

RAILROAD MODEL CLUB OF ATLANTA

INCORPORATED

BY - LAWS

Manifest of Provisions

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ARTICLE I: INTRODUCTION

§A. Definition of Bylaws

These Bylaws constitute the code of rules adopted by RAILROAD MODEL CLUB OF ATLANTA, INC., for the regulation and management of its affairs.

§B. Purposes and Powers

This Corporation will have the purposes or powers as may be stated in its Articles of Incorporation, and such powers as are now or may be granted hereafter by law. The primary purposes of this corporation are: To secure the mutual cooperation of railroad model makers, operators of model railroads, street railway or tramway systems, for the mutual benefit of all concerned. *Railway* is to mean anything pertaining to model or toy railroads, street railways, or tramways or transportation systems using rails of any form for traction bed, whether a static model or operated by steam, gas, gasoline, oil, electricity, or mechanical motors or motive power.

ARTICLE II: OFFICES AND AGENCY

§A. Principal and Branch Offices

The principal place of business of this Corporation in Georgia will be located at

487-1/2 Edgewood Avenue S.E.,
Atlanta, Georgia 30312.

In addition, the Corporation may maintain other offices either within or without the State of Georgia as its business requires.

§B. Location of Registered Office

The location of the initial registered office of this Corporation is

676 Windy Hill Road S.E.,
Smyrna, Georgia 30080.

Such office will be continuously maintained in the State of Georgia for the duration of this Corporation. The Board of Directors may, from time to time, change the address of its registered office by duly adopted resolution and filing the appropriate statement with the State.

ARTICLE III: MEMBERSHIP

§A. Definition of Membership

The Members of this Corporation are those persons having membership rights in accordance with the provisions of these Bylaws. Membership rights include, but are not limited to, the following:

- a. election of Directors of the Corporation;
- b. election of officers of the Corporation;
- c. authority to vote upon business and operational matters of the Corporation submitted to the members and not allocated to the Board of Directors by provision of these Bylaws.

§B. Classes of Members

1. Definitions

This Corporation will have three classes of members, designated as follows:

- a. "Regular" voting, with full rights and privileges of membership in the Corporation.
- b. "Associate" non-voting, for persons in special circumstances who desire affiliation with the Corporation, at the discretion of the Board of Directors.
- c. "Youth" non-voting, for persons under the age of eighteen (18) years.

2. Assignment to Classes

Members shall be assigned to the membership classes according to the following provisions:

- a. by assignment made when the prospective member is voted into the Corporation;
- b. when a youth member in good standing attains the age of eighteen (18) years, he or she shall automatically become a regular member;
- c. assignment from the regular to the associate class, or *vice versa*, shall occur upon petition by the affected member and with the approval of a majority of the Board of Directors at any regular or special meeting.

3. Emeritus Membership

The Board of Directors may, from time to time, at its option, nominate members for designation as Emeritus members, for the purpose of recognizing these members' long-term contribution to the Corporation. The power to approve Emeritus membership rests with the members of the Corporation. When a member receives the Emeritus designation, that member's obligation to pay dues shall be rescinded for the duration of his or her membership in the Corporation.

a. Nomination

The following provisions shall govern nomination for Emeritus membership:

- i. Any regular member in good standing who has been a member of the Corporation for a cumulative period of thirty (30) or more years shall be eligible for the Emeritus designation, with membership in the Railroad Model Club of Atlanta (pre-incorporation) counting toward this total.
- ii. The Board of Directors may nominate any eligible member(s) for the Emeritus designation at any regular or special Board meeting.
- iii. Nominations for the Emeritus designation may be submitted for approval only if the sum of the number of nominations plus the number of existing Emeritus members will not exceed twenty (20) percent of the total members in the Corporation.

b. Approval

Emeritus membership shall be granted according to the following provisions:

- i. At any regular or special meeting of the Corporation, the Board of Directors may submit any Emeritus membership nominations to the members for a vote.
- ii. A nominated member shall be designated as an Emeritus member if his or her nomination receives a majority vote of the regular members present at the meeting.

