

# KANSAS CENTRAL MODEL RAILROADERS, LLC

## BY – LAWS

### ARTICLE 1 THE CLUB

- Section 1. Name. The club's legal name shall be Kansas Central Model Railroaders, LLC. The club will also DBA KCMR or Kansas Central Model Railroaders.
- Section 2. Purpose. The Club's objective shall be the formation and maintenance of a non-profit organization to promote and practice the hobby of model railroading and the sharing of skills between members and the community(s) it serves.
- Section 3. Intent. The formation of the organization is exclusively for educational and charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- Section 4. Fiscal Year. The fiscal year of the Club shall be from January 1 to December 31.
- 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 vote. In the event of dissolution, disposition of the Club's assets shall be recommended by the Executive Committee subject to approval of a two-thirds (2/3) majority vote of the club members and be in compliance with subset "A". Such disposition must take into consideration the rights of all members of the Club.
- A. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### ARTICLE 2 MEMBERSHIP

- Section 1. Eligibility for Membership. Membership is open to any person engaged in, or desirous of becoming engaged in the hobby of model railroading, without regard to gender, race, religion, or political affiliation. The minimum age for membership is sixteen years of age. All members shall have full voting privileges and access to all Club activities and Club property.
- Section 2. Application for Membership. Application for membership shall be made by the following procedure.
- A. Submission of club's written application form.
- B. Acceptance vote by the general membership at any scheduled monthly business meeting. A majority (51%) vote by a quorum of members present shall be required for acceptance.
- Section 3. Dues. Yearly membership dues shall be due and payable on the 1<sup>st</sup> day of January each year and delinquent following the April business meeting. Dues shall be an amount fixed by the Executive Committee and approved by the general membership.

Section 4. Responsibility of Members. Members shall have the following responsibility:

- A. Adherence to Club rules
- B. Attendance at Club meetings and other club functions.

Section 5. Termination of Membership. The membership of a Club member may be terminated for any of the following reasons.

- A. Failure to pay annual membership dues by the May business meeting.
- B. Any member may request the removal of another member after giving the reason for the request in writing to the Club Secretary. The Executive Committee will review the case and recommend action to the Club. Upon completion of the accused's defenses, members will vote to terminate or to keep the accused member. A two-thirds (2/3) majority vote will rule.

### **ARTICLE 3 MEETINGS**

Section 1. Quorum. A quorum shall consist of a minimum of 6 members in attendance at a duly called meeting. Any meeting at which a quorum is not present may not transact Club business.

Section 2. Classes of Meetings. Meetings of the Club shall be classified as follows:

- A. Business Meetings shall be held each month at a pre-designated time and location.
- B. Special Meetings may be held, following timely notification of members, on those occasions deemed necessary by the Executive Committee.
- C. Work Sessions shall be held as deemed necessary by the president, the Executive Committee, or any member to perform tasks or planning which may become necessary to further the accomplishment of the Club's goals and/or activities. No club business may be conducted at work sessions.

### **ARTICLE 4 ELECTION OF OFFICERS**

Section 1. Executive Committee. The Executive Committee shall consist of all the Club Officers and shall be responsible for the governing the activities and meetings of the Club.

Section 2. Elections. Elections of Club officers shall be held at the March Business Meeting each year or, if a vacancy occurs, at the first Business Meeting following the creation of such vacancy.

Section 3. Officers. Titles and duties of the officers are as follows:

- A. President. The president shall be the principle executive officer of the Club. He or she shall have all rights as a chairman of the board and shall in general supervise and control business and affairs of the Club. He or she shall be an ex-officio member of any and all committees. The president does not have the right to vote unless there is a tie, and cannot make motions. The president shall preside over the monthly meetings and perform all duties incident to the office i.e.; provide direction to the Club; establish rapport with all members; represent the Club; and oversee duties of the other officers.
- B. Vice-President. The vice-president shall preside at Club meetings in the absence of the president. He or she shall provide an authority base in the absence of the president; provide input to the president; and aid where needed.

- C. Secretary. The secretary shall be responsible for taking the minutes of each Business Meeting, and for taking roll at each meeting. Other duties are to contact members when needed, and to initiate correspondence.
- D. Treasurer. The treasurer shall be responsible for handling all finances. He or she shall collect membership dues and provide reports of finances at all business meetings.

Section 4. Termination of Officers. In the event an officer fails to perform his or her duties, or conducts him or herself in a matter detrimental to the Club, said officer, by special vote of the membership, shall be removed from office. The officer shall have the right to defend him or herself, and a two-thirds (2/3) majority vote will be required for such action.

**ARTICLE 5**  
**WAGE COMPENSATION**

Section 1. Compensation. Club Officers shall serve without compensation of any kind. Club members shall perform various duties at club events without compensation of any kind.

**ARTICLE 6**  
**MISCELLANEOUS**

Section 1. Amendments. Any amendments to the Club By-laws shall be submitted in writing to the Executive Committee for consideration and then approved by a majority vote of the Club membership at a scheduled Business Meeting.

Adopted: 01/07/2017

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President

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Vice-President

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Secretary

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Treasurer

Reference: EIN 81-4700400

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