

Constitution and Bylaws
Of the
Wasatch N-Scale Model Railroad Club
(Last revised January 30, 2020)

ARTICLE 1: THE CLUB

Section 1. NAME: The Club shall be known as Wasatch N-Scale Model Railroad Club.

Section 2. OBJECTIVE: The Club's objectives shall be the formation of a not-for-profit association to promote and practice the hobby of N-scale model railroading and foster fellowship among Club members.

Section 3. FISCAL YEAR: The fiscal year of the Club shall be from September 1st to August 31st.

Section 4. AMENDING BY-LAWS: Bylaws may be amended by a 2/3 vote of total voting eligible members.

- a. Proposed amendments to the Bylaws shall be submitted in writing to the governing body. The governing body will:
 - a. Notify the members, in writing, of the proposed amendment.
 - b. Present the proposed amendment to the membership at the first available regular club meeting.
 - c. Schedule a vote on the proposed amendment. Allow sufficient time for absentee ballots.

Section 5. VOTING:

- a. All members-in-good-standing are eligible to vote, dependent upon the limitations of member classification, as defined in Article 4. For Bylaws amendments, elections or where it is desirable for the entire membership to vote, an absentee ballot will be accepted. Failure to return the ballot by the election will be viewed as the member having abstained from voting. Otherwise the member must be present to vote.
- b. For the purposes of voting the following definitions will be used:
 - a. Voting eligible member = a member-in-good-standing who's classification of membership allows voting on that issue.
 - b. Total voting eligible members = All the voting eligible members of the club, whether in attendance or not.
 - c. Voting eligible members at a meeting = Only those voting eligible members who are in attendance at a meeting.

ARTICLE 2: MEETINGS

Section 1. MEETING SCHEDULE: A regular Club meeting shall be held monthly. The meeting schedule will be determined by the governing body and posted by the November business meeting for the following year. Meeting schedules may be changed because of holidays and other conflicts by a majority of Club officers provided proper notification is given to the body of the Club.

Section 2. QUORUM: A quorum shall consist of fifty percent (50%) of voting eligible members being in attendance at any duly called Club meeting. Any meeting at which a quorum is not present may not transact business.

Section 3. BUSINESS: Club business is to be conducted and voted upon at monthly club meetings. Business matters may be discussed via the Internet, text or other means, but not voted upon.

Section 4. WORK SESSIONS: Work sessions may be held as deemed necessary to perform tasks or planning to advance the Club's goals or activities. No other business may be conducted at such work sessions unless the work session is held in conjunction with a regular club meeting.

ARTICLE 3: GOVERNING BODY

Section 1. OFFICERS: The governing body (officers of the club) should meet separately from the regular monthly meeting as needed. A quorum of the governing body shall be a majority of the officers. The governing body may conduct business only if a quorum is in attendance. Sufficient notice of governing body meeting will be given to allow all officers the opportunity to attend. The Officers of the Club shall be as follows:

- a) PRESIDENT: The President shall preside at all regular club meetings and is responsible for the overall conduct and planning of club activities.
- b) VICE PRESIDENT: The Vice-President shall assist the president in his duties and assumes the duties of the President in the absence of the President.
- c) TREASURER: The Treasurer shall keep an account of all club assets. Such accounts shall be available for inspection by the club officers as needed. He is responsible for the collection of dues and fees and shall keep a roster of all members-in-good-standing. Presides at meeting in the absence of the President and Vice-President.
- d) SECRETARY: The Secretary shall keep accurate minutes of all club meetings and communicate such minutes in a timely fashion to all club members. Presides at meetings in the absence of the President, Vice-President and Treasurer.
- e) MEMBER-AT -LARGE: The Member at Large shall represent the general membership of the club. Presides at meetings in the absence of all other officers.

Section 2. TERM OF OFFICE: Club officers are elected to serve a period of two (2) years. The President, Treasurer and Member-at-Large shall be elected during even years. The Vice President and Secretary shall be elected in odd years. Term of office will start at the end of the meeting when elected to the position. There is no term limit provided the member is willing and able to serve.

Section 3. ELECTIONS:

- a. Nominations for elective offices will be held at the August regular club meeting. Elections shall be held at the September regular club meeting in accordance with Article 1, Section 5, VOTING. Any member-in-good-standing may run for Club office, dependent upon the limitations of member classification. Only one member of a family may hold elective office at any one time.
- b. In the event of a vacancy, a special election will be held.
 - a. Notification of a vacancy will be announced to the membership at the earliest opportunity. This may be done by any method decided upon by the governing body.
 - b. Nominations to fill the remaining term of the vacant position will be held at the first available regular club meeting
 - c. An election for the vacancy will be at the next regular meeting following nominations.

