

# **OKLAHOMA MODEL RAILROAD ASSOCIATION**

## **BY-LAWS**

### **ARTICLE I**

#### **NAME, PURPOSES AND NON-DISCRIMINATION**

**Section 1.1** The name of the Corporation is Oklahoma Model Railroad Association (the "Corporation").

**Section 1.2** This Corporation is organized and shall be operated exclusively for the following purposes: charitable, religious, educational, scientific, literary and the prevention of cruelty to children or animals. The Corporation's mission is to enable the public to discover, engage with, share and discuss information about the history of railroads in the State of Oklahoma, how railroads provide services to their customers, the equipment used by railroads and how railroads have evolved across our nation by (a) building a library of literature, maps, photographs, tools, and artifacts concerning railroads and their operations; (b) using models and build displays to explain railroad operations; (c) providing public shows and other educational activities to promote model railroading; and (d) inviting the public to participate in model railroad operations displayed by the Corporation at its facilities or as made available at educational institutions and other public events from time to time.

**Section 1.3** No person, corporation or organization shall, on the basis of age, race, color, national origin, religion, sex or physical disability or impairment be excluded from participation in, be denied the benefits of, or be subject to the discrimination under any program or activity sponsored or conducted by the Corporation.

### **ARTICLE II**

#### **BOARD OF DIRECTORS**

Subject to limitations of the Certificate of Incorporation, the By-Laws and the laws of the State of Oklahoma, and subject to the duties of the Directors as prescribed by the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed and conducted by, the Board of Directors. Without prejudice to such general power, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers; to wit:

**First:** To select and remove all agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Certificate of Incorporation or the By-Laws, and fix their compensation.

**Second:** To designate any place within or without the State of Oklahoma for the holding of any members' meeting or meetings; and to adopt, make and use a corporate seal; and to alter the form of such seal from time to time, as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

**Third:** To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

**Section 2.1** The number of Directors which shall constitute the whole Board shall not be less than three nor more than five Directors. The initial Directors shall be designated in the Certificate of Incorporation of the Corporation and thereafter additional Directors shall be elected by majority vote of Full Members. The term of office of a Director shall be two years, or until the death or resignation of the Director. A Director may also be disqualified and removed from membership on the Board upon the majority vote of all the then qualified and acting Directors.

**Section 2.2** An annual meeting of the Board of Directors shall be held each year on the date determined by the Board of Directors. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

**Section 2.3** Special meetings of the Board of Directors may be called by, or at the request of the President or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

**Section 2.4** Notice of any special meeting shall be given at least five (5) days previously thereto by written notice mailed to each Director at the Director's business address, or forty-eight (48) hour's notice delivered personally, by telephone or e-mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a 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.

**Section 2.5** A majority of the number of Directors, excluding vacancies, fixed by this Article shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

**Section 2.6** The act of the majority of the Directors present at a meeting, at which a quorum is present at the inception of the meeting, shall be the act of the Board of Directors.

**Section 2.7** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting, if all the members of the Board of Directors consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors.

**Section 2.8** A Director may be removed at any time upon the majority vote of the Full Members. Any vacancy or newly created Directorship occurring in the Board of Directors may be filled by the majority vote of the Full Members. A Director elected to fill a vacancy shall be elected for the unexpired term of the predecessor in office.

**Section 2.9** By resolution of the Board of Directors, each Director may be paid expenses, if any, of attendance at each meeting of the Board of Directors. Directors as such shall not receive any stated salaries or other compensation for their services. Directors shall not be precluded from serving the Corporation in any other capacity and receiving compensation therefor.

**Section 2.10** A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless the dissent shall be entered in the minutes of the meeting, or unless the Director shall file the written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Vice-President of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**Section 2.11** Members of the Board of Directors may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another, and participation in a meeting pursuant to this Article shall constitute presence in person at the meeting.

### **ARTICLE III**

#### **MEMBERSHIP AND VOTING RIGHTS**

Membership is open to any person who has an interest in the purposes of the Corporation and the operation of model railroads. Dues are determined from time to time as provided in the Standing Rules of the Corporation. Only dues paying Full Members in good standing have the right to vote.

**Section 3.1** Types of membership:

- (a) Full Member: A full member is any adult paying dues.

- (b) Family Member: A Family Member is the spouse or child of a Full Member. In the case of children of Full Members they will remain a Family Member, regardless of age, as long as they still live at home with the Full Member. Family Members upon reaching age of 18 may apply for full membership if desired.
- (c) Non-Resident Member: A person whose primary place of residence is more than 75 miles from the principal place of business of the Corporation.
- (d) Honorary Member: Person who has been granted honorary membership for reasons deemed appropriate by a vote of the Membership. This is a non-voting membership.
- (e) Guest: A guest is a prospective member who is allowed 3 visits and may participate in activities of the Corporation.

