

**BY LAWS**  
**BREMERTON NORTHERN MODEL**  
**RAILROAD**

**Adopted June 1,**  
**2023**

## **TABLE OF CONTENTS**

<b>ARTICLE I</b>	<b>NAME, PURPOSE, AND GENERAL GOVERNANCE</b>
<b>ARTICLE II</b>	<b>OFFICERS</b>
<b>ARTICLE III</b>	<b>BOARD OF DIRECTORS</b>
<b>ARTICLE IV</b>	<b>RESPONSIBILITY AND AUTHORITY</b>
<b>ARTICLE V</b>	<b>VOTING</b>
<b>ARTICLE VI</b>	<b>MEETINGS</b>
<b>ARTICLE VII</b>	<b>MEMBERSHIP AND DUES</b>
<b>ARTICLE VIII</b>	<b>PETITION AND INIATIVE</b>
<b>ARTICLE IX</b>	<b>COMMITTEES ND OTHER STAFF ASSIGNMENTS</b>
<b>ARTICLE X</b>	<b>FISCAL YEAR</b>
<b>ARTICLE XI</b>	<b>AMENDMENT</b>
<b>ARTICLE XII</b>	<b>DISSOLUTION</b>

## **ARTICLE I NAME, PURPOSE AND GENERAL GOVERNANCE**

- Section 1 The Bremerton Northern Model Railroad is organized as a non-profit corporation under the laws of the State of Washington.
- Section 2 The Bremerton Northern Model Railroad (hereafter BNMR or “the corporation”) is organized exclusively for charitable, educational, literary, or scientific purposes within the meaning of Section 501C(3) of the U.S. Internal Revenue Code.
- Sections 3. The BNMR establishes these By-Laws for its own governance as well as that of its members, offices, and Directors under the Revised Code of Washington 24.03 and appropriate Sections.
- Section 4 BNMR shall not discriminate on the basis of age, gender, race, religion or belief, sexual orientation, or other factors.
- Section 5 Purposes of the BNMR
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 6. These By-Laws may be amended, supplemented, or repealed, consistent with the provisions of the laws of the State of Washington by a majority vote of the membership voting in accordance with BNMR voting procedures and provisions.
- Sections 7 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons except that the corporations shall be authorized and empowered to pay reasonable compensation for services rendered and reimbursement of pre-approved expenses incurred by a member, employee, Officer, Director, or other third party upon authorization of the Treasurer and accordance with the regulations and governing Section 501C(7) tax-exempt organizations under the Internal Revenue Service Code.
- Section 8. No part of the activities of the corporation shall be the carrying on of

propaganda or otherwise attempting to influence legislation, and the corporations shall not participate in or intervene (including publishing or distribution of statements) in any campaign on behalf of any candidate for public office.

- Section 9 Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501C(7) of the internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporations, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law.)
- Section 10. The principal office of the BNMR shall be located at such location as the business may require or as directed by the Board of Directors.
- Section 11. The BNMR shall maintain a Statutory Agent for purposes of service within the State of Washington to the extent required by the laws of Washington.
- Section 12. For ease of communication, the various Section descriptors in this document neither expand nor contract the inherent meaning of the Section.
- Section 13 The BNMR House Rules is the official separate document of the BNMR for the overarching corporate policies and operating procedures that affect the conduct of the corporation
- Section 14. The policies and procedures contained in the House Rules may be amended by a majority vote of the membership at any authorized meeting unless specifically directed otherwise.

## **ARTICLE II OFFICERS**

- Section 1. The officers of the BNMR shall be the President, the Vice-President, the Secretary, and the Treasurer, and other such Officers and Assistant Officers as may be deemed necessary.
- Section 2. The President and Vice President shall be nominated and elected by popular membership vote.
- Section 3 The President and Vice President shall serve on the Board of Directors.
- Section 4. The President shall appoint the Secretary and Treasurer with

ratification by a vote of the Board of Directors.

- Section 5. The term of office for the President and Vice-President shall be two years with beginning and end times as established in the House Rules.
- Section 6. The Officers shall perform the usual duties of such offices as defined by the Board of Directors.
- Section 7. All elected or appointed officers of BNMR must be current member of BNMR and the National Model Railroad Association (NMRA) in good standing and continue as members in good standing throughout their terms of office or the office shall be declared vacant.
- Section 7. The designated offices of BNMR, whether elected by the membership or appointed, shall have the qualifications necessary to perform the duties of the office as defined in the House Rules or by the Board of Directors.
- Section 8. Members holding Family or Rail Pass memberships shall not be elected or appointed as officers.
- Section 9. All Officers shall serve without compensation.
- Section 10. The Executive Committee of BNMR shall consist of the President, Vice President Secretary, and Treasurer.

### **ARTICLE III BOARD OF DIRECTORS**

- Section 1. The Board of Directors shall include three elected Directors
- Section 2. Directors shall be nominated and elected by popular membership vote.
- Section 3. Directors shall be current member of BNMR and the National Model Railroad Association (NMRA) in good standing and continue as members in good standing throughout their terms of office or the office shall be declared vacant
- Section 4. Directors of BNMR shall have the qualifications necessary to perform the duties of the office as defined in the House Rules or by the Board of Directors.
- Section 5. Members holding Family or Rail Pass memberships shall not be elected or appointed as Directors.
- Section 6. All Directors shall serve without compensation.
- Section 7. Directors shall represent the major scale interests of BNMR
  - 1. One Director shall be from the HO Division

2. One Director shall be from the N-Scale Division

3. One Director shall be from BNMR at-large.

Section 8. A Director may not simultaneously serve as a Director and Officer of the corporation.

