

New Mexico Rail RunNers BY-LAWS

Amended April 18th, 1991

Amended March 25th, 1993

Amended March 24th, 1994

Amended December 28th, 1995

Amended March 23rd, 2000

Amended March 15th, 2004

Amended September 19th, 2009

Amended March 1st, 2011

Article I – The Club

Section 1. NAME – The Club shall be known as the New Mexico Rail RunNers© and will be hereinafter referred to as the Club.

Section 2. OBJECTIVE – The Club’s objective shall be formation and maintenance of a not-for-profit corporation for the purpose of promoting and practicing the hobby of N scale model railroading.

Section 3. FISCAL YEAR – The fiscal year of the Club shall be from April 1 to March 31.

Section 4. DEFINITIONS – The following terms are used in this document:

Dues – The amount of money required from each member in order to be member in good standing. Dues will be collected annually or semi annually as determined by the general membership. The dues amounts will be set by a simple majority vote by the general membership. The amount of dues may be changed as necessary in order to maintain the needs of the club.

Member in Good Standing – A member in good standing is a member whose dues payment is up to date.

Regular Local Member – A member living within 50 miles of the club’s location

Formal Meeting – A face-to-face meeting called with at least ten days notification to all required attendees.

Members – All categories of Members in good standing.

Layout – An assembly of modules into an operating unit.

Majority – Two-thirds of those eligible to vote.

President – Elected by membership at annual meeting for a term of one year.

Officers – Board members appointed to specific positions, excluding the President.

Quorum - A simple majority of members or board members for the type of meeting held.

Ratification – Approval of an act after the fact.

Regular Members – Regular Members in good standing.

Simple Majority – Fifty-one percent (51%) of those eligible to vote.

Section 5. AMENDING THE BY-LAWS – By-laws may be amended by:

- a. A majority vote of the Officers, subject to simple majority ratification by the Regular Members present at any meeting where a quorum of Members exists.
- b. A majority vote of the Regular Members present at any meeting where a quorum of Members exists.

Section 6. DISSOLUTION – The Club may be dissolved by a majority vote of the Regular Members present at any duly called meeting where a quorum of Members exists. Disposition of the Club’s assets shall be recommended by the Officers subject to approval of a majority vote of the Regular Members present.

Section 7. ELIGIBILITY OF MEMBERS TO VOTE – All Regular Members are eligible to vote on the basis of one (1) vote each. Proxy votes shall not be accepted, however the Officers may authorize mail-in voting.

ARTICLE II – MEETINGS

Section 1. REQUIREMENTS FOR A QUORUM – Any meeting at which a quorum is not present may not transact Club business. Whenever a quorum of Members is not present, the presence of both a quorum of Officers and a number of Regular Members equal to a number of the Regular Local Members shall constitute a quorum. A quorum is not required to conduct work sessions, operating sessions, public shows, or recreational events.

Section 2. ADJOURNMENT – Any meeting of the Members may be adjourned by a simple majority vote. No further business may be transacted following adjournment.

Section 3. CATEGORIES OF MEETINGS – Meetings of the Club shall be as follows:

- a. The ANNUAL MEETING shall be held at the last business meeting of the fiscal year for the purpose of electing the Officers and President, planning the new year’s activities, and review the prior year’s business.
- b. –OFFICERS’ MEETINGS shall be held once per month at the time and place announced in the monthly newsletter.
- c. REGULAR MEETINGS shall be held the first Tuesday of the month-at the time and location announced by the President in the monthly newsletter.
- d. SPECIAL MEETINGS shall be held, following timely notification of Members, on such occasions as deemed necessary by the President, the Officers, or any Regular Member(s) with Club business or concerns to present for action.

ARTICLE III – GOVERNING BODY

Section 1. OFFICERS – The Officers shall be divided into two categories, Elected Officers and Appointed Officers.

- a. ELECTED OFFICERS shall consist of the President, Treasurer, Secretary and three (3) Directors. Only Elected Officers have a vote at Officers' Meetings. Elected Officers shall not obligate Club funds in excess of \$500.00 without the pre-approval of the Regular Membership. They have the responsibility to ensure that all rules and regulations of the Club are maintained and enforced.

