

ALL POINTS NORTH MODEL RAILROAD CLUB BY-LAWS

(As amended May 2005, May 2009 and November 2010)

Article I - Membership Requirements, Fees and Dues, Duties, Probation and Expulsion

Section .01 - Requirements

- a) Membership in All Points North Model Railroad Club (APN) is open to anyone, regardless of sex, race, or creed, who has an interest in any phase of the model railroading/rail fanning hobby. All scales and gauges are welcome.
- b) Ownership of a personal (home) layout or module is not a requirement for membership.
- c) Membership in the NMRA (National Model Railroad Association), the Lone Star Region, or the Texas Gulf Division is not required.
- d) Members shall be at least 21 years of age.

Section .02 – Memberships

- a) Once the qualified prospect has submitted the membership application along with the \$100.00 application fee and first month's dues, the individual will be placed on a four (4) month probationary period.
- b) During the third (3rd) month of probation the prospective new member's name is to be announced during the business meeting inviting all full members to offer comments to any Board Member as to whether or not that prospective new member should be invited to full membership. At the following Board Meeting, all Board Members shall offer for discussion any comments from the membership, whether positive or negative. The Board shall consider all such comments to weigh whether or not that prospective member would likely be a constructive new member for the good of the club and considered unlikely to be a disruptive force for the cohesiveness of the membership as a whole. It shall be at the sole discretion by majority vote of the board, based on the above criteria, to invite the prospective new member to full membership, subject to payment of the \$100.00 initiation fee and being current on dues, or to elect to reject membership and to return and appropriate fees less any unpaid dues.
- c) Applicants will be added to the e-mail distribution list, if they wish, at the first meeting they attend and will be retained on the distribution list for a period deemed appropriate by the Board of Directors.

- d) Members in good standing shall have one (1) vote on all business coming before the Club. Good standing shall mean maintaining an acceptable status regarding payment of dues [Article I, Section .03] and not on probation.
- e) Members in good standing will be furnished a key to the APN Clubhouse.

Section .03 - Dues

- a) Dues are payable in advance or no later than the business meeting for the current month. A delinquent member will be carried on the membership rolls for a period of three (3) months after the dues expiration date. If the dues are not paid by that time, the member may be dropped from the club roster as may be directed by the Board of Directors.
- b) If a member has a personal problem, which makes it hard to pay their dues within the grace period, the Board of Directors and/or the APN Club President can extend a grace period for that member.
- c) Membership dues are \$300.00 per year or \$25.00 per month. Dues may be changed by a majority vote of the membership.

Section .04 - Duties

- a) All members in good standing have the duty to vote.
- b) All members in good standing have a duty to serve on a committee, if requested, and to regularly attend club functions and meetings.
- c) All members in good standing have a duty to consider serving in an elected position in APN.
- d) All members in good standing have an obligation to participate in Club maintenance.
- e) Failure to fulfill duties or obligations of membership may result in disciplinary action up to and including expulsion from the Club.

Section .05 – Probation and Expulsion From the Club

- a) The Board of Directors will be responsible for all member probation and expulsion issues.
- b) Probation or expulsion requires a unanimous vote of the members in good standing serving on the Board of Directors.
- c) Should a member of the Board of Directors be the subject of a probation or expulsion vote, that subject Director shall have no vote in the matter.

Article II - Officer Duties and Terms

Section .01 - Composition

- a) The APN Board of Directors shall be composed of five (5) elected officers - President, Vice President, Secretary, Treasurer, and Member-at-Large.
- b) Each member of the Board of Directors shall have one (1) vote.

Section .02 – The President

- a) The President presides over all meetings, and also sets the agenda for those meetings. The President appoints all committees and is an ex-officio member of all committees. In the event APN holds a major event, such as a show, flea market, or hosts a convention; the President is automatically APN's major representative.
- b) The President is responsible for calling special meetings of the Board of Directors and of the Club.
- c) The President is responsible for the order and decorum at all meetings, and for the enforcement activities.
- d) The President, or the Vice President in the President's absence, is also enjoined to call the meeting to order on time and to keep discussions moving in an expeditious manner in order to cover business in as short a time as possible.

Section .03 – The Vice President

- a) The Vice President will preside over all Club meetings and Board of Directors meetings in the President's absence. The Vice President shall assume the President's duties in the event the President cannot or will not perform them.
- b) The Vice President is the Property Manager, and shall be an ex-officio member of the Building and Grounds Committee. The Chairman of the Building and Grounds Committee shall report to the Vice President.

Section .04 - The Secretary

- a) The Secretary is responsible for the minutes, record keeping, and all communications with the membership and others outside the Club. As such, the Secretary may be requested to serve as editor of the APN monthly newsletter.

- b) In the absence of the President and Vice President, the Secretary shall preside over the scheduled business meeting. Should the Secretary preside over the meeting, another member will be appointed to take the minutes of that meeting.
- c) The Secretary shall absorb the duties of the Treasurer in the event that the Treasurer is unable to fulfill the prescribed duties.
- d) The Secretary shall serve as the Club Historian and the Parliamentarian. As Parliamentarian, the Secretary has the authority to answer all questions pertaining to the interpretation of any clauses in the APN By-Laws.
- e) The Secretary is responsible for the completion and filing of a Statement of Change of Registered Officer, or Registered Agent with the State of Texas Comptroller's Office of Public Accounts, when necessary.