Section 9. The duties of the Board of Directors shall be the usual duties for such a group or as established by the Board of Directors.

Section 10. Any Officer or Director may be removed by the method described in Robert's Rules of Order Newly Revised in the event of any allegation of misconduct such as malfeasance, misfeasance, breach of fiduciary duty or any other action, omission or any other issue that causes or contributes to cause a breach of duty that is not in the best interest of BNMR.

#### **ARTICLE IV RESPONSIBILITY AND AUTHORITY**

Section 1. The Board of Directors is charged with establishment of policy, which determines the general course of consistent action to be followed in pursuit of BNMR avowed purposes.

Section 2. The President is responsible to the membership and the Board of Directors for the translation of policy into actions and the effective execution of the procedures and affairs of BNMR.

#### **ARTICLE V VOTING**

Section 1. Voting privileges shall be granted only to those who are members in good standing of BNMR and the NMRA.

Section 2. All matters involving BNMR By-Laws, election of specific Officers, election of Directors, and revision of House Rules (when appropriate) shall be by direct vote of the membership in a scheduled meeting. Electronic voting may be authorized by the Board of Directors.

Section 3. The right to petition for those persons or issues not otherwise on a ballot shall be preserved.

#### **ARTICLE VI MEETINGS**

Section 1. All meetings of BNMR shall use the current Robert's Rules of Order Newly Revised as the standard for the conduct of meetings where

no specific BNMR policies or procedures exist to be followed. The procedures for Small Boards in Roberts Rules of Order Newly Revised, Section 49, shall apply for all meetings.

- Section 2. Meetings of the Board of Directors shall be no less than quarterly during each calendar year at such place, time, and location as the President may designate.
- Section 3. Meetings of the membership shall be held no less than bi-monthly (every other month) at such place, time and locations as the President may designate. Prior notification of membership meetings shall be published in sufficient advance to support member attendance.
- Section 4. One meeting of the membership shall be designated as the required Annual General Membership meeting. Specific advance notice of that meeting shall be provided to each member at least 30 days in advance of the meeting date.
- Section 5. At the Annual meeting or any special meeting of the membership, those members present in person shall constitute a quorum to conduct business. All matters will be decided by majority vote. No proxy voting will be permitted.
- Section 6. Special meetings of the Board of Directors to address matters of a time critical nature may be called by the President at the request of two (2) Directors with sufficient notice being given to each member of the Board that the meeting is being held. The meeting may be held in-person or another manner consistent with the laws of Washington.
- Section 7. At any meeting of the Board of Directors, a majority of the serving Directors must be present in person or by written proxy or by any manner allowed by Washington law to constitute a quorum for the conduct of business.
- Section 8. All serving Directors present or by proxy shall have the authority to cast a vote on any issue properly before the Board of Directors.

## **ARTICLE VII MEMBERSHIP AND DUES**

- Section 1. Membership in BNMR is open to any person that desires to become a member. Membership is open at all times to those qualified for a class of defined membership. Concurrent NMRA membership is required as a condition for all members.
- Section 2. Classes of personal membership in BNMR are the same as classes of membership in NMRA. BNMR specifically recognizes Regular,

Family, and Student membership classes.

Section 3. Members may maintain required NMRA membership through the club or independently. Failure to maintain NMRA membership will result in immediate suspension of BNMR benefits.

Section 4. Membership dues for BNMR membership shall be established by majority vote of the membership at a normally scheduled meeting.

## **ARTICLE VIII INITIATIVE AND PETITION**

Section 1. The membership shall have the right to petition to invalidate, by simple majority of those voting, any action taken by the Board of Directors, with the issue to be voted on during a regularly scheduled meeting of the membership.

Section 2. The membership shall have the right to petition to have any proposition submitted to the general membership for a direct vote at any regularly scheduled meeting of the membership.

Section 3. The petition process shall be defined in House Rules.

## **ARTICLE IX COMMITTEES AND OTHER STAFF ASSIGNMENTS**

Section 1. The Board of Directors shall designate such Departments and Committees as necessary to conduct the business and fulfill the purposes of BNMR.

Section 2. The President shall appoint the chair of the committees established by the Board of Directors, except that the Vice President shall appoint layout Superintendents. Service as a committee chair is at the will of the appointing official.

## **ARTICLE X FISCAL YEAR**

Section 1. The duration of the fiscal year for BNMR business for the keeping of accounts and operation of a budget shall be determined by the Board of Directors.

## **ARTICLE XI AMENDMENT**

Section 1 Proposed amendments to these By-Laws must be submitted in writing to the Board of Directors for review and dissemination.

- Section 2. 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 3. 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. Voting on Amendments may be done by electronic means.

## **ARTICLE XI DISSOLUTION**

- Section 1. The duration of BNMR is that time deemed appropriate by the membership or the Board of Directors.
- Section 2. No donor, member, Director, or Officer of BNMR shall be entitled to share in the distribution of any of the organization assets.
- Section 3. Upon dissolution of BNMR, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the assets of the corporation exclusively in such a manner or to such organization or organizations organized and operated exclusively for educational, charitable, or scientific purposes as shall at the time qualify as an exempt organization under Section 501C(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Code).

END OF BY-LAWS

Adopted: June 1, 2023