

**OFFICIAL BYLAWS of the
SWANTON AREA RAILROAD AND MODEL CLUB, Inc. (SARMC)**

It is the mission of the Swanton Area Railroad and Model Club, Inc.,
(the "Corporation" or the "Club") To: Bring the public together in peace & fellowship;
Preserve the history and promote the spirit of model railroading, through the information and
dedication of our members; Bring an awareness to the general public, through our displays &
knowledge; Promote the World's Greatest Hobby (WGH), "Operation Lifesaver"
& general safety in respect to prototype railroads & Most Importantly: **To Have Fun!**

Article I. Members

(A) **MEMBERSHIP-** Definition, Rights & Privileges

(1) **Individual Membership** in the corporation may be obtained by a person of at least eighteen (18) years of age, who has an interest in model railroading, has paid the prescribed dues, & has been accepted as a member as provided in Section (B) below. Once accepted one may also be a **member of** one or more divisions, subject to acceptance by a **Division**.

(2) **Family Memberships** includes all individuals living at the same residence address as an Individual Member, & includes grandchildren, foster children, & adopted children. Family members under the age of sixteen (16) years must be accompanied & supervised by an adult member.

(3) a. **Life Memberships** may be awarded to any member in good standing, who has attended 25 years (including Family Membership), OR been nominated for outstanding service to the Club in writing to The Board and such nomination has been voted on and approved by the membership at a regular meeting following the nomination.

b. **Life Membership's Privileges** are that all future dues will be waived, while all membership rights will be retained, while the member remains in good standing.

(4) **Honorary Memberships** for a non-member may be awarded, after nomination in writing to the Board for recognition as an Honorary Club Member; whereupon the Board shall review the nomination & present a recommendation to the membership for a vote at the next regular meeting to award or decline to award an Honorary Club Membership. Honorary Members do not have voting rights.

(5) **Duration of Membership.** Until membership is terminated by death, resignation, expiration, or expulsion, a member in good standing is entitled to exercise all the rights & privileges of the type of membership to which s/he belongs.

(B) (1) **Admission to membership** shall be made in writing on a form prescribed by The Board, which shall include the applicant's agreement to abide by the Articles of Incorporation, Bylaws, Divisional Specifications &/or other Rules as adopted by the Board.

(2) **Approval of the application** by The Board shall not occur until the applicant has attended 3 events of which one must be a show with the balance being a combination of shows or month meetings as verified by the Division Superintendent on a form preapproved by the Board; and is required in order for the applicant to become a member & said approval (or rejection) shall be noted in the minutes (if the applicant is approved & wishes to join a division or divisions, said division(s) must also accept (or reject) the applicant at said divisions next meeting & note said acceptance (or rejection) in its minutes) . If the applicant is approved, the Treasurer shall issue a membership card for the new member. If the application is rejected, the applicant shall have no indebtedness or other obligation to the Club. New member(s) shall receive a book/folder with a copy of the current Bylaw's, & all Divisions' specifications &/or Rules.

(C) **DUES, Fees, Assessments & Other Charges**

(1) **Dues** shall be established by the membership at the annual meeting in June & are payable no later than the September meeting. Members (including Life) shall update their contact information at this time as well Members will be dropped from the active roster of the Club if dues are not paid by the October meeting or information is not updated. A list of members who have not paid will be published as a reminder in the Summer Dispatchers.

(2) **Fees** may be charged by the membership for special events or the like (such as a dinner).

(3) **Assessments** may be established by a Division upon vote of its Members, with the vote's written result(s) deposited with the Secretary of the Club.

(D) (1) **Conduct-Standards.** Members shall at all times conduct themselves with decency , decorum, & probity, treat other members, guests, Club personnel, & others with courtesy & respect, observe all reasonable safety precautions, & abide by the Articles of Incorporation, Bylaws, the Divisional Specifications & other Rules that may be approved by the Board. Members shall see that their family members & guests adhere to the same standards of conduct. Children under the age of sixteen (16) shall be supervised by their parents or a designated adult Club member with no exceptions allowed at all Club functions.

When in public, in their dealings with the public (including social media/internet activity & the like) or at shows, members should remember that they represent the Club & their conduct should reflect this. No member shall wear clothing advertising products or containing crude or obscene impressions at Club events. When working a show, members should wear appropriate clothing, preferably including an identifying button &/or shirt. Any breach of these standards by a

member constitutes misconduct (not wearing a button &/or shirt shall not be considered misconduct unless otherwise established by approved Rule). The Club does not charge for shows but gratefully accepts honorariums and donations.

