



Orange County Module Railroaders, Inc.

Bylaws

ADOPTED:
October 12, 2005

Amended to Include NMRA
Membership Requirement and
ADOPTED
April 12, 2006

Amended to include New
Applicant Requirements and
ADOPTED
November 7, 2012

Amended member classes and
miscellaneous terminology
ADOPTED
April 11, 2017

Clarified membership requirements
And policy and procedure topic
ADOPTED
July 10, 2018

New membership category for members with limited ability
to attend business meetings and shows and
ADOPTED
MAY 14, 2019

Major Revisions
Final Version
March 7, 2022, ADOPTED March 2022

**ARTICLE I
NAME AND PURPOSE**

- SECTION A. The name of the corporation is Orange County Module Railroaders, Inc.
- SECTION B. The corporation is organized exclusively to further the education and enjoyment of model railroading as a hobby through exhibits, demonstrations and similar methods. The members will meet frequently to display and operate members' modules and rolling stock in various public forums, to exchange information and to promote and encourage model railroading.
- SECTION C. The corporation is organized as a nonprofit, nonstock Mutual Benefit Corporation, organized under the California Nonprofit Corporation Law commencing with California Corporations Law Code Section 5000, functioning as a club, and is recognized by California as a Social and Recreational club, code 23701g, Organization #2803170.
- SECTION D. The corporation will have no stockholders. Each Active Member shall be entitled to one vote, as further described in Article IV.
- SECTION E. No part of the club's net earnings will inure to the benefit of private members or individuals.
- SECTION F. The club will not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office
- SECTION G. These Bylaws authorize the establishment of a Policies and Procedures Manual (PPM) which will be in conformance with the Bylaws and serve to record then current and evolving club operations. The PPM shall serve as the repository for club Standards, Policies, Procedures and Records. The PPM shall describe its "Methods" for maintaining and amending its structure and content. The term "Methods" is not a defined term in these Bylaws, and will be defined within the PPM. Changes to the PPM "Methods" may be amended by a majority of the Executive Committee ("EC" defined in Article II, Section C) or upon split decision, the inclusionary vote of the Parliamentarian (if that position is filled). Lacking a Parliamentarian, a split EC must seek a vote of the Members at a regularly scheduled Business Meeting (see Article III Section C). The PPM shall include an "Addendum" where the latest decisions on monetary authority and dues will be recorded, as well as other procedural and operating changes made by the Club from time to time.

**ARTICLE II
OFFICERS AND DUTIES**

- SECTION A. Officers and duties of the officers shall be as follows (such duties may be further defined and outlined in the PPM):

1. The President shall preside at all Business Meetings (including setting the Agenda for Business meetings after consulting with the Executive Committee) and perform such other duties as are required by the office, including acting as Agent for Service of Process. The President's residence shall function as the registered office of the corporation.
2. The Vice-President shall aid the President and shall perform the duties of the President during the President's absence or upon the President's request. The Vice President shall maintain the PPM (Policies and Procedures Manual) which is the electronic directory of the club's Standards, Policies, Procedures and Records related to club activities and prior history. This material should be stored on the Club Owned portable hard drive (PDF or original format except for Procedures which will be kept in PDF and editable format) and kept in the VP's possession. Additional copies should be on a flash drive and shared with EC and Club members, especially committee members. Only the EC shall have authority to modify the record copy kept on the Club hard drive. The VP shall convey these to their successor.
3. The Secretary shall keep the minutes and attendance of all monthly Business Meetings of the club, post notices of all special meetings and handle all correspondence of the club. The Secretary shall also be responsible for verifying the NMRA status of all classes of members. The Secretary shall review matters related to the Website and social media.
4. The Treasurer shall keep and maintain adequate and correct accounts of the club's properties and business transactions, shall render reports and accountings to the membership, and shall in general perform all duties incidental to the office of Treasurer.

SECTION B. Officers shall serve for two (2) years commencing with January of even numbered years. Officers must be Active Members of the club.

SECTION C. The Executive Committee shall be composed of the elected officers of the club. The Executive Committee shall have the power to make decisions for and on behalf of the club, to appoint members for committees as needed (including standing committees and/or functionaries), and to authorize expenditures not to exceed an amount to be established by a majority as defined in Article III Section C2 at any regular Business Meeting. Said amount shall be recorded in the minutes of the meeting in which amount was approved, and recorded in the PPM addendum. The Executive Committee shall enforce the Bylaws.

