

Constitution and Bylaws Lewis-Clark Model Train Club

(As amended and ratified by the membership Month XX, 2015)

Article I – Name & Address of Organization

The name of this organization shall be the Lewis-Clark Model Train Club herein known as LCMTC. The mailing address for this organization is PO Box 2048, Lewiston, ID 83501.

Article II – Mission Statement

“The mission of this organization is to promote greater fellowship between model railroaders, advance and promote the hobby of model railroading wherever and whenever possible, further the objectives of the NMRA and its standards by instructing, aiding and assisting model railroaders in fulfilling their enjoyment of model railroading as a hobby.”

Article III – Dispute Resolution

The Board of Directors shall have the final decision in regards to any unresolved disputes within the LCMTC.

Article IV – Membership

Section 1

General Requirements include:

Completion of LCMTC Membership Application form, submission of such form to the Secretary and completion of formal interview process, payment of **at least one year's annual** LCMTC membership dues, payment of at least one year's annual NMRA membership dues and payment of New Membership Initiation Fee to the Treasurer.

Each member shall maintain an active membership in the National Model Railroad Association. Prospective members shall comply with this requirement at the same time initiations fees are paid. Such membership shall be mandatory in order to preserve access to appropriate NMRA insurance coverage against potential public liability and layout/inventory losses.

- A. Continued membership is contingent upon the member's behavior according to the bylaws of the LCMTC.
- B. Must be at least 16 years of age.
- C. The Board of Directors by unanimous vote may approve an individual for HONORARY MEMBERSHIP. Honorary Members shall pay no dues and will have no voting rights. A nomination for an Honorary Membership can be made by any LCMTC member by written request and supporting details.
- D. Acceptance of membership in the LCMTC shall constitute an agreement of such members and their guests to comply with the Bylaws of the LCMTC.

Section 2

When membership is in question the Board of Directors shall determine the eligibility of the applicant.

Section 3

Charter Members are members who have applied and paid dues before **Month XX, 2015.**

Section 4

Regular Members are members applying for membership and paying dues after **Month XX, 2015.**

Section 5

The Treasurer will notify all members whose dues are late, inform them that if dues are not paid in full within one (1) month from **June 30th** date of expiration, member shall lose all LCMTC membership rights and privileges and said members name shall be dropped from the rolls. Members that have let their membership lapse for more than 90 days shall be required to apply as a new member as required in Article IV, Section 1.

Article V – Removal of Member

Section 1

A member of the LCMTC may have their membership revoked for the following reasons;

- A. Willful or reckless acts or misrepresentations which jeopardize the continued lawful existence or activities of the LCMTC.
- B. Willful, reckless or negligent misallocation of funds belonging to the LCMTC.
- C. Willfully or recklessly engaging in abusive or significantly disruptive activities, including tampering with and/or vandalizing, LCMTC property or layouts without express permission of the members or applicable committees (Layout, Engineering, MoW, etc) or other member's works or property, regardless of the type of activity, on at least three occasions which occur during two or more LCMTC activities. No membership may be revoked for this reason unless the member has been requested by a LCMTC officer to cease such activities and the member subsequently continues to engage in abusive or significantly disruptive activities.
- D. Members will also be held responsible for their guests or family members at meetings, activities or other functions of LCMTC.

Section 2

Procedures for removal of a member from LCMTC:

- A. The Officers, by a two thirds (2/3) or greater vote, determine to their satisfaction that the member has engaged in conduct for which membership may be revoked.
- B. Two weeks prior to the next business meeting, the member (whose membership is subject to revocation) shall be notified in writing that the officers will recommend that their membership be revoked at the next business meeting, citing the reason(s) for the recommendation.
- C. At the next business meeting, the officers shall present the allegations of misconduct and all information justifying the allegation. The affected member may present their side concerning the allegations. The presentations shall be limited to five minutes per side. After the presentations, membership can be revoked only upon affirmative vote of two thirds (2/3) of the membership in attendance at this business meeting. This vote shall be by ballot and counted at once by the Secretary. The count is to be announced at this meeting. If the affected member is present, he/she has a right to count the votes.
- D. Upon revocation of membership, the former member loses all rights and privileges of LCMTC membership and may only be re-admitted to membership upon a simple majority approval of the general membership.

Article VI – Organization

Section 1

The Officers of this organization shall be President, Vice President, Secretary and Treasurer.

Section 2

There shall be a Board of Directors consisting of the officers as listed in Article V, Section 1 and at least one (1) elected or appointed (by the Board of Directors) Director at Large.

Section 3

A quorum (at least 3 members) of the Board of Directors shall be necessary to conduct business. Business may be transacted by mail or phone but must be ratified by the membership at the next official meeting.

Section 4

Vacancies on the Board of Directors shall be filled for the unexpired term by a vote of the Board of Directors at any Regular Meeting or at a Special Meeting called for that purpose and ratified at the next regular Business Meeting. **Exception:** In the event the office of President is vacated, the Vice President shall fill that office until the next official election. An election shall be conducted to fill the unexpired Vice Presidents term as soon as possible.

Section 5

Members must be in good standing for one (1) year before he or she can hold office.

Section 6

A member must be at least 21 years of age to hold an office in the LCMTC.

Article VII – Nominations and Elections

Section 1

Terms of Office: The Officers and Directors of the LCMTC shall serve a term of two (2) year without term limits.

Section 2

Election Procedures: At the March Business meeting of every election year, the President shall call for nominations of Officers and Members at Large Directors for elections that will be held at the April Annual Board of Directors meeting.”

Section 3

The Secretary shall record all nominations and prepare written ballots to the membership for the April election.

