

THE CONSTITUTION OF THE MODEL RAILROAD CLUB, INC.™

PREAMBLE

The Model Railroad Club was organized on February 17, 1949, and incorporated as a non-profit organization in the State of New Jersey on November 27, 1953. The purpose of this Club is to construct and maintain a building for a model railroad center in the Union County Park System, this building to be owned by the Union County Park System, and to build and operate within that center model railroads following, as closely as the state of the art permits, the practices of prototype railroads.

ARTICLE I NAME

Section 1. The name of this **Club** shall be The Model Railroad Club, Inc., hereinafter referred to in this Constitution and other official documents of the Corporation as The Club.

Section 2. The names of the **HO railroads** shall be:

- A. Main railroad: Hudson, Delaware and Ohio Railroad.
- B. Interurban: Trenton Northern Transportation and Light Company.
- C. Short Line: Rahway River Railroad.
- D. Switching line, Jim Thorpe: Mauch Chunk Terminal Railroad.
- E. Street car line at Trenton: Trenton Street Railway.

Section 3. The names of the **N railroads** shall be:

- A. Main railroad: Jersey Shore and Western Railroad Company.
- B. Interurban: Public Service Interurban Rapid Transit Company.

Section 4. The names of the **Garden railroad** shall be:

- A. Main railroad: Union Valley Railroad.

ARTICLE II MEMBERSHIP

Section 1. The **classes** of membership are as follows:

- A. **Active** Memberships:
 1. **Senior**, natural persons 18 years or older.
 2. **Junior**, natural persons 15 through 17 years old. The Board of Directors, hereinafter referred to as the BOD, may, by unanimous vote, waive the minimum age requirement for Junior Membership, (15 years of age) for applicants who are the offspring of Active Members who are over 18 years of age. In addition, no member's offspring, who is not at least 18 years of age, or a member of The Club, shall be permitted in the building in the absence of the member parent. The BOD may limit the number of concurrent Junior memberships to promote good governance.
 3. **Life**, natural persons 15 years or older. The BOD may limit the number of concurrent Life memberships as part of its fiduciary responsibility.
- B. **Inactive** Membership: Available upon request in writing by Active Members who, for reasons acceptable to the BOD, can not maintain an active status. An Inactive Member may revert to Active Member upon request by the member or by action of the BOD.
- C. **Honorary** Membership: A membership awarded by The Club for outstanding service to The Club. This membership may be held concurrently with any other class.
- D. **Associate** Membership: a membership awarded during the critical construction period, 1969 to 1976, for financial or other support of The Club. A roster of such members and their class shall remain in public view. This membership may be held concurrently with any other class.
- E. **Family** Membership: A discounted membership available upon request in writing to family members all residing at the same address. The sub-classes of this class shall be as follows:
 1. **Active Family**: any family all of whose members plan to take an active part in Club activities.
 2. **Sponsor and Family**: one member 18 years or older who does not plan to take an active part in Club activities but who agrees to be responsible for one or more family members not yet 15 years of age who does plan such participation. Acceptance of applicant families to this sub-class shall be by unanimous vote of the BOD.

Section 2. Active members whose dues were paid through July - September 1970 are **Founding Members**. Active Members either on March 16, 1949 or during the period September 1970 through 1976 are **Charter Members**. A record of such members shall be preserved.

Section 3. Privileges of Membership:

- A. Only Active Members and Active Family Members 18 years or older whose dues are not delinquent shall have the right to **vote**. The BOD may grant a Sponsor member the right to vote.
- B. Only Active Members and Active Family Members 25 years or older and a member for at least one year before the date of election shall be **elected** to office.
- C. Only Active Members and Active Family Members shall be **appointed** to an office.
- D. Only Active Members and Active Family Members 21 years or older shall hold any means of gaining **access** to the building.
- E. Each Active and Inactive Member shall receive one copy of every issue of *The Clearboard* published during the time that membership is in effect, starting with the issue for the month the applicant becomes a member. Each Family Membership shall receive one copy per family of every issue of *The Clearboard* published during the time that membership is in effect, starting with the issue for the month the family becomes a member.