SECTION D. Election of Officers:

1. The Election of officers shall be held during the November Business Meeting of the odd numbered years. During the September Business Meeting of the odd-numbered years, the Executive Committee shall select a nominating committee consisting of at least two (2) Active Members who are not officers of the club and do not wish to be officers of the club for the coming two (2) year term of office.
2. The nominating committee shall solicit and accept nominations from the members and secure approval of each potential nominee prior to the October Business Meeting. The

nominating committee shall make every effort to nominate more than one candidate for each office.

3. During the November Business Meeting, each office shall be voted on in turn (President first, then Vice-President, then Secretary and Treasurer last). When more than one candidate has declared for an office, all candidates for that office shall leave the room during the balloting for that office.
4. Election shall be by majority vote of those Active Members present. In case no candidate receives a majority of the votes, a run-off shall be held between those candidates receiving the two (2) highest vote totals. The voting will continue until one candidate receives a majority of votes.
5. Candidates defeated during the balloting for one office may at their option declare candidacy for any subsequent office. Nominations are open for any office until the beginning of the election for that office.
6. Elections to fill vacant offices shall follow a similar procedure, with formation of a nominating committee as soon as the vacancy becomes known, and a subsequent election at the next regular business meeting.

SECTION E. The Executive Committee, at their discretion, may appoint a Parliamentarian or the immediate past President may serve in this capacity. The Parliamentarian will rule on all matters regarding rules of order for Business Meetings and/or disputes regarding interpretation of these Bylaws. These matters will be adjudicated and resolved by the Parliamentarian, who may be overruled only by a vote of members present (Article III Section C3).

ARTICLE III MEETINGS

SECTION A. Business Meetings of the club shall be held on a regular basis at least once a month, with the exception of December when the club Christmas party occurs. Additional meetings and work parties may be called at the President's discretion.

SECTION B. The Executive Committee shall meet at their discretion.

SECTION C. 1. Business Meetings shall be conducted with decorum and rules of order. The order of business at regular Business Meetings shall be established by the Executive Committee. Issues or proposals with a motion for vote shall need a majority of the members present to vote "Yes" for such motion to pass, unless the proposal is in one of the categories described below in C2, which then shall require a QUORUM (defined below in SECTION D). Members in Good Standing (dues and NMRA membership current) are eligible to vote.

2. The following categories require a QUORUM before voting can proceed:

Bylaws

Membership Decisions (promotion from probationary to active)

Dues decisions

Standards (Modules and Rolling Stock, defined in more detail in the PPM)

Approval of Annual Budget - draft to be done in November for next Budget Year (calendar basis); however, the membership may defer approval to the Budget Year (when prior End of Year (“EOY”) balance is finalized and projected expenses are firmer). Refer to PPM for suggested procedure.

Authorizing expenditures not in the Approved Budget; in addition, changing the authorized single item expenditure authorized for the EC (such amount to be recorded in the PPM Addendum)

3. Voting Exceptions: Termination of a Club Member will require a 2/3 vote of attending members, after establishing a Quorum; overriding a decision of the Parliamentarian will require a 2/3 vote of attending members.

- SECTION D. 1. A QUORUM is defined as a majority (50% +1) of the Active Members in Good Standing. Should an issue requiring a vote arise and no quorum is present, the issue shall be tabled until the next regularly scheduled meeting. Should the following meeting not obtain a quorum, the issue retained from the previous meeting shall only require a REDUCED QUORUM of 30%+1.
2. All club actions or votes will be recorded in the minutes of meetings.

ARTICLE IV MEMBERSHIP AND DUES

- SECTION A. 1. Membership in the club is open to all responsible persons 18 and over actively interested in prototype or model railroading who are also members of the National Model Railroad Association (NMRA). Visiting membership available, see Section H of Article IV.
2. Membership Requirements.
- a. A prospective member shall complete and submit a membership request at or before the second monthly Business Meeting attended.
 - b. The prospective member will then be eligible for a membership vote at the first Business Meeting attended AFTER completion of the following:
 - Attendance at a minimum of three monthly Business Meetings.
 - Assist in the set-up and/or load-out at two different shows
 - Present evidence of current membership in the NMRA
 - Pay dues for the balance of the current year. A refund of unused club dues, if any, will be made to applicants not accepted.
- During this probationary period, the applicant has all rights and obligations of a full member except for voting rights. Membership will be earned upon majority vote at the 4th attended business meeting.

3. Membership shall immediately and automatically be terminated if dues are not paid by March 31 or if membership in the NMRA lapses. A member terminated under this section will be reinstated if the unpaid dues are paid or the lapsed NMRA membership is documented as being paid within 60 days of the termination. During that 60 day period, the terminated member may attend regular Business Meetings of the Club but will not have voting privileges, and may NOT participate in Club shows. After 60 days, reinstatement will be governed by the provisions of Section D(3).

