

The Catskill, Adirondack and Berkshire Railroad

An HO Modular Model Railroad Club



Constitution and By-Laws

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Constitution

Adopted

Adopted by Membership at Business Meeting on April 8, 2003

Revisions

<i>Article</i>	<i>Section</i>	<i>Date Adopted</i>
Article IV	Section 2	May 12, 2009

ARTICLE I: THE CLUB

Section 1. NAME

The name of the Club shall be "The Catskill, Adirondack and Berkshire Railroad."

Section 2. OBJECTIVE

The Club's objective shall be formation and maintenance of a not-for-profit educational association for the purpose of promoting and enjoying HO scale model railroading by:

- A. Constructing and displaying an HO scale modular model railroad at hobby and train shows and at other locations where the general public is present.
- B. Developing the technical skills of our members and other persons engaged in the hobby of model railroading by sharing techniques and information with others.
- C. Educate the community as to the role of railroads and their contribution to our society, past, present and future.
- D. Promote fellowship among model railroaders

Section 3. FISCAL YEAR

The fiscal year of the Club shall be from January 1 to December 31.

Section 4. AMENDING THE CONSTITUTION

The Constitution may be amended by a 2/3 majority vote of the Board of Directors and subject to the approval of 2/3 of the membership at any meeting where a regular quorum exists.

Section 5. DISSOLUTION

The Club may be dissolved at any duly called meeting at which a quorum exists subject to a two-thirds (2/3) majority of those members eligible to vote. In the event of dissolution, the distribution of the Club's assets shall be recommended by the Board of Directors subject to approval of a 2/3 majority of Club members eligible to vote.

Should The Catskill, Adirondack and Berkshire Railroad be dissolved, no officer, member or employee thereof shall receive any pecuniary profit from The Catskill, Adirondack and Berkshire Railroad except reasonable compensation for services in effecting one or more of its purposes. Any remaining monies or assets shall be donated to a not-for-profit organization having objectives consistent with those of The Catskill, Adirondack and Berkshire Railroad.

Section 6. ELIGIBILITY OF MEMBERS TO VOTE

- A. All members in good standing, as defined below are eligible to vote on the basis of one (1) vote per member.

- B. Proxy votes shall not be accepted
- C. The Board may establish procedures for absentee voting on changes to the Constitution, the By-laws, and the Club Module Specifications. On all other matters coming before a regular or special business, members must be present to vote.

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ARTICLE II: MEETINGS

Section 1. QUORUM

A quorum shall consist of fifty-one percent (51%) of the 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 a majority (51%) of members present. No further business may be transacted after adjournment.

Section 3. CLASSES OF MEETINGS

- A. An **ANNUAL MEETING** shall be held at the first business meeting following the start of the fiscal year for the purpose of electing officers.
- B. **BUSINESS MEETINGS** shall be held for the purpose of transacting Club business. Business Meetings shall be held on the second Tuesday of the month at 7:00 p.m. unless otherwise scheduled by the membership.
- C. **SPECIAL MEETINGS** shall be held with a seventy-two (72) hour notice to all members on those occasions deemed necessary by the President, the Board of Directors or any regular member with Club business or concerns to present for action. This request should be made to the President of the Club.
- D. **WORK SESSIONS** shall be held as deemed necessary by the President, the Board of Directors or any member to perform tasks or planning which may be necessary to further accomplishment of the Club's activities. No other business shall be conducted at such Work Sessions.

ARTICLE III: GOVERNING BODY

Section 1. BOARD OF DIRECTORS

The Board of Directors shall be responsible for governing the activities and meetings of the Club subject to the approval of a majority (51%) of members-in-good-standing. All Club powers not specifically prohibited shall be vested in the Board of Directors. The officers shall constitute the Board of Directors.

Section 2. ELECTIONS

Elections of 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. Nominations of members-in-good-standing shall be accepted from the floor subject to acceptance of the member nominated and, after nominations have been closed, voted upon by the members-in-good-standing present. A majority (51%) is necessary for election.