Section 4. Application for Membership:

- A. Application for **any form** of membership shall be in writing and tendered together with any application fee to the Membership Department. The application shall specify the Activity Department for which application is being made.
- B. For cause the BOD may **refuse to receive** any application for membership.
- C. Applications for Active and Family Memberships shall be **signed** and contain an agreement that the applicant will abide by the Constitution, By-Laws, and other rules and regulations of The Club.
- D. Applications for **Active** and **Family** Membership shall not be accepted for at least one month after they are received by the Membership Department. No one tendering an application shall be considered an applicant until the application has been formally received by the Membership Department and the applicant so notified. Upon acceptance by the BOD, the applicant becomes a member. Active and Family Member dues obligation shall begin on the first day of the next month. The BOD may waive the application fee and the probationary period for former members rejoining and for distinguished model railroaders.
- E. Transfer from **Junior** Membership to **Senior** Membership shall be automatic on the member's 18th birthday. Senior Member dues obligation shall begin on the first day of the next month. Any paid-ahead dues shall be applied to the member's Senior Member dues obligation as far as the dollar amount permits.
- F. Transfer of membership from **Family, Senior or Junior** Membership to **Life** Membership shall be automatic upon payment of the amount prescribed for Life Membership, provided that the prospective Life Member's dues are not delinquent. The BOD may authorize payment in installments, which shall constitute paid-ahead Family or Active Member dues as far as the dollar amount permits until the final installment payment is received. The prospective Life Member shall remain a Family, Senior or Junior Member with Family or Active Member dues obligation at the applicable rate until the final installment payment is received, after which no further dues payments shall be required.
- G. Transfer of membership from **Active** or **Family** to **Inactive** shall be effective upon approval by the BOD of that member's written request as provided in Section 1 above. Unless waived by the BOD, any unpaid Active or Family Member dues shall remain due and payable in addition to the Inactive Member dues. Active or Family Member dues obligation shall end on the last day of the month of the transfer, and the Inactive Member dues period shall begin on the first day of the next month. Paid-ahead Active or Family Member dues shall be applied to the Inactive Member dues obligation as far as the dollar amount permits.
- H. Transfer of membership from **Inactive** to **Active** or **Family** shall be effective upon written request by the member or upon action by the BOD as provided in Section 1 above. Active or Family Member dues obligation shall begin on the first day of the next month. Inactive Member dues for the current period shall not be pro-rated, nor may they be applied to the new Active or Family Member dues obligation. Any paid-ahead Inactive Member dues shall be applied to the new Active or Family Member dues obligation as far as the dollar amount permits.

Section 5. Dues and Application Fees

- A. The By-laws shall specify, and the BOD shall administer, all **membership dues** and fees.

- B. The BOD shall appoint a **Dues Advisory Committee**, consisting of the four officers of the corporation and one active member in good standing, not already a Club functionary, from each Activity Department represented on the BOD, for the purpose of recommending to the BOD appropriate actions concerning dues and fees. The duties of this committee shall be specified in the By-laws.
- C. The BOD shall publish in *The Clearboard* any **adjustments of dues** and/or fee schedules during the second month preceding the effective date.

