

Approved 7-15-2013
Amendment 1 Approved 8-19-2013
Amendment 2 Approved 11-19-2013

**BYLAWS
OF THE
COWTOWN MODEL RAILROAD CLUB, INC**

ARTICLE I: NAME AND ORGANIZATION

The name of this organization shall be “The Cowtown Model Railroad Club, Inc.”, hereinafter referred to as the “Club.” The principal office of the Club shall be in Tarrant County in the State of Texas and the Club shall maintain a registered office and registered agent in said State. The Club shall be a Texas not-for-profit corporation.

ARTICLE II: PURPOSES AND OBJECTIVES

The purpose of the Club shall be to promote the hobby of model railroading, generate interest in model railroading among the general public and provide educational opportunities to the general public about the importance of being safe and responsible around railroad activities and the importance the railroads have in our economy and everyday lives. The objectives of the Club shall be to maintain an educational and historical activity based on American railroading and to instruct Club members, guests and youths in the techniques and tips on constructing and operating a model railroad layout and to provide the members a central operating layout in the Fort Worth area.

ARTICLE III: MEMBERSHIP

1. Membership shall be open to all persons who are interested in railroading and are willing to share their knowledge with others.
2. To be “in good standing,” members must not be in arrears in dues payments by more than 1 month. Wherever the term “Active Member” is used, it refers to a member in good standing.
3. Qualifications & Classes.

A. Qualifications. Membership is limited to individuals fourteen (14) years of age and older. Any member who is younger than eighteen (18) years must be sponsored by and accompanied by a parent or legal guardian. All members are expected and required to be responsible, sociable and mature. A member may be removed from membership by a 75% affirmative vote of the Active Members, present at a member meeting or by absentee ballot submitted before the membership meeting, for cause which is defined as failure to pay dues and/or fees, misconduct, or violation of the provisions of these Bylaws and/or any other published rule of the Club. The Board of Directors shall interview witnesses and present its findings to the membership. Said vote shall be

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by secret ballot.

B. Classes. There are two classes of membership.

1). Active Members. Members are considered active so long as their dues and fees are current. Active Members will be encouraged to contact individuals who are interested in becoming members of the Club.

2.) Associate Members. Associate Members are individuals who desire to join the Club. Associate Members will be in probationary status for three (3) months during which their interaction with the Active Members and their level of participation will be evaluated. At the end of the probationary period, the Active Members will vote on whether to extend active status to such individuals; a simple majority of Active Members present and voting shall be sufficient for approval

3.) Supporting Members. Supporting members are individuals who join the Club but are limited to only receiving the newsletter and attending meetings. There are NO voting or operating privileges.

ARTICLE IV: BOARD OF DIRECTORS:

1. The Board of Directors shall be the governing body of the Club and shall supervise and control the business, property and affairs of the Club except as otherwise expressly provided by law, the Articles of Incorporation of the Club or these by-laws.

2. The Board of Directors shall consist of the two elected Directors and the following elected officers: President, Vice President and Secretary-Treasurer. Elections, Terms and Qualifications for directors shall be identical to the requirements stated in the Constitution for Club officers, inclusive of vacancies.

[Special Suspension of Article IV, paragraph 2 voted on by CMRRC members on October 21, 2013: The Board of Directors shall consist of four directors, two appointed Directors from the former LMRA RR Club officers for a period of two years (2014-2015), two elected Directors and the following elected officers: President, Vice President and Secretary-Treasurer. Elections, Terms and Qualifications for directors shall be identical to the requirements stated in the Constitution for Club officers, inclusive of vacancies.]

3. The business of this Club shall be transacted by the Board of Directors and through the actions and recommendations of its various committees.

4. The Board of Directors shall meet a minimum of four times a year, at quarterly seasons of the

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year. Additional Board meetings can be called as needed by the president of the Club.

