

**BY LAWS**

**BREMERTON**

**NORTHERN**

**MODEL RAILROAD**

**INCORPORATED**

**REVISED**

**SEPTEMBER 2021**

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# **TABLE OF CONTENTS**

<b>ARTICLE I</b>	<b>GENERAL</b>
<b>ARTICLE II</b>	<b>OFFICERS AND DIRECTORS OF THE CORPORATION</b>
<b>ARTICLE III</b>	<b>MEMBERSHIP TYPES &amp; REQUIREMENTS FOR MEMBERSHIP</b>
<b>ARTICLE IV</b>	<b>MEETINGS</b>
<b>ARTICLE V</b>	<b>VETO POWER</b>
<b>ARTICLE VI</b>	<b>COMMITTEES</b>
<b>ARTICLE VII</b>	<b>PUBLICATIONS</b>
<b>ARTICLE VIII</b>	<b>AMMENDMENT OF BYLAWS</b>

# **ARTICLE I**

## **GENERAL**

SECTION 1 **AUTHORITY** - The authority of these Bylaws is derived from the Revised Code of Washington, 24.03; and the Articles of Incorporation filed with the Secretary of State for the State of Washington.

SECTION 2 **COMPLIANCE** - Bylaws and House Rules, and Standards governing the Corporation (hereafter referred to as the Club) are promulgated for the information and guidance of all members. Members and guests are enjoined to comply with their intent and spirit.

SECTION 3 **NMRA GUIDELINES** – The Club will abide by the NMRA guidelines for anti-harassment and anti-discrimination.

SECTION 4 **PURPOSES OF THE CLUB** -

1. To educate persons engaged in model railroading in methods of building and operating model railroad equipment and prototype practices.
2. To develop the technical skills of persons engaged in the art and craft of model railroading.
3. To encourage the collection and preservation of historical data and to promote education about railway history through model railroading.
4. To facilitate communication among all model railroaders, members and non-members alike.

SECTION 5 **ORGANIZATION OF THE CLUB** - The Club is organized into various Divisions which are formed around Club members interests.

## ARTICLE II

### OFFICERS AND DIRECTORS OF THE CLUB

- SECTION 1 **OFFICERS** - The officers of the Club shall be the President, the Vice-President, the Secretary, the Treasurer and the Sergeant-at-Arms.
- SECTION 2 **DIRECTORS** - Four members shall be elected to serve as Directors.
- SECTION 3 **BOARD OF DIRECTORS.** The Board of Directors (BOD) shall consist of the officers of the Club, the four directors, and the Sergeant-at-Arms.
- SECTION 4 **DUTIES**
1. President. The President shall be the Chief Executive of the Corporation. The President shall have general control of and management of its affairs, subject to the approval of the Board of Directors. The President shall preside at all meetings of the Board of Directors and at all meetings of the Corporation.
  2. Vice-President. The Vice President shall, in the event that the office of the President should become vacant, in the absence of the President, or upon his/her inability to discharge the duties of the office, assume the duties of the President. The Vice-President shall be responsible for appointing Division Superintendents. The Vice-President shall carry out such other duties as the Board of Directors may direct.
  3. Secretary. The Secretary shall keep the minutes of all meetings of the Corporation, post or mail notices of all Board of Directors meetings and special meetings, notify applicants of acceptance into membership, and carry on all correspondence not otherwise delegated.
  4. Treasurer. The Treasurer shall provide statements of accounts at the meetings of the Board of Director's, at regular monthly meetings, and when requested by the Board of Directors. The Treasure shall prepare an annual budget estimate for review and approval by the Board of Directors. The Treasurer shall submit forms and fees as required by the Internal Revenue Service and the State of Washington.
  5. Sergeant at Arms. The Sergeant at Arms shall maintain order during corporation meetings and shall enforce compliance with the Bylaws and House Rules. Penalties for infractions shall be decided by the Board of Directors and promulgated in the House Rules. The Sergeant at Arms is an ex-officio member without vote on Board matters
  6. Board of Directors. The Board of Directors shall pass on all matters of corporation policy and finance. The Board of Directors shall set fees, and special assessments,

and shall establish procedures for the receipt, disbursement, and audit of corporation funds. Fees and assessments set by the Board must be approved by a two-thirds majority of the members in good standing present at the next regular monthly meeting at which a quorum is present.

7. Division Superintendents. The Division Superintendents shall be responsible for coordinating all changes, repairs, expenses, and new construction for their Division. The Superintendents shall organize layout work parties as needed. The Superintendents are appointed to a non-expiring term by the Vice President. Any member can be appointed to the position.