Duties of Elected Officers:

President:

- Shall be elected for a two year term.
- Can be elected for only two consecutive terms
- Appoint all committees and temporary or special offices and act as a Member ex-officio of all committees.
- Be responsible for the overall conduct of the Club activities
- Shall prepare and distribute the agenda for all scheduled meetings in a timely manner.
- Presides at all meetings.

Treasurer:

- Shall be elected for a two year term
- Can be elected for only two consecutive terms.
- Has custody and keeps account of all Club assets.
- Presents to the Officers an annual financial report and other monthly or periodic statements of funds and properties as required.
- Collects dues and fees
- Certifies Members to be in good standing for voting purposes
 - Makes disbursements as approved by the Officers and Membership
- Presides at meetings in the absence of the President
- Monitors compliance with corporate statutes.
- Submits the annual corporate report.

Secretary:

- Be elected for a two year term.
- Can be elected to only two consecutive terms.
- Keep accurate minutes of all Meetings.
- Maintain Membership records.
- Handle Club correspondence and publicity
- Maintain attendance and visitor records.

- Inform Members of approved changes to Club bylaws via the Newsletter
- Act as newsletter editor and web master if necessary
- Preside at meetings in the absence of the President and Treasurer.
- Keep the bylaws up-to-date with the applicable State of New Mexico Statutes.
- Act as Editor of the Clubs Newsletter

Board Members

- Three Board Members will be elected to a two year term each.
- Can be elected to only two consecutive terms.
- Solicit input from the Members about Club goals and objectives.
- Chart and manage medium- and long-term goals.
- Advise the President and other Officers
- Promote the Club via recruiting and shows.
- Insure compliance to State Statutes pertaining to non-profit corporations and other applicable laws.

Non Elected Officers

Members in good standing may be asked to perform such duties as arise in order to provide for the effective coordination and management of specific events during the year. Such events may include but not limited to: Show Manager, Picnic/Party Coordinator, Newsletter Editor, Web Master or Special Event Coordinator.

Current Officers authorized to conduct all business affairs for the Club:

Effective start date: 4/1/2011

President: Christopher Ray Gutierrez

Treasurer: David W. Turner

Secretary: Charles C. Baker

Section 2. ELECTIONS – Elections of Officers shall occur at the Annual Meeting. A Nominating Committee comprised of the current Officers shall solicit nominations.

- a. Such solicitations shall commence on January 2.
- b. The list of nominees shall be published in the February newsletter.
- c. Additional nominations shall be accepted at the February Business Meeting. Nominations close at the adjournment of that meeting.
- e. When two or more Director positions are to be filled, nomination and election will be on an “at-large” basis.
- f. A simple majority vote is necessary to elect any one person to the Board; run-off elections shall be held as necessary.

Section 2-1. RECALL – A motion to recall an Officer may be made by any Regular Member at any Business Meeting (including the Annual Meeting) or Special Meeting at which a quorum is present. If the motion is seconded the process shall proceed as follows.

- a. The Officers (less the recalled Officer) shall take presiding control of the meeting for the duration of the recall process.
- b. The floor shall be opened to discussion.
- c. Upon conclusion of any discussion, the motion shall be put to a vote via secret ballot.
- d. If a majority passes the motion, the recalled Officer shall immediately vacate the office and turn over all property, legal instruments, and other pertinent items to the remaining Officers.

Section 2-2. VACANCY – In the event of a vacancy in the Officers, the remaining Officers shall hold an election of eligible club members to fill the position, serving the remainder of the person who vacated.

