

## **BYLAWS**

*[Adopted 14 March 1995]*

*[Latest Amendment 3-31-09]*

### ARTICLE I: THE CLUB

- Section 1. NAME: The Club shall be known as NEWER Industries, aka NorthEastern Wisconsin Exhibition Railroading.
- Section 2. OBJECTIVE: To be an open-minded, family and community-oriented, non-profit, educational organization dedicated to the hobby of model railroading; and to create, maintain, and operate a modular railroad display for the furtherment of those goals.
- Section 3. FISCAL YEAR: The fiscal year shall run from January 1st to December 31st of the same year.
- Section 4. AMENDING THE BYLAWS: Bylaws may be amended by a two-thirds (2/3) majority vote of the members voting.
- Section 5. DISSOLUTION: The Club may be dissolved at any duly called meeting at which a quorum exists, subject to a three-quarter (3/4) vote of those members eligible to vote. Should such a dissolution take place, individual modules shall remain with their owners; common Club property shall be auctioned off, and treasury excess, after payoff of any outstanding debts and after refunding any future (overpaid) dues, shall be divided equally among members-in-good-standing.
- Section 6. VOTING ELIGIBILITY: All members in good standing, as defined below, are eligible to vote on the basis of one (1) vote per member. Proxy votes shall not be accepted; the member must be present to vote.
- [Section 7. DELETED]
- Section 8. CLUB LOCATION: The contact information of the Club, for correspondence and advertising purposes, shall be that of the Vice President unless otherwise designated by the Club or until such time as the Club may obtain a permanent independent location. For financial purposes, such as a bank account, the contact information may be that of the Treasurer unless otherwise so designated.

### ARTICLE II: MEETINGS

- Section 1. QUORUM: A quorum shall consist of fifty-one percent (51%) of total members-in-good-standing being in attendance at a duly called meeting. Any meeting at which a quorum is not present may not transact club business.
- Section 2. ADJOURNMENT: Any meeting of the members, whether or not a quorum is present, may be adjourned by a vote of the majority (51%) of the members present. No further business may be transacted following adjournment.
- Section 3. CLASSES OF MEETINGS: Meetings of the Club shall be classified as follows:
- A) Annual meeting: shall be held at the first business meeting of the new year for the purpose of electing the Officers.

- B) Business meetings: shall be held for the purpose of transacting Club business, generally on the second Tuesday of each month unless rescheduled.
- C) Regular meetings: shall be held every Tuesday of each month to work on and/or operate the Club layout, socialize, and to enjoy the many facets of model railroading.
- D) Special meetings: shall be held, following at least a 48-hour notification of members, on those occasions deemed necessary by the President, Vice-President, or any regular members with Club business or concerns to present for action.
- E) Work sessions: shall be held as deemed necessary by the President, Vice-President, or any regular member(s) to perform tasks or planning which may become necessary to further accomplishment of the Club's goals and/or activities. No other Club business may be conducted at such work sessions lacking a quorum.
- F) Shows: Club business may be conducted during a trade show at which the Club has set up, provided a quorum is present. The Annual meeting may not be held at a show, nor may officers be elected; work sessions or any other type of meeting may take place.

### ARTICLE III: GOVERNING BODY

Section 1. OFFICERS: The Officers shall collectively serve as the Board of Directors. Not all positions may be necessarily filled; they may be combined depending upon the size and current circumstances of the Club. The titles and duties of the Officers shall be as follows:

- A) President: shall preside at all Annual, Business, and Special meetings. He shall appoint all committees and temporary or special offices; he shall be a member *ex-officio* of all committees he appoints. He shall serve as a representative to **the Green Bay Area Model Railroaders' Club and other organizations (such as the NMRA) as may be desired**, and present all relevant information to the Club.
- B) Vice-President: shall assist the President and assume his duties in the absence of the President. He shall serve also as Public Relations Director and Show Operations Director.
- C) Treasurer: shall have custody and keep account of all Club assets. He shall present to the Club a statement of such funds and assets as may be required and shall preside at any meeting from which the President and Vice-President are absent. He shall also be responsible for the collection of dues, and fees in the event that there are fees to be collected, and shall be responsible for certification of members-in-good-standing for voting purposes. All cash disbursements are to be accompanied by a receipt signed by two officers, or via check signed by two officers.
- D) Secretary: shall keep accurate minutes of all Club meetings and shall be responsible for notification of Club members regarding meetings and activities. He shall handle (or delegate) Club correspondence, maintain a Club roster, and shall be responsible for informing the members of any changes to the Club's Bylaws and/or Rules. He shall maintain the Club's website (if any) or designate an official website administrator for that purpose. He shall preside at any meetings from which the President, Vice-President, and Treasurer are absent.