Section .05 – The Treasurer

- a) The Treasurer shall be responsible for the APN Club's finances and related matters and the collection of all monies due. All approved bills shall be presented to the Treasurer for payment. No officer shall sign a check payable to himself.

The President shall appoint an audit committee annually which shall audit the treasury records no less than once per year.

- b) The Treasurer shall preside over the monthly business meeting in the absence of the President, Vice President, and Secretary.

Section .06 - The Member-At-Large

- a) The Member-at-Large shall be a member of the Board of Directors and shall preside over the monthly business meeting in the event that all other officers are absent.
- b) The Member-at-Large shall be the Special Programs and Clinics Chairman.
- c) The Member-at-Large shall absorb the duties of the Secretary in event the Secretary is unable to fulfill the prescribed duties.

Section .07 -Terms of Office

- a) Terms of office for all officers shall be one (1) year starting and ending at the January business meeting.
- b) Re-election to office is permissible. There shall be no term limits.

- c) Terms may be extended to two (2) years by a 3/4th majority vote of the membership.

Article III - Election of Officers

Section .01 - Nominating Committee

- a) The President, by October, will appoint a Nominating Committee. The Nominating Committee will draw up a slate of candidates to be posted on the club bulletin board by the November business meeting.
- b) Nominations from the floor shall be accepted at the January business meeting.

Section .02 - Voting Procedures

- a) After nominations are closed, election shall be by secret ballot.
- b) Absentee voting is permitted. Absentee ballots, either electronic or on paper, will be produced by the Nominating Committee and distributed to members who request them. Absentee ballots must be returned to the Nominating Committee before the January business meeting is called to order.
- c) To be elected, a candidate must receive a majority of the votes cast for that office by the membership at the meeting.
- d) In event that there is only one (1) candidate for an office, that candidate may be elected by acclamation.

Section .03 – Succession Procedures

- a) In the event the President is unable to complete a term of office, the Vice President shall succeed the President. The President shall then appoint a Vice President, who shall serve until the next general election.
- b) In the event the Vice President, Secretary, Treasurer or Member-at-Large is unable to complete their term(s) of office, the President shall then appoint a replacement, who shall serve until the next general election.
- c) Such appointments made by the President shall not be effective until approved by a majority vote of the Board of Directors.

Article IV - Meetings

Section .01 - Business Meeting

- a) The Club membership shall meet once each month to conduct such business as may be required.
- b) A quorum shall be necessary to transact any business in the Club's name. A quorum for conducting legal Club business at any business meeting is defined as a simple majority of the Club's membership to include at least two (2) standing officers.
- c) The Secretary shall be responsible for advising the membership of all actions taken at the monthly business meetings.

Section .02 - Board of Directors Meeting

- a) Board of Directors meetings shall be held at least once each quarter at a time and place designated by the President. The President may call additional Board of Directors meetings.
- b) The purpose of the Board of Directors meeting shall be to plan and discuss topics and/or projects for membership consideration and to conduct such other business as permitted by the Club By-Laws

Section .03 - Special Meetings

- a) Special APN meetings may be called by the Club President who will also set the time and place of the special meeting.
- b) The President shall announce such special meetings at least ten (10) days in advance of the proposed meeting date, if at all possible, so that the membership may be notified by phone, mail, or e-mail by the Secretary.

Section .04 - Club Parties

- a) The December business meeting shall be designated as the APN Christmas Party.
- b) The July business meeting shall be designated as the APN Birthday Party.

Article V - Committees

- A. The President appoints all committees and committee chairmen.

- B. The functions of the committees and the extent of authority granted to them will be directed by the Board of Directors.
- C. Committee chairman and members shall serve during the term of the President by whom they were appointed. Their terms may be extended by consent of the new President and agreement of the committee members.

Article VI - Amending the By-Laws

Section .01 - Amendment Process

- a) Proposed amendments must be in writing and submitted at an APN business meeting or at a Board of Directors meeting. The Board of Directors shall take the amendment under advisement and will be required to submit the amendment to a vote of the general membership with a recommendation to accept or reject the amendment no later than the second business meeting following the proper introduction of the amendment.
- b) The proposed amendment shall be posted on the club bulletin board prior to the meeting at which the vote is to be taken on the proposed amendment.
- c) Any amendment is subject to revision from the floor at anytime before the vote is taken.
- d) A two-thirds (2/3) majority vote "for" the proposed amendment of those members present is required for passage of the amendment. Quorum requirements must be met before the vote can be called.

Section .02 - Proxies

- a) Written proxies given to a voting member by any other voting member, who will not be present at the meeting for which the vote is to be taken, shall be accepted.
- b) Written proxies shall be counted towards fulfilling quorum requirements.
- c) Verbal proxies are not acceptable.

Article VI - Assessments

- A. The Club shall have authority to make assessments for special projects.
- B. Assessment votes shall require a three fifths (3/5) majority vote of those present to be carried. Quorum requirements must be met before a vote can be called.

C. Approved assessments are an obligation of membership.

Article VII - Liquidation of Club Assets

A. In event that liquidation should be required, all assets will be sold and distributed as follows:

1. All Stakeholder obligations will be paid in full, if possible. In event full payment is not possible Stakeholders will be paid proportionately.
2. Any remaining funds will be distributed equally to all members in good standing.