Section 6. Maintenance of Membership

- A. Any membership, except Honorary and Associate, may be **revoked** by unanimous vote of the BOD. For Life members, a refund of the Life Membership fee shall be made less the amount of regular dues which would have been paid for the period of time in which the Life Membership was in force. Revocation may be appealed to the Annual Membership Meeting or to a Special Meeting called for the purpose. A two-thirds plurality of the votes cast shall be required to sustain the revocation.
- B. The BOD is empowered to impose upon any member **discipline** short of revocation of membership. Such discipline may be imposed only after a hearing, whose procedures shall be specified in the By-Laws, at which the accused member shall be afforded an opportunity to contest the charges, confront witnesses against him, and present testimony in his favor, either his own or that of witnesses favorable to his position. At such a hearing the BOD shall try the facts of the matter as impartially as the circumstances permit, and shall then and there without undue delay render a separate verdict on each charge by a plurality of votes cast. Any discipline so imposed shall be for a defined period and shall not include any assessment of money. A Senior or Junior Member whose membership privileges are suspended for a period shall not be required to pay dues for any month which begins during the period of suspension. A member serving any form of discipline short of revocation of membership shall continue to receive all regular Club publications and notices available to his Class of membership. Discipline imposed in accordance with this Sub-section shall not be appealed except as provided in Article III Section 15.
- C. The **reduced** Junior Membership **dues** are to make possible full participation in Club activities by younger model railroaders. Maintenance of the lower dues is contingent upon participation in the work of The Club.
- D. When dues of a **Family, Senior** or **Junior** member become two months delinquent, that member shall be notified of the delinquency as prescribed below. A late fee shall be imposed, as prescribed by the By-laws.
- E. Each **Inactive** Member shall be notified as prescribed below during the last month of the period for which dues have been paid that dues for the next annual period are due. Unless dues for the next annual period are received or other action satisfactory to the BOD taken, each such member shall also be notified as prescribed below two months later that dues are overdue.
- F. **Notification** shall be posted to the address of record of the member, either as a separate mailing or enclosed in the member's copy of the next regular issue of *The Clearboard*. Unless the delinquent dues are paid or other action satisfactory to the BOD taken, that membership shall be terminated at the end of the next month. Reinstatement shall be automatic with no break in membership upon payment of all dues to the date of reinstatement. Reinstatement otherwise shall be as prescribed in the By-Laws.
- G. **Failure to notify** a member of a dues obligation or delinquency shall not relieve that member of that obligation nor excuse the delinquency. However, no membership shall be terminated as prescribed above unless the member is first notified and allowed an opportunity to pay the delinquent dues or take action satisfactory to the BOD.

ARTICLE III THE BOARD OF DIRECTORS

Section 1. The **management of The Club** shall be vested in the BOD. The BOD shall hold in trust all properties and moneys of The Club. All expenditures of The Club shall be authorized by the BOD either through a budget allocating funds to departments or by specific authorization.

Section 2. The **BOD** shall consist of the Officers, two Directors, and the Head of each Activity Department.

Section 3. The **Officers** of The Club shall be the President, Vice President, Secretary and Treasurer.

Section 4. The **President** shall be the Chief Executive Officer of The Club and shall be the chairperson of meetings of the Membership and of the BOD. Two signatures shall be required on all checks drawn on the regular checking account: that of the President and that of the Treasurer, unless the check is to be payable to the President or the Treasurer. Any check payable to the President shall be signed by both the Vice President and the Treasurer.

Section 5. The **Vice President** shall assist the President and substitute for the President as needed. In addition, the Vice President's signature shall be required along with the President's and the Treasurer's to make withdrawals from The Club's reserve accounts. The Vice President's signature may be used in place of the President's to make withdrawals from The Club's checking account if the President is not available and shall be used in place of the President's if the check is to be payable to the President. Any check payable to the Vice President shall be signed by both the President and the Treasurer.

Section 6. The **Secretary** shall keep a record of all Membership and BOD meetings, maintain The Club archives, and make the Annual Corporation Report to the State of New Jersey.

Section 7. The **Treasurer** shall maintain the financial records of The Club and manage all accounts. However, the Treasurer shall not have the authority to approve expenditures or the ability to make withdrawals from those accounts on his signature alone. The Treasurer shall maintain possession of all checkbooks for Club accounts, and shall write and sign all checks as prescribed in Sections 4 and 5 above, unless the check is to be payable to the Treasurer. Any check payable to the Treasurer shall be signed by both the President and the Vice President. In addition to a regular checking account, the Treasurer shall maintain at least one account designated for reserve funds.