Section 2. ELECTIONS: Election of the Officers shall occur at the Annual Meeting of the Club, or if a vacancy occurs, at the first Business Meeting following the creation of such vacancy. No individual may hold more than two elected offices at any one time. Nominations shall be accepted from the floor subject to acceptance by the person nominated and, after nominations have been closed, voted upon by the members-in-good-standing present. A majority (51%) of votes is necessary for election and may be done by secret ballot or hand count, tallied by the Secretary and verified by another officer.

Section 3. TERMS OF OFFICE: Terms for officers shall be limited to one (1) year, from Annual Meeting to Annual Meeting. There shall be no limits as to consecutive terms.

## ARTICLE IV: MEMBERSHIP

- Section 1. ELIGIBILITY: Membership is open to any person actively engaged or desirous of becoming engaged in the hobby of modular model railroading, provided the person can arrange his or her own transportation for their own module(s) if necessary, and provided the person can sustain funds to build and maintain their own module(s) according to the Standards outlined by the Club. Memberships shall also be subject to the limitations of membership classifications as outlined below.
- Section 2. CLASSIFICATION: The following classifications of members, with limitations as specified, shall be used:
- A) Charter Members: shall be those members present or accounted for as of March 7, 1995 at the inaugural meeting, unless voted in as such by a majority vote.
  - B) Regular Members: shall have full membership rights and responsibilities and may sponsor Affiliate Members. Regular Members must be at least eighteen (18) years of age.
  - C) Affiliate Membership: is available to household and immediate family members of Regular Members, or to other persons under eighteen (18) years of age who are sponsored and supervised by a Regular Member. They shall enjoy all rights of Regular Members, except voting, and are subject to all responsibilities of Regular Members.
  - D) Honorary Membership: may be conferred upon those persons deemed worthy by vote of a majority (51%) of Club members. Honorary Members rights are limited to an occasional use of Club property and visits to or participation in Club activities. They shall not be exempt from the responsibilities of Regular Members, except that they shall not be required to pay dues and are not required to participate in any Club activity. They are not eligible to vote.
- "Member-in-good-standing," as referred to elsewhere in these bylaws, shall be defined as those members who are current on their dues up to the quarter prior to the present quarter.
- Section 3. RIGHTS OF MEMBERS: Members-in-good-standing shall, subject to the limitations of membership classifications above, enjoy the following rights:
- A) Vote on Club business on the basis of one (1) vote per member.
  - B) Operation of their equipment on the Club layout.
  - C) Participation at trade shows and meets, with the requisite "free admission" if applicable.
  - D) Attendance at Club meetings and other functions.
- Section 4. RESPONSIBILITIES OF MEMBERS: Members of the Club shall have the following responsibilities, subject to the limitations of membership classifications above:
- A) Maintenance of Member-in-good-standing status by paying dues as specified.
  - B) Adherence to Club Operating Rules.
  - C) Attendance at Club meetings and other activities.
  - D) Participation at Club events and shows to the best of their ability, including setup/takedown.
  - E) Promoting Club goals and activities.
  - F) Voting on Club business.
  - G) Acceptance of "majority rule" concept when counter to one's own desires.
  - H) Cooperation with others.
  - I) Honesty, integrity, and respect for others and their property.
  - J) Reasoned opposition or objection to Club activities or policies in a timely manner, rather than after-the-fact complaining.
  - K) Performance of duties or tasks to which one may be assigned to or volunteer for.
  - L) Maintenance of his or her own module(s) according to Club Standards.
  - M) Making his or her own module(s) potentially available for all Club events and shows to the best of their ability, even if the member will not be available personally.
  - N) Payment of fees for the privilege of operation at a show, to help defray transportation costs.

