

ALAMEDA COUNTY CENTRAL RAILROAD SOCIETY, INC.

CONSTITUTION AND BYLAWS AS AMENDED AND APPROVED

April 6, 2012

MISSION STATEMENT - We, the members of the Alameda County Central Railroad Society, Incorporated, have established this non-profit organization to:

1. Provide family oriented entertainment and shows during the Alameda County Fair and other public events on the Fairgrounds.
2. Create and maintain a place in which members contribute their skills to the construction and development of the model railroad layouts with the intent to operate scale model railroad equipment, promote general fellowship between model railroaders, and to make available the exchange of ideas and new methods of building railroad equipment.

ARTICLE I - NAME AND OFFICERS

Section 1: This society shall be known as the Alameda County Central Railroad Society, Incorporated hereafter referred to as the "Society".

Section 2: The elected officers of the Society shall consist of and be referred to as the Board of Directors:

1. President
2. Vice-President
3. Secretary
4. Treasurer
5. Trainmasters
6. Assistant Trainmasters

Section 3: The President may appoint a Stationmaster, an Editor and Public Relations Officer, a Chief Electrician, and other ad-hoc officers as needed with the approval of the Board of Directors.

ARTICLE II - DUTIES OF OFFICERS

Section 1: The President or the senior officer present shall preside at all meetings of the Society and conduct its affairs according to the procedure set forth in Robert's "Rules of Order, Revised", unless otherwise provided by these bylaws. The presiding officer shall be according to the following order:

1. President
2. Vice President
3. Secretary
4. Treasurer

No other officers or members may preside at the meetings of the Society. If all four of the above mentioned officers are absent, there can be no official meeting of the Society. An exception to this is when all four offices are vacant. In this special case the voting members present shall elect one person President, who shall then preside over the remainder of the meeting. The President has primary responsibility for liaison with the Fair management. He/she is also responsible for liaison with other event management to coordinate Society participation. He/she may delegate these functions as he/she sees fit.

Section 2: The Secretary shall maintain the records of the Society pertaining to notices of meetings, reports of meetings, membership status, applications, correspondence and similar activities of the Society. The minutes will be forwarded to the membership in a timely fashion at least one week prior to the next business meeting.

Section 3:

The Treasurer shall receive all moneys due the Society and shall keep an accurate accounting of it. He/she shall make disbursements from the general fund as approved by a vote of the members as authorized by the President, and from the funds of the scales as authorized by the respective Trainmasters or respective Assistant Trainmasters when properly delegated. He/she shall submit a full report of the monetary transactions and each fund's balance at the regular monthly business meeting of the Society. Audits of the financial records for completeness and accuracy shall be performed periodically throughout the year, and immediately following the annual election of officers.

For long duration events, such as, but not limited to, the Alameda County Fair, at least two members (one from each scale) may be chosen by scale membership to be authorized to count the daily donation receipts and record and deposit the donations as necessary.

Section 4: The Trainmasters of the respective scales shall supervise the general construction details of the track, power distribution, scenery and permanent features of their respective layout and shall supervise the operation of all trains on those layouts during periods scheduled for operation. The indoctrination of prospective and newly inducted members shall be the responsibility of the Trainmaster of the respective scale. He/she shall also be responsible for the cleanliness of the layouts and work areas. The Assistant Trainmaster shall assist the Trainmaster in executing the above supervision. In the Trainmaster's absence, he/she shall take charge and carry out the required work set forth by the Trainmaster.

Section 5: The Stationmaster shall formulate and enforce standards and practices for the neat and orderly operation of the Society's common facilities. Said standards shall be presented to the membership for a vote of approval. Approved standards shall be published such that all members have access to the standards.

Section 6: The Editor and Public Relations Officer shall gather news, interesting items or events concerning railroading, and the Society's activities and present them periodically in a paper known as "The Gandy Dancer".

Section 7: The Chief Electrician shall be responsible for installation, modification and maintenance of all facility electrical equipment and wiring in the buildings of the Society in accordance with all codes of Alameda County and the Alameda County Fair Board.

ARTICLE III - ELECTION OF OFFICERS

Section 1: Only Regular members of the Society, hereafter referred to as "voting members", may nominate or vote for officers of the Society, or vote in any matters of Society business.