ARTICLE V: WRITTEN ACTION BY DIRECTORS:

Any action required by law to be taken by the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the directors then constituting the Board. Members of the Board may participate in and hold a meeting of such Board by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear or communicate with each other.

ARTICLE VI: OFFICERS & DIRECTORS:

1. The officers of this Club shall be, in order of succession, President, Vice President, Secretary-Treasurer.

A. The President shall act as the primary spokesperson for the Club and shall provide the primary Club leadership, preside at all meetings of the Board of Directors, preside at all business and special meetings, and shall be an ex officio member of all committees. The President shall oversee the performance of the other officers, appoint committees as needed and perform such other duties as may be required in these by-laws. The President shall act as the Chairman of the Board.

B. The Vice President shall assume the duties of the President in his absence, assist the president in the performance of his duties, coordinate the monthly programs with the other officers, ensuring a program for each monthly meeting, perform such duties as may be required in these by-laws or assigned by the president.

C. The Secretary-Treasurer shall record and report the minutes of all meetings where Club business is conducted, notify members of all meetings, maintain Club documents and records, maintain member rolls and attendance records, write all correspondence on behalf of the Club, and perform such other duties as may be required. The Secretary-Treasurer shall be responsible for the receipt and disbursement of Club funds and for maintaining an accurate record of all transactions, maintain the records, accounts, and other information pertaining to any and all monies transacted by the Club, collect and record all dues paid by Club members, provide a treasurer's report at each Club meeting and to submit all tax forms as required.

2. Directors. The Active Members of the Club shall elect two fellow Active Members to serve on the Board. The initial election shall be for a one (1) year term so as to set up a staggered overlapping condition on the Board between the election of Officers and Directors. After the initial term, Directors will be elected for a two (2) year cycle.

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[Special Suspension of Article VI, paragraph 2 voted on by CMRRC members on October 21, 2013: Directors. There shall be two appointed Directors from the former LMRA RR Club officers for a period of two years (2014-2015., The Active Members of the Club shall elect two fellow Active Members to serve on the Board. The initial election shall be for a one (1) year term so as to set up a staggered overlapping condition on the Board between the election of Officers and Directors. After the initial term, Directors will be elected for a two (2) year cycle.]

3. Only Active Members in good standing may be officers or Directors of the Club. Any Active Member may place a name in nomination or second a nomination for any office. Only Active Members' names may be placed in nomination for election to office. A candidate for the nomination for Club Secretary-Treasurer must be bondable.

4. Initial Election of Officers and Directors: The first election of officers and directors will have one officer (Vice-President) and one director elected for a one (1) year term and the other two officers (President and Secretary-Treasurer) and director elected for a two (2) year term. After the initial election all officers and directors will serve a two (2) year term. This is to stagger the board members terms. Nominations for office shall take place at the September meeting prior to the end of the second service year. Elections shall take place at the November meeting of the second service year. Newly elected officers shall take office at the first January meeting of the new election term. Any officer may succeed him/herself.

[Special Suspension of Article VI, paragraph 4 voted on by CMRRC members on October 21, 2013: Initial Election of Officers and Directors: The first election of officers and directors will have one officer (Vice-President) and one director elected for a one (1) year term and the other two officers (President and Secretary-Treasurer) and director elected for a two (2) year term. There shall be two appointed Directors from the former LMRA RR Club officers for a period of two years (2014-2015. After the initial election all officers and directors will serve a two (2) year term. This is to stagger the board members terms. Nominations for office shall take place at the September meeting prior to the end of the second service year. Elections shall take place at the November meeting of the second service year. Newly elected officers shall take office at the first January meeting of the new election term. Any officer may succeed him/herself.

5. Officers or Directors shall be elected by a majority of the Active Members present.

6. A Club Officer or Director may be removed from office by a 75% majority vote of the Active Members for cause which is defined as failure to perform specified tasks defined in the Constitution or By Laws.

