

BYLAWS OF THE TRI-CITY MODEL RAILROADERS

**(Approved: August 22, 2022)
(Version 1.2)**

ARTICLE I FORMATION

SECTION 1. INCORPORATION

The Tri-City Model Railroaders (TCMR) is an incorporated, nonprofit organization formed in accordance with its Articles of Incorporation and any amendments as filed with the Office of the Secretary of State, State of Washington and under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECTION 2. COMPLIANCE WITH FEDERAL REQUIREMENTS

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exists or may be amended.

No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

No part of the activities of the TCMR shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the TCMR shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

SECTION 3. PURPOSE

This corporation is organized and operated exclusively for educational purposes within the meaning of Internal Revenue Code Section 501(c)(3). The specific purpose of this corporation is to disseminate information on railroading and its history and developing an understanding of railroad operation, railroad history, and technical skills through model railroading. The corporation will construct and maintain model railroads based on prototype railroading, conduct educational programs, provide public shows, provide technical information to the general public and provide a service the local community.

ARTICLE II MEMBERSHIP

SECTION 1. NATIONAL MODEL RAILROAD ASSOCIATION

Membership in the TCMR requires a concurrent membership in the National Model Railroad Association (NMRA), a 501(c) 3 tax-exempt organization.

SECTION 2. CLASSES OF MEMBERS

TCMR shall have four (4) classes of members as follows:

A. Regular Member - Any person 18 years of age or older, interested in model railroading and in taking part in the modeling and educational activities of the organization may be a Regular Member. This class requires a minimum of NMRA Basic Membership. The regular member is entitled to:

1. Voting rights on all matters pertaining to the organization's business except that business conducted by the Board of Directors (if the regular member is not a member of the Board of Directors).
2. Hold office, and as an officer, conduct the business of the TCMR commensurate with the Office held.
3. Participate in modeling, operation, and construction of any layout, educational programs and other activities.

Regular and Student Members are subject to a Probationary Period in accordance with Policies and Procedures.

B. Family Members - The spouse and/or a dependent less than 18 years of age or grandchild of a Regular Member may become a family member(s) of the TCMR. Family Membership requires NMRA membership. Family Members do not have voting privileges and may not hold office but they may participate in other corporation activities. Family members less than 18 years of age must also have signature of parents' acceptance of responsibility. Family members under the age of 14 are to be under the supervision of an adult regular member at all times. Family members less than 10 years of age may be restricted in participation of activities at the discretion of the Board of Directors and as delineated in the Policies and Procedures and their appendices.

C. Student Member - Any person between fourteen and twenty-five years of age possessing valid student identification and interested in model railroading may be a Student Member. Student Members under the age of eighteen years must have a signed statement with his/her parent's (or legal guardian's) signature attesting to the parent's or guardian's acceptance and liability for the Student Member's actions. Student members must be members of the NMRA. Student Members ages 18 and older have the same voting privileges as regular members but cannot hold office.

D. Honorary Member – In certain cases, past or present members may be recognized as Honorary Members for their significant past contributions to the organization and who now, due to health or other reasons, cannot participate actively in TCMR activities. Honorary Members must comply with the TCMR requirement to also be a member of the NMRA in good standing. Honorary Members shall have no voting privileges nor can they hold office and their qualifying contributions shall be in accordance with Policies and Procedures.

SECTION 3. MEMBERS IN GOOD STANDING

Members in good standing are considered to being three months or less behind in payment of the TCMR dues as specified in Policies and Procedures.

SECTION 4. ACCEPTANCE OF NEW MEMBERS

Individuals desiring membership in the TCMR shall be afforded such membership in accordance with Policies and Procedures.

SECTION 5. DISMISSAL OF MEMBERS

Members, officers and directors may be dismissed in accordance with Policies and Procedures.

SECTION 6. APPEALS

All dismissal actions of the membership in accordance with this Article are final and no appeal rights are available.

SECTION 7. READMISSION OF FORMER MEMBERS

Previous members of the TCMR may be readmitted in accordance with Policies and Procedures.

