

San Luis Obispo Model Railroad Association Bylaws

Article I: Name

The name of the organization shall be “San Luis Obispo Model Railroad Association,” shortened as “SLOMRA” or colloquially “the group.”⁽¹⁾

Article II: Charter

A. Mission Statement

- 1 The organization is organized and will be operated exclusively for education and scientific educational purposes and nonprofit purposes, and shall be limited to those purposes permitted by Section 501(c) (3) of the Internal Revenue Code.
 - 2 Preserve and present the heritage and history of railroading. This shall be accomplished through the collection and public display of model railroad layouts, educational materials and educational presentations, and related documents, artifacts, and equipment.
 - 3 Enlist public support in model railroading activities through cooperative layout construction, group operating sessions, educational instruction and the establishment and maintenance of a permanent and/or temporal space for group model railroading activities which is open to the public.
 - 4 Promote and support the model railroading hobby on the Central Coast of California through the maintenance of an official website, publication of a newsletter, and the production of an annual train show.
 - 5 Provide a point of contact for potential members, organizations, the public and interested parties to connect with the local model railroading community.
- B. A superior mission statement shall take precedence over an inferior mission in the case of a conflict of interest for the group.

Article III: Organization

- A. Organization: The group shall be operated as a 501(c)3 non-profit, tax exempt organization in accordance with the laws of the United States, the State of California, The County and City of San Luis Obispo, and/or any other entities with jurisdiction over the activities of a group operated within the city limits of

San Luis Obispo. The group shall maintain incorporated status while it is in operation.

B. Property: The group shall be the legal owner of all group and community property and assets, only as allowed by law, and may accept donations of equipment. The group may NOT accept loans of equipment to avoid exposing the group to damage liability; loans from outside entities should always be directed towards an individual member, and loans between members shall be handled by the individuals.

1. All group assets are for the exclusive use of group members, and may not be loaned out to third parties. The group's Superintendent is in charge of tracking and accounting for all group property, excluding the items stored for the purpose of raising funds for the group.

2. Property may be "checked out" by a group member in good standing for a period of up to one month at a time. A waiting list may be maintained for property which is in demand by more than one member, with priority being established by signature list. After checking out an item for up to a month, a group member is moved to the end of the waiting list for that particular item.

C. Fiscal Year: The fiscal year of the group shall be the calendar year, beginning with its organization date of January 1, 1990.

D. Dissolution: A motion to dissolve the SLOMRA must pass by 75% vote of the Board of Directors. If passed, all members must be provided with a 30-day written notice of a vote for dissolution before the next eligible regularly scheduled meeting. The membership must then also pass the motion by 75% majority of members present and eligible to vote to complete the dissolution of the group. In the event of dissolution, disposition of the group's assets shall be determined by the Board of Directors, subject to acceptance by 2/3 majority vote of all voting members. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.⁽²⁾

Article IV: Membership

Membership shall be open to any person over the age of eighteen years who pays the prescribed fees, dues, and/or assessments, and who abides by these bylaws, the group's policy manual and the operating rules and standards of the group.

Membership privileges are automatically suspended for any member who has not paid any assigned fees that has carried over from the previous year.

A. Membership Levels:

- 1 Member: A member shall be any person of age eighteen, who may vote, hold any office, and participate in all group activities without restriction. Group property loan privileges are expressly limited to Regular members.
- 2 Contributing Member: A contributing member shall be any person over the age of eighteen or an organization which makes a contribution to the SLOMRA which further the goals of the group. A simple majority of the Board of Directors will determine contributing member status. Contributing members cannot vote or hold any office, but may participate in all group activities and advise on a special committees formed by the Board.
- 3 Junior Member: Membership shall be allowed for the child(ren) or legal charge(s) of a regular member, provided that such child or charge consistently demonstrates a level of maturity and behavior that is neither disruptive nor destructive to persons or property while engaged in group activities. Further, a junior member must be under the full-time supervision of a parent or guardian while attending a group activity. A junior member shall have no voting rights, may hold no elected office.
- 4 Honorary Member: A persons or organization may be inducted as Honorary Members for the period of one year by a three-quarters majority vote of all members in attendance of a regularly scheduled board meeting. An Honorary Member is assigned no dues, fees, or assessments, may not hold any office, and may not vote, but receives the newsletter, membership card and may serve on event committees, and otherwise participate in all group events.