Section 4. EXPENDITURES: Any expenditure of Club funds must be duly accounted for by the Treasurer and is subject to the following approvals:

- a. Purchases less than \$25 may be approved by the Treasurer and one other Club Officer if such a purchase cannot be reasonably postponed until the next business meeting.
- b. Purchases of less than \$100 may be approved by a majority vote of the Club officers if such a purchase cannot be reasonably postponed until the next business meeting.
- c. Purchases over \$100 must be approved by a majority of voting eligible members at a regular Club meeting.

Section 5. APPOINTMENTS: The governing body may appoint members to positions or establish committees as needed. Members may be appointed to, or removed from, these positions or committees by majority vote of the governing body. The secretary will maintain a list of active committees and appointments.

ARTICLE 4: MEMBERSHIP

Section 1. ELIGIBILITY FOR MEMBERSHIP: Membership is open to any person who is actively engaged or expresses an interest in the hobby of N-scale model railroading, to the limitation of membership classifications listed below. Membership is a privilege that may be accorded or withheld. The granting or refusal of membership is solely within the control of the Club.

Section 2. MEMBER-IN-GOOD-STANDING: An individual who has fully paid annual dues is considered to be a member-in-good-standing.

- a. A member who has not paid their dues is considered lapsed, and is no longer a member-in-good-standing. They may attend meetings as an observer, or events as a guest. Once they are current on their dues they will regain member-in-good-standing status. At the discretion of the governing body, a member may remain a lapsed member due to deployment (military or temporary job), or other special circumstance.
- b. Any member who has lapsed for more than 2 months will be dropped from the club. They may reapply (subject to all the requirements of a new member, including probationary period) should they wish.

Section 3. CLASSIFICATION OF MEMBERS: The following classification of members, with limitations as specified, shall be used:

- a. **REGULAR MEMBER:** A Regular member must be at least eighteen (18) years of age. Regular members have full membership rights and responsibilities, and may sponsor Affiliated members. Regular members must also own a Wasatch N-Scale certified Module, or be the primary sponsor of a Club owned module.
- b. **OPERATING MEMBER:** An Operating Member must be at least eighteen (18) years of age. Operating members have full membership rights and responsibilities. Operating members may sponsor Affiliated members.
- c. **AFFILIATED MEMBERSHIP** is available to the spouse and minor family members of Regular or Operating members. Each person must have their own membership. Affiliated members are invited to attend Club meetings and activities but may not vote or hold an office.

Section 4. APPLICATION FOR MEMBERSHIP shall be made by the completion of the membership application form and the payment of Club dues. Acceptance of Regular or Operating membership shall occur after a probationary period of three (3) to no longer than six (6) months, during which period the new member is ineligible to vote. Acceptance is determined by a majority of voting eligible members at a regular meeting. In the event a new member is not accepted, or declines membership, any dues paid will be refunded.

Section 5. RIGHTS: Members-in-good-standing shall have the following rights, subject to the limitation of membership classification defined in Article 4, sections 3 and 4.

- a. Vote on club business matters.
- b. Opportunity to operate equipment on the Club modular layout.
- c. Attend and participate in monthly Club meetings.
- d. Participation in Club activities.

Section 6. RESPONSIBILITIES: Members-in-good-standing shall have the following responsibilities, subject to the limitation of membership classification defined in Article 4, Section 3 and 4.

- a. Maintain membership status by payment of dues.
- b. Attend Club meetings.
- c. Vote on Club business.
- d. Adhere to Club rules.
- e. Honesty, integrity and treating others with respect.
- f. Cooperation and assistance to other club members.
- g. Performance of duties or tasks the member is assigned or has volunteered for.
- h. Maintain modules in good working order, meeting club module standards.

ARTICLE 5: CLUB RULES

Section 1. ADOPTION OF RULES: Club rules are adopted and revised by a majority vote of voting eligible members at a regular Club meeting. Club rules are detailed on a separate Rules and Practices document.

Article 6: CLUB ASSETS

Section 1. CLUB FUNDS: Club funds will be maintained in an account at an established financial institution. A minimum of two (2) officers (Treasurer and one other) will be signatories for the account. All officers should be signatories if the financial institution will allow. The Treasurer will maintain the records of the account.

Section 2. PHYSICAL ASSETS: The Treasurer will keep a listing of the physical assets of the club, the member who is responsible for those assets and the location of the asset.

- a. The club will own and maintain the required assets to allow operation of trains when a group of modules are assembled into a layout. This will include control systems (DC and/or DCC).
- b. The club will own unique modules (end loops and corner modules) to allow set up of a layout without reliance on any one members module.