ARTICLE III BOARD OF DIRECTORS

SECTION 1. MEMBERSHIP

The Board of Directors of the TCMR shall consist of four officers and three directors. The officers of the TCMR shall be: President, Vice-President, Secretary, and Treasurer. Each member of the Board of Directors must be a Regular Member in good standing during the 12-month period prior to his/her election in accordance with Policies and Procedures. During their term of position, members of the Board must remain in good standing at all times.

SECTION 2. TERMS OF OFFICE

Officers shall serve one year from May 1 through April 30 of the following year. Officers are elected at the Annual Meeting in accordance with Policy and Procedures.

Directors shall serve for three years, and the terms of office shall be staggered so that one director is elected each year for the full term of the board. A term of a director shall be from May 1 through April 30 of the third following year. Directors are elected at the Annual Meeting.

SECTION 3. DUTIES AND AUTHORITY

The duties and authority of the Board of Directors positions are listed in Policies and Procedures.

ARTICLE IV MEETINGS

SECTION 1. ANNUAL MEETING

The business meeting in April will be the Annual Meeting of the membership. If an optional meeting is desired, written notice shall be sent to each member of the TCMR at least two weeks prior to such meeting and at least two weeks prior to the regular annual meeting schedule. Election of board members and normal business of the organization shall be conducted at the Annual Meeting. Meeting minutes shall be prepared similar to minutes for business meetings.

SECTION 2. BUSINESS MEETINGS

Business meetings shall be held monthly to conduct the business of the organization. Any change in a future business meeting date shall be approved by majority vote of a quorum at a business meeting. Meeting location, time and date will be published monthly in *The Ashpit*. Meeting minutes and related organizational activities will be published monthly in *The Ashpit*.

SECTION 3. BOARD OF DIRECTORS MEETINGS

The Board of Directors' meetings shall be held as required at the request of any board member. All members are welcome to attend and observe but cannot participate unless specifically requested by one or more board members. Minutes of these meetings are prepared.

SECTION 4. REGULAR MEETINGS

Regular meetings are routine gatherings of the membership to carry out its non-business activities including, but not limited to, such activities as planning and building layouts, maintaining equipment, conducting model railroad operations and holding public shows, clinics, workshops and other educational programs. The time and date of Regular meetings will be published in *The Ashpit*. No minutes are prepared for regular meetings.

SECTION 5. QUORUM FOR MEETINGS

At any business meeting of the organization, a minimum of five (5) regular members including one (1) officer in good standing, present and voting-eligible shall constitute a quorum. Each eligible member shall be entitled to one vote in accordance with the voting privileges stated in Article II and the applicable provisions of Policies and Procedures.

At any meeting of the Board of Directors, four members of the Board shall represent a quorum for such a meeting. At a minimum, this quorum shall include either the President or Vice-President and one of the three directors.

ARTICLE V VOTING AND APPROVALS

SECTION 1. GENERAL

The right of members to vote is specified in Article II of these Bylaws. The procedures for voting shall be made in accordance with Policies and Procedures.

SECTION 2. DECISION-MAKING

Except as specified or restricted in Policies and Procedures, all decision-making shall be made by a majority vote of a voting-eligible quorum of members present at a business meeting.

ARTICLE VI MISCELLANEOUS

SECTION 1. POLICIES AND PROCEDURES

The TCMR shall maintain a manual of Policies and Procedures that is readily available to the membership and that describes and specifies the operation and conduct of routine activities of the organization. Rules for changes to Policies and Procedures shall be specified within that document.

SECTION 2. AMENDING THE BYLAWS AND ARTICLES OF INCORPORATION

These Bylaws and the Articles of Incorporation may be amended in accordance with Policies and Procedures.

SECTION 3. DISSOLUTION OF ASSETS

Upon termination or dissolution of the TCMR, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations as described in Section 501(c)(3) of the Internal Revenue Code and which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving organization. The organization to receive the TCMR assets shall be selected in the discretion of a majority of the Board of Directors.

SECTION 4. CONFLICTS OF INTEREST

Any and all conflicts of interest shall be addressed in accordance with Policies and Procedures.

SECTION 5. FISCAL YEAR

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

SECTION 6. NONDISCRIMINATION

Nondiscrimination shall be practiced at all times in accordance with Policies and Procedures.

SECTION 7. DUES

The amount and manner of payment of dues (and initiation fees for new members) shall be as provided in Policies and Procedures.