B. Application Process: A member must submit an application and membership is approved by a simple majority of the Board of Directors. All fees and dues must be paid in full prior to being granted membership. Any denial of membership will be made in writing to the applicant stating the reason for denial, what steps are necessary to be granted approval and a timeline for reconsideration of an application.

C. Membership Termination: The membership of any person may be terminated under the following conditions:

- 1 By written request of the member
- 2 For failure of a member to pay any fees, dues, or outstanding assessments for a period of three consecutive quarters
- 3 By a four-fifths (4/5) majority vote of the members present and eligible to vote at an annual meeting or special meeting. Notice must be given as per Article XI(a), below, and such notice shall include a clear and objective statement of the causes for the vote. The member under action may submit

a written rebuttal of up to 250 words, and if delivered to the Secretary five (5) days or more before the meeting in question, the rebuttal must be provided to the membership via email or postal mail.

- D. Refunds: Any person whose membership has been terminated shall be granted a refund of any and all membership dues which have been paid in advance, less any outstanding fees or assessments. The amount refunded will be pro-rated based on length of active membership. If a receipt was issued, it must be surrendered and a new receipt will be issued. If any other fees have been paid in advance, such as for an upcoming group activity, those funds which are still in the group treasury shall be refunded to the terminated member. Fees already paid to a third party are nonrefundable except by majority vote of the Board of Directors.

Article V: Dues and Fees

- A. **Annual Dues:** Members shall pay annual dues of \$20. Dues will be due at the beginning of the fiscal year beginning in January. Members, whose dues have not been paid after January 31, shall be considered a member not in good standing. New members will pay a prorated quarterly amount based on their application date.
- B. **Assessments:** The board may assess fees to a member by 75% majority vote for special circumstances such as the loss or damage of group property, up to but not exceeding the replacement value of said property.
- C. **Initiation Fees:** Each new member shall pay a onetime initiation fee of \$20. A new member will receive an initiation packet. The fee may be altered by unanimous vote of the Board of Directors.

Article VI: Elections and Appointments

- A. **General Elections:** Except as provided in Article VI(B), elections of members to the Board of Directors shall occur at the Annual Meeting of the group each year, provided that notice of such election has been made in accordance with Article XI, below.
- B. **Special Elections:** Following impeachment and removal of any member(s) of the Board of Directors under Article VI(F), below, a special election will be called for the purpose of filling the resulting vacancy or vacancies. Notice of such special election will be made in accordance with Article XI, below. Electee(s) shall serve for the remainder of the term(s) of the removed Board member(s).
- C. **Vacancies:** When a vacancy occurs on the Board of Directors for any reason other than impeachment, such vacancy may be filled by appointment by the remaining members of the Board of Directors. Said appointee shall serve for the remainder of the term of the original Board member.
- D. **Nominations:** Nominees for office will be made at the Annual Holiday Season Meeting. Suggestions for nominations can be made through the SLOMRA Yahoo Groups posting system.

- E. **Vote and Plurality:** After nominations are closed, a vote of the members present and eligible to vote will be taken in accordance with Article XII, below, and the board shall be elected by a majority vote.
- F. **Impeachment:** Any member of the Board of Directors can be impeached and removed from office at a special membership meeting called for that purpose, provided that such meeting has been noticed in accordance with Article XI, below. Any such impeachment and removed from office will require a 2/3 majority vote of the members present at said meeting.

Article VII: Governing Body

The governing body of the SLOMRA shall be a Board of Directors, consisting of the six officers described below. The Board of Directors shall be elected as provided in Article VI, above, and shall be responsible for governing all activities of the group. All group powers not specifically prohibited or otherwise delegated by these Bylaws shall be vested in the Board of Directors. The term of office shall be one year; however, any qualified members may be reelected any number of times.

- A. **President:** The President shall preside over all group meetings, appoint committees not otherwise provided for in these Bylaws, serve as ex-officio member of all committees, represent the SLOMRA to other organizations, and be responsible for the overall conduct and direction of all group endeavors and activities. The President shall appoint additional duties not outlined in these by-laws based on individual's abilities and availability.
- B. **Vice President:** The Vice President shall be perform all duties of the President in the President's absence, and shall bear primary responsibility for event planning and production such as public exhibitions, NMRA meets, and shows. The Vice President may appoint event committees or coordinators as necessary to assist in the planning and execution of said events.
- C. **Secretary:** The Secretary shall take and maintain minutes of all SLOMRA meetings, conduct correspondence as directed by the President, notify members of all meetings and other activities, and maintain both historical and current membership rosters. The Secretary shall be responsible for publishing a quarterly newsletter, and may appoint an editor and/or publisher to assist in this task. The Secretary shall be responsible for all amendments to the Bylaws, and may, from time to time, appoint a Bylaws committee to prepare amendments for presentation to the membership. He shall maintain a file containing the original and composite, current Bylaws and all Amendments and shall provide copies of the current Bylaws and succeeding Amendments to all members. He shall maintain a file of all SLOMRA correspondence, and shall preside at any meeting in which both the President and Vice President are absent.
- D. **Chief Financial Officer:** Receive and disburse all funds. All payments shall be by check, unless approved by three Board members. All checks shall be co-signed by any two officers. The CFO shall make reports to the Board as directed. Prepare a yearly financial report. This shall be published in the Newsletter. Make available all records for audit as directed by the Board. Notify the Board of any