SECTION 5 **SIGNATURE AUTHORITY.** Unless otherwise specifically determined by the Board of Directors or otherwise provided by law or these Bylaws, contracts, evidences of indebtedness and other instruments or documents of the Club may be executed, signed or endorsed by the President; the Vice President; or Treasurer, in each case only with regard to such instruments or documents that pertain to or relate to such person's duties or Business functions.

SECTION 6 **CONTINUITY OF OFFICE.**

1. All outgoing officers and directors shall turn over to their successors any and all correspondence, records, documents, supplies, equipment, and monies belonging to the Division and entrusted to their care.
2. To provide a legal continuity for the Club, and except in case of death, recall, or removal, vacating officers and directors shall be considered to occupy their respective offices until they are replaced.

SECTION 7 **TERMS OF OFFICE, ELECTION, VACANCIES, AND REMOVAL**

1. Terms of Office. Officers and directors shall each serve a term of 2 years.
  - a. The President, Secretary and Treasurer, and two directors shall be elected in even-numbered years.
  - b. The Vice President, two directors and Sergeant at Arms shall be elected in odd-numbered years.
  - c. All elected terms of office shall run from January 1 to December 31.
2. Elections. Officers and Directors of the Club shall be elected from the general membership and must be a member in good standing. A nominating committee will be selected not later than the meeting prior to the vote at the election meeting. Voting will be by secret paper ballot. They shall be counted by the Secretary and Sergeant at

Arms. A simple majority vote of the members in good standing present at a Business or Election meeting of the Club at which a quorum is present is required for election. The election will usually be held during the last meeting of the calendar year.

3. Vacancies. Vacancies in office shall be handled as follows:
  - a. Should the office of President become vacant, the remainder of the term shall be filled by the Vice President, which office will then become vacant.
  - b. Should the office of Vice President become vacant, the President shall appoint a new Vice President for the remainder of the term of office, subject to approval by majority vote of the Board of Directors.
  - c. Should the offices of President and Vice President become vacant simultaneously, the Board of Directors shall immediately call a special BOD meeting to elect one of the directors to be President. The offices of Vice President and Director will then become vacant.
  - d. Should a Director position become vacant, the candidate for Director receiving the highest number of votes, but not being elected, from the previous election will be appointed to the position. If there is no such candidate, or if the candidate in question is no longer willing or able to serve, the Board of Directors shall elect a new director from among the membership.
4. Removal of Officers and Directors. Officers and directors may be removed from office for Just Cause. Just Cause includes and is limited to the following:
  - a. The officer or director fails to maintain NMRA membership. In this case, removal from office is automatic, effective the date his or her membership is no longer active.
  - b. The officer or director fails to attend two consecutive regular Board of Directors meetings without satisfactory explanation to either the Board of Directors or the President.
  - c. The officer or director is found guilty of misfeasance, malfeasance, or nonfeasance in office.

The following procedure shall be strictly adhered to in order to establish Just Cause.

- d. A request for removal can come from a member of the Board of Directors, or from the General Membership via a Petition for Recall.
- e. The request or petition must be presented to the Secretary, in a sealed envelope, no later than 10 days prior to a regular Board of Directors meeting. If the subject

of the request or petition is the Secretary, the envelope shall be presented to the President. The envelope shall be discreetly marked to indicate it is a Request for Removal, or a Petition for Recall, and the name of the subject individual.

- f. The envelope will be opened only by the President.
- g. The request or petition shall include the name, office, and term of office of the individual whose removal or recall is being requested. It shall also include a clear statement identifying the Just Cause for which removal is being sought.
- h. After the President opens the envelope, the subject individual will be excused from the meeting and suspended from office until the matter is resolved. The President shall then appoint a committee of three Board of Directors members to investigate the claims and shall call a special Board of Directors meeting to take place no earlier than 15 days nor later than 30 days later to hear the findings of the committee and determine a resolution of the suspicion.
- i. No meeting of the investigating committee will be considered a meeting of the Board of Directors, and no minutes will be kept. Attendance will be at the committee's written invitation only.
- j. The committee's findings will be reported in writing to the President, in a sealed envelope, at the special Board of Directors meeting. Although a BOD meeting is open to all members, deliberations and decisions on the issue must take place in executive session with no non-members present unless specifically summoned. The decision must be announced in open session and recorded in the meeting minutes.
- k. In case the President is the individual accused, then all duties prescribed for the President in this topic will be performed by the Vice President.
- l. If the investigating committee determines that the officer or director is guilty of the Just Cause as presented the Board of Directors shall vote, in executive session as outlined in Paragraph 2j, to ratify the committee's findings. If finding is upheld, the individual shall be removed immediately from office.
- m. If the investigating committee determines that the officer or director is not guilty of the Just Cause as presented, but such accusation came as a Petition for Recall, then a Recall Ballot shall be directed to the General Membership. If the individual fails the Recall Ballot, he or she shall be removed immediately from office.