Section 3. TITLES AND DUTIES OF OFFICERS

- A. **PRESIDENT:** The President shall preside at all Annual, Business and Special Meetings, and at all Board Meetings. The President shall appoint all committees and temporary or special offices and shall be a member ex-officio of all committees he appoints. The President shall be responsible for the overall conduct and planning of Club activities.
- B. **TREASURER:** The Treasurer shall have custody and keep account of all Club assets. The Treasurer shall present to the Board of Directors a statement of such funds and properties as may be required and shall preside at any meeting from which the President is absent. The Treasurer shall be responsible for collection of dues and fees, and shall be responsible for certification of Members-in-good-standing for voting purposes. The Treasurer should be bondable.
- C. **SECRETARY:** The Secretary shall keep accurate minutes of all Club and Board meetings, and shall be responsible for notification of Club Members regarding meetings and other activities. The Secretary shall handle Club correspondence including publicity and shall be responsible for informing Club members of any changes to by-laws or rules. The Secretary shall act as Club historian and maintain an archive of the Club's history. The Secretary shall preside over and meeting from which both the President and Treasurer are absent.

Section 4. TERMS OF OFFICE

Terms of office for officers shall be one (1) year with limitation of four (4) consecutive terms subject to consent of the Officer. All Officers must be members-in-good-standing.

Section 5. BOARD MEETINGS

Meetings of the Board of Directors shall be held as required but not less than quarterly at the convenience of the members of the Board, however, the needs of the Club shall take precedence over

convenience. Presence of a majority of the Directors shall constitute a quorum at such meetings, which shall be restricted to the conduct of routine Club business relating to the duties of the officers. Special meetings may be held upon notification of all Board members. Adjournment of Board Meetings shall be by the vote of a majority of Board members present or at the withdrawal of sufficient members to leave less than a quorum.

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ARTICLE IV: MEMBERSHIP

Section 1. ELIGIBILITY FOR MEMBERSHIP

Membership is open to any person actively engaged, or desirous of becoming engaged in the hobby of HO Modular Model Railroading subject only to the limitations of membership classifications cited below.

Section 2. CLASSIFICATION OF MEMBERS

The following classifications of Members with limitations as specified shall be used:

- A. **Regular Members** shall have full membership rights and responsibilities, and may sponsor Junior, Family, and/or Affiliate Members. Regular members must be at least sixteen (16) years of age.
- B. **Junior Members** shall be persons under the age of sixteen (16) who are sponsored by a Member-in-Good-Standing. Junior Members shall enjoy all rights and responsibilities of Regular Members EXCEPT voting.
- C. **Family Members** shall be members of the household or immediate family of Members-in-Good-Standing. They shall be at least sixteen (16) years of age. Family Members shall enjoy all rights of Regular Members EXCEPT voting.
- D. **Affiliate Membership** may be granted to those persons, who, for whatever reason, are unable to attend Club Meetings and events, but who wish to be identified as Club Members. Affiliate Membership will be granted by a vote of a majority (51%) of Members-in-Good-Standing. Affiliate Members shall enjoy all rights of Regular Members, EXCEPT voting.
- E. **Honorary Membership** may be conferred upon those persons deemed worthy by a vote of a majority (51%) of Members-in-Good-Standing. Honorary Members' rights are limited to occasional use of Club Facilities and visits, expect that they shall not be required to pay dues and are not required to participate fully in Club activities

NOTE: A Member-in-Good-Standing is a Regular Member whose dues are paid up and who is not under suspension or on leave of absence.

Section 3. RIGHTS OF MEMBERS

Members-in-good-standing shall subject to limitations of membership classifications above, enjoy the following rights:

- A. Voting on Club business on the basis of one (1) vote per member.
- B. Operation of equipment on the Club layout.
- C. Participation in Club activities.
- 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:

- A. Maintenance of member-in-good-standing status by paying dues as specified.
- B. Adherence to Club rules.
- C. Attendance at Club meetings and other functions.
- D. Participation in Club activities.
- 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 and integrity, and respect of others
- J. Reasoned opposition or objection to Club activities, goals, or policies in a timely manner.
- K. Performance of duties or tasks to which one may be assigned or for which one may volunteer.

Section 5. APPLICATION FOR MEMBERSHIP

Application for membership shall be made by completing the prescribed form and payment of the minimum dues and fees specified in Club By-laws. Acceptance of membership shall be after a probationary period of no longer than six (6) months following the application. Acceptance is subject to the probationer's acceptance of the above responsibilities and adherence to Club rules as determined by a majority (51%) of members-in-good-standing.