delinquencies. The CFO shall file all appropriate paperwork with the Franchise Tax Board and the Internal Revenue Service as required by state and federal laws and directed by the Board.

- E. Membership Director: Responsible for the retention of existing SLOMRA members, and the recruitment of new members. Responsibilities shall include publicizing group events, promoting the SLOMRA, new member orientation, collection and distribution of membership packets (bylaws, newsletters, standards, etc.), and to act as a liaison between the membership and Board of Directors to ensure that member needs are being served by the organization
- F. Superintendent: Maintain, update and publish the Standards and Guidelines document pertaining to the group modular layout specifications. Provide certification of modules and equipment for use on the group layout, assuring that all items conform to the published standards to ensure interoperability. The Superintendent shall also manage the group's material assets per Article III B(1).

Article VIII: Budget, Obligations and Payments

- A. Budget: The group shall identify anticipated obligations, estimated income, projected expenditures and planned savings; and approve a budget at the first board meeting of the fiscal year. The budget will contain different categories, the authorized amount for that category and identify the approval process for each category. Budget planning should begin with the election of the Board of Directors at the annual membership meeting held in December of each year.
- B. Obligations: The group shall not be placed under any obligation of any kind without the authorization of a majority vote of the Board of Directors and within the constraints of the budget. Obligations are those expenses identified as vital operating costs such as government fees and website hosting.
- C. Payments: Payments of all of the group's financial obligations shall be made through the use of a debit/credit card or in the form of checks drawn on an banking account established by the Chief Financial. The club group shall meet all financial obligations within 30 days of receipt of a legitimate invoice or notice of debt, unless otherwise arranged and approved by majority vote of the Board of Directors. The Chief Financial Officer shall keep in possession the checkbook and the debt card unless directed by a unanimous board vote to be put into the possession of another board member.
- D. Reimbursements: Re-imburements must be submitted with a receipt and within the constraints of the budgeted category. The board shall amend the budget to accommodate any unplanned re-imburements. The CFO will keep such receipts for seven years.
- E. Spending Cap: The group shall maintain a minimum of \$800 in the checking account.
- F. Internal Audit: The President shall appoint at least two members to audit the bookkeeping of the group every quarter. ⁽⁴⁾

Article IX: Standards and Guidelines

- A. The Superintendent shall maintain a document entitled “SLOMRA Standards and Guidelines,” detailing the specifications for the construction, configuration, and operation of modules and equipment on the group’s modular railroad layout(s). If the group creates more than one modular layout standard (such as in two different scales), multiple documents shall be maintained, with only the information pertinent to a single modular standard published in each one. The document shall include all officially adopted specifications as Standards, and all casually adopted or generally accepted best practices as Guidelines.
- B. Standards shall be adopted by a majority vote of the respective Layout Standards Committee plus *all* members with *operational* modules within a given modular standard.
- C. A Certification Document shall be issued to the owner of a newly approved module to commemorate the addition of their work to the group layout.

Article X: Activities

Subject only to the restrictions of Article IV, all group activities shall be open to all members, and may consist of meetings, operating sessions, presentations, clinics, social functions, and any other activities which support or further the group’s purpose and not contrary to its charter or applicable laws.