(2) Discipline. The Board may **admonish** a member in writing, by unanimous vote of all members of the Board, OR may **admonish** or **expel** a member for any misconduct, either upon written Notice, informing the Member of the reason(s) for the admonishment or expulsion, AFTER Hearing by the Membership at the 1st regular meeting held 30 days or more after the date of the Notice. If the member is expelled, the Treasurer shall refund the dues paid for the current dues period, & the corporation owes no further duty to the member, nor does the Member have any further remedy.

(E) Meeting

(1) Monthly Business Meetings of the Membership shall be held once per calendar month after 6:00 p.m. for general business & shall be scheduled not later than at the prior monthly meeting.

(2) Annual Meeting of Membership shall be held during the month of June each year. The date & time of the meeting shall be stated in a written notice to the members by letter, newsletter, or other means, at least fourteen (14) days prior to the meeting.

(3) Special Meetings of Membership may be held at any time at the call of the President or The Board. The President of The Board shall call a special meeting of the members upon the written request of a majority of the members. At least seven (7) days written notice of the meeting shall be given to the members. The notice of meeting, & any request by members to hold a special meeting, shall briefly state the purpose of the meeting.

(4) Order of Business unless otherwise ordered by a majority of the voting members present, or the presiding officer, the order of business at any regular or special meeting of the members shall be:

- 1) Call to Order/Roll Call/WELCOME (In the event of a guest speaker, they may be introduced here and have the floor)
- 2) Reading & Approval of the Minutes/Secretary's Report
- 3) Report of the Treasurer-Reading of Receipts, Distributions & Bills & Approval of same
- 4) Reports of Officers – President & Vice President[, Archivist/Historian]
- 5) Committee Reports
- 5) Division Reports – HO Division, O Division, N Division, [Model/Scenery]
- 6) Acceptance of Officers, Committee & Division Reports
- 7) Old or Unfinished Business

- 8) New or Miscellaneous Business
- 9) Good of the Club
- 10) Show & Tell &/or Clinics &/or Speakers/guests (this may be moved to immediately following Roll Call/WELCOME for the convenience of the membership/Speakers/guests)
- 11) Adjournment

(5) **Quorum** at any regular or special meeting of the members shall consist of no less than nine (9) members of which two (2) must be members of the Board.

Article II. Divisions & Superintendents; Committees

(A) Divisions shall be the three divisions as follows and allow for the formation of new division(s) in the future. There will be NO number of final Divisions, as our Club is open to future growth.

- (1) "HO" Division
- (2) "O" Division
- (3) "N" Division
- (?) "OPEN"

~~(A) Divisions shall be the three (3) [four (4)] as follows:~~

- ~~(1) "HO" Division~~
- ~~(2) "O" Division~~
- ~~(3) "N" Division~~
- ~~[(4) Model/Scenery]~~

(Amendment 02a2018 passed 5/4/18)

with each division chaired/headed/supervised by a **Superintendent**, aided by an **Assistant Superintendent**, who shall also act as a Divisional Secretary & represent the Division on the Board, should the Superintendent be an Officer. Said Superintendent & Assistant Superintendent shall be elected by the Division's members, at the meeting when Officers are elected; the results of the election to be deposited with the Secretary along with the Division minutes. The **duties of the Superintendent** will include, but not be limited to, organize the layout for shows for each division, organize divisional work sessions, ensure that actions taken by the Division (including setting down & approving Division Specifications) are noted in minutes deposited with the Secretary along with accounting for all division owned equipment, represent the Division by serving on the Board (unless an Officer, in which case the Assistant Superintendent shall represent the Division on the Board) & otherwise help administer the Division, the Club & enforce approved Specifications & Rules.

(B) **Standing Committees** shall be two (2): Public Relations/Social Media (which includes the website), & Programs. The Program Committee shall be chaired by the Vice-President &

have the responsibility to schedule clinics, show & tell, guests, speakers, & entertainment, to set up tour hours & other matters outside regular meeting activities. The Public Relations/Social Media Committee shall be chaired by the Secretary or his/her designee & shall be responsible for advertising (including social media & the website), the Club newsletter (a.k.a. The Dispatcher), & general public relations & goodwill of the Club.