Section 3. MEETINGS

Section 3.1: REGULAR MEETINGS: Formal monthly meetings of the general membership in order to conduct club business:

1. Review last monthly meeting minutes
2. Review monthly income and expenditures
3. Discuss operations of
4. Plan for future events and activities
5. Address concerns of members

Section 3.2: OFFICERS MEETINGS: Formal monthly meeting of the Officers in order to plan for the conduct of Regular meetings and conduct club business:

1. Address items that need to be included in the agenda of up coming regular meetings.
2. Discuss and approve minor expenditures for the welfare of the club
3. Review club activities for possible improvements
4. Discuss need for any appointed officers based on upcoming events or programs

Section 3.3: SPECIAL MEETINGS: Formal meeting scheduled, as needed, to coordinate and plan for a specific event or project involving the club and its membership.

Section 3.4: ANNUAL MEETING: A formal annual meeting will be held in March of each year in order to hold elections of officers as well as conduct any regular

meeting items necessary. This meeting will be conducted as a dinner meeting and club members' families are encouraged to attend. The cost of dinner will be the responsibility of the individual members.

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ARTICLE IV – MEMBERSHIP

Section 1. ELIGIBILITY FOR MEMBERSHIP – Membership is open to any person actively engaged in, or wanting to participate in the hobby of N scale model railroading subject only to the limitations of Membership classifications below: Membership dues will be published on the “Membership Application” and will be made available to all interested persons upon request and through the Club’s web site.

- a. **REGULAR MEMBERS** – must be at least sixteen (16) years of age, shall have full membership rights and responsibilities, are entitled to one (1) vote in all general Club business, and may sponsor Affiliate Members. For administrative purposes, Regular Members are further divided into **LOCAL** – residents of the Albuquerque metropolitan area and within a 50 mile radius of the city.
- b. **AFFILIATE MEMBERS** – must be sponsored by Regular Members as household or immediate family, or other persons less than sixteen (16) years of age. They do not vote or hold office, but enjoy all other rights and responsibilities of Club Membership. Persons entitle to Affiliate Membership and at least 16 years of age, may choose to be Regular Members subject to meeting all other requirements. Affiliate Members’ membership will terminate with that of their sponsor’s. They may not sponsor other Affiliate Members.
- c. **BUSINESS MEMBERS** – are for-profit firms that hold membership in the Club primarily to maintain contact with the Club and Club members for business purposes. They do not vote or hold office. Business Members may participate in Club events and will be required to adhere to Club rules when doing so. Application for Business Membership must be made by a person recognized by law as authorized to act as an agent for the business.
- d. **HONORARY MEMBERS** – are persons who, by the vote of a simple majority of the Regular Members, are deemed worthy of special Club recognition by virtue of their conspicuous and sustained contribution to the Club or hobby. Normally, Honorary Membership will not be granted to Regular Members except upon retirement from active participation in the Club of the hobby. Honorary Members may occasionally participate in the Club events and will be required to

adhere to Club rules when doing so. They do not vote and are not required to pay dues.

Section 2. RIGHTS OF MEMBERS – Members shall, subject to limitations of membership classification above, enjoy the following rights.

- Vote on Club business on the basis of one (1) vote per member and run for and hold Club Offices (Regular Members).
- Operate equipment on the “common” tracks of the Club Layout.
- Participate in Club activities.
- Attend Club meetings and other Club activities.

Section 3. RESPONSIBILITIES OF MEMBERS – Members shall have the following responsibilities, subject to limitations of membership classification:

- Pay dues as specified and in a timely manner.
- Adhere to Club rules.
- Attend Club Meetings and other functions.
- Participate in and promote Club goals and activities.
- Accept Simple Majority Rule as defined in Article I, Section 4, of the Club membership.
- Cooperate with others.
- Conduct him/herself honestly, respecting others’ rights.
- Perform duties and tasks to which assigned or for which volunteered.

Section 4. APPLICATION FOR MEMBERSHIP – Application for Regular Membership shall be made by payment of dues and New Member Fees as specified in Club Rules. Acceptance of Membership shall be after a probation of no longer than six months subject to the probationer’s acceptance of the above responsibilities and adherence to Club Rules as determined by the Officers.

Section 5. ADVANCEMENT OF AFFILIATE MEMBERS TO REGULAR MEMBERSHIP – Affiliate Members may advance to Regular Membership, subject to the requirements contained elsewhere, without going through the normal probationary period. Affiliate Members advancing to Regular Membership are required to pay New Member Fees equal to the difference between current Affiliate and Regular New Member Fees.