Section 2: All elected officers, except Trainmasters and Assistant Trainmasters, shall be elected by a secret ballot of those voting members present at the meeting scheduled for the election of officers. The Trainmasters and Assistant Trainmasters shall be members in good standing and shall be elected by voting members of their respective scales on an annual basis on a date set by the respective scales, or at the next regular meeting following a vacancy. The President may not simultaneously serve as Trainmaster or Assistant Trainmaster.

Section 3: The President at the business meeting in September shall appoint a nominating committee consisting of three voting members. They shall report their slate of candidates, at least one per office, to the membership at the business meeting in October. The slate proposed by the Nominating Committee shall be considered nominated. Additional nominations shall be received from the floor for all elective officers of the Society.

Section 4: The election of officers shall be held by secret ballot at the November business meeting. Validated absentee ballots from Voting Members, received by the secretary in advance of the meeting, shall be accepted.

Section 5: The officers thus elected shall serve a term of one year commencing with the January business meeting.

ARTICLE IV - BOARD OF DIRECTORS (Ref. Article I, Section 2)

Section 1: The President shall be the Chairman of the Board. The secretary shall record the actions of the Board and submit such record to the President and Board members for review within one month. The secretary will maintain the minutes for not less than two years.

Section 2: A quorum shall consist of at least five Board members, including the President or Vice President, and at least one Trainmaster or Assistant Trainmaster from each scale and additional Board members as needed for a total of five..

Section 3: The meeting of the Board shall be prior to the regularly scheduled business meeting of the Society. Any voting member of the Society may attend the Board meeting, but may not participate.

Section 4: The Board shall be empowered to serve as a court of appeals in the settlement of controversies within the Society.

Section 5: The Board of Directors shall be empowered to act in the best interest of the Society in emergency situations. The membership shall be notified of the Board's actions ASAP and no later than the next business meeting of the Society.

Section 6: In the event of a long term absence of a Board member, the remaining Board members may assign his/her duties to another member.

ARTICLE V - MEMBERSHIP GRADES & PARTICIPATION STATUS

Section 1: The following grades of membership shall be maintained by the Society:

1. Regular
2. Junior
3. Honorary
4. Inactive

Section 2: Applicants for Regular membership in the Society shall be anyone interested in furthering the ideals set forth in the Mission Statement of this constitution. Application shall be made in writing to the appropriate Trainmaster. Applicants shall be subject to a probationary period of not less than 3 months during which the applicant and current members can assess inter-compatibility of goals and interests. If the consensus of the scale's current membership indicates a need to gain further acquaintance with the applicant, the probationary period may be extended for additional 3-month periods. The Trainmaster, with the consensus of the voting members of the scale, shall present the applicant to the membership, as a recommendation for induction into the Society, at a regular monthly business meeting following satisfactory completion of the probationary period. The application shall be approved by voice or, at the request of any member, by secret ballot of the voting members present. Undesirable behavior or activity by a probationary member is cause for termination of the probationary period and no further membership consideration will be given. Once new members are accepted into the Society, they are expected to support the Society by working a reasonable number of "shifts" during the Alameda County Fair. If a new member does not fulfill this obligation during the first Fair after his or her becoming a member, they may be voted out of the Society on the recommendation of the respective Trainmaster and subject to stipulations of Article II. Their membership dues for the remainder of the year will be refunded at a monthly prorated amount based on the annual dues they paid for their annual membership.

Section 3: Applicants for Junior membership shall be at least twelve years of age, but less than eighteen. Junior members shall have a sponsor who shall be a participating, functioning, and voting member of the Society. The sponsor will be financially liable, and provide supervision for all actions of his Junior member. Junior member applicants are subject to the same approval provisions as Regular members, and subject to any specified assessments and fees as set forth in these bylaws. Junior members become eligible to become Regular members at age 18, and are subject to the probationary requirements and full initiation fee and dues.