§C. Qualifications of Members

1. General

Anyone interested in constructing model railroad equipment or operating miniature railroad lines or model equipment pertaining to railroads, street railways, or tramways, shall be eligible for membership when unanimously approved by the regular members present at any regular or special meeting, provided that his or her name shall have been placed in nomination at the previous regular meeting.

2. Class-Specific

- a. **Regular** meets the general qualifications, and has attained the age of eighteen (18) years.
- b. **Associate** meets the general qualifications, and is either voted to associate status initially or is approved for said status by the Board of Directors.
- c. **Youth** meets the general qualifications, is under the age of eighteen (18) years, and is sponsored for membership by a regular member of the Corporation.

§D. Amounts of Initiations and Dues

The Corporation may charge initiation fees and dues for membership in the Corporation. The Board of Directors shall have the power to establish the monetary amounts of initiation fees and dues for the various membership classes.

§E. Maintenance of Membership

Any member whose dues are not paid up shall be suspended from participation in the Corporation's activities and shall be automatically dropped from membership at the end of ninety days of delinquency, provided he or she has been duly notified by the Secretary. Any member dropped from the roll of the Corporation due to delinquency in the dues may be reinstated at the option of the Directors by payment of three months' back dues and a new initiation fee.

§F. Limitation of Membership

The membership of the Corporation is to be restricted to a total of thirty (30) members in all classes. At the time the membership reaches 30 members in good standing, the membership list is to be considered closed and all further applications by prospective members are to be held on a waiting list and allowed full membership in accordance with the prospective members' seniority on the waiting list and only in the case of a decrease in membership for reasons as provided in these Bylaws.

§G. Members' Meetings

1. Regular Meetings

Regular meetings of the membership of the Corporation shall be held on the third (3rd) Monday of the months of January, March, May, July, September, and November, at the Corporation's principal place of business. Should any such day in any year constitute a legal holiday for all businesses, then the meeting will be held instead in such instance on the fourth (4th) Monday. This provision of the Bylaws constitutes notice to all Members of the regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

2. Special Meetings

Special meetings may be called by the President or Secretary upon three (3) days' notice in writing to each regular member, and shall be so called by the President or Secretary upon written request from one-third (1/3) of the regular members. Written or printed notice, stating the place, day, and hour of the meeting and in the case of a special meeting the purpose or purposes for which the meeting is called, must be delivered not less than three (3) nor more than thirty (30) days before the date of the members' meeting, either personally, by registered or certified mail, or first class mail, or by telegram by or at the direction of the President, the Secretary, or the officers or other persons or members calling the meeting, to each member entitled to vote at

such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid.

§H. Voting Rights of Members

1. Regular Voting Rights

Each regular member will be entitled to one (1) vote on each matter submitted to a vote of regular members.

2. Voting Rights for Election of Directors

In all elections for Directors, each member entitled to vote may cast a total number of votes equal to the number of Directors to be elected, giving one (1) vote to each Directorial candidate of the member's choice.

3. Members' Proxy Voting

A member may vote in person only.

4. Quorum of Members

The number or percentage of members entitled to vote, which constitutes a quorum at a meeting of members will be thirty (30) percent of the members. The vote of a majority of the votes entitled to be cast by the members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the members, unless a greater proportion is required by law, the Articles of Incorporation of this Corporation, or any provision of these Bylaws.

§I. Transferability of Membership

Membership in this Corporation is nontransferable and nonassignable.

§J. Termination of Membership

1. Reasons

Membership will terminate in this Corporation on either of the following events, and for no other reason:

- a. Receipt by the Board of Directors of the written resignation of a member, executed by such member or his or her duly authorized attorney-in-fact;
- b. The death of a member;
- c. The failure of a member to pay dues;
- d. For cause, inconsistent with membership, after notice, trial, and conviction.

2. Opportunity for Hearing

Before a membership terminates for any reason other than the resignation or death of the member, the member will be given an opportunity to be heard before the Board of Directors. A member terminating membership status for reasons other than death may be completely and automatically reinstated if he or she corrects the cause of termination before formal adoption by the Board of Directors of a resolution acknowledging such termination.

§K. Conduct

1. Cooperative Effort

Any members when constructing models or other objects for the Club, shall cooperate fully, and select those best qualified for the particular job in question, and shall at all times work together.