## **ARTICLE III**

### **MEMBERSHIP TYPES AND REQUIREMENTS FOR MEMBERSHIP**

#### **SECTION 1 TYPES OF MEMBERSHIP**

There are three types of memberships: Regular, Family and Student. All Regular, Family, and Student members shall maintain their membership in the National Model Railroad Association (NMRA) either through BNMR or directly.

1. **Regular.** A regular member must be at least eighteen years of age and pay all application fees. A member in good standing is entitled to all the privileges of membership and to vote on items brought forward for voting during a meeting.
2. **Family.** Spouse or Minor Child of a Regular Member in good standing. A minor child is defined as an individual between the ages of ten and eighteen. A spouse in good standing is entitled to all the privileges of membership and to vote on items brought forward for voting during a meeting. Minor Children have no membership privileges.
3. **Student.** Any person 18 years and under (Minor Student) or student between the ages of 19 - 25 years possessing valid student ID (Major Student). A student member between the ages of ten and eighteen must be sponsored by a regular member. The sponsor will take an active role with the Minor Student member attending meetings and shows with the Student Member. Sponsors will ensure that their Minor Student Member(s) is/are properly instructed in the provisions of the Club Bylaws, House Rules, and Standards and will assist and advise them during attendance at meetings and shows as required. A Major Student in good standing is entitled to all the privileges of membership and to vote on items brought forward for voting during a meeting.

#### **SECTION 2 STANDING OF MEMBERS**

A member in good standing is one whose operating fees and assessments are no more than 120 days in arrears, who attends Business meetings regularly, attends a minimum of fifteen open houses/shows a year, and obeys the rules of the Club. The Secretary at the direction of the Board of Directors will notify members who fail to meet these requirements of their loss of good standing.

1. **Probationary.** All new members will serve a probationary period of 6 months. Upon completion of the probationary period, they must be approved by a 2/3 majority of the members in good standing present at a regular monthly Business meeting at which a quorum is present. Voting will be by secret paper ballot. They shall be counted by



the Secretary and Sergeant at Arms. In the case of not being approved, all moneys remaining in the members Operating Fees account will be returned.

2. Inactivation. A member may request placement on inactive status by written request to the Board of Directors. During inactive status, the member will not pay operating fees or enjoy the privileges of regular membership but may continue to receive the Club newsletter upon payment of a publication fee set by the Board of Directors. An inactive member may return to active status by resuming the payment of operating fees and assessment for NMRA portion of BNMR Operating Fees while inactive. No initiation fee will be required.
3. Removal.
  - a. Any member may be removed from the rolls of the Club at their written, either by letter or email, request to the Board of Directors. All moneys remaining in the members Operating Fees account may be returned.
  - b. Removal may also be at the request of the Board of Directors or in extreme cases the Board of Directors, may immediately remove or suspend any member. Such a request must be approved by a 2/3 majority of the members in good standing present at a regular monthly Business or special meeting at which a quorum is present. Voting will be by secret paper ballot. They shall be counted by the Secretary and Sergeant at Arms. All moneys remaining in the members Operating Fees account may be returned.
4. Automatic Removal. A member will be automatically removed from the rolls when their fees are more than five (5) months in arrears and they have not adequately responded to the notification given in the lead paragraph of this section. In addition, when a member allows their NMRA membership to expire, their name will immediately be removed from the Club membership rolls and the 120-day grace period and notification requirements of the lead paragraph do not apply.

## **ARTICLE IV**

### **MEETINGS**

#### **SECTION 1 MEETING TYPES**

Five types of meetings are conducted by the Club:

1. Board of Directors' meetings
2. Business meetings
3. Annual Election meeting
4. Annual dinner meeting
5. Special Business meetings

#### **SECTION 2 MEETINGS**

All meetings shall be held at a place and time designated by the President.