Section 4: Regular and Junior members shall be required to participate in the operation of the layout(s), by working a reasonable number of "shifts", as set forth by the Trainmaster(s), during

the mandatory Fair Exhibit. In addition, regular members are also expected to support the Society by working a reasonable number of “shifts” during the other weekend shows that the Society has during other times of the year, as set forth by the Trainmaster(s). If a member does not fulfill these obligations, they may be placed in disciplinary probationary status as detailed in Section 6. The Trainmaster(s) shall have discretion to evaluate individual situations on a case-by-case basis.

Section 5: Honorary members shall be elected by the Society from recommendations presented by the Board of Directors, and approved by a two-thirds majority of the membership present. They shall be selected from persons who have rendered outstanding service to the Society, or whose association with the Society would materially benefit it. Honorary members may not vote nor hold office in the Society, nor may they be required to participate in Society activities.

Section 6: Members who have not been participating in club work events, the fair, and weekend shows shall be placed on disciplinary probationary status. Members placed on disciplinary probation status do not have the right to vote on matters before the club, hold elective office and do not have priority in operation of the club layouts, including shows. Individuals in this status are still subject to paying the applicable dues associated with their normal membership classification.

The process for a member to be placed in the disciplinary probationary status is as follows:

The appropriate Trainmaster shall notify the Board of Directors, of members who meet the criteria, noted in Article V, Section 6, for disciplinary probationary status. The member is permitted to discuss their situation with the Board prior to the Board taking action. The Board shall discuss the membership in question, reach a consensus and agree upon reinstatement requirements. The Board of Directors will inform the general membership of this action at the next General Business meeting.

The process for a member to return to their normal membership classification of membership is as follows:

When the member meets the requirements set forth by the Board of Directors as monitored by the Trainmaster, the Trainmaster will notify the Board of Directors. The member is permitted to discuss their situation with the Board prior to the Board taking action. The board shall discuss the membership in question, reach a consensus and present their decision to the general membership at the next General Business meeting.

Section 7:

A member, who is unable to participate in club activities or events, may request to be placed into the Inactive membership category. This would amount to a leave of absence. Request for inactive status will be presented by the Trainmasters to the Board of Directors for discussion and approval. The time period will be established by the Board of Directors and subject to review if requested.

ARTICLE VI - RULES OF OPERATION

Section 1: There shall be established General Rules of Operation applying to all members regardless of scale affiliation. These rules will address subjects such as facility operations, acceptable dress, behavior, and activities during public shows, etc. It is the responsibility of the Board of Directors to establish the General Rules of Operation.

Section 2: Each scale shall establish Rules of Operation governing standards and operation of the respective layouts. It is the responsibility of the respective Trainmasters to develop the Rules of Operation and gain the concurrence of their respective scale members.

Section 3: Continued violation of Rules of Operation is considered grounds for termination of membership.

ARTICLE VII - TERMINATION OF MEMBERSHIP

Section 1: Any membership in the Society may be canceled for cause by a two-thirds vote of the voting members present at a business meeting, acting upon the recommendation of the Board of Directors. The Secretary shall send written notice of intended action to the member in question allowing him to appeal before the Board of Directors. **Cause for termination includes but is not limited to disruptive behavior, behavior not reflecting well of the Society, behavior offensive to the public or Fair employees, misuse of Society property, willful damage of Society or member property, theft of Society or member property, disregard for Society decisions/votes on projects and expenditures, continuous disregard for directions given by club officers, and continued violation of rules of operation and scale rules.**

Section 2: In the event that there is no response to the written notice, noted in VIII, Section 1, from the member in question, it shall be considered that the member in question does not desire to appeal the termination of their membership, to the Board of Directors.

Section 3: A member may voluntarily terminate their membership by advising the Board of Directors, in writing, of their desire to terminate their membership, removing their personal property from Society facilities and returning their club identification badge to their respective Trainmaster, Assistant Trainmaster or other Board of Directors member. In the event that a member has no personal property that they wish to remove from Society facilities, they may initiate a voluntary termination of membership by turning in their badge to their Trainmaster or other Board member.

Section 4: In the event of a voluntarily termination of membership, the respective Trainmaster, Assistant Trainmaster or other Board of Directors member, shall report the details of the voluntarily termination of membership to the rest of the board. The Board of Directors shall then advise the Society membership of the voluntarily termination of membership at the next regular business meeting.

