

Midwest RAILS

Bylaws

Article I – Name, Authority and Purpose

1. The name of this organization is Midwest RAILS (Railroaders Active In Large Scale) (hereinafter the “Club”).
2. The Club is incorporated as a not-for-profit organization under the laws of the State of Illinois and is intended to be exempt from Federal and Illinois income taxes.
3. The purpose of the Club is to promote large scale model trains by providing education and information to its members and to the general public through assembly and operation of a large scale modular model railroad at model railroad shows and other venues.

Article II – Membership and Dues

1. Membership is available to any individual or family upon payment of dues.
2. Annual dues shall be established by vote of the members attending the annual meeting provided for in Article III, Section 1 below and shall remain in effect until changed at a subsequent annual meeting. If an individual or family joins during the last half of a calendar year, dues will be one-half of the annual amount.

Article III – Meetings

1. The Club shall hold an annual meeting of members each year for purposes of electing officers for the year, for amending these Bylaws as provided for in Article VII, Section 3 below and to consider such other matters as may be necessary or desirable to further the purposes of the Club.
2. The President may schedule a special meeting of members when necessary or desirable by giving at least ten (10) days notice of the meeting by electronic mail.
3. Any five (5) members may petition the President by electronic mail for a special meeting of members. The petition must state the reason for the meeting and must include a proposed agenda. Upon receipt of such a petition, the President shall schedule a meeting within thirty (30) days and shall give at least ten (10) days notice of the meeting by electronic mail.

4. Five (5) or more members shall constitute a quorum for the conduct of business at any meeting of members. If the Club has less than ten members, 50% of the number of members rounded up to the next whole number shall constitute a quorum.
5. Each dues-paid member, whether an individual or a family, shall have one vote at any meeting of members.
6. The latest edition of Robert's Rules of Order shall govern all business meetings of the Club except insofar as they are inconsistent with these Bylaws.

Article IV – Officers

1. In order of precedence, the officers of the Club shall be: President, Vice President–Shows, Vice President–Layouts, Secretary and Treasurer. The officers shall constitute the Board of Directors established by Article V, Section 1 below.
2. The officers shall be elected at the annual meeting of members and shall serve until the next annual meeting of members or until such time as their successors shall have been elected.
3. The President shall have general supervision over all of the affairs of the Club, shall preside at all meetings of the Club and of the Board of Directors, shall appoint a member as the primary point-of-contact with the Club for individuals interested in joining the Club, shall appoint any committees that may be necessary or desirable, shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws and with the approval of the Board of Directors shall take action on all matters not covered in these bylaws which will advance the purpose of the Club.
4. The officers of the Club shall, in precedence of their office, assume the duties of the President in his or her absence or inability to serve.
5. The Vice President–Shows, with the approval of the Board of Directors, shall schedule Club participation in model railroad shows and other venues. Generally, events shall be scheduled one year in advance. The Vice President–Shows will appoint a Show Coordinator for each event. The Show Coordinator will be responsible for setup, operation and tear down of our display at the event.
6. The Vice President–Layouts, with the approval of the Board of Directors, shall establish specifications for standard or specialty modules and, in consultation with the Vice President–Shows and the Show Coordinators, shall ensure that the modules and decorations used at each show advance the purpose of the Club. Prior to construction, members shall submit plans for new modules to the Vice President–Layouts. The Vice President–Layouts shall review the plans and forward them to the Board of Directors recommending approval or disapproval. If the Vice President–Layouts recommends disapproval, he or she shall afford the member the opportunity to revise or withdraw the plans prior to their consideration by the Board of Directors.

7. The Secretary shall prepare minutes of all meetings of the members and of the Board of Directors, shall maintain the Bylaws and shall distribute the Bylaws and the minutes to the members by electronic mail. The Secretary shall maintain a list of members and shall distribute the list of members to the members at least annually.

8. The Treasurer shall maintain books and records of the financial transactions of the Club, shall, with the concurrence of the Board of Directors, open and close bank accounts, shall make deposits and withdrawals and shall report the Club's financial position and results of operation for the prior fiscal year at the annual meeting. The Treasurer shall maintain a list of non-cash assets, which shall include the estimated value of each asset and the name of the member who has custody of each asset pursuant to Article VI, Section 2 below.

Article V – Board of Directors

1. The officers of the Club, as defined in Article IV, Section 1 above, shall constitute the Board of Directors.

2. The Board of Directors shall be responsible for management of the Club between annual meetings. It may meet in person to fulfill its responsibilities under these bylaws or it may conduct its business by electronic mail or other electronic means.

3. The Board of Directors may approve any expenditure of the funds of the Club up to, but not to exceed \$1,000, for any single item that will advance the purpose of the Club. Expenditures for any single item exceeding \$1,000 must be approved by the members at a meeting.

4. Between annual elections, the Board of Directors shall have the power to determine when a vacancy exists in any office and to appoint a member to fill said vacancy.

Article VI - Principal Office, Property and Fiscal Year

1. The Club's principal office shall be at the address of the President or such other address as determined by the Board of Directors. The Club may have additional offices at other places as determined by the Board of Directors.

2. Cash assets shall be maintained by the Treasurer in one or more bank accounts pursuant to Article IV, Section 8 above. Non-cash assets shall be entrusted to members as determined by the President.

3. The fiscal year of the Club shall be the twelve (12) month period beginning January 1 and ending December 31.

Article VII – Amendment

1. Amendments to these Bylaws may be initiated by any member by filing a proposed amendment with the Secretary by electronic mail. A proposed amendment shall include the current wording of the Article and Section to be amended, the proposed wording and an explanation of the proposed change.
2. Within thirty (30) days of receiving a proposed amendment, the Secretary shall forward it to the Board of Directors by electronic mail. The Board of Directors shall consider the proposed amendment at its next meeting. The originator of the amendment shall be given an opportunity during that meeting to present arguments in favor of the proposed amendment.
3. If a majority of the Board of Directors attending the meeting approve the proposed amendment, it shall be submitted to the members for a vote at the annual meeting of members or at a special meeting of members as the Board of Directors determines. If a majority of the members attending the meeting favor the proposed amendment, it shall be adopted. Within thirty (30) days of the approval of an amendment, the Secretary shall forward the revised Bylaws to the members by electronic mail.

Article VIII – Dissolution

1. If the members determine that the Club has become inactive, the Board of Directors shall dispose of all non-cash assets of the Club by sale or donation to individuals or groups whose purpose is comparable to the purpose of the Club. Then, after paying or making provision for the payment of all of the liabilities of the Club, any remaining cash assets shall be donated to a group or groups whose purpose is comparable to the purpose of the Club.

These Bylaws were adopted by vote of the members on August 26, 2006 and were amended by vote of the members on April 12, 2014.

Hubert M. Lattan
Secretary