##### **1. Board of Directors Meeting.**

The following rules apply to Board of Directors meetings:

- a. The President shall call a regular Board of Directors meeting at least once in each calendar quarter, preferably in the second month.
- b. The President shall call a special Board of Directors meeting at the written request of any three BOD members, as instructed by the BOD, or as the President deems necessary. For any special meeting the purpose of the meeting must be specified in the call and no other business may be transacted at the meeting.
- c. Any member of the Club may attend a BOD meeting and may speak on any issue if recognized by the President. Such recognition will normally be granted as a matter of courtesy but is not mandatory.
- d. Three directors and three elected officers shall constitute a quorum for Board of Directors meetings.
- e. All actions of the Board of Directors shall require a simple majority vote of BOD members present and voting.
- f. General Order of Business. The meeting shall begin with a call to order by the President followed by a reading of the minutes of the prior meeting (unless they have been distributed to the membership one week prior to the meeting), the Treasurer's report, correspondence, announcements, old/new business, and adjournment.

2. **Business meeting.**

The following rules apply to Business meetings:

- a. The President shall call a regular Business meeting at least once per quarter. If a BOD meeting and a Business meeting are held on the same day, the BOD meeting shall be held first. The Business meeting shall be held in accordance with the House Rules, Section IV – Meeting Times and Locations. The January meeting is the Annual Dinner Meeting.
- b. The President shall call a special Business meeting as instructed by the Board of Directors, at any time the President deems necessary, or upon receipt by the Secretary of a valid petition from the Club membership. Such petition shall contain at least 10 valid signatures of members, dated not more than 15 days prior to submission. Valid signatures are defined as those of members in good standing.
- c. Any member may bring any appropriate business before the meeting and speak on any matter.
- d. A Business meeting may refer any item of business to the Board of Directors for action, with or without recommendation, or may refer any item of business to a vote of the membership in an election.
- e. The members have the right, by majority vote at any Business meeting, to submit to a vote by the membership any action taken by the Board of Directors. Any action so challenged shall not go into effect until approved by the membership.
- f. The lesser of Seven or a majority of members in good standing shall constitute a quorum for a Business meeting.
- g. The meeting shall begin with a call to order by the President and recognition of new members and any visitors present, followed by a reading of the minutes of the prior meeting (unless they have been distributed to the membership one week prior to the meeting), the Treasurer's report, correspondence, announcements, old/new business, and adjournment.

3. **Annual Election Meeting**

- a. Meeting Day. The election meetings shall be held in accordance with the House Rules, Section IV – Meeting Times and Locations.
- b. Quorum. The lesser of Seven or a majority of members in good standing, including one officer of the Club (other than the Sergeant-at-Arms) shall constitute a quorum for an election meeting.

- c. Order of Business. The meeting shall begin with a call to order by the President and recognition of any visitors present. The Secretary with assistance of the Sergeant-at-Arms will hold elections of Officers, Directors, and Member of the Year. Following the election, the regular monthly Business meeting continues.

4. **Annual Dinner Meeting**

- a. The first meeting of each calendar year normally shall be a dinner meeting. Attendees will include family members and guests. New officers and directors will be introduced, and awards will be presented. The remainder of the meeting will be social in nature. The format and the time for the Annual Dinner Meeting may be changed at the discretion of the Board of Directors.
- b. Quorum. No quorum requirements are specified or required

5. **Special Meetings**

- a. Special meetings for business, work, or clinics may be called by the President or requested by any member. Requests by members must be approved by the President or the Board of Directors.
- b. Quorum. Quorum requirements are as for the monthly business meeting for business to be conducted. No quorum requirements are specified for work meetings or clinics.

6. **Meeting Procedures**

The procedures listed herein apply to all Board of Directors and Business meetings unless otherwise specified.

- a. The Secretary is responsible for preparing the meeting agenda. For a Board of Directors meeting, the agenda should be distributed electronically to all officers, directors, and committee chairs at least 7 days prior to the meeting.
- b. At Board of Directors meetings, unless otherwise stipulated in the Bylaws, only members of the BOD and committee chairs may bring business before the BOD. Nevertheless, members may request, in writing to the Secretary at least 10 days prior to the meeting, that an item of business be placed on the agenda. In such case, it will be introduced by a BOD member on behalf of the member who submitted it.
- c. At Board of Directors meetings, only voting members of the board may make or second motions or vote. All members of the BOD are entitled to take part in discussion. Committee chairs will routinely be allowed the privilege of taking part in discussion but may be excluded at the discretion of the President if

circumstances require. In such situations, a committee chair whose committee is directly affected by the discussion will not be excluded.