- A. Annual Membership Meeting: There shall be an annual holiday season meeting of the membership to be held in November or December. This meeting may coincide with a regular business meeting, or it may be held as a separate meeting provided the membership is given a 30-day advance notice. The agenda of a Annual Membership Meeting shall include:
 - 1. Election of the Board of Directors for the following year
 - 2. Discussion of the budget for the following year
 - 3. Discussion of the event schedule for the following year
 - 4. The Secretary will document the results of the meeting and post the minutes through the group’s email service.
- B. Monthly General Meetings: The group shall schedule regular monthly meeting to gather members for educational purposes, promote social fellowship and provide a conduit of information of model railroading news.
 - 1. When primary business needs to be conducted to satisfy the requirements of Article XII B, meeting procedures will be the same as written for Board of Directors meetings.
 - 2. A two-thirds (2/3) majority vote of the members in good standing and in attendance of such meeting, will be required for passage of any amendments to the bylaws.
- C. Special Meetings: A special meeting of the Board of Directors may be called by any board member when necessary for the efficient conduct of group business which does not require the vote of the membership. Any member may request a meeting of the Board of Directors, and all meetings of the Board of Directors

shall be open to the membership. Any member or group of members may call a special meeting under Article VI (f), above. A request for a special meeting by someone other than a member of the Board of Directors must be satisfied within 60 days, and the membership must be provided with 30-day advance notice including who requested the meeting and the meeting's purpose.

- D. Operating/Work Sessions: Operating/Work sessions on the group's modular layouts or by invitation on the home layout of a member shall be held approximately once per quarter.
- E. Other Activities: Other group activities will be scheduled as time and interest allow, with a specific effort to have at least one group activity per month. ⁽³⁾

Article XI: Notices

Notices: Notices concerning annual membership meetings, elections, impeachments, fees, dues, assessments, amendments to Bylaws, group dissolution, or any other matter calling for a vote by the membership shall be sent to all members eligible to vote through the group's email service. When practical, notices should be posted on the group's website and any social media sites used by the group. Such notice shall be provided at that month's board of directors meeting or at least fourteen (14) days prior to the date of the specified meeting or event. ⁽³⁾

Article XII: Meetings, Voting and Quorum

- A. Board of Directors Meetings: Any member and guest may attend any Board of Directors meeting. The agenda and participation in the meeting shall adhere to the general understanding of Robert's Rules of Order.
 - 1. The secretary will post the agenda of the meeting at least 24 hours prior to the meeting through the group's email service.
 - 2. The presider of the meeting shall be the highest ranking board member in attendance at the table. The ranking shall be as follows: President, Vice-president, Chief Financial Officer, Superintendent and Membership Director. The Secretary is prohibited from presiding.
 - 3. Quorum: To meet quorum, the meeting must have three board members plus one (one meaning board or non-board member).
 - 4. Board members (excluding the meeting presider) and all non-board members in good standing may make a motion or second the motion; however, at least one Board member must be part of the motion.
 - 5. Board members and all non-board members in good standing shall have the floor and may be limited in time by the presider. Non-board members listed as not in good standing and guest shall not have the floor unless specifically recognized by the presider.
 - 6. Board members (excluding the meeting presider) and all non-board members in good standing may vote. Guest shall not vote.
 - 7. The secretary will record and post the results of the meeting minutes through the group's email service.

- B. Primary Business: Voting on dues, assessments, amendments, group dissolution, elections, or impeachments may only be done at properly noticed meetings, and shall be performed by secret paper ballot. The vote must occur during a monthly general meeting with quorum being met as stated in Article XII A(3).
- C. Secondary Business: Voting by the membership on all other group business may be oral, by show of hands, or by secret paper ballot, as determined by the presiding officer.
- D. Other Business: Notices concerning all other group business and/or activities may be delivered by email, phone, postal mail, or in person by any Board member. A reasonable effort shall be made to provide all members with advance notice of all activities.
- E. Adjournment: Any meeting, whether or not a quorum is present, may be adjourned by a majority vote of the members present. ⁽³⁾

*This entire document was revised and accepted by the membership on November 20, 2006. Subsequent changes are as follows:

(1) the word "The" was removed from the official title of the organization. The change was approved on March 19, 2007.

(2) Additional text was added to Section III D after the words by 2/3 majority vote of all voting members. Addition was approved on July 16, 2007.

* This entire document was revised and accepted by the membership on December 10, 2011. Changes made in the following sections: Art. II. A2&3; Art. III. A, B1&2 and D; Art. IV Complete revision except section C; Art. V A; Art. VI Complete revision except section A & E; Art. VII Complete revision; Art. VIII B; Art. X A & C; Art. XII A, B & E.

* Article V was revised and accepted by the membership on November 17, 2014. Article V Section A was edited and Section C was added.

(3) Art. X, XI and XII were revised, Art. XII (A) 1-7 was added and Art. XIII deleted by the membership on May 18, 2015.