of Membership

- A. Membership may be revoked for:
 - (1) failure to pay dues within 60 days of the published due date,**
 - (2) making material misrepresentations of fact or willful or reckless acts which jeopardize the continued lawful existence of the Club.****

ARTICLE II – MEMBERSHIP (CONTINUED)

- 8. Upon adoption by an appropriate vote by the Senior members in good standing, these amendments shall be effective immediately.**

ARTICLE III - OFFICERS AND ELECTIONS

1. President:

- A. Shall preside at all meetings of the Club and shall be a member ex officio of all committees.**
- B. Shall be responsible for the general welfare and progress of the Club.**
- C. Shall have the authority to appoint a Junior/Senior member to serve on any committee deemed necessary to fulfill the duties and responsibilities of this office.**
- D. Shall appoint appropriate subcommittees to conduct the business of the Club for a period of one year, coinciding to his/her term of office.**
- E. Shall be elected to a one-year term of office.**
- F. Shall not succeed him/herself more than five (5) times.**

2. Vice President:

- A. Shall assume the duties of the President in the President's absence or incapacity.**
- B. Shall have such duties as may be assigned by the President or BoG.**
- C. Shall be elected to a one-year term of office.**
- D. Shall not succeed him/herself more than five (5) times.**

3. Secretary:

- A. Shall notify members of upcoming meetings via e-mail, keep accurate records of all BoG and General Membership meetings, attend to correspondence in the Club's name, carry out such duties as are set forth in the Constitution and in these Articles, and perform the usual duties of a Secretary.**

ARTICLE III - OFFICERS AND ELECTIONS (CONTINUED)

- B. Shall be elected to a one-year term of office.**
 - C. Shall not succeed him/herself more than five (5) times.**
- 4. Treasurer:**
- A. Shall be responsible for proper receipt, deposit, disbursement, and accounting of all Club funds and act as a fiduciary for the Club.**
 - B. Shall report to the BoG on the financial status of the Club monthly.**
 - C. Shall collect all dues, fees, and assessments.**
 - D. Shall, based on the financial condition of the Club, make recommendations to the BoG for the amount to be charged for the annual base dues.**
 - E. Shall assume the duties of Vice President in the Vice President's absence or incapacity.**
 - F. Shall be elected to a one-year term of office.**
 - G. Shall not succeed him/herself more than five (5) times.**
- 5. Composition of the BoG:**
- A. Article III, Section 3. A. (2) of the Constitution provides for three (3) at-large members coming from the Club's Senior membership. These three (3) members shall be elected by the membership.**
 - B. The general management of the Club is vested in the BoG, and all Club business, unless specified otherwise, will be decided by majority vote of the BoG.**
 - C. The President shall nominate a Junior and/or Youth member to attend all BoG meetings for approval by the full BoG. This Junior/Youth member has no voting rights.**
- 6. Elections:**
- A. A nominating committee, consisting of the three (3) at-large members of the BoG, one month prior to the election shall announce the nominees; at which time nominations from the floor shall be accepted.**

ARTICLE III - OFFICERS AND ELECTIONS (CONTINUED)

- B. No member may be nominated that is not in good standing.**
 - C. Tellers to count the vote shall be appointed by the President immediately following the closing of nominations, and the first named teller shall be Judge of Elections.**
 - D. Permission to submit names for nominations must be secured from prospective nominees.**
 - E. A special election shall be held to fill each vacancy occurring in any office, between elections, until the next regular election.**
 - (1) Should such vacancy occur within ninety (90) days of a regular election, the BoG may appoint a person to complete the term of office.**
- 7. Removal from Office:**
- A. A written petition against an officer signed by at least sixty percent (60%) of the Senior membership must be submitted to the BoG, at which time the officer will be immediately suspended.**
 - (1) The BoG shall appoint a Senior member to fill the office during suspension.**
 - B. Within sixty (60) days, the BoG shall meet jointly with the membership to hear from the accused and accusers.**
 - C. Seventy-five percent (75%) of the votes cast by Senior members in good standing in attendance at the meeting shall be in favor of a motion for removal from office to effect the action. If not passed, the officer will be reinstated.**

ARTICLE IV - FINANCE AND ASSETS

- 1. The fiscal year shall be from June 1 to May 31.**
- 2. Review:**
 - A. The Ways and Means Committee shall review the books of the Secretary and Treasurer at the close of each fiscal year.**

ARTICLE IV - FINANCE AND ASSETS (CONTINUED)