- d. With the exception of Special Meeting, the President shall notify The Flimsy Board Publisher of any meeting at least 10 days prior to said meeting. The Flimsy Board Publisher will publish the notice in the Division's official publication as soon as possible.
- e. The Secretary shall take minutes of all Board of Directors and Business meetings.
- f. The Secretary shall provide draft minutes of a Board of Directors meeting to BOD members and committee chairs no later than 10 days after the meeting.

### SECTION 3 **RECORDS MANAGEMENT**

The following policies apply to secretarial records:

1. All business records and correspondence of the Club shall be retained by the Secretary or his or her designee(s).
2. The Secretary shall be the custodian of all historical records, files, and correspondence of the Club.
3. All Club records shall be available for inspection by any member upon reasonable notice to the Secretary.
4. The Secretary, in the event of his or her resignation or removal from office, shall deliver all files, records, and other Club records to their successor or the President within 15 days.
5. The following policies apply to treasury records:
  - a. All financial records and correspondence of the Club shall be retained by the Treasurer or their designee(s).
  - b. All Club financial records shall be available for inspection by any member upon reasonable notice to the Treasurer.
  - c. The Treasurer, in the event of his or her resignation or removal from office, shall deliver all files, books of account, and other Club records to their successor or the Secretary within 15 days.
  - d. Some documents, by their nature, require retention in multiple copies or by offices other than specified.
  - e. These special requirements are:
    - i. The Articles of Incorporation shall be retained by both the Secretary and the Registered Agent.
    - ii. Original copies of correspondence from the Internal Revenue Service pertaining to the Club's 501(c)(7) status shall be retained by the Treasurer, and copies shall be retained by the Secretary.

- iii. Documentation supporting the Club's 501(c)(7) status shall be retained by the Treasurer.
- 6. Records shall be retained until their destruction is authorized by one of the following:
  - a. A BOD-approved document retention plan, if any.
  - b. Majority vote of the Board of Directors.

SECTION 4 **PARLIAMENTARY AUTHORITY**

Roberts Rules of Order, latest edition, shall provide guidance in any business procedure on such points not covered by these bylaws.

## **ARTICLE V**

### **VETO POWER**

Any decision by the Board of Directors may be overturned or amended by a 2/3 majority of the members in good standing present at a monthly business or special meeting at which a quorum is present.

**ARTICLE VI**  
**COMMITTEES**

SECTION 1 **ESTABLISHMENT** – Standing committees will be established by the Board of Directors. Standing committees shall include:

1. Membership
2. Nomination/Election
3. Swap meet
4. Publicity
5. Other committees will be established by the Board of Directors as needs dictate.

SECTION 2 **CHAIRPERSONS** - Committee chairpersons will be appointed by the Board of Directors.

SECTION 3 **DISSOLUTION** – When a committee no longer provides a useful function, it will be dissolved by either the Board of Directors or the Chairperson with subsequent approval by the Board.

SECTION 4 **MEETINGS** – Meetings will be scheduled by the Chairperson or upon request of the Board of Directors.

SECTION 5 **MEMBERSHIP** – Chairpersons may request specific members by name and/or volunteers to staff their committees.



## **ARTICLE VII**

### **PUBLICATIONS**

- SECTION 1 – The Club shall produce three publications: House Rules, Standards, and a Newsletter.
- SECTION 2 **HOUSE RULES** – The House Rules shall be the means of codifying and promulgating policy decisions of the Board of Directors. They shall contain current fee information, meeting times and locations, rules for conduct and operation of the layout at shows and exhibitions, procedures for repair and funding to rectify damage to the layout or equipment will also be included. Other items of similar nature will be included as determined by the Board.
- SECTION 3 **STANDARDS** – The Club shall publish standards to ensure compatibility between modules, to ensure interchangeability between equipment of different owners mixed together in trains operating on the layout, and to ensure that mechanical and electrical systems of the layout are safe for both personnel and equipment.
- SECTION 4 **NEWSLETTER** – The Club shall publish a newsletter for distribution to all members in good standing. Format and frequency of publication shall be determined by the Board of Directors.

## **ARTICLE VIII**

### **AMMENDMENT OF BYLAWS**

- SECTION 1 **PROPOSED AMENDMENTS** – Proposed amendments must be submitted in writing to the Board of Directors for review and dissemination. Proposals must be furnished to each member in good standing thirty (30) days in advance of the meeting at which a vote on acceptance will be taken.
- SECTION 2 **APPROVAL** – A 2/3 majority vote of all members in good standing is required for approval of proposed amendments. Members expecting to be absent from the meeting at which the vote is scheduled, may indicate in writing their approval or disapproval to the Secretary prior to the meeting.