**Section 3.2** Voting Rights

- (a) Full Members may vote on all matters presented to the Membership for a vote as long as the member's dues and any assessments have been paid to date.
- (b) Voting privileges may be granted to an adult Family Member on a case by case decision by the Executive Committee.
- (c) Voting members shall be allowed to vote on any matter or election by way of a signed absentee ballot, provided that the ballot is given to the Presiding Officer before the vote is taken. However, no member shall be allowed to vote on behalf of another by way of a proxy.

**Section 3.3** Membership status may be suspended if dues are unpaid for 2 months.

**Section 3.4** Membership may be revoked if dues are unpaid for 3 months.

**Section 3.5** Exceptions to Section 3.3 and Section 3.4 above may be granted by a majority vote of the Full Members present at a regular Membership meeting. Request for exception should be submitted to Executive Committee in writing, stating reason for delinquency, expected duration, and steps member is taking. Executive Committee will either approve and bring to vote at regular meeting, or reject if they feel need is not justified.

**Section 3.6** Resignations should be submitted in writing to a member of the Executive Committee. No reimbursement for partial dues will be given.

**Section 3.7** Full Members in suspended status will be placed on the inactive membership list until dues are made current.

## **ARTICLE IV**

### **MEETINGS OF MEMBERSHIP**

**Section 4.1** Regular meetings of the Membership of the Corporation shall take place at the time and place specified in the Standing Rules. One-third of the Full Members in good standing and two (2) officers shall constitute a quorum. A meeting may be adjourned by the presiding officer. Notice of all meetings shall be provided to Full Members not less than ten(10) days in advance, and such notice shall include the time, date, and place of meeting.

**Section 4.2** Special meetings of the Membership may be called by the Executive Committee when they deem necessary.

## **ARTICLE V**

### **OFFICERS**

The officers of the Corporation are the President, Vice-President, Secretary and Treasurer. Their terms of office shall be for two years from January 1 through December 31. Nominations are taken at the September and October Membership meetings. Elections are held at the November meeting. Only Full Members who have been Full Members of the Corporation, or full members of a public not for profit model railroad organization, for not less than one (1) year may serve as an officer. The President and Treasurer will be elected during the ODD numbered years to assume the office on January 1 of the following EVEN numbered year. The Vice President and Secretary will be elected during the EVEN numbered years to assume the office on January 1 of the following ODD numbered year. An officer may be removed from office by a majority vote of the Full Members. The Vice-President and Treasurer can also hold the office of Secretary; otherwise a Full Member can only serve in one office at a time.

**Section 5.1** The President shall:

- (a) Serve as chief executive officer of the Corporation and preside at all meetings of the Membership, Executive Committee and Board of Directors;
- (b) Serve as liaison between the Corporation and organizations having similar purposes and interests;

- (c) Ensure that the Membership and other interested parties are informed of future activities and events;
- (d) Appoint such committees and individuals as may be appropriate to fulfill specific functions on behalf of the Corporation.

**Section 5.2** The Vice-President shall:

- (a) Discharge the duties of the President when the President is unavailable; and
- (b) Supervise the maintenance of the Corporation's facilities and maintain adequate supplies for the Corporation's activities.

**Section 5.3** The Secretary shall:

- (a) Prepare and maintain minutes and attendance lists of Membership, Executive Committee and Board of Directors meetings;
- (b) Maintain such records concerning the Membership as may be appropriate; and
- (c) Present at each Membership meeting the minutes from the previous meeting, post minutes of meetings on the bulletin board within 30 days of a meeting and maintain a record book with minutes of all past meetings.

**Section 5.4** The Treasurer shall:

- (a) Prepare, report and maintain, in a timely manner records of account for the Corporation;
- (b) Maintain accounts of deposit (both time and demand) at recognized fiduciary institutions, and be the chief signatory of all the Corporation bank accounts;
- (c) File and record such State and Federal forms as may be required under State and Federal regulations and laws;
- (d) Administer the submission, presentation, adoption, and maintenance of an operating budget;
- (e) Present at each Membership meeting an accounting of the Corporation's financial status, including the previous month's

receipts and disbursements, and furnish members with a quarterly balance sheet;

- (f) Prepare and present the annual financial report at the second Membership meeting of the fiscal year; and
- (g) In general, perform all routine financial transactions of the Corporation.

## **ARTICLE VI**

### **EXECUTIVE COMMITTEE**

The Executive Committee shall consist of the President, Vice-President, and Treasurer. The Executive Committee shall meet twice a year and as needed. The notice of the meeting shall be made available to the membership and will include the date, time and place of the meeting. The Executive Committee meeting will be open to Full Members.

## **ARTICLE VII**

### **CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**Section 7.1** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 7.2** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**Section 7.3** All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

**Section 7.4** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

## **ARTICLE VIII**

### **FISCAL YEAR**

The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each calendar year.

**ARTICLE IX**  
**SPECIAL ASSESSMENTS**

Special assessments are to be used sparingly to purchase an item or service that is needed by the Corporation that cannot be purchased through normal dues, donations and other receipts. A proposal for a special assessment requires a notice stating the requirement, cost, assessment amount, why it cannot be obtained from dues and other receipts. The proposal must be submitted at one Membership meeting and the vote to approve held at next regular Membership meeting. Approval requires at least 51 % vote of Full Members in good standing at time of the vote.