2. Tools

Any member using the Corporation's tools or equipment shall himself replace any article damaged, without cost to the Corporation, and when using tools or equipment of another member, shall himself replace any article damages without cost to such member. The Railroad Model Club of Atlanta, Inc., shall not be held responsible for damage or loss of tools or equipment belonging to anyone. It shall be the individual obligation of each member or visitor to protect his or her property as he or she sees fit.

3. Adjudication

The conduct of any member may be brought to the attention of the Board of Directors by petition of two (2) or more members. The question of the member's conduct shall be investigated thoroughly by the Board of Directors, and the member shall be informed of the charges, and shall have ample opportunity to defend himself or herself. If a member's conduct is found offensive by a majority of the Board of Directors, the matter shall be brought before the entire membership at the next regular meeting, when the ruling of the majority of regular members present at that meeting shall prevail.

ARTICLE IV: DIRECTORS

§A. Definition of Board of Directors

The Board of Directors is that group of persons vested with the management of those matters of business and operation of this Corporation that are specified by law, the Articles of Incorporation, and these Bylaws.

§B. Structure of the Board

The Board of Directors of this Corporation will constitute a single class.

§C. Qualifications of Directors

The qualifications for becoming and remaining a Director of this Corporation are as follows:

- a. Directors must be residents of the State of Georgia;
- b. Directors must be regular members of this Corporation.

§D. Number of Directors

The number of Directors of this Corporation will not be less than three (3) at any time. The number of Directors presently will be five (5). The number of directors may vary from time to time between a minimum of three (3) and a maximum of five (5), with the amount to be determined by the vote of two-thirds (2/3) of the incumbent Directors.

§E. Terms of Directors

1. Election

The Directors constituting the first Board of Directors as named in the Articles of Incorporation will hold office until January 1997. Thereafter, with the exception of the emeritus Director as prescribed in these Bylaws and established by the Board of Directors, Directors will be elected annually by majority vote of the regular members at the January meeting for a term of one year. Each Director will hold office for the term for which elected, extensible until a successor has been selected and qualified.

2. Removal from Office

A Director may be removed from office when such action will serve the best interests of this Corporation, in the manner prescribed by these Bylaws for the removal of a member. Such removal will be without prejudice to any contract rights of the Director so removed.

3. Emeritus Directorship

The Board of Directors may, at its option, designate one directorship as an Emeritus directorship, for the purpose of recognizing the contributions and leadership of a member who has been a member of the Corporation for ten (10) or more years and otherwise meets the qualifications for Board membership. If the Board of Directors has taken such action, a member may be nominated for Director Emeritus by any regular member and shall assume the emeritus directorship upon receiving a majority vote of the regular members at any regular meeting under the following conditions:

- i. if a directorship is vacant, the nominated member shall fill it as Director Emeritus;
- ii. if the directorship is already filled, the nominated member must already be a Board member and he or she shall become Director Emeritus;
- iii. the Director Emeritus shall hold office indefinitely until resignation, termination of membership in the Corporation, or revocation of the emeritus directorship by the Board of Directors.

4. Vacancies on the Board

Resignation of Directors will become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors will be filled by appointment by a majority of the remaining Board of Directors. The Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

§F. Regular Meetings of Directors

Regular meetings of the Board of Directors of the Corporation shall be held on the third (3rd) Monday of the months of January and July, at the Corporation's principal place of business. Should any such day in any year constitute a legal holiday for all businesses, then the meeting will be held instead in such instance on the fourth (4th) Monday. This provision of the Bylaws constitutes notice to all Directors of the regular meetings for all years and instances, and no further notice shall be required although such notice may be given.

§G. Special Meetings of Directors

1. Notice

Written or printed notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) nor more than seven (7) days

before the date of the meeting, either personally or by first class mail, by or at the direction of the President, or the Secretary, or the Directors calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail, addressed to the Director at his or her address as it appears on the records of this Corporation, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

2. Call

A special meeting of the Board of Directors may be called by either:

- a. The President

OR

- b. Two or more Directors.