SECTION B. Youth membership. Upon recommendation by the Executive Committee, the club may elect to accept Youth Members who are (1) under age 18, (2) are otherwise qualified and (3) have an adult sponsor. The adult sponsor need not be a member of the club *but must be a member of the NMRA*. Youth members shall pay dues, within 30 days of acceptance, the amount to be established from time to time by vote of the membership (such amount to be recorded in the PPM **Addendum**). To sustain Youth Membership, one must attend a minimum of four club shows or meetings annually and be accepted by vote (Article III Section C) at their annual membership review.

SECTION C. Incorporated in Section A2 above

- SECTION D.
1. Membership may be terminated for violations of club standards, procedures or other conduct unbecoming a member, or for conduct that may jeopardize the Club in a substantial manner. Any member may bring this charge to the EC for discussion at the next member meeting.
 2. An individual member is subject to termination for cause by a vote of those present at a regular Business Meeting (see Article III Section C3). Prior to the terminating vote, the member shall have been notified in writing at least one month prior to the meeting at which the vote is to be taken that the club is considering his/her termination. After such notification is given, and prior to the vote, the member shall be allowed to plead his/her case before the Executive Committee and/or the general membership. Termination of membership votes shall always be taken by secret ballot. Any person terminated by this procedure shall be notified by a letter signed by all members of the Executive Committee, and accompanied by a check for pro-rata refund of unused dues.
 3. Policy for reinstatement of terminated members shall be determined by the Executive Committee. Said reinstatement must provide for QUORUM vote at a regular Business Meeting.

SECTION E. Dues are payable in January, the amount to be established from time to time by vote of the membership. As an option, dues may be paid twice yearly, in January and July. Dues for new applicants, calculated pro-rata on a monthly basis for the remainder of the calendar year, must accompany a new applicant's application for membership. If an applicant's probationary period continues into the following year, the applicant must pay at least six months dues in January.

SECTION F. Financial Responsibilities:
In applying for membership in the club, applicants (or by their continuing membership, current members) agree not to hold the club liable for any damages, and to assume liability for any damages caused to the club's or other member's property, either by their own

specific action or by their own negligence. Sponsors of Youth Members specifically agree to assume these liabilities on behalf of the Youth Member by signing the Youth Member's "application for membership".

SECTION G. Voting requirements for items covered by this article will be the same as those established by Article III SECTION C of these Bylaws.

- SECTION H.
1. A Visiting Member must reside more than 50 miles from the business meeting place and must be a member of the NMRA. The distance makes it impractical to routinely attend business meetings.
 2. An Active Member shall sponsor the Visiting Member. Acceptance into the club as a Visiting Member will be voted upon by the regular membership. Continuation of the individual visiting membership will be reviewed annually and voted on by the membership.
 3. Dues for a Visiting Member shall be set at a rate of one-third that of regular membership, payable within 30 days of initial acceptance and the annual membership review.
 4. Visiting Members may participate in all club functions but do not have voting privileges. A visiting member may operate his/her rolling stock on club or members modules.

ARTICLE V STANDARDS

SECTION A. The Club shall adopt by Membership vote and the EC shall publish standards for individual modules and member's rolling stock, and record such STANDARDS in the PPM. The creation or revisions of the STANDARDS shall be done at the Committee level. Such Committee shall be comprised of one or more non-EC members. Upon completion of their proposal they shall submit it to the Executive Committee for final editing. Upon a majority vote of the Executive Committee they shall refer it to the general membership for a vote. Adherence to Club Standards as outlined in the PPM is the individual responsibility of each club member. Verification of adherence to these Standards and subsequent enforcement will be left to the Czar/CoCzar at individual shows, and to the EC for multiple or ongoing deficiencies. The PPM shall include procedures for handling deficiencies.

ARTICLE VI AMENDMENTS

SECTION A. These Bylaws, or PPM, may be amended by a majority as defined in Article III Section C. at a regular Business Meeting. A proposed amendment may be presented at any meeting. The vote to adopt a specifically defined proposal will be deferred to the next regular Business Meeting of the club. All members must be notified of the proposed amendment at the meeting (and by email for those not attending) 15 days prior to the meeting at which it will be presented for vote. It is the intention of these Bylaws that most amendments to the Club's operation will be made in the PPM, minimizing the need to amend or revise the Bylaws.