(C) **Special Committees** may be created by The Board from time to time & assign them duties as The Board considers necessary or advisable. The life of a special committee shall not extend beyond the term of The Board which creates it, unless The Board specifies that the special committee is to extend until completion of its task, or unless the incoming Board renews the committee for that Board's term. Members & Chairs of special committees shall be appointed by the President with the advice & consent of The Board. The Board may disband a special committee at any time.

(D) **Duties of Divisions & Active Committees** in addition to the duties stated above, are to submit proposed budgets as directed by The Board, submit reports/minutes at each meeting of The Board or at regular meetings of the membership or such other times as The Board may require, & perform such other duties as may be assigned from time to time by the membership or the Board. Consistent with its areas of responsibilities, the Articles of Incorporation, these Bylaws, Divisional Specifications &/or other Rules as adopted by the Board, any Division or Committee shall recommend to The Board for adoption such Bylaws, Specifications &/or Rules as the Division or Committee considers necessary or advisable, may adopt interim rules pending approval by The Board, & is responsible for enforcing Bylaws Specifications &/or Rules affecting its areas of responsibilities. Each Division & Committee shall cooperate, & coordinate its activities with other Divisions or Committees whose responsibilities may overlap.

(E) **Division & Committee Activities**, including all Printed, Oral, and Verbal Communications, Public Relations and/or Social media are subject to the direction, review & approval of The Board.

Article III. The Board, Officers, Superintendents

(A) Qualifications; Elections; Terms

(1) The corporation shall be governed by a seven (7) [nine (9)] member **Board** consisting of four (4) [five (5)] **Officers** & three (3) [four (4)] **Divisional Superintendents** or their **Assistant Superintendents**, who will represent the Division if a Superintendent is an Officer, (The Board serves, for purposes of State of Ohio law, as a Board of Trustees & may exercise such powers as are conferred by law on Board of Trustees of not for profit corporations, consistent with the Articles of Incorporation & these Bylaws). These elected officials & superintendents shall be members of the corporation in good standing & no one shall serve on the Board unless they have attained the age of eighteen (18) years & are a member in good

standing.

(2) The four (4) [five (5)] officers shall be: **President, Vice President, Secretary, & Treasurer [& Archivist/Historian]**. No one shall serve as as Officer, Superintendent or Assistant Superintendent unless they have been a member in good standing for *no less than two (2) years* (which may include a Family membership).

(3) The **Board** shall be **elected** by the members at the annual meeting in June of the even years or at a special meeting called for the purpose, & shall serve for **terms** of two (2) years or until their successors are elected & qualified. **Officers, Superintendents and Assistant Superintendent** shall take office commencing at the July meeting following election.

(4) **Nomination of Officers & Superintendents** shall be made by nomination at the May meeting in even-numbered years by the membership.

(5) (a) All **elections** shall be held by secret ballot & determined by candidate receiving the highest number of votes. Absentee ballots may be provided to requesting members with deadlines for return as established by the Board.

(b) An **Officer may be removed** from their post (And expelled from the Club) upon motion & second by any two (2) Officers & majority vote of the members in attendance at a regular or special meeting *provided* written notice & agenda of such prospective vote is provided to all members at least fourteen (14) days prior.

(6) **Vacancy** in any elected position shall be filled by nomination & special election at the next regular meeting by majority vote. The filled office shall take effect immediately upon declaration of the vote tallied by the Officers & recorded in the Minutes.

(B) (1)(a) **Duties & Powers of the Officers** include that they are responsible for the management & control of the affairs, funds, & property of the corporation. Their powers are correspondent with their duties, subject to law, the Articles of Incorporation, these Bylaws, Divisional Specifications &/or other Rules as may be adopted by The Board.

(b) In addition to the **Duties** stated above, each Officer shall perform such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or as may be assigned, from time to time by the members or The Board as well as duties customarily incident to a given office, including, but not limited to:

The **President** shall preside over all meetings of the members & The Board. The President is an ex-officio member of all committees.

The **Vice President** shall perform all of the duties of President in case of the President's absence or disability. If both the President & Vice President are absent or disabled, the members

may appoint a President pro tempore.