§H. Waiver of Notice

Attendance of a Director at any meeting of the Board of Directors will constitute a waiver of notice of such meeting except where such Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

§I. Quorum of Directors

A majority of the whole Board of Directors will constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors.

ARTICLE V: OFFICERS

§A. Roster of Officers

The Officers of this Corporation will consist of the following:

- President
- Vice President
- Secretary
- Treasurer.

§B. Selection and Qualification of Officers

Officers of this Corporation will hold office for a term of one year, extensible until a successor has been selected and qualified. Any regular member in good standing will be eligible for office according to provision of these Bylaws. An officer may be a member of the Board of Directors.

1. Election to Regular Term

Officers of this Corporation will be elected annually by majority vote of the regular members at the January meeting. Nomination for office may be made by any regular member in good standing and present at the meeting at which election is to occur.

2. Unexpired Terms

In the event that an officer of this Corporation becomes unable to fulfill the duties of the office to which elected, whether by resignation from office, removal from office as provided in these Bylaws, or termination of membership in the Corporation as provided in these Bylaws, the Board of Directors shall appoint a successor who will hold office for the remainder of the unexpired term. Such appointment will take place at a regular or special meeting of the Board of Directors.

§C. Description of Offices

1. President

The President will be the Chief Executive Officer of this Corporation and will, subject to the control of the Board of Directors or Directoral Committees, supervise and control the affairs of the Corporation. The President will perform all duties incident to such office and such other duties as may be provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.

2. Vice President

The Vice President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. The Vice President will perform such other duties as may be prescribed from time to time by the Board of Directors.

a. General Manager

The Vice President shall be the General Manager of the Operating Organization and shall be responsible to the Board of Directors for any and all of his acts.

b. Assignment of Positions

The General Manager shall assign all offices and positions and shall create such offices and positions as he or she shall see fit, in accordance with regular railroad practices, PROVIDED:

- i. The seniority rights of the members shall be respected.
- ii. That should any member become dissatisfied with the position assigned him or her, or to the consideration shown him or her, he or she shall have the right to appeal to the Board of Directors, whose decision shall be final.

3. Secretary

The Secretary will keep minutes of all meetings of members and of the Board of Directors, will be the custodian of the corporate records, will give all notices as are required by law or by these Bylaws, and, generally, will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

4. Treasurer

The Treasurer will have charge and custody of all funds of this Corporation, will deposit the funds as required by the Board of Directors, will keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, will render reports and accounting to the Directors and to the members as required by the Board of Directors or members, or by law, and will perform, in general, all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by the Board of Directors.

§D. Removal of Officers

Any officer elected or appointed to office may be removed by the Board of Directors whenever in their judgment the best interests of this Corporation will be served. However, such removal will be without prejudice to any contract rights of the officer so removed.

§E. Multiple Offices

With the exception of the offices of Secretary and Treasurer as prescribed in these Bylaws, no person may hold more than one office of this Corporation at one time. Exception shall be made allowing one person to hold the offices of Secretary and Treasurer at one time if duly elected to both offices.

ARTICLE VI: INFORMAL ACTION

§A. Waiver of Notice

Whenever any notice whatever is required to be given under the provisions of law, the Articles of Incorporation of this Corporation, or these Bylaws, a waiver of such notice, in writing, signed by the person or persons entitled to notice, whether before or after the time stated in such waiver, will be deemed equivalent to the giving of such notice.

§B. Action by Consent

Any action required by law or under the Articles of Incorporation of this Corporation, or these Bylaws, or any action which otherwise may be taken at a meeting of either the Members or Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the persons entitled to vote with respect to the subject matter of such consent, or all Directors in office, and filed with the Secretary of the Corporation.

ARTICLE VII: OPERATIONS

§A. Fiscal Year

The fiscal year of this Corporation will be the calendar year.

§B. Execution of Documents

1. General

Except as otherwise provided by law or these Bylaws, checks, drafts, promissory notes, orders for payment of money, and other evidences of indebtedness of this Corporation will be signed by the Treasurer. Except for routine payments as described in these Bylaws, such instruments of indebtedness will be countersigned by the President.