Section 6. LEAVE OF ABSENCE

Members-in-good-standing may apply to the Board of Directors for Leave of Absence in advance of the date in which it is to commence and must provide advance notification of their anticipated date of reinstatement.

Section 7. SUSPENSION OR DISMISSAL:

Members in arrears in payment of dues for three (3) months are subject to suspension. Members in violation of Club rules or who have not fulfilled Responsibilities of Members are subject to suspension or dismissal pending Board of Directors decision.

Section 8. REINSTATEMENT

Reinstatement of suspended or dismissed members shall be subject to majority (51%) vote of Club Members-in-good-standing, and must take into account all of the criteria for acceptance of new members. Application for reinstatement must include payment of the lesser of dues and fees assessed

during the period of absence or New Member fees. Members on Leave of Absence shall be reinstated following notification to the Board of Directors of their intention accompanied by payment of dues for one month.

Section 9. CLUB RESPONSIBILITY

The Club shall accept financial responsibility for property loaned to it providing consent to the loan has been obtained from the Board of Directors in advance of the loan itself. The Club shall NOT be responsible for the following:

- A. The property of Members or visitors left deliberately or inadvertently on the Club premises.
- B. The property of suspended, dismissed or Leave of Absence Members.
- C. Any damage caused to the belongings of members or visitors while attending Club meetings or activities determined by the Board of Directors to have been preventable on the part of the owner.
- D. Any injury occurring to a member, visitor or guest which is due to negligence on the part of that person to be determined by the Board of Directors.

ARTICLE V: BY-LAWS

- A. By-laws may be established from time to time as required to effect provisions of the Constitution or as necessary for Club administration in accordance with the Constitution.
- B. By-laws may be adopted, amended or abolished by the vote of a majority (51%) of members-in-good-standing at any duly convened business meeting.
- C. Proposed By-laws shall be published and distributed to all Members-in-good-standing not less than fifteen (15) days prior to being acted upon.

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ARTICLE VI: EFFECTIVE DATE

This Constitution for The Catskill, Adirondack and Berkshire shall be effective immediately upon its acceptance by two thirds (67%) of the Members-in-good-standing of the Club. For approval of the Constitution only proxy voting may be accepted.

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Catskill, Adirondack and Berkshire Railroad By-Laws

Adopted

Adopted by Membership at Business Meeting on April 8, 2003

Revisions

<i>Item #</i>	<i>Date Adopted</i>
Item 1	May 12, 2009
Item 2	May 12, 2009

DUES

- I. Club dues shall be at the rate of five dollars (\$5.00) per month for Regular Members,
- II. Dues for Junior Members shall be forty percent (40%) of the dues for Regular Members.
- III. Dues for Family Members shall be at the rate of one dollar (\$1.00) per calendar year.
- IV. Dues for Affiliate Members shall be twenty percent (20%) of the dues for Regular Members.

INITIATION FEE

- V. Initiation Fee shall be equal to three (3) months' dues for the class of membership applied for (one dollar [\$1.00] for Family Memberships). Initiation Fee is payable upon application.

INTOXICANTS / TOBACCO PRODUCTS

- VI. Unless permitted by landlord or host, no intoxicants are permitted upon Club premises or during Club meetings or shows. The use of any tobacco products is prohibited upon Club premises or during Club meetings or shows. No illegal substances will be tolerated.

MODULE SPECIFICATIONS

- VII. Modules must meet Club "STANDARDS AND SPECIFICATIONS FOR HO MODULES" which is printed in separate form.

OPERATING RULES

- VIII. The following Rules shall apply for operation at shows and at Club operating sessions.
 1. Club dues must be paid up to date.
 2. All members are to assist in preparation and transportation of modules and ancillary equipment to and from and including set-up and breakdown before and after shows.
 3. No person shall set up or takedown or operate his trains on the diorama trackage of another person's module without permission of the module owner.
 4. Following set-up, all carrying cases, boxes and personal property shall be stored in an out of the way area.
 5. No person shall leave his train running or sidetracked unless he has arranged for someone else to watch it.
 6. All members must schedule shifts tending the throttle and block controls at shows.
 7. Guests may operate on the Club layout, subject to approval of members in attendance.
 8. Modules may not be removed early from a show layout.

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