Section 5: A member who voluntarily terminates their membership, and changes their mind at a later time may rejoin the Society by submitting a new application and following the process for a

new applicant. Former members whose membership has been terminated under Article VII, Section 1 shall not be eligible to rejoin the Society.

ARTICLE VIII - MEETINGS

Section 1: Business meetings shall be held the first Friday of every month at the regular meeting time and place. Meetings that fall during holiday periods may be postponed at the discretion of the Board, with 10 days notice to the membership. Methods of notification may include, US Mail, Email, and telephone; and may also include flyers prominently posted at the Society's meeting facilities.

Section 2: Special meetings may be called as directed by the President with ten days' notice to the membership using the same methods as in Section 1.

Section 3: A quorum for the conduct of business at any business meeting shall be no less than ten voting members or one third of the total membership, whichever is less.

Section 4: No proxies shall be allowed. No person shall have more than one vote.

ARTICLE IX - DUES AND ASSESSMENTS

Section 1: An initiation fee of \$25 for Regular membership is assessed upon induction into the Society. The initiation fee shall be applied to the purchase of a club vest for the new member.

Section 2: Yearly dues are \$24 for Regular members. Members 65 and older may elect to receive a 25% discount. Dues are due and payable on November 1 of the year preceding the calendar year to which they apply. Dues are delinquent by the business meeting in February and subject to a penalty, in addition to the normal amount for the year. Any member who is in arrears by close of business of the next business meeting shall be dropped from the membership rolls. After being dropped from the membership rolls, an individual desiring re-entry will be treated as a potential new member and be subject to the probationary period and initiation fee.

Section 3: Either scale, by 2/3 vote of its current membership, may assess themselves an additional fee to fund an approved project of that scale. Three weeks' advance written notice of said vote shall be made to the affected members; notification may be made by Email.

Section 4: Cases of financial or personal hardship may be considered by the Board. Reduction in required fees may be considered.

Section 5: Members who join during the year shall pay the pro rated dues, in addition to the initiation fee, and any additional project assessments of the scale.

Section 6: The Board or either scale may set up a special rental fee, as needed, to help manage what may be limited resources such as lockers and/or storage drawers or cabinets. This would be a monthly or annual fee and would require a 2/3 vote of the members affected.

ARTICLE X - DISTRIBUTION OF FUNDS

Section 1: The general operating funds of the Society shall be deposited in a Society checking or savings account in a timely manner.

Section 2: The mandate for expenditures shall be by the approval of the voting members of the Society for general items and by the voting members of the scale for items specific to the scale. The voting will generally occur on regularly scheduled business meeting nights. However, where time is of the essence, the President may at the concurrence of the Board call for a vote by e-mail. So as not to exclude those without e-mail, phone calls to those members and the recording of their vote may be done by any member of the Board. Approval of the issue must be by a majority of those voting subject to Article 8, Section 3 requirements. The Treasurer for legitimate receipted expenditures as directed by the Trainmaster or President and approved by the membership where required as noted herein, shall disburse funds in each scale's account or the general account.

The Board of Directors shall have an annual renewable discretionary fund, the amount to be set by a vote of the members. The Board of Directors shall submit a budget for recurring expenses at the February business meeting to be approved by a majority of the members present. The BOD may pay these expenses as they occur without further membership approval, except any item that exceeds its budget by 10% shall be individually approved by the membership. Expenditures by the Board will be reported to the membership at the monthly business meeting.

Each scale may vote to allow their respective Trainmaster a discretionary limit on approving expenditures without requiring the Trainmaster to seek approval of the voting members of the scale. The voting members of the scale will specify the single item limit and time period covered by the discretionary amount. For specific projects, the voting members of the scale or Society as applicable will approve budget limits. The Treasurer shall provide a monthly statement of the receipts, expenditures and balances.

Section 3: No officer may authorize a distribution of funds to himself/herself.

Section 4: The new member initiation fee shall be credited to the scale that the new member is joining.

Section 5: One third of each member's dues shall be credited to the General Fund of the Society, and the balance to the scale to which the member belongs.