- Section 5. APPLICATION FOR MEMBERSHIP: Requests for membership will be made through an officer of the Club. The Secretary will bring forward the application at the next meeting and make a motion to accept membership, which shall then be official pending a majority (51%) vote by members. Unless the application is received in the third month of a quarter, dues for that quarter shall be paid by the new member prior to acceptance. No initiation fees are required.
- Section 6. INACTIVE MEMBERSHIP: Members-in-good-standing automatically are considered inactive when their dues have lapsed for at least four consecutive quarters. Inactive members may be reinstated after payment of the current quarter's dues and those of one quarter prior. Members-in-good-standing who have paid dues in advance of the current quarter may have their advance dues refunded if that member knows they will be absent or otherwise inactive during that time. Status of Inactive Members may be subject to formal vote.
- Section 7. SUSPENSION / DISMISSAL: These matters shall initially be taken up and discussed by the Club Officers; hopefully the matter can be resolved at that time. If not, their recommendation shall be presented to the Club and a vote taken, with a majority (51%) vote needed to pass. The person who faces discipline has the right to address both the Officers and the Club. Any member may be suspended or dismissed from active membership in the Club for the following:
- A) Consistent refusal to pay dues or special assessments where such refusal is not justified.
  - B) Consistent breaking of Club Operating Rules.
  - C) Lack of interest or effort to conform to the Club's ambitions or principals.
  - D) Gross insubordination.
  - E) Failure to maintain his or her own module(s) at Club Standards.
- Section 8. REINSTATEMENT: Any suspended or dismissed member may reapply for membership as stated by Article IV, Section 1, and then a majority (51%) vote of Club members voting shall be required for reinstatement.
- Section 9. CLUB RESPONSIBILITY: The Club shall accept financial responsibility of property loaned to it, provided consent to the loan has been obtained by Club members in advance of the loan itself. The Club shall also be responsible for organizing transportation of modules to and from events and shows, as well as covering fees and related costs. The Club shall not be responsible for:
- A) The property of Club members or visitors left at Club events and shows.
  - B) The property of Suspended or Dismissed members or members on Leave of Absence left on the Club premises; "premises" defined as any place the Club uses to hold meetings, conduct business, or perform operation or work sessions.
  - C) Any damage caused to the module(s) and/or belongings of Club members or visitors while attending Club events and shows.
  - D) Any injury occurring to a Club member, visitor or guest, which is due to negligence on the part of that person.

#### ARTICLE V: CLUB RULES

- Section 1. The following Club Rules are hereby adopted, and are subject to revision by a majority vote (51%) of the Members-in-good-standing. These rules do not include Club Standards and Operating Rules which apply to layout operating procedures and physical standards of the modules; such rules shall also become part of the Bylaws.
- A) Club Roster: The Treasurer shall maintain a Roll, and a roster of Members-in-good-standing. All members are responsible for letting the Show Organizer know of their plan to attend any one show in a timely manner, and announce any visitors they may bring.
  - B) Security: Each member shall be required to "keep an eye out" for prying eyes and hands at events and shows. This shall include children or visitors of members themselves. Property

or modules stolen or damaged by a child or visitor of a member shall be the responsibility of that member.

- C) Housekeeping: Each member shall be responsible for maintaining cleanliness of his or her own module(s), as well as for the general cleanliness of the Club layout area. If you made the mess, clean it up. If you see a mess left behind, or a condition of uncleanness or hazard, correct it.
- D) Dues. Dues shall be as set by the membership and be payable on a quarterly basis.  
*[Currently \$25/qtr.]*
- E) Fees: Fees and other impositions to cover transportation costs shall be as set by the membership and be payable prior to or immediately after operation at a show for which the fees are calculated.
- F) Intoxicants: No intoxicants are permitted at Club events and shows, period. Alcoholic beverages, if desired at Club meetings, shall be the responsibility of members, unless volunteered by the host. Bringing food and drink into a show is subject to that facility's regulations.
- G) Smoking: Permission to smoke at a meeting shall be at the discretion of the host member. Smoking shall be permitted at Club events and shows only where the host facility allows, and then not inside or around the Club layout.
- H) Abandoned Equipment: Equipment left with common property after ninety (90) days will become the property of the Club. The Secretary or another officer will make reasonable efforts to contact the owner.
- I) Donations:
  - a. Property donated to the Club by an outside party shall be auctioned off to interested members via silent auction, unless said donation becomes common Club property as voted on by a majority (51%) of members.
  - b. Unless specifically stated by the donating party, said property does not necessarily have to become part of that member's module(s), assuming the donation is of that nature.
  - c. Donations are not currently tax-deductible and the donor should not be led to believe otherwise.
- J) Sales: Members may feel free to sell their own equipment or other assets at Club events and shows, subject to the rules of the host facility. Each member is responsible for his or her own sales and any money collected as a result. The Club shall not be responsible for lost or stolen property.
- K) Consignment Sales: If asked to do so, the Club may sell equipment of a member or another outside organization (such as the GBAMRC) on a consignment basis. In that event, the Club shall receive 10% of the profit from such sales if the equipment is from a Club member, or 20% of the profit if the equipment is from an outside organization.
- L) Purchases: A member may spend up to \$50 of Club money (either in advance or after-the-fact via receipt) to fund Club-common module improvements or anything else benefiting the entire Club. Anything over \$50 must first be approved by a majority (51%) of the Club membership. Examples include hardware for structural improvements to all modules, improvements or changes to common Club modules, additional electrical equipment for operation of the layout, system-wide changes to modules for new electrical, scenery, or structural standards, etc. No member may be reimbursed for anything affecting only their module(s).
- M) The Club may authorize supplemental documents covering additional rules and general information pertaining to specific areas of Club interests, and such documents shall become part of these Bylaws. Authorization may come from the Officers only after a simple majority (51%) vote at a regular business meeting.