**ARTICLE X**  
**IMPEACHMENT AND REMOVAL FROM OFFICE**

**Section 10.1** Grounds for Impeachment

- (a) Missing more than three business meetings, or two concurrent business meetings that require their presence during the term of office.
- (b) Misuse of funds.
- (c) Failure to perform official duties.
- (d) Allowing Membership dues to lapse for more than three consecutive months.
- (e) Conduct that is irresponsible, violent, dangerous, unlawful, or unbecoming to the office and the Corporation.

**Section 10.2** Impeachment Procedures

- (a) An officer may be impeached by a two-thirds majority of those voting at a monthly Membership meeting. An impeached officer may be suspended from duty by a separate two-thirds majority vote at the same meeting. An officer shall remain under suspension until after the vote for removal is held.
- (b) After an officer is impeached, a vote for removal shall be held at the next Membership meeting of the Corporation, after the officer has had a chance for due process to answer the challenge issued to him. A two-thirds majority of current Full Members shall be required for removal.



**ARTICLE XI**  
**REPLACEMENT OF OFFICERS**

**Section 11.1** If a vacancy occurs among the Corporation's officers, the remaining officers, in turn, will first have the option of moving up to a higher vacant office. The senior remaining officer will have the option of appointing a nominee from among the eligible Full Members to fill the vacancy. This nominee shall serve in the office until replaced or confirmed.

**Section 11.2** At the next Membership meeting following a vacancy, a vote of confidence shall be held on the appointed nominee. If the nominee fails the vote of confidence by a majority of those Full Members voting or if there was no replacement nominee, nominations shall be opened immediately and a special election held at the next Membership meeting.

**ARTICLE XII**  
**REVOKING AN INDIVIDUAL MEMBERSHIP IN**  
**THE CORPORATION**

**Section 12.1** Grounds for revoking an individual Membership

- (a) Repeated and blatant interference with the conduct of the Membership meetings.
- (b) Behavior that is repeatedly obnoxious, vulgar, and offensive to a majority of the other members.
- (c) Physical violence or harassment at any time against another member of the Corporation.
- (d) Unlawful conduct while present at a Corporation function.
- (e) Failure to meet financial obligations covered in the By-Laws or Standing Rules.

**Section 12.2** An individual Membership in the Corporation shall be revoked upon the receipt by the President of a valid "Petition of the Membership" with the signatures of no less than three-quarters of the Full Members as of the date of the petition, providing the member has had a chance to answer the charges.

**Section 12.3** If a Membership is revoked while that Member is not present, official notification must be sent by certified mail to the last recorded address.

**ARTICLE XIII**  
**AMENDMENT PROCEDURE**

Any proposed amendment to these By-Laws must be presented in writing at a Membership meeting. After a 30 day period to allow for debate and discussion, the amendment will be voted on at the next Membership meeting (e.g., an amendment proposed in January would be voted on in February after being discussed the two months of January and February.) A two-thirds majority of Full Members voting at the Membership meeting must vote to approve the amendment.

**ARTICLE XIV**  
**AVAILABILITY OF GOVERNING DOCUMENTS**

Copies of the Articles of Incorporation, By-Laws, and Standing Rules will be available for inspection from the officers currently serving, either at a Membership meeting or elsewhere at the officer's convenience.

**ARTICLE XV**  
**CONFLICTS AMONG DOCUMENTS**

Should a conflict arise, the Articles of Incorporation shall supersede the By-Laws and the By-Laws shall supersede the Standing Rules.

**ARTICLE XVI**  
**OFFICE AND REGISTERED AGENT**

The principal business office of the Corporation in the State of Oklahoma shall be located at 1020 SW 130th, Oklahoma City, Oklahoma 73170. The Corporation may change such principal or registered offices and registered agent, and may have such other offices or registered agents, either within or without the State of Oklahoma, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE XVII**  
**INDEMNIFICATION AND INSURANCE**

The Corporation shall indemnify its officers, directors, employees and agents to the extent permitted by the Oklahoma General Corporation Act. The indemnification provided by this Article XVII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of Membership or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors

and administrators of such a person. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE XVIII** **DISSOLUTION**

Upon dissolution, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets by conveying the assets to one or more exempt charitable, religious, scientific, literary or educational organization(s) as described in Section 501(c)(3) of the Code, in the following order of priority:

1. To a successor organization to this Corporation, if any; or
2. To one or more organizations with similar charitable, religious, scientific, literary or educational purposes to this Corporation's, as determined by the Board of Directors; or
3. To one or more exempt organizations, as determined by the Board of Directors.

## **ARTICLE XVI** **ADOPTION**

These By-Laws were adopted by the directors of the Corporation at their first meeting on August 7, 2016. These Bylaws were amended by vote of the Full Members at meetings on October 9 and November 12, 2016, and February 10 and June 10, 2018.