Section 8. The BOD shall meet immediately after the membership meeting at which it was elected. The departmental responsibilities shall be assigned at this meeting. The BOD shall also schedule at this meeting not fewer than four subsequent **regular meetings** for the period ending with the next annual membership meeting. The schedule of these regular meetings shall be published in the next available issue of *The Clearboard*. In addition, special meetings may be called by the President or by two other members of the BOD. Meetings of the BOD shall normally be open to BOD members, their proxies or to other members by invitation. However, the BOD has the right to close the meeting to all but the members of the BOD.

Section 9. Each member of the BOD who is also a head of a department may appoint a **proxy** to serve in the absence of the BOD member during BOD meetings. No member may act as a proxy for more than one person during the course of the meeting or may have more than one vote.

Section 10. A **quorum** for a BOD meeting shall be four. Only one proxy may be counted towards the quorum.

Section 11. In the absence of the President, the **order of succession** of the meeting chair shall be the Vice President, Secretary and the Treasurer.

Section 12. A position on the BOD shall be declared **vacant** by the remaining BOD members if the incumbent fails to maintain proper membership status, resigns, or is removed by action of a Special Membership Meeting. The position of the President, if vacant, shall be filled by the Vice President. Other vacancies shall be filled by appointment by the remaining members of the BOD from outside the BOD if possible, except in the case of an Activity Department Head, who shall be replaced by the Activity Department. If fewer than four members remain on the BOD then the quorum for that meeting to fill the vacancies shall be the remaining number of BOD members.

Section 13. The BOD may **suspend** from the BOD any BOD member if in their opinion that member has not satisfactorily performed the requirements of the position or has violated any of The Club's rules or regulations. However, once that member is suspended, the BOD must immediately schedule a Special Membership Meeting as specified in Article V, Section 2 to determine the member's future status on the BOD.

Section 14. Any member of the BOD may be **removed from office** by a two thirds majority vote at a Special Membership Meeting called for the purpose.

Section 15. The BOD shall be **bound by decisions** made by the membership during any Membership Meeting.

ARTICLE IV ELECTIONS

Section 1. Elections shall be held at the Annual Membership Meeting to select the **President, Vice President, Secretary, Treasurer** and the two **Directors**. Elections for the Heads of the Activity Departments shall be held at their respective Annual Department Meetings.

Section 2. The **terms** of the BOD members shall begin at the conclusion of the meeting at which they were elected and shall continue until their successors' terms begin.

Section 3. A **Nominating Committee**, appointed by the BOD, shall present a report at the Annual Meeting containing all of the names of the members that intend to run for a position. Additional nominations may be made from the floor for any eligible member provided that that member is in attendance or has stated in writing a willingness to accept a nomination.

Section 4. The nomination process for President shall be completed first. The election for President by **secret ballot** shall be held immediately after the nominations are closed. Results of the election shall be announced after the ballots are tallied. The process shall then be repeated for Vice President, followed by the Secretary, Treasurer, and the two Directors.

Section 5. The candidate obtaining a plurality of the **votes cast** shall be declared elected. In the event of a tie, any candidate not involved in the tie shall be eliminated and a runoff election shall be conducted. If there is still a tie following the runoff, or if there were only two candidates running, the tie shall be broken by the presiding chairperson. If only one candidate, or two in the case of Directors is nominated, then the chairperson shall declare the candidate, or candidates, elected.

ARTICLE V MEMBERSHIP MEETINGS

Section 1. There shall be one **Annual Membership Meeting** held during January of each year. This meeting shall be called by the BOD. All active members shall be notified as prescribed in Article VIII of the date, time and place of the Meeting. Failure to hold the Annual Membership Meeting by the end of January shall not invalidate the meeting when held.

Section 2. Special Membership Meetings may be called by the BOD, and shall be called by the President upon petition of ten Active Members or upon the request of an ex-member appealing revocation of membership. All Active Members shall be notified in the manner specified in Section 1, such notice to include the purpose of the Special Membership Meeting. The meeting may consider other matters.

Section 3. The **order of business** at Membership Meetings shall be as specified in the By-Laws.

