

BY-LAWS OF THE BOSTON METRO-HIRAILERS CLUB

ARTICLE I - NAME

The name of the club shall be Boston Metro Hi-Railers

ARTICLE II - OBJECTIVE

The purpose of the Club shall be to promote and encourage participation in the model railroading hobby, to foster social and recreational fellowship, and to provide the Club members with a place to meet and run their model trains.

ARTICLE III - MEMBERSHIP AND DUES

Section 1. Membership (amended 4-5-07 sections A,B,E,G,H,&J)

Membership Application Policy

- A. Replaced by: Any Potential member may visit Club Worknights, Run Nights and/or Business Meetings a total of 5 (five) times before he or she must decide to submit a Membership Application or decide not to. If the individual decides not to submit an Application he or she must cease to come to Club Worknights, Run Nights and/or Business Meetings.

Deleted: The Potential Applicant shall submit a completed Club Membership Application to any one of the Club Officers.

- B. Replaced by: The Potential Applicant shall submit a completed Club Application to any one of the Club Officers. At the time the completed Club Membership Application is submitted, the Potential Applicant shall pay a \$50. non-refundable Application Fee to the Club.

Deleted: At the time the completed Club Membership Applications is submitted, the Potential Applicant shall pay a \$50.00 Initiation Fee to the Club.

- C. Replaced by: Changed to: With the submission of a completed Club Membership Application and the \$50. Application Fee, the "Potential Applicant" will acquire the status of "Applicant".

Deleted: With the submission of a completed Club Membership Application and the \$50.00 Initiation Fee, the Potential Applicant will acquire the status of Applicant in the Club.

- D. An Applicant will not pay Club Dues for the calendar month in which Applicant status is attained, nor for the calendar month following.

- E. Replaced by: The applicant must attend a minimum of 4 (four) combined Club Worknights, and/or Run Nights as well as 1 (one) Business Meeting before he or she is discussed by the membership. (see section G) This above time period shall be termed the Application or Probationary Period. During the Business Meeting the applicant attends, he or she is introduced to the membership, and may briefly address the membership about him or herself and his or her interests.

Deleted: The Applicant must attend 4 of the next 6 Club Meetings following attainment of Applicant status. The time period covered by the 6 Club Meetings shall be termed the

Application or Probationary Period, (This assumes meetings will occur on an average of twice per month.

- F. An Applicant may participate in discussions and activities at Club Meetings, but may not participate in Club Votes.
- G. Replaced by: Immediately following the Probationary Period for an Applicant, the Club must discuss the Applicant at the next Business Meeting. At the meeting following the discussion meeting, the Club must hold a Club Membership Vote to decide whether an Applicant shall become a Full Member.

Deleted: Following the Probationary Period for an Applicant, the Club must hold a Club Membership Vote to decide whether an Applicant shall be elevated to the status of Full Member. Such a Club Membership Vote must be held less than two calendar months following the expiration of the Probationary Period.

- H. Replaced by: The Applicant or ANY Non-Member shall not be present during any period of time when the Applicant is discussed or a Membership Vote is taken. With Full Membership status, he or she will be liable for club dues for the month that the Applicant is voted into the Club, and thereafter.

Deleted: The Applicant shall not be present during any period of time when the Applicant is discussed or a Membership Vote is taken. Full Membership status, he or she will be liable for club dues for the calendar month during which 1. In the event that an Applicant is voted to the vote is taken and each calendar month thereafter that he or she remains a Full Member of the Club.

- J. Replaced by: In the event that the Applicant is not voted into the Club, he or she will cease to have any status in the Club and he or she must cease to come to Club Worknights, Run Nights and/or Business Meetings. The Applicant that is not voted in may reapply 1 (one) year after the negative vote. If the individual wants to reapply sooner than 1 (one) year, he or she may request reconsideration to the Board of Directors. The Board if deemed appropriate may bring the request to a Membership Vote. The Membership Vote will be conducted in the same manner as a standard Membership Vote, except that it will require a simple majority. If the vote passes, the individual must submit a new Membership Application and Application Fee, then follow the entire Membership Application Process from the beginning.

Deleted: In the event that an Applicant is refused Full Membership, the \$50.00 Initiation Fee will be returned to the Applicant by a Club Officer informing the Applicant of the negative Vote. At the time the Applicant is informed of the negative Vote, the Applicant will cease to have any status in the Club.

Section 2. Special Rules for Club Membership Votes and Special Issues

- A. A Club Membership Vote is a special form of a Club Vote.
- B. A Quorum of the Club Membership must be present for a Membership Vote to be taken.
- C. The Club Membership will be notified by the Club Officers in writing at least ten days in advance of a Club Membership Vote; this notification to take the form of a Club Membership Ballot listing the names of all eligible Applicants and providing a space for a Yes/No vote.