2. Routine Payments

The Board of Directors may establish an amount of money below which checks, drafts, and other orders for payment, incurred in the course of routine business of the Corporation, will not require the signature of the President.

3. Contracts

Contracts, leases, or other instruments executed in the name of and on behalf of the Corporation will be signed by the Secretary and countersigned by the President and will have attached copies of the resolutions of the Board of Directors, certified by the Secretary authorizing their execution.

4. Books and Records

This Corporation will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its members, Board of Directors, and Directoral Committees. The Corporation will keep at its Registered Office a membership register giving the names, addresses, and other details of the membership of each, and the original or a copy of its Bylaws, including amendments, to date, certified by the Secretary of the Corporation.

5. Inspection of Books and Records

All books and records of this Corporation may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

§C. Nonprofit Operations

1. Stock and Compensation

This Corporation will not have or issue shares of stock. No dividend will be paid, and no part of the income of this Corporation will be distributed to its members, Directors, or Officers. However, the Corporation may pay compensation in a reasonable amount to members, Officers, or Directors for services rendered.

2. Loans to Management

This Corporation will make no loans to any of its Directors or Officers or to any of its key management or other personnel.

3. Vested Interest

No member or incorporator of this Corporation may have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the Corporation, or any right, interest, or privilege which may be transferable or inheritable, or which will continue if his or her membership ceases, or while he or she is not in good standing.

a. Ownership of Property

Models, equipment, parts or supplies, or equipment constructed or bought by the Corporation shall be the property of the Corporation and no individual members shall have any individual interest whatsoever in any of the above named. Rolling stock and privately owned tools excepted, all trackage, buildings, bridges, scenic effects, materials, supplies and other items will remain at the regular meeting place of the Corporation and as the Corporation's property, except items built entirely of privately owned material, which items will be returned to the builder only upon dissolution of the Corporation, provided he or she is a member at that time.

b. Claims on Property

If any member resigns, drops out, or withdraws from the Corporation for any reason whatsoever, he or she shall not be entitled to any part or parcel of any of the above-named, all being wholly the property of the Corporation.

c. Expelled Members

Expelled members shall have no property rights to assets of the Corporation.

4. Dissolution

a. Transfer of Assets

On dissolution, assets of this Corporation remaining after the payment or discharge of all liabilities of the Corporation; the return, transfer, or conveyances of assets held on conditions requiring

the same; and the transfer or conveyance of assets received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent educational, or similar purposes shall be distributed only to non-profit organizations having similar goals and objectives as this Corporation.

b. Initiation

In the event it is decided by the Board of Directors that it is necessary to dissolve the Corporation, the Board of Directors shall propose to the regular membership of the Corporation a plan to distribute the assets to a non-profit organization or organizations. The plan may be amended by majority vote of the regular members present at a properly called regular or special meeting, and the proposed or amended plan approved by a majority vote.

5. Secured Transactions

The Directors of this Corporation may not authorize secured transactions or other dispositions of corporate assets without approval by the members.

ARTICLE VIII: AMENDMENTS

§A. Amendment of Articles of Incorporation

The power to alter, amend, or repeal the Articles of Incorporation of this Corporation is vested in the members. Such action must be taken pursuant to a resolution approved by a majority of the Directors at any regular or special meeting and by a referendum approved by two-thirds (2/3) of the regular members.

§B. Modification of Bylaws

The power to alter, amend, or repeal these Bylaws, or to adopt new Bylaws, insofar as is allowed by law, is vested in the members. A majority vote of the regular members of the Corporation, obtained by referendum, shall be required to amend these Bylaws, and shall become effective at the first regular meeting following completion of such referendum, PROVIDED:

1. Proposal

That notice of such proposed referendum and amendment shall be read at any regular or special meeting of the Corporation, and the referendum shall be ordered by a majority vote of the regular members present.

2. Referendum

If ordered as in 1. above, the Secretary shall cause to be sent to all regular members a copy of such proposed amendment with an enclosed ballot which must be marked and returned within fourteen (14) days in order for the member's vote to count.

3. Notice

The Secretary shall be considered to have given sufficient notice under 2. above by mailing said notice to each regular member at his or her last-known address.