

October 1, 2015

BY-LAWS OF THE BOSTON METRO-HIRAILERS CLUB

ARTICLE I - NAME

The name of the club shall be Boston Metro Hi-Railers

ARTICLE II - CLUB MISSION STATEMENT

The mission of the club shall be to promote and encourage participation in the model railroading hobby through educational, nonprofit and charitable activities with emphasis on preserving our nation's railroading heritage through the maintenance, operation and demonstration of model railroading.

The club is intended to qualify as an educational organization under section 501(c)(3) of the Internal Revenue Code.

ARTICLE III- GENERAL PROVISIONS *[New Article]*

Section 1. Operation of the club

- A. No person shall be denied membership or discriminated against in any way because of race, color, creed, gender, or sexual orientation.
- B. The organization shall be nonprofit; its earnings shall not inure to the benefit of any member, or any organization that is profit making and represented by any member except that the organization may pay reasonable compensation for services rendered.
- C. The club may not operate for the benefit of any private interest including that of any member or their families.
- D. The organization may not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose.

Section 2. Voting provisions *[Replaces Art. III, Sect. 2, A & B, Art. III Sect. 3 and Art. V Paragraph C]*

- A. Quorum definition: Except as specified in paragraphs B and C below, a quorum for all meetings shall be a minimum of 25% of the membership, and include 3 officers of the club.
- B. Club membership voting: Absentee ballots shall be allowed and shall count toward a quorum for club membership voting purposes, provided that a minimum of three club officers are present at the meeting when the voting is taking place.
- C. Club By-Law amendment voting: Article X applies.

ARTICLE IV - MEMBERSHIP APPLICATION

Section 1. Membership Application Procedure

- A. Any prospective member may visit club functions, and/or business meetings a total of 5 (five) times before he or she must decide to submit an Application for Membership. If the individual decides not to submit an Application he or she must cease to come to club functions except as an invited guest of a member.
- B. The prospective member shall submit a completed club Application for Membership to any one of the club Officers. At the time the completed club application is submitted, the prospective member shall pay a nonrefundable application fee to the club.
- C. With the submission of a completed club Application for Membership form and the application fee, the prospective member will acquire the status of "Applicant".

- D. The applicant must attend a minimum of 4 (four) club functions including 1 (one) business meeting before he or she can be voted on for membership. This time period shall be termed the Application Period. During the Business Meeting that the applicant attends, he or she is introduced to the membership, and may briefly address the membership about him or herself and his or her interests.
- E. An Applicant may participate in discussions and activities at club meetings, but may not participate in club votes.
- F. After the completion of the steps A - E above, the club must discuss the Applicant and hold a club membership vote to decide whether an Applicant shall become a Member. See Article III, Section 2 B and Article IV, Section 2 below.
- G. The Applicant or ANY Non-Member shall not be present during any period of time when the Applicant is discussed or a Membership Vote is taken.
- H. The new member will be required to begin payment of club dues in the month in which he/she is voted into the club.
- I. In the event that the Applicant is not voted into the club, he or she will cease to have any status in the club and he or she must cease to come to club. The Applicant that is not voted in may reapply 1 (one) year after the negative vote. If the individual wants to reapply sooner than 1 (one) year, he or she may request reconsideration to the Board of Directors. The Board if deemed appropriate may bring the request to a Membership Vote. The Membership Vote will be conducted in the same manner as a standard Membership Vote, except that it will require a simple majority. If the vote passes, the individual must submit a new Application for Membership and application fee, then follow the entire Membership Application Procedure from the beginning.

Section 2. Special Rules for Club Membership Votes

- A. The club membership will be notified by the club Officers in writing (or by electronic mail) at least ten days in advance of a club membership vote; this notification to take the form of a club membership ballot listing the names of all eligible Applicant(s) and providing a space for a Yes, No, or abstain vote.
- B. The club membership ballot will also contain the date and time the club membership discussion and vote is scheduled to be taken and shall state how the ballot is to be submitted including provisions for submitting an absentee ballot.
- C. A club membership vote must be taken in secret with club membership ballots.
- D. Only Full Members may submit club membership ballots.
- E. For an Applicant to be accepted to Membership, he or she must receive a Yes vote from at least 80% of the ballots received from the total club membership as of the date of the vote.
- F. The club president, or any club officer designated by the president, shall inform each eligible Applicant as to the outcome of the club membership vote.