7. There is no maximum number of terms an elected officer can serve.

ARTICLE VII: MEETINGS:

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1. The regularly scheduled Membership meeting shall be held on the third Monday of each month. Meeting dates may be altered or cancelled by the Club officers as circumstances warrant. E-mail notification of cancellation will be attempted as soon as possible upon a decision to cancel a given meeting. A special meeting may be called at the request of any one of the Club officers with two (2) weeks notification
2. A Special interim election shall be held at any time that an officer's or director's position is vacant. Nominations and election shall take place at the same meeting. Newly elected officers or directors shall take office immediately to fulfill the remaining portion of the term.
3. Notification to the Active Membership of any general or specially called meeting where a vote of the Active Membership is to be taken shall be sent out via e-mail a minimum of five-calendar days prior to the meeting.

ARTICLE VIII: VOTING:

1. Voting privileges shall be extended only to Active Members. Thirty five percent (35%) of the active members shall constitute a quorum sufficient enough to conduct business. Additionally, at least one Club officer or Director must be present to conduct business.
2. An affirmative vote of the majority of the Active Members present at a business or special meeting shall be required to approve all business except as otherwise noted.
3. Voting by written proxy is not authorized.
4. A secret ballot may be requested by any Active Member on any issue at any time, or as otherwise required by these Bylaws.
5. A specific topic, when approved, shall not be overturned for a period of 12 months, unless overturned by a two-thirds majority of the quorum present.
6. Absentee voting will be allowed on those issues which require a 75% majority vote of Active Members as put forward in these Bylaws. An agenda and meeting notice shall be sent to the Active Membership by e-mail a minimum of two weeks prior to the meeting where the vote is to take place. Absentee ballots shall be sent to the Secretary-Treasurer and presented at the meeting of the vote.

ARTICLE IX: POLICIES:

Policies are guidelines established by the Club so the general membership understands certain specific acts or conduct that is expected by the members. Club members are required to adhere to

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the established Policies that have been set-up, voted on and approved by the membership. Policies may be proposed at General Business/Educational membership meetings, discussed, and voted on at the following meeting. A copy of the Policies will be provided to each member and also posted in the club location.

ARTICLE X: PERSONAL CONDUCT:

1. While on the Club premises or participating in a Club function, a member shall not allow the member's personal conduct to endanger the person or property of another individual or the Club.
2. All persons on the Club premises shall conduct themselves in a responsible and honorable manner.
3. The possession or use of intoxicants, illegal drugs or weapons on the Club premises is prohibited.
4. There shall be no smoking on the premises of Club activities.

ARTICLE XI: DUES AND FEES:

1. Dues shall be set by the Board of Directors and be approved by a majority vote of the Active Members at a general or specially called membership meeting.
2. Special assessments may be levied against Active Members as deemed necessary. Said assessments must be approved by a majority vote of the Active Members.

ARTICLE XII: FISCAL YEAR PRACTICES, APPROPRIATIONS, AND BUDGETING:

1. The Fiscal Year of the Club shall begin on the first day of each January, and terminate on the last day of December of that same year.
2. Purchases made in the name of the Club for the personal use of members or other persons are prohibited.

ARTICLE XIII: AMENDMENTS

The Constitution or Bylaws may be amended by the affirmative vote of two-thirds of the quorum present at any general or special membership meeting. All proposed amendments shall have been presented to the Club in writing and at the prior month's meeting.

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ARTICLE XIV: DISSOLUTION OF THE CLUB.

This organization may be dissolved by a vote of three quarters of all Active Members.

Note: Special Suspension Clauses:

The Cowtown Model Railroad Club has authorized the suspended clauses, highlighted in red, at the October 21,2013 monthly meeting. The suspension came from the requirements required by the LMRA Board for the LMRA Railroad Activity to remove the layout and all other items from the Club's layout room prior to the destruction of the building. The suspension clauses are to be removed on December 31, 2016.