- D. The Club Membership Ballot will also contain the date and time the Club Membership Vote is scheduled to be taken; and such that members eligible to submit Club Membership Ballots who will be absent during the Club Membership Vote may return their completed Club Membership Ballot to one of the Club Officers in advance of the Club Membership Vote.
- E. A Club Membership Vote must be taken in secret with Club Membership Ballots.
- F. Only Full Members may submit Club Membership Ballots.
- G. A Club Membership Ballot submitted to a Club Officer in advance of a Club Membership Vote will qualify as a Valid Absentee Ballot.
- H. Valid Absentee Ballots shall count toward a Quorum for Club Membership Voting purposes; except in the case of Club Officers - 50% of the Club Officers must be present at a Club Membership Vote.
- I. For an Applicant to be accepted to Full Membership, he or she must receive a Yes vote from at least 80% of the ballots received from the total Club Membership that is eligible to submit Club Membership Ballots as of the date, the Club Membership Vote is taken.
- J. The Club President, or if absent, the Club Vice-President, or if absent, the Club Treasurer, shall inform each eligible Applicant as to the outcome of the Club Membership Vote,

Section 3. Definition of a Quorum of Club Members

A Quorum shall consist of the following:

25% of the active voting members (at this time, Full Members) and including 50% of the Club Officers.
(amended 4/5/01 proposed 1-3-01)

Section 4. Definition of Full Member

A Full Member is one of the following:

- A. Any person who was a Club Member as of October 23, 1997. This is defined as any of the original eighteen members, assuming they all pay dues starting with September 1997. These members may also be known as Founding Members.

The original eighteen members are:

| | |
|-------------------------|-------------------------|
| George Abelli | * Rob Flanagan |
| Thomas Bargowski | * Bob Freeman |
| * Alan A. Bondjoukdjian | * Wayne Hagman |
| * Alan E. Bondjoukdjian | Joe Loccese |
| Howard Berg | Harvey Marks |
| David Cirillo | Bill McGrath (Deceased) |
| * Richard Coughlin | * David McKenzie |
| Ed DeWolfe | Wayne Sydow |
| Hector Fernandez | * Lewis Venezia |

* Currently active Members

- B. Any Applicant elevated to the status of Full Member through the procedures described in the Membership Application Policy.
- C. Once a Full Member, that individual shall have a Club key to allow open access to the Club premise and benefit in all other aspects of Club membership.

Section 5. Dues

- A. Dues shall be \$25.00 per month and are payable to the Treasurer on or before the 1st meeting day of the month.
- B. The Treasurer shall notify members three months in arrears by Certified Mail. Failure to pay dues within 30 days of notification, without showing just cause, will result in this member being dropped from membership in the Club. All Club property and keys must be returned forthwith to the Treasurer.
- C. Any member whose dues are not in arrears may withdraw as an active member upon written notice to the Treasurer, and can be re-instated as an active member upon written notice to the Treasurer and payment of two months dues.

Amended by addition the Section 5. Dues

- D. A return from a leave of absence by a member in good standing will require that the member, in order to be reinstated, provide a written statement as to the reason for their return to the board of directors. The board of directors will submit a reinstatement ballot to the membership. The member will only be reinstated if 80% of those ballots returned to the board of directors by the membership within 30 days are in the affirmative.

Section 6. Misconduct of Members

- A. In the event of alleged misconduct, any member, at any time, may request to meet with a Board of Review made up of the President, Vice-President and a member in good standing chosen by the accused. The Board of Review will meet with all parties involved. The Secretary will take notes at this meeting but shall not have a vote in the decision of the Board of Review.
- B. The Board of Review shall have the power to impose a fine, suspension, termination, or any combination thereof.
 - 1. Fine shall be one months dues.
 - 2. Suspension shall be one month with a surrender of Club keys to the Treasurer. No Club access is allowed during suspension.
 - 3. If member does not abide by these provisions, termination of membership is immediate.

ARTICLE IV - OFFICERS

Section 1. Officers

The officers of the Club shall consist of a President, Vice-President, Secretary, Treasurer, Chief Engineer, and two Directors.

A. President

The President of the Club shall preside at all meetings of the regular membership and at meetings of the Executive Board.

B. Vice-President

The Vice-President of the Club shall possess all the powers of the President and shall serve at regular meetings in the absence of the President. The Vice-President shall be responsible for the administration of the membership process.

C. Secretary

The Secretary of the Club shall be responsible for all records, minutes, lists, and other forms of correspondence of the Club.

D. Treasurer

The Treasurer of the Club shall collect all income and membership dues of the Club in accordance with Club policy.

