

MUSKEGON RAILROAD HISTORICAL SOCIETY

ARTICLES OF ASSOCIATION/ORGANIZATION

AND BYLAWS

I. Name

The name of this organization shall be the:
MUSKEGON RAILROAD HISTORICAL SOCIETY

II. Description:

A not for profit 501(c)(3) society organized to enhance the fellowship and enjoyment of model and prototype railroading and to educate the community on the history and operations of railroads in the Muskegon area.

III. Objectives

- A. To provide a social organization that focuses on all aspects of prototype and model railroading.
- B. To encourage the preservation of prototype railroad equipment and structures for their historical significance.
- C. To participate in community functions and to assist the community with railroad related projects.
- D. To establish a public railroad museum and library in the historical section of Muskegon for the present and future citizens of the community.

IV. Board of Directors

A. Elected officers and directors serve one year terms on the Board of Directors. Their tenure begins on the 1st of January following their election through the next December 31st. The board of Directors will consist of the following:

- 1. President
- 2. Vice President
- 3. Secretary
- 4. Treasurer
- 5. three "At Large" Directors

6. Special, temporary board members that may be appointed at the discretion of the Board.

B. Board meetings.

Regular Board meetings will normally be held on the third Tuesday of each month. Special Board meetings may be held at other times upon request of any Board member. The meetings will be presided over by the President who is responsible for the agenda. Voting will be by secret ballot if requested by a majority of the Board. Meetings will be governed by Robert's Rules of Order.

C. Board Accountability

The Board is accountable for:

1. Determining assessments and dues of the membership.
2. Approving appropriations for any project or program other than routine sustenance of the society.
3. Scheduling meetings, programs, clinics, and other events.
4. Approve and oversee an annual budget.
5. Calling special elections.
6. Making recommendations to the regular membership.
7. Insuring that none of the society's net earnings inure to the benefit of any person having a personal and private interest in the activities of the organization.
8. Upon dissolution, assuring that all assets of the society will be transferred to another non-profit organization as provided by law concerning 501(c)(3) corporation.

D. Any officer or Board member will be considered removed from office under the following conditions:

1. failure to attend three consecutive general or board meetings. (absence with prior Board approval will not result in revocation of office.)
2. resignation or revocation of membership.

E. Nominations for officers and directors may be written or verbal.

1. No individual may run for more than one office at any one time.
2. Acceptance of the nomination must be acknowledged by the member nominated. Nominations may be accepted two business meetings prior to the annual election meeting. Nominations are taken at the general meeting before elections and are continued to be accepted until one week prior to the election (so that ballots may be printed).
2. Nominations shall be made by a nominating committee.
3. Nominees must have been a member in good standing for at least one calendar

- year prior to their nomination.
4. A nominating committee shall be appointed by the Board of Directors at least three months prior to the annual election. It shall be composed of at least five members in good standing, two of whom must be board members.
 5. members' names may be submitted to the nominating committee by any member.

F. Duties

The President is responsible for:

- presiding over board and general membership meetings.
- preparing an agenda for each meeting.
- attainment of society objectives.
- guiding the growth of the membership.
- insuring that the society's activities meet with the approval of the majority of members.

The Vice President will:

- assist the President.
- perform the President's duties whenever the President is absent from meetings or work sessions.

The Secretary is responsible for:

- recording all of the society's activities.
- providing a secretary's report at each meeting.
- keeping records of current membership rosters.
- overseeing the publication and distribution of any society newsletters.
- vote integrity and results verification.
- incorporating changes to governing documents.

The Treasurer will:

- uphold the integrity of the society's financial position.
- submit for approval an annual budget before the end of the previous fiscal year.
- provide a treasurer's report at each meeting.
- maintain current financial transactions histories.
- advise the secretary of new members and those whose memberships have expired.
- complete and submit all required state, local, and federal tax forms in a timely fashion.

The Directors (3) will:

- focus on the needs of the general membership.
- represent the general membership during board meetings.

V. Membership

A. Conditions for membership.

An individual must:

1. Demonstrate an interest in the history, lore, or operation of prototype and/or model railroads and in the objectives of this society.
2. Pay current dues upon acceptance into the society.

B. Conditions for continuing membership.

1. Memberships are for a period of one calendar year.
2. Dues are to be paid no later than the 30th of March for the current year. After March 30 of the current year, members lose rights of voting, layout participation and library.
3. Renewing memberships paid after October 15 for the current year will not be allowed to vote in the annual meeting of the current year.
4. New memberships paid after October 15 in the current year are automatically effective for the next calendar year. Such memberships may operate on layouts and have library privileges, but may not vote in the current year.

C. Application and acceptance of new members

1. The MRHS will abide by US Fed Titles as to discrimination.

D. Classes of members

The society recognizes two classes of members, regular and associate. Only regular members have a voting right. Regular members must be at least 18 years of age. Associate members are the spouse and children under 18 of a family membership. At the time dues are paid, regular membership may be designated to either adult spouse in a family. Associate membership will be noted on the membership card.

E. Privileges of membership include:

1. Access to the building when it can be made accessible by board members or other authorized key-holders.
2. Checking out library material.

3. Access to library reference material.
4. Operation of club layouts and model equipment, if qualified.
5. voting on items of business brought to the general membership.

F. Responsibilities of membership

Pay dues in a timely fashion by March 30 of the current year.

G. Termination of membership

1. Discipline shall be managed by MRHS Policy.
2. Memberships are automatically revoked if payment of dues is more than 90 days in arrears, or if a special assessment has not been paid within 90 days of approval. A former member will not be considered for renewing his or her membership unless all past-due special assessments are paid.

VI. Voting

- A. Voting during general meetings will be by secret ballot if requested by a majority of members.
- B. Elections will be by secret ballot. The current secretary is responsible for vote integrity and reporting the results. He will be assisted by two members not nominated for office selected by the members present.
- C. Nominations for officers and directors may be written or verbal.
- D. Special elections will be called by the Board to elect an officer(s) or director(s) due to impeachment, resignation, revocation of membership, or to illness or death. This election will occur within 60 days of the aforementioned resignation or revocation of membership.

VII. General Articles

- A. Special assessments must be paid in full within 90 days of acceptance.
- B. The society's fiscal year will be January 1st through December 31st.
- C. The board is responsible for scheduling all meetings and activities.
- D. Changes to the MRHS Constitution or MRHS By-Laws requires a two-thirds majority vote of members present at a general meeting. All members must be notified of the impending changes and given the particulars as to when the vote will take place. The notification must be at least one month in advance.
- E. Other governing documents or policies will be put in place by the Board, as deemed

necessary by the Board.

F. Annual Meeting

1. The annual meeting will be on the 1st Tuesday in the month of December
2. The election of officers and directors will occur during the annual meeting.

G. Expenditure of funds outside of the budget requires approval of the Board.

H. the Board is responsible for any and all items of business not specifically vested in the general membership.

I. financial audits will be performed periodically at the discretion of the Board.

J. disposal of Society property shall be done at the discretion of the Board.

1. Priority shall be given to other organizations for historical and / or preservation purposes.
2. Members shall have first right of acquisition to properties not disposed of through article VII.J.1 above.

K. Board meetings

1. Board meetings shall be open to members.
2. Participation at board meetings shall be determined by prior agenda or at the discretion of the Board.

L. Dissolution - see article IV, section D-8.

These articles are adopted by a two-thirds majority of members present the 4th day of November, 2003.

President: _____

Vice President: _____

Secretary: _____

Treasurer: _____

Director: _____

Director: _____

Director: _____