- B. The Treasurer shall prepare a written financial statement closing out the fiscal year. This statement shall be presented at the first regular monthly General Membership meeting of the new fiscal year.**
 - C. The incoming officers shall accept the funds of the Club subject to said review.**
- 3. Dues:**
- A. The dues base rate shall be decided by vote of the Senior membership in good standing, but not less than twenty-four dollars (\$24.00) per year.**
 - B. Dues are considered payable and due on the first day of the first month of each new fiscal year.**
 - C. Dues for newly accepted members or members changing membership status (see Article II, Section 4D) shall be prorated.**
- 4. Fees:**
- A. Fees may be levied by majority vote of the BoG if deemed necessary to meet the needs of the Club.**
- 5. Assessments:**
- A. Assessments may be made from time to time on the members, as required for the financial stability of the Club, by majority vote of the BoG.**
 - B. Assessments shall be due one (1) month from date of assessment.**
 - C. Assessments shall be prorated according to membership status.**
 - (1) Dues rate proportions may not be exceeded when levying assessments.**
 - (2) Members who fail to pay the assessment on time shall be subject to the notification and termination requirements defined in Article II, Section 4.**
- 6. Banking:**
- A. The Treasurer of the Club is directed to conduct the financial and banking affairs of the Club in a manner consistent with accepted good bookkeeping and accounting procedures and practices designed in all cases to benefit the financial standing of the Club. The Treasurer shall stand in a fiduciary relationship with the Club.**

ARTICLE IV - FINANCE AND ASSETS (CONTINUED)

- B. All withdrawal-type transactions with the bank must be signed by either the President or the Treasurer for amounts not to exceed \$2000.00.**
 - C. Expenditures in excess of \$2,000.00 must be countersigned by both the President and the Treasurer.**
- 7. Fund-Raising:**
- A. In the event a special project is proposed and approved requiring more money than is readily available from the Club's accounts, special money-raising projects may be entered into, providing sixty percent (60%) of the members attending the General Membership meeting following that at which the proposal is made shall approve the project and also providing that the voting members of the Club are given prior notice of such proposals.**
 - B. Individual members may engage in a variety of fund-raising events and activities in the name of the Club, provided they have prior approval from the BoG.**
- 8. Contracts**

Any lease, document, or contract that obligates the Club must be approved by the BoG and signed by both the President and Treasurer.

ARTICLE V - MEETINGS

- 1. Regular Meetings:**
- A. The BoG shall meet at least once a month to conduct the Club's general management business.**
 - (1) This meeting shall be separate from the monthly General Membership meeting.**
 - (2) All matters to be brought before the membership by the BoG will be prepared during the BoG's meeting.**
 - B. The membership shall have a monthly General Membership meeting for the purpose of voting on those matters brought before the body by the BoG.**
 - (1) The membership shall be provided with an opportunity to bring new business before the BoG for its consideration.**

ARTICLE V - MEETINGS (CONTINUED)

2. Special Business Meetings:

A. Special business meetings may be called by the BoG or on petition of any ten (10) Senior Members to the BoG.

(1) All voting members shall receive prior electronic notice for all called special meetings.

3. Prior Notice:

A. A written notice or appropriate electronic correspondence of particulars will be sent to the voting membership seven (7) days before the meeting in question shall constitute proper notification.

(1) Amendments to the Constitution and Bylaws, changes in the dues base rate, and fund-raising projects shall also be posted on the Club's bulletin board and website at least one meeting before a vote is to be taken.

B. The failure of any member to receive such notice shall not invalidate the proceedings provided that at least seventy-five percent (75%) of those attending the meeting have received notice.

4. Voting:

A. Only members in good standing shall be entitled to vote.

B. In the election of officers, the candidate receiving the largest number of votes for any given office shall be declared the winner.

C. On all matters to be voted upon, a quorum being present, a simple majority of the votes cast will suffice the question, unless otherwise noted specifically in the Constitution or Bylaws.

D. At a monthly General Membership Meeting, a quorum shall consist of twenty (20%) percent of the senior members in good standing, in person or by electronic manner. Action taken shall be by majority vote unless a greater percentage is required by these bylaws.

E. At a BOG meeting, a quorum shall consist of four (4) members.

ARTICLE VI - COMMITTEES

1. Standing Committees:

ARTICLE VI - COMMITTEES (CONTINUED)

A. Membership Committee;

- (1) Shall have three (3) members**
- (2) Shall provide a suitable application blank, furnish information on membership to applicants, and screen applicants for membership.**

B. Ways and Means Committee;

- (1) Shall have three (3) members**
- (2) Shall review the records of the Secretary and Treasurer and report to the membership at the second regular monthly General Membership meeting of the fiscal year.**

C. House Committee;

- (1) Shall have three (3) members**
- (2) Shall have responsibilities for maintenance, cleaning, consumable non-model railroad supplies, and other miscellaneous items in such quarters as are occupied by the Club.**

D. Engineering Committee;

- (1) Shall have five (5) members – one from each operating layout**
- (2) Shall be responsible for the construction, maintenance, and operation of any model layout owned by the Club.**

E. Program Committee;

- (1) Shall have three (3) members**
- (2) Shall be responsible for Club-sponsored activities, programs at monthly General Membership meetings, promotion, and public relations.**

F. Ad Hoc Committees: The President may create committees to perform various duties or functions to enhance the operation of the Club. Such committees will serve at the discretion of the President until their task or mission is completed or for one fiscal year as defined in Article IV, Section 1.