

**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) **Membership** in the club may be obtained by a person of at least eighteen (18) years of age, in writing by completing the Application for Membership. The term "Member" is defined to include the Member, their spouse (if applicable), and all individuals living at the same residence address as the Member under the age of 18 & includes grandchildren, foster children, & adopted children. Family members under the age of sixteen (16) years should be accompanied & supervised by an adult member at club meetings and events.

(2) **Life Membership** may be awarded to any Member in good standing, who has maintained membership in the Club for 25 years. Nominations for Life Membership will be made in writing to The Board by the Member or another Member of the club. Nominations for Life Membership will be voted on by the membership at the regular meeting following the nomination. All future dues will be waived for Life Members provided the Member remains in good standing.

(3) **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.

(B) (1) **Application for 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 and a completed Declaration of Division.

(2) **Approval of the application** If the applicant is approved, the Treasurer shall issue a membership card for the new member, which shall include a notation of either "Lifetime" or date of validity. If the application is rejected, the applicant shall have no indebtedness or other obligation to the Club. Application must be approved by a majority vote of the membership at the next regularly scheduled meeting. New member(s) shall receive a book/folder with a copy of the current Bylaw's, & all Divisions' specifications &/or Rules.

(3) **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 membership in the club.

(4) **Good Standing** A Member in good standing has all dues, both past and current, paid (excludes Life Members) & has the Member's Declaration of Division & contact information current and up to date.

(5) **Declaration of Division** Members may be involved in any or all divisions but must declare a primary division for the purpose of voting for Division Superintendent/Assistant Superintendent, as well as division business, including policy and expenditures. Such declaration must be filed yearly when dues are paid.

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

(1) **Dues** shall be established by the membership at the annual meeting in June and will take effect the following June annual meeting. Dues are payable no later than the September meeting. Members (including Life Members) shall update their contact information at this time. Members will be dropped from the active roster of the Club if dues are not paid by the September meeting or information is not updated annually in writing. 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 Treasurer – a) Reading of balances, income, & distributions
b) Reading of bills and approval of same
- 4) Reports of Officers – President & Vice President, Archivist/Historian
- 5) a) Committee Reports
b) Division Reports
- 6) Acceptance of Officers, Committee & Division Reports
- 7) Old or Unfinished Business
- 8) New or Miscellaneous Business
- 9) Good of the Club – Please keep under 2 minutes
- 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**

(1) **Divisions** shall be the four (4) as follows:

- a) "HO" Division
- b) "O" Division
- c) "N" Division
- d) "L" Division - Lego

- (2) The **formation of new divisions** in the future will be allowed. Future divisions may be created by three (3) members in good standing by submitting a petition in writing to the Board & having said petition read at two (2) meetings following submission to the Board, followed by a vote of the membership at the 2nd meeting; if approved, a new division shall elect a Superintendent & Assistant Superintendent, who are exempt, if necessary from the "2-year rule" of Article III.(A)(3), below. Future divisions will not duplicate the Divisions already in existence; that is, there will be no other HO, O, N, or Lego divisions created while the current division remains in existence.
- (3) Each division will be chaired 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
- (4) 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.
- (5) **Responsibilities of the Divisions** are to submit and maintain proposed specifications and code of conduct for Division functions, and submit reports/minutes at each meeting of the Board or at regular meetings of the Division

(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 the **Board**, which consists of the **Officers, and the 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 **Officers** shall be:
 - a) **President**
 - b) **Vice President**
 - c) **Secretary**
 - d) **Treasurer**
 - e) **Archivist/Historian**, if there is an odd number of Divisions. See III.(B)(1)(b)(5)
- (3) No one shall serve as an Officer, Superintendent or Assistant Superintendent unless they have been a member in good standing for **no less than two (2) years**.
- (4) The Officers shall be **elected** by a vote of the general membership 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. Divisional Superintendents and Assistant Superintendents shall be elected by vote of their respective division. Officers, Superintendents and Assistant Superintendents shall take office commencing at the July meeting following election.
- (5) **Nomination of Officers & Superintendents** shall be made by nomination at the May meeting in even-numbered years by the membership.
- (6) **Election to and Removal from Office**
 - a) All **elections** shall be held by secret ballot & determined by the 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.

- (7) **Vacancy** in an elected position shall be filled by nomination & special election at the next regular meeting by majority vote: Officers shall be elected by the membership at large; Superintendents &/or Assistant Superintendents by their respective Division. The filled office shall take effect immediately upon declaration of the vote tallied by the Officers & recorded in the Minutes.

(B) **Duties of Officers**

- (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:
- 1) The **President** shall preside over all meetings of the members & The Board. The President is an ex-officio member of all committees.
 - 2) The **Vice President** shall perform all duties of the 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.
 - 3) 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 III.(B)(2)). 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.
 - 4) 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, which shall be distributed to the members no less than semi-annually in April

& November & shall sign & issue all membership cards, along with the secretary.

- i. **Funds** shall be maintained by the Treasurer in a bank account that yields interest at the direction of The Board. If the Club maintains separate funds (e.g. General, Divisional, Memorial, etc.) separate "line-accounts" of said separate funds shall be maintained.
 - ii. All Funds received, including 50/50 raffle, shall have a receipt written (even if only a "dummy receipt") documenting same unless a check & ALL receipts & checks shall have noted upon them what fund (e.g. General, Divisional, Memorial) it was earned by or is to be accredited to. Copies of checks, with the fund notation, shall be maintained with the financial records.
 - iii. **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.
 - iv. **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, with written memorialization of that vote filed with the Secretary & Treasurer, & 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.
- 5) 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, including the **Book/s** as set forth in III.(B)(2), below. The Archivist/Historian, Historian for short, shall be ex-officio & have no vote on the Board IF the number of Divisions is odd.

(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.

(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 a majority of its 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 meeting, 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.

Proposed & 1st Reading – June 7, 2019
2nd Reading – July 12, 2019
3rd Reading – August 2, 2019

Approved by Majority Vote – August 2, 2019