Section 6: The Treasurer may maintain a savings account on behalf of the society. The Treasurer will move monies for a scale between the scales checking and savings accounts at the direction of the respective trainmaster in accordance with the scale rules. The general fund shall not have a savings account.

Section 7: Receipts from the Society's contractual exhibition during the Alameda County Fair shall be divided equally between the scales and approved by a majority vote of the membership.

Section 8: The refreshments kitty shall be used to replenish the inventory. The manager of the refreshments kitty shall be required to present a report to the membership at the January, June, and September business meetings. The September report shall include the amount of inventory (in dollars), the amount expended since the last report to maintain inventory, amount of income to the kitty from sales and the amount of cash on hand. Any surplus over \$200 shall be deposited in the General Fund of the Society. At the time of reports, the Board may direct funds determined to be surplus be remitted to the Society for deposit in the General fund of the Society.

Section 9: Revenue from an open house or special show shall go to the sponsoring scale or scales.

Section 10: Special donations of material or moneys shall be distributed as directed by the donor.

Section 11: All income not covered by these bylaws shall be divided equally between the scales.

Section 12: The Treasurer and the President shall be registered with the bank, which holds the checking, and/or the savings account of the society. The Treasurer is authorized by the society to sign checks, have access to any online or other access, which allow manipulation of the society accounts. In the event of the absence of the Treasurer, he/she may delegate his/her duties to the President. In the event of the incapacitation of the Treasurer, the President may act on his behalf. Notification to the Society is required in both cases.

Section 13: Only the Treasurer and the President shall have access to any safety deposit box or other such secured off site storage maintained on behalf of the society.

ARTICLE XI – CLUB AND LAYOUT EQUIPMENT

Section 1: All material, hardware, equipment, etc. purchased with Society funds is considered to be the property of the Alameda County Central Railroad Society.

Section 2: All material, hardware, equipment, etc. donated by members to the Society becomes Society property.

Section 3: If a member desires to allow use of his material, hardware, equipment, etc. by the Society but also wants to retain ownership and the right to remove the material, hardware, equipment, etc. at a future date, he must make his position known to the respective Trainmaster or the President prior to installation. The item must also be identified by tag, label, or other means of identification with the name of the lender and date. A record shall be made and maintained in Society files onsite at the Fairgrounds.

Section 4: Section 1, 2, and 3 do not apply to member owned rolling stock. Members may leave their rolling stock on the layout without the fear of it becoming Society property. However, either scale may have rolling stock donated by members that then becomes property of the respective scale.

Section 5: The Society is not responsible for member owned items left at the club whether left on the layouts or locked in cabinets or lockers. Society insurance does not cover loss of such items.

Section 6: When a member fails to renew their membership, all materials, hardware, equipment or rolling stock left at the club and/or on the layout become the property of the club if not removed within 90 days of the delinquent date for renewal of their annual membership. This only applies to Section 3 and Section 4 of this article. During this 90-day period, the relevant Trainmaster will make a good faith effort to contact the former member and give the former member the opportunity to remove his property.

ARTICLE XII - AMENDMENTS TO THE BYLAWS

Section 1: These Bylaws may be amended by an affirmative vote equaling at least 2/3 of the membership at a meeting called for that purpose. Three weeks advance notice of said vote shall be made to all voting members. A written ballot will be supplied to each voting member present at the meeting. Members unable to attend the meeting shall be afforded the opportunity to vote by absentee ballot, in a manner determined by the Board. The ballots will be counted by a quorum of the Board of Directors (ref. Article IV, Section 2) and reported at the next regularly scheduled business meeting. However, if sufficient voting members are present at the designated meeting to meet the affirmative vote equaling at least 2/3 of the voting membership, the amendment will be considered passed with no need for absentee balloting.

Section 2: The provisions of these bylaws, as amended and adopted by the Society, shall apply immediately following the business meeting in which they are approved per Section 1.

ARTICLE XIII - SCALES SPONSORED

Section 1: A group of five or more voting members of the Society may request permission to start a new scale in the Society if they can bring together a total of ten persons interested in said scale. A plan shall be presented to the Society that shall include physical and financial aspects of the proposal. Written notice of the proposal shall be given to all voting members three weeks in advance of a membership vote. Approval shall require a 2/3 majority of the total voting membership.