Section 4

Written ballots shall be distributed to all members in good standing present at the April Board of Directors meeting for voting.

Section 5

The President and Secretary shall immediately after the vote count all ballots returned.

Section 6

The President shall immediately report to the membership the results of the election. The highest number of votes cast for an individual in each office will be the new officer.

Section 7

In the event there is a tie for any office, the present Board of Directors shall vote to break the tie. IF any officers of the present Board of Directors are subject of a tie in their position, they shall abstain from voting. There will be no challenge to this vote.

Section 8

The newly elected Officers to the Board of Directors shall take office at the May Business Meeting.

Article VIII – Meetings

Section 1

LCMTC Members and Officers shall conduct regular “Business Meetings”, quarterly and concurrently with the General Membership meeting on the first Tuesday of every month and scheduled (JANUARY, APRIL, JULY and SEPTEMBER).” General Membership meetings shall be held on the first Tuesday of every month and scheduled.

Section 2

The Board of Directors and Members at Large shall conduct a separate meeting in April of each year to conduct the following business:

- A. To discuss all business pertaining to the LCMTC for the last year.
- B. To discuss the future goals and objectives of the LCMTC for the upcoming year
- C. The Treasurer shall present an overall financial report of the LCMTC at the Annual Meeting. The Treasurer shall submit the books and Financial Records following the Annual Meeting. If necessary, an independent auditor shall be used to review the books for filing of Tax Forms as required either by the IRS and/or the State of Idaho for non-profit clubs.
- D. Elect and install every two years, new Officers and Board of Directors per the requirements of Article VII, Section 1 for the following term.

Section 3

The Annual Board of Directors Meeting is a requirement of Corporate Law. The Minutes of this meeting shall be kept by the Secretary and recorded in the LCMTC Corporate books for this purpose.

Section 4

The rules contained in the Roberts Rules of Order shall govern the meetings in all cases where they apply and in which they are not inconsistent with this constitution.

Article IX – Amending the Bylaws

Section 1

The LCMTC Constitution and Bylaws may be amended by a show of hands of a simple majority of the voting members in good standing present at the Business Meeting at which the proposed amendments are presented.

Section 2

The proposed amendments will be presented by the President only after an outline describing the proposed changes have been mailed to all LCMTC members in good standing and at least forty five (45) days and one Business Meeting have passed.

Section 3

The Secretary shall place in these mailings a cover letter clearly stating the date at which the proposed amendments will be voted on.

Section 4

Upon an affirmative vote by the LCMTC members in good standing approving the proposed amendments, the new revisions shall take effect immediately.

Article X – Dissolution

Section 1

Dissolution of the Lewis-Clark Model Train Club shall occur whenever one of the following events occurs:

- A. A motion for dissolution is adopted within the same manner as provided for in Amendment of the Bylaws (Article IX).
- B. Whenever a twelve (12) month period of no meetings and inactivity has occurred within the LCMTC.

Section 2

Upon approved dissolution of the Lewis-Clark Model Train Club, the last elected Board of Directors shall have the responsibility of concluding all of the affairs of the LCMTC within one (1) month of the official date of dissolution.

Section 3

All possible assets shall be sold to pay any remaining bills held at the time of dissolution.

Section 4

Any unsold or remaining assets including funds on hand shall be;

1. Offered for sale to LCMTC members at a fair market price.
2. Donated to an desired organization.

Section 5

The Secretary shall hold all LCMTC Corporate Records until the club has been formally dissolved and has met all requirements of any and all Federal, State and Local Agencies.

Article XI – Officers Responsibilities

Section 1

General Officer/Director Responsibilities

- A. It shall be the responsibility of every Officer/Director to enforce the Constitution and Bylaws of this club.
- B. Each Officer/Director shall represent the Lewis-Clark Model Train Club in a proper, moral and professional manner.
- C. Each member of the Board of Directors shall assist each other in their duties as needed to insure the proper management and operation of the LCMTC.

- D. Each Officer/Director shall be responsible for the betterment of the Lewis-Clark Model Train Club.

Section 2

President

The President shall be the officer in charge of all LCMTC functions. He will preside at all meetings be an ex-officio member of all committees except for the nominating committee. He will be the only officer authorized to make commitments or discuss outside activities for the LCMTC. He may, however, delegate his authority for specific events. He shall present an annual report at the LCMTC Board of Directors Meeting.

Section 3

Vice President

The Vice-President shall assist the President in the performance of his duties and shall preside at all meetings in the absence of the President. He shall ascend to the office of President in the event the President is unable to serve. He shall plan and schedule the non-business programs for each meeting i.e.; Layout Tours, Clinics, Road Trips, etc. The Vice-President will be in charge of finding a suitable location for the monthly Business Meeting.

Section 4

Secretary

The Secretary shall keep a written roll call type of attendance records of each meeting, maintain a current roster of active members in good standing and forward such roster to the rest of the Officers prior to each Business Meeting. He shall record the business and maintain Minutes of each meeting. He shall possess and controls the official Master Copy of the LCMTC Constitution and Bylaws. He will prepare and mail notices of dues expirations, if required, at least one (1) week before the next Regular Business Meeting.

Section 5

Treasurer

The Treasurer shall collect the dues at each meeting and notify the Secretary of members whose due have not been paid. He shall report at all meetings the overall financial status of the LCMTC. He shall present an overall Financial Report at the Annual Board of Directors Meeting and shall submit the books and financial records for audit following the Business Meeting, if requested. He shall prepare and file any and all legal tax filings in a timely manner to all appropriate agencies and provide copies of said filings to the Secretary for record keeping. The Secretary and Treasurer shall be the officers in charge of the official Bank Account(s) and records and shall report to the President directly.