Section 6. LEAVE OF ABSENCE – Members may apply to the Officers for Leave of Absence in advance of the date that it is to commence and must provide advance notification of their anticipated date of reinstatement. A pro rated share of current year dues paid by the member (based on 12 equal month increments) shall be credited to the member and held in a separate account pending his or her reinstatement.

Section 7. SUSPENSION/DISMISSAL – Members who have not paid annual dues within two (2) calendar months of the due date are subject to automatic suspension.

Members in chronic or flagrant violation of Club rules or who have not fulfilled Responsibilities of Members as detailed in **Section 4.**, are subject to dismissal at the option of the Officers, subject to simple majority approval of the Regular Membership present at a Business Meeting.

Section 8. REINSTATEMENT – reinstatement of suspended and dismissed Members shall be subject to a simple majority rule of Regular Members present, and be according to all criteria for acceptance of new Members. Application for reinstatement must be accompanied by payment of one (1) year's dues plus the lesser of New Member Fees or dues assessed during the period of suspension or dismissal. Members on Leave of Absence shall be reinstated following adequate notification to the Board accompanied by payment of dues pro rated to the end of the current fiscal year minus an accrued credit from the last year to which dues were paid by the member.

Article V: CLUB OPERATIONS AND OBLIGATIONS

Section 1: Monthly Activities

- Weekly running times: The hours of operation will be set by the membership in order to maximize members' enjoyment and ability to take advantage of the club's layout. Hours of operation will be posted in the calendar section of the club's web site.
- Additional operating hours can be scheduled during the week based on the desires of the club's membership or as necessary to accommodate special projects or events.
- Individuals can obtain access to the club house during non-scheduled times by requesting access to a key to the club house.
- All members will conduct themselves in accordance to the club's rules while involved in club events and activities.

Section 2: CLUB RESPONSIBILITY

The Club shall accept financial responsibility for property loaned to it providing consent to the-loan was obtained from the Officers in advance of the loan itself. The Club shall not be responsible for:

- The property of Members or visitors left inadvertently or deliberately at any Club Meeting, function, or Event.
- Property donated to the Club by Members or visitors.
- Damage caused to the belongings of Members or visitors while attending Club meetings or functions.
- Injury to any General Member, visitor, or Guest that is due to negligence on the part of the injured person.

Section 3: CLUB-PROVIDED ITEMS

- The Club shall provide for construction and maintenance of one (1) power supply, five (5) throttles, and four (4) 4' outside corner modules.
- Materials shall be purchased using general Club funds. Club Members shall donate labors and facilities, use of tools, etc.
- All four (4) outside corner modules will have the "Branch Line" in the 10" location. Two (2) of the four (4) will have turnouts and incorporate "Branch Line" transitions to the 17" location, One (1) on the left interface and the other on the right interface.
- The Club may approve and construct other modules as necessary.

Section 4: CLUB PROPERTY

- Club property is intended for official club functions only.
- Individual club members are prohibited from using club property for personal purposes, without exception.

Section 5: NEWSLETTER PUBLICATION AND DISTRIBUTION

- The official name of the Club's periodical publication shall be Ntrackage Writes. The newsletter shall be distributed, free of additional charges, to each Regular Member in good standing, Associate Member, and Business Member. Distribution is the responsibility of the Editor and shall be via USPS mail, e-mail, or in person. When a Family Membership includes two (2) Regular Members residing at the same address, only one newsletter will be mailed to that household.
- The newsletter may also be distributed free-of-charge to local hobby shops, other clubs, and to prospective members who provide name and address to the Editor. Free distribution to prospective members shall normally not exceed three issues to any one person or address. Free distribution to clubs outside the local area shall be on a reciprocal basis or via subscription.

The Editor of the newsletter is entitled to receive reimbursement for all reasonable out-of-pocket expenses incurred in developing, printing, and distributing the newsletter. Under no condition will the Club pay publication (author or copyright) fees for any material used.