

THE CLIPPER CITY MODEL RAILROAD CLUB CONSTITUTION

Revised Aug. 2nd, 2012

ARTICLE I: NAME

The name of this organization is THE CLIPPER CITY MODEL RAILROAD CLUB INC. as incorporated under the laws of the state of Wisconsin, registered with the Secretary of State on March 25, 1982 and approved by Vel Phillips, then Secretary of State, on May 14, 1982.

ARTICLE II: PURPOSE

The Club is organized exclusively for educational, Scientific or Historical purposes within the meaning of Sect. 501 (C) (3) of the United States Internal Revenue Code. Further purposes; The Preservation of Railroad Artifacts; Promotion of model railroading through the development and teaching of the skills involved in building model engines, cars, buildings and scenery.

ARTICLE III: CAPITAL

This Club is formed without capital stock, and no dividend or pecuniary profits shall ever be made or declared by the Club to its members.

ARTICLE IV: OFFICERS

The general officers of this Club shall be President, Vice President, Secretary and Treasurer. They shall be chosen by secret ballot at the ANNUAL meeting. All officers shall be elected for a term of two (2) years. The President and Secretary being elected in the odd years and the Vice President and Treasurer being elected in the even years. Sitting officers may be nominated to succeed themselves.

A nominating committee shall be appointed by the President at the October general meeting. This committee will report its nominee's at the November meeting. After their presentation, nominations from the floor will be called.

Absentee Ballots may be counted in the election provided they have been requested of the secretary in advance and turned in to the secretary at least two days before the election. A simple majority of votes cast shall elect.

ARTICLE V: DIRECTORS

The four officers shall comprise the board of directors. At a board meeting following the annual election the board may appoint one member from the "Active" class to serve as a fifth board member.

ARTICLE VI: MEMBERSHIP

Any person may be admitted to membership in this club in the manner provided for in the By-laws. Members may be discharged and expelled as in said By-laws.

Only members who are current in their dues will be considered to be members in "GOOD STANDING". A member shall be in "GOOD STANDING" to hold a club key and vote for all club motions and elections. "GOOD STANDING" will be defined in the by-laws.

ARTICLE VII: COMMITTEES

Committees shall be created and disbanded as deemed necessary by the Board.

ARTICLE VIII: MEETINGS

A general membership meeting should be called on the first Thursday of every month. The December meeting shall be the ANNUAL meeting. Special meetings may be called by the president or at the request of any member, with the approval of the board of directors or upon a petition signed by 51% of paid up members. The Secretary shall notify all members of any special meeting with the reason.

A Quorum shall consist of 25% of those members in good standing present at any properly called meeting.

The board of directors should meet prior to any general meeting. Three of the directors shall constitute a quorum.

The club should be governed based on "Roberts Rules of Order".

ARTICLE IX: AMENDMENTS

The articles of this constitution may be changed or amended by presenting the proposed change or amendment in writing to the board of directors. The Board shall present the proposed change or amendment along with their recommendation to the membership at the next regularly scheduled meeting. The procedure for making the change is a three meeting process. At the first meeting the directors shall present the proposed change or amendment, along with their recommendation, to the membership. At the next regularly scheduled meeting a discussion of the proposed changes shall take place. Any change that is challenged will be resolved by a motion and member vote. The third meeting shall be a voting meeting. A yes vote by two thirds of the members in good standing present at the next general membership meeting shall be required to make the change.

ARTICLE X: DISSOLUTION

Upon dissolution of the club, the directors shall, after paying or making provisions for the payment of all the liabilities of the club, dispose of all the assets of the club exclusively for the purposes of the club in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under section 501 (C) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) as the directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the club is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

End of Document

Membership Meeting Approval Date: ____Aug. 2, 2012____

Board Member Signature: _Al Nelson_____

Board Member Signature: _James Chadek_____

Board Member Signature: _Alan Ross_____

Board Member Signature: _Dick Halsey_____

Board Member Signature: ____NA_____