Section 3. Definition of Full Member

A club Member is one of the following:

- A. A Founding Member who remains in good standing and is current with respect to club dues. See Article XII.

- B. Any Applicant elevated to the status of Member through the procedures described in the Membership Application Procedure (Article IV Section 1).

Section 4. Dues

- A. Dues shall be assessed on a monthly basis and are payable to the Treasurer on or before the 1st meeting day of the month.
- B. The Treasurer shall notify all members who are three months or more in arrears. Notification shall include:
 - i. Number of months and amount of dues that are in arrears.
 - ii. Explanation that failure to pay dues within 30 days of notification will result in this member being dropped from membership in the club.
 - iii. Statement that all club property and keys would have to be returned.
- C. Any member whose dues are not in arrears may withdraw as an active member upon written notice to the Treasurer, and can be re-instated as an active member upon written notice to the Treasurer and payment of two months past dues plus dues for the month in which membership is re-instated.

Section 5. Misconduct of Members

- A. In the event of alleged misconduct, any member, at any time, may request to meet with a Board of Review made up of the President, Vice-President and a member in good standing chosen by the accused. The Board of Review will meet with all parties involved. The Secretary will take notes at this meeting but shall not have a vote in the decision of the Board of Review.
- B. The Board of Review shall have the power to impose a fine, suspension, termination, or any combination thereof.
 - i Fine shall be one month's dues.
 - ii Suspension shall be one month with a surrender of club keys to the treasurer. No club access is allowed during suspension.
 - iii If member does not abide by these provisions, termination of membership is immediate.

ARTICLE V - OFFICERS

Section 1. Officers

The officers of the club shall consist of a President, Vice-President, Secretary, Treasurer, Chief Engineer, and two Directors.

A. President

The president shall be the chief executive officer of the organization and the primary person responsible for the day-to-day administration of the organization including the duties of any vacant office position until that position is filled. The president shall preside as chairman of all meetings of the Executive Board or the members. The president shall represent the organization to outside organizations. The president shall appoint or approve each committee chairperson.

B. Vice-President

The vice-president shall be the second-ranking officer of the club and shall serve at regular meetings in the absence of the president. The vice-president shall be responsible for the administration of the membership process and development of membership.

C. Secretary

The secretary of the club shall keep a record of proceedings at all executive board and member meetings. The secretary shall be responsible for all organizational mailings and be responsible for all non-financial records, minutes, lists, and other forms of correspondence of the club.

D. Treasurer

The treasurer of the club shall collect all income and membership dues and account for all funds of the club in accordance with club policy. The treasurer shall keep all financial records of the club and prepare an annual report to the members. The treasurer shall prepare all IRS forms and submit them to the IRS after review by the club president. The annual report shall include a balance sheet as of September 30 and a statement of cash flows for the fiscal year ending on September 30.

E. Chief Engineer

The chief engineer of the club shall serve as the coordinator for construction and maintenance of the club railroad. The chief engineer will also ensure that the club standards, agreed upon by the membership, are maintained.

F. Director

The Director(s) shall serve two year terms. (One Director shall be elected each year.)

Section 2. Terms of Officers

The Executive positions of President, Vice President, Chief Engineer, Directors and the Operational positions of Treasurer and Secretary will have no limit to the number of consecutive terms that may be served.

Section 3. Election of Officers

- A. The election of officers shall be by secret ballot at each annual meeting. The Officers shall be elected who receives the largest number of votes.
- B. A candidate for office shall be a member in good standing.

Section 4. Office Vacancies

- A. If a vacancy should occur in the office of Vice President, Secretary, Treasurer, Chief Engineer, or the two Directors, a person may be nominated to fill out the remainder of the current year.
- B. The members of the club at a regular club meeting, following certification of such vacancy by the President, shall select from its membership a person to fill the vacancy until the completion of the current year.
- C. The vote will be by secret ballot of members present only if there is more than one candidate for the position, otherwise the vote maybe publicly taken. If there is more than one candidate for the position, the one obtaining the most votes shall be elected.