Section 4. A **quorum** at either an Annual or Special Membership Meeting shall be at least twenty Active Members or one-half of the total number of Senior and Junior Members, whichever is the lesser. If a quorum is not achieved at the scheduled Annual Membership Meeting, the meeting shall be rescheduled for a later date following the procedures of Section 1. If a quorum is not achieved for a Special Membership Meeting called to consider a revocation of membership, that matter shall be deferred to the next Annual Membership Meeting.

Section 5. The BOD may authorize a **mail vote** on any question, the result of which shall have the same effect as a vote at a Membership Meeting provided that the number of valid votes cast equals at least one-half the total number of Senior and Junior Members.

Section 6. Active Members may be represented at an Annual or Special Membership Meeting by a written proxy designating another Active Member as a proxy. An Active Member may hold more than one proxy. Such written proxies must be filed with the Secretary before the proxy becomes effective. Such proxies shall be counted in the quorum.

Section 7. Robert's *Rules of Order* shall govern the **conduct of meetings**.

Section 8. A **Parliamentarian** shall be appointed by the BOD and provided with a copy of Robert's *Rules of Order*. Procedural questions shall be referred to the Parliamentarian, if present, for a ruling. If the Parliamentarian is not present, the presiding officer shall appoint an Acting Parliamentarian for the meeting.

ARTICLE VI DEPARTMENTS AND COMMITTEES

Section 1. The Club shall have various **Activity and Administrative Departments**, each of which will be charged with specific responsibilities.

Section 2. Activity Departments

- A. The **Activity Departments** shall be as follows:
 1. N Scale Department
 2. HO Scale Department
 3. S Scale Department
 4. O Scale Department
 5. Garden Railroad Department
 6. Live Steam Department
- B. All Senior, Junior and Life Members shall be **registered** to one and only one Activity Department. However, members may participate in the work and activities of another department with the permission of the Department Head. Members may transfer from one Activity Department to another but may do so no more than once each year and may not transfer to another department less than one month before the department's annual meeting.
- C. Activity Departments shall **elect** their own **Department Heads** from among their own members. Only members of the specific department may vote in such elections or on other department related matters.
- D. Activity Departments may **organize themselves** as desired but shall report that organization, including personnel assignments, to the BOD.
- E. The BOD may create **Trial Activity Departments** with Department Heads appointed by the BOD. Such Department Heads shall attend BOD meetings but shall have no vote.
- F. The BOD may declare an Activity Department **inactive and temporarily closed** if one or more of the following conditions exist.
 1. The number of Active Members in the department becomes less than three.
 2. The department is not represented at six consecutive meetings of the BOD.

3. If in the opinion of the BOD the department has continually demonstrated a lack of activity. Before taking such action the BOD should make every attempt to ascertain if the problems can be corrected.
- G. The BOD may only **temporarily close** an Activity Department. A Constitutional amendment, as specified in Article X, shall be required to disestablish the department. Once a department has been disestablished in such a manner the BOD shall be charged with the responsibility of handling the department's final affairs and disposing of its assets.

Section 3. Administrative Departments

- A. The **Administrative Departments** shall be as follows:
 1. **Building** Department--Responsible for The Club's building and property.
 2. **Development** Department--Responsible for fund-raising and publicity.
 3. **Membership** Department--Responsible for all membership affairs.
- B. In addition to the departments covered in Subsection A, the BOD may create **other administrative departments** on a temporary basis as it sees fit.
- C. The **Heads of the Administrative Departments** shall be selected by the BOD from among its own members. No member of the BOD shall serve as the head of more than one department. Furthermore, the Treasurer shall not serve as the head of any Department.
- D. The BOD may create **committees** and individual positions within each Administrative Department to assist in the Department's operations. Such committees and positions shall be specified in the By-Laws.

Section 4. Department Heads shall have the right to **authorize expenditures** of The Club's funds for matters related to the department that that person is in charge of. Such expenditures shall not exceed the department's budget. In addition, the BOD may impose other limits and restrictions. The BOD may also authorize expenditures itself as it deems necessary. Only the Department Heads and the BOD may authorize expenditures.