E. Chief Engineer

The Chief Engineer of the Club shall serve as the coordinator for construction and maintenance of the Club railroad. The Chief Engineer will also ensure that the Club Standards, agreed upon by the membership, are maintained.

F. Director

The Director(s) shall serve two year terms. (One Director shall be elected each year.)

Section 2. Terms of Officers

Amended 8-5-04 to read as follows:

The Executive positions of President, Vice President, Chief Engineer and Directors and the Operational positions of Treasurer and Secretary will have no limit to the number of consecutive terms that may be served.

Deleted below on 8-5-04

The term of officers shall be for one year, director(s) shall serve 2 years. Deleted 8-3-01 amended to read as follows.

-executive positions of President, VP, Chief Engineer, and Directors may serve no more than two consecutive terms.

-operational positions of Treasurer, Secretary and Chief Engineer^(note) may serve unlimited consecutive terms. (Secretary note: this does not mean that others cannot run against the incumbent. Board of Directors to determine if Chief Engineer is and operational position. AT this time it is considered an executive position.)

Section 3. Election of Officers

A. The election of officers shall be done by secret ballot at each annual meeting. The Officers shall be elected by majority vote.

B. A candidate for office shall be a member in good standing.

C. Club Officers may not serve more than 2 consecutive terms.

D. No Officer shall hold more than one office and committee chair at any one time.

E. No member shall hold more than one committee chair at any time.

ARTICLE V - MEMBERSHIP MEETINGS

A. The Club business meetings shall be held at the Club facilities at 8:30 PM on alternating Thursdays of each month.

Amended to read as follows 8-5-04

A. The Club business meetings shall be held at the Club facilities at 7:30 PM on the first Thursday of each month. When the first Thursday of the month is a holiday, the Club

business meeting will be held on the second Thursday of the month.

- B. *The Annual Meeting of the Club shall be held on the second Thursday in September.*

Amended to read as follows 8-3-01.

- B. Change Annual and Election meeting to first Thursday of September instead of second Thursday of September.

Amended to read as follows 8-5-04.

- B. The Annual Meeting of the Club shall be held on the First Thursday of December.
- C. A quorum for purposes of conducting any meeting or business at such meetings shall not be less than fifty percent (50%) of the total membership and not less than fifty percent (50%) of the Board.

ARTICLE VI - EXECUTIVE BOARD

Section 1. Composition

The officers of the Club shall constitute the Executive Board.

Section 2. Powers

The Executive Board shall have general supervision of the affairs of the Club between its business meetings, make recommendations to the Club, and perform other such duties as prescribed by these By-laws. The Executive Board shall be subject to the orders of the Club, and none of its actions shall be in conflict with actions taken by the Club.

Section 3. Meetings

Special meetings of the Executive Board may be called by the President.

ARTICLE VII - COMMITTEES

Section 1. Appointed committees

The President of the Club, upon assuming office, and when deemed necessary, shall appoint chairpersons to the following committees:

1. Planning
2. Electrical
3. Trackwork/Operations
4. Scenery/Structures
5. Facilities/Safety

Section 2. Additional committees

- A. The President shall appoint chairpersons to other such committees as needed.
- B. The President shall be an "ex officio" member of all committees.
- C. President shall have power to appoint, dismiss, or dissolve as necessary.

ARTICLE VIII - PARLIAMENTARY PROCEDURES

The rules contained in the current "Robert's Rules of Order (newly revised)" shall govern all meetings of the Club in all cases where applicable and in which they are not inconsistent with these By-Laws or any special rules or orders which the Club may adopt.

ARTICLE IX AMENDMENTS

The By-Laws of the Club may be amended by a two-thirds (2/3) vote of the members in good standing in attendance at a regular business meeting held subsequent to a previous meeting at which written notice for such amendment(s) shall have been read. Absent members of the previous meeting shall be notified by mail prior to the amendment-vote meeting.

ARTICLE X - CLUB DISSOLUTION

Section 1. Dissolution determination

The Club can be dissolved by an 80% YES vote of the full membership.

Section 2. Assets and Liabilities upon determination of dissolution

- A. All Club liabilities will be paid from the General Fund per Club policy.
 - B. All Club monies will be distributed to members in good standing based on shares held by each member.
 - C. All Club assets will be offered at auction attended only by members in good standing. All remaining assets will be disposed of in a suitable manner agreed upon by the membership.
 - D. Shares are determined by the following schedule:
 1. Each full month of membership as of the last day of that month in which the Club is dissolved equals 1 share.
2. Any assets over and above those paid by members will be donated to a charitable organization at the time of dissolution.

Pages authored by Thomas Bargowski 1998, last revised: August 2004

Pages currently maintained and reformatted by John Lee: August 1999
Changes made and maintained by Deborah Bondjoukdjian: May 2001, Aug 2001 and Aug 2004, April 2007