D. A person chosen to fill the vacancy shall assume all the duties, responsibilities and powers of the position and shall be eligible to seek election at the next annual meeting under regular voting procedures to that position if he or she chooses.

ARTICLE VI - MEMBERSHIP MEETINGS

- A. The Club business meetings shall be held at the club facilities on the first Thursday of each month. When the first Thursday of the month is a holiday or immediately precedes a holiday weekend, the club business meeting, at the discretion of the club president, may be rescheduled.
- B. The annual meeting of the club shall be held on the first Thursday of December.

ARTICLE VII - EXECUTIVE BOARD

Section 1. Composition

The officers of the club shall constitute the executive board.

Section 2. Powers

- A. The Executive Board shall have general supervision of the affairs of the club between its business meetings, make recommendations to the club, and perform other such duties as prescribed by these By-laws.
- B. The Executive Board shall be subject to the decisions of the club members as expressed by voting at a regular business meeting, and none of its actions shall be in conflict with those decisions.

Section 3. Meetings

Special meetings of the Executive Board may be called by the President.

ARTICLE VIII - COMMITTEES

Section 1. Appointed committees

The president of the club, upon assuming office, and when deemed necessary, shall appoint chairpersons to the following committees:

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|--------------------------|----------------------|
| 1. Planning | 5. Facilities/Safety |
| 2. Electrical | 6. Publicity |
| 3. Track work/Operations | 7. Fund Raising |
| 4. Scenery/Structures | 8. Special events |

Section 2. Additional committees

- A. The President shall appoint chairpersons to other such committees as needed.
- B. The President shall be an "ex officio" member of all committees.
- C. President shall have the power to appoint, dismiss, or dissolve committees as necessary.

ARTICLE IX - PARLIAMENTARY PROCEDURES

The rules contained in the current "Robert's Rules of Order (newly revised)" shall govern all meetings of the club in all cases where applicable and in which they are not inconsistent with these By-Laws or any special rules or orders which the club may adopt.

ARTICLE X AMENDMENTS

The by-laws of the club may be amended by a two-thirds (2/3) vote of the members in good standing in attendance at a regular business meeting held subsequent to a previous meeting at which written notice for such amendment(s) shall have been read. Absent members of the previous meeting shall be notified by mail (or email) prior to the amendment-vote meeting.

ARTICLE XI - CLUB DISSOLUTION

Section 1. Dissolution determination

The club can be dissolved by an 80% YES vote of the full membership.

Section 2. Assets and Liabilities upon determination of dissolution

- A. All club liabilities will be paid from the general fund per club policy.
- B. All club cash and other assets that are left shall be gifted to a nonprofit 501(c)(3) organization or organizations as determined by the membership.

Article XII Founding Members [New Article replacing parts of Art. III Sect. 4 Para. A]

The founding members are defined as those eighteen club members on October 23, 1997. The original eighteen members are:

- George Abelli; Rob Flanagan; Thomas Bargowski; Bob Freeman; Alan A. Bondjoukdjian; Wayne Hagman;
- Alan E. Bondjoukdjian; Joe Loccese; Howard Berg; Harvey Marks; David Cirillo; Bill McGrath; Richard Coughlin; David McKenzie; Ed DeWolfe; Wayne Sydow; Hector Fernandez; Lewis Venezia

By-Law Revision History:

Pages originally authored by Thomas Bargowski 1998

Pages maintained and reformatted by John Lee: August 1999

Changes made and maintained by Deborah Bondjoukdjian: May 2001, Aug 2001, Aug 2004, April 2007, October 2011 and April 2012.

Changes made July 2013 and Dec 2013 by B Freeman and B. Hilliard (changed quorum req'ts; added vacancy provision)

Changes made October 2015 in anticipation of 501(c)(3) IRA application B. Hilliard, B. Freeman & D. Stone