Section 5. Activity Departments shall hold an **Annual Meeting** each year not less than one week or more than one month before The Club's Annual Membership Meeting. Additional meetings may be held by all departments and committees throughout the year as needed. Meetings shall be open to all members with each member having the right to introduce a subject within the jurisdiction of the department or committee. Voting shall be confined to department members.

Section 6. Except as provided otherwise in the Constitution or By-Laws, all matters for discussion or decision should be handled by the appropriate department.

ARTICLE VII SUBORDINATE CODES

Section 1. The BOD is empowered to establish **By-Laws** to implement this Constitution and to provide for good housekeeping and the safety of the building in which The Club is located, Club property, members and visitors. By-Laws shall be numbered to correspond to the Article and Section of this Constitution to which they relate. Whenever an amendment to this Constitution changes the numbering of an Article or Section the numbering of any affected By-Laws shall change automatically with no need for separate BOD action. References in the By-Laws to items in either the Constitution or the By-Laws renumbered by amendment to the Constitution or By-Laws shall be automatically updated with no need for separate BOD action.

Section 2. Each Activity Department is empowered to establish **Operating Rules** to assure prototype-like operation of the railroad within its jurisdiction.

Section 3. The BOD is empowered to establish a **Standards Manual** to assure sound construction and trouble-free operation.

Section 4. The BOD is empowered to establish a **Code of Member Conduct** and to prescribe therein procedures for addressing violations of this Code, and to prescribe penalties therefor consistent with the requirements of Article II Section 6 B.

Section 5. The intent and wording for **proposed amendments** to these documents shall be published in the issue of *The Clearboard* immediately preceding the meeting at which they are to be considered.

ARTICLE VIII PUBLICATIONS

Section 1. The **official publication** shall be *The Clearboard*. It shall be issued at least two weeks but not more than two months before the Annual Membership Meeting and at least two weeks but not more than two months before each Special Membership Meeting. These issues shall contain the notices required by Article V and Article X. It shall also be issued at such other times as the Editor has material or as directed by the BOD. Issues of *The Clearboard* shall be numbered in sequence starting with the first issue of September 1949. The Editor of *The Clearboard* shall be appointed by the BOD and shall serve until replaced.

Section 2. Other publications of a regular nature may be authorized by the By-Laws and one-time publications by the BOD.

ARTICLE IX CLUB RECORDS

Section 1. Club Archives shall be established to contain all pertinent records of The Club. These archives are the responsibility of the Secretary.

Section 2. All **records** of the Summit-New Providence HO Railroad Club are records of The Club, The Club being a continuation of the Summit-New Providence HO Railroad Club, Inc.

Section 3. The **founding date** of The Club is February 17, 1949, the founding date of the Summit-New Providence HO Railroad Club, Inc.

ARTICLE X AMENDMENTS

Section 1. Amendments to this Constitution may be made at an Annual Membership Meeting or at a Special Membership Meeting called for the purpose.

Section 2. The **intent and wording** for a proposed amendment to this Constitution shall be submitted to all Active Members as prescribed in Article VIII. Any submission more than two months in advance of the date of the meeting shall not constitute proper notice. The format for proposed amendments shall be prescribed in the By-Laws.

Section 3. A **two-thirds majority** of the votes cast shall be required to adopt any amendment to this Constitution.

Section 4. Whenever an amendment to this Constitution **adds or deletes** one or more numbered or lettered items within a series subsequent items in that series shall be automatically renumbered or relettered as appropriate without any change in meaning or intent, unless renumbering or relettering of affected items is a part of that amendment. References in the Constitution to other items in the Constitution renumbered or relettered by amendment shall be automatically updated with no need for separate Membership action.

*[Editor's Note: Typeface and indentation have never been addressed, either by the Membership Meeting which ratified the original Constitution or by any subsequent Membership Meeting which amended the Constitution. Therefore, the editor has selected an indentation scheme he hopes facilitates browsing. Likewise, the use of **bold face** for what the editor thinks is key words or phrases in each item. These devices, while not forbidden, convey no official meaning, and are for the user's convenience only.]*