The **Secretary** shall keep an accurate record of all transactions of the corporation in coordination with the **Treasurer**, The Board, the Divisions &/or Division Secretaries, all committees & the membership. S/he shall give all notices required by law, the Articles of Incorporation, Bylaws, Divisional Specifications &/or other Rules as adopted by the Board. S/he shall keep a minute book, & record in it the minutes of the meetings & other transactions of the members, Committees, Divisions & the Board. S/he shall keep documents, correspondence, & other records that are necessary or advisable to preserve (SEE IN PARTICULAR the **Book/s** at (B)(2), below). S/he shall hold all books, papers, & other property in her/his custody available for inspection by The Board or persons appointed by them, or the membership at large & when s/he leaves office shall turn the same over to her/his successor or to the President.

The **Treasurer** shall receive & safely keep all money, notes, securities, & similar property belonging to the corporation, & deposit, invest, or disburse the same under the direction of The Board . Disbursements shall be made upon proper vouchers & are subject to report, review & approval at regular meetings of the members &/or the Board. S/he shall keep complete, accurate accounts of all money, property, other assets, liabilities, & financial transactions of the corporation, prepare financial statements of the corporation, & render an account of the financial position of the corporation at the annual meeting of the members & at such other times as the members or The Board may require. S/he shall hold all books, accounts, statements, vouchers, money, securities, & other property in his/her custody ready for inspection or audit at any time by The Board or persons appointed by them. When s/he leaves office, s/he shall turn the same over to her/his successor or to the President. S/he shall prepare & maintain a current roster of members & shall sign & issue all membership cards.

Funds shall be maintained by the Treasurer in a bank account that yields interest at the direction of The Board.

Funds shall be expended only for [receipted] Club operating expenses & subject to majority vote of members in attendance at regular or special meeting & after motion & second.

Exceptions to the previous paragraph are: funds earmarked/earned by a Division can be spent by that same Division by majority vote of its members & The Board has the discretion to spend up to \$200.00 for any unforeseen contingencies, with a copy of said action(s) to be deposited with the Secretary.

The **Archivist/Historian** shall assist the other officers of the Club, but in particular the Secretary & Treasurer, in preparing, maintaining & preserving the records of the Club, ESPECIALLY the Books as set forth in (B)(2), below.

Removed Brackets per passage of Amendment 02b2018 (5/4/18)

The Board of Trustees include:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. HO Superintendent
6. O Superintendent
7. N Superintendent
8. Lego Superintendent or "L Division Superintendent
9. Archivist/Historian (Historian, for short)

(Added as Amendment 02b2018 passed 5/4/18)

(B) (2) **Duties & Powers of The Board** in addition to those stated above, include adopting rules governing operations & activities of the corporation, use of the corporation's facilities by members & others, & other rules the Board considers necessary or advisable. These rules, as well as any **customs**, &/or any **Specifications or Rules** adopted by the Divisions shall be kept by the Secretary [&/or the Archivist/Historian] in **Book/s** for easy reference along with the Corporation Articles of Incorporation, By-Laws & approved Treasurer's Reports & approved Minutes of the Corporation (aka Dispatcher), as well as minutes from the Board, Divisions &/or Committee meetings/actions.

(B) (3) **Quorum, Notice; Meetings of The Board** shall meet as called by the President & shall be called upon on written request of any two (2) members of the Board. Meetings shall be held at a convenient time & place as the President or Board may direct. Notice of the date, time, & place of a meeting shall be given as required by the Ohio Revised Code Section 1702.31 C. except that oral, written & electronic notice is sufficient if given personally to the Trustee being notified. Except in an emergency, at least two days **notice** is required & **Notice** may be waived as provided in Ohio Revised Code Section 1702.19. **Quorum** at any meeting of the Board shall consist of five (5) members.

Article IV. Amendments

This set of Bylaws may be amended, repealed, & reenacted, or repealed outright by a vote of two thirds (2/3) of the voting members in good standing at the annual. Or a special meeting called for the purpose.

Amendments to the Bylaws must be presented, in writing, to The Board with ten (10) signatures of members in good standing. All amendments must be read at three (3) meetings & voted on at the third meeting. Whenever an amendment is formally approved each member will be given a copy for inclusion in their own booklet.

Formal date these Bylaws go into effect July 2017.

KC Wittenmyer, President

Cody Wittenmyer, Vice-President

John Ducat, Secretary

Andi Echler, Treasurer

Amendments added:

02a2018 – passed 5/4/18

02b2018 – passed 5/4/18