



Klamath & Western

Bylaws 2016

(as amended)

**KLAMATH & WESTERN
RAILROAD, INC.**

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KLAMATH & WESTERN RAILROAD, INC.

BY-LAWS

**ARTICLE I
NAME**

The name of this corporation shall be Klamath & Western Railroad, Inc.

**ARTICLE II
PURPOSE**

The purpose of this organization shall be to promote and stimulate the interest in the hobby of 7-1/2" gauge model railroading in Chiloquin and the Southern area of Oregon. Also to assist the members of this group in the pursuit of their individual objectives in the hobby, to further promote the education and appreciation by the public, and to provide a facility to allow the public to experience first hand the pleasures of miniature railroading.

**ARTICLE III
BOARD OF DIRECTORS and
MANAGEMENT**

Section 1: Subject to the limits of the Articles of Incorporation, of the by-laws, and of the laws of the State of Oregon as to the actions authorized or approved by the members of the Board of Directors, all corporate powers shall be exercised by, or under the authority of, and the business affairs of the corporation shall be controlled by a Board of Directors.

Section 2: The authorized number of directors shall be seven (7) and directors shall be members in good standing.

Section 3: Candidates for the board shall be selected by a nominating committee appointed by the President at the August board meeting and may be nominated from the floor at the September general membership meeting at the time of the elections.

Section 4: The Board of Directors will be elected each year at the September annual membership meeting. It will consist of seven members consisting of President, Vice President, Treasurer, Secretary and two (2) members at large, and one (1) non-voting designated representative of Train Mountain Inc..

Section 4a: The President and Secretary shall be elected on Even years and the Vice President and Treasurer shall be elected on Odd years.

Section 4b: One (1) at large member will be elected on the Even year and one (1) at large member will be elected on Odd years.

Section 4c: All elected members will serve a term of two (2) years not to exceed two (2) consecutive terms in the same office. After serving two (2) consecutive terms a member may be elected to serve in a different office.

Section 4d: At large board members may serve more than the two (2) consecutive terms.

Section 4e: In the event a director must be replaced due to a vacancy for any reason, the replacement shall be selected by a majority vote of the Board of Directors remaining and shall complete the term of office of the person to be replaced.

Section 4f. Train Mountain will select a representative to serve as one (1) of the Klamath and Western Board of Directors and to act as a liaison between Train Mountain and the Klamath and Western. This selected Board member will not have a specific term.

Section 5: The Board of Directors shall have the power to set forth and approve such rules and regulations as deemed necessary pursuant to Article VI.

Section 6: *The Board of Directors shall have the power to authorize purchases in amounts up to \$1,000.00 each occurrence. Purchases above that amount shall require approval of the general membership.*

Section 7: *The Board of Directors shall meet at a time and place to be designated by the board members, when called by the president. This meeting may be via the internet or by conference phone. A quorum of four (4) directors must be present before business may be transacted. The President or Vice President shall be in attendance to conduct any meeting of the Board of Directors where official business is transacted. If both the President and Vice President are unable to be present the Treasurer, being the next in rank, shall preside. It shall take a simple majority of those directors in attendance to pass a motion.*

ARTICLE IV OFFICERS

Section 1: The officers of this corporation shall be the President, Vice President, Treasurer and Secretary. The officers shall be elected by the general membership as stipulated in Article III, Section 4. Each office shall be held by a separate director.

Section 2: The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general control of the business and affairs of the corporation. The President shall preside at all meetings of the general membership and all meetings of the Board of Directors. The President shall be, *ex-officio*, a member of all committees and shall have the powers and duties usually

vested in the office of the President of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or the by-laws. The President shall not, except in the case of a tie, have a vote on the Board of Directors.

Section 3: The Vice President shall assume the duties of the President in his/her absence.

Section 4: The Treasurer shall receive all monies of the corporation and maintain an accurate record of income and expenditures, pay out funds for authorized expenditures, present a financial statement at each meeting and at other times when required, maintain an accurate account of all properties owned by the corporation or in its custody, provide accounts to be audited annually by a committee appointed by the President at the August Meeting and presented at the September meeting of the current financial year, and to furnish the corporation a signed financial statement of its operations for the twelve (12) month period ending Labor Day.

Section 5: The Treasurer shall perform dissolution proceedings in conjunction with the Vice President and Secretary as set down in these by-laws.

Section 6: The Treasurer shall have the responsibility of insuring compliance with all of the tax laws, which affect tax-exempt corporations. This includes preparation, signing and filing of all forms and records, which may be required with the proper governmental agencies.

Section 7: The Secretary shall record the minutes of all meetings, notify members of all general and special meetings, handle correspondence necessary to the operation of the corporation, maintain an accurate and up-to-date roster of members, assume the duties of the President and Vice President in the absence of either of those officers, and shall perform dissolution proceedings in conjunction with the Vice President and Treasurer as set down in these by-laws.

Section 8: The Secretary shall have a cash account for the discharge of the office in an amount to be determined by the Board of Directors and will be replenished by the Treasurer on the submission of receipts by the Secretary.

ARTICLE V

MEMBERSHIP / DUES

Section 1: Any person, 18 years or older, who is interested in model railroading, who is willing to abide by the policies of this corporation and subscribe to its by-laws may become a member upon payment of yearly dues as hereafter provided.

Section 2: Non-voting membership in the organization is automatically extended to dependents of members. The spouse of any member may achieve full membership by paying annual dues as indicated in Section 2. Children of regular members may also

achieve full membership if they have passed their 18th birthday and have not yet reached their 22nd birthday, by paying the annual dues as indicated in Section 2.

Section 3: The annual dues for this organization for regular and associate membership shall be established by the Board of Directors and approved by the membership at a General Meeting following the publication.

Section 3a: The dues are due and payable January 1st of each year.

Section 3b: Members who have not paid their dues on or before the April board meeting of each year shall be dropped from the rolls of this corporation. Via Email and/or Snail mail such persons shall be notified within thirty days prior to this loss of membership. Re-instatement of membership shall occur upon payment of all current dues.

Section 4: Any member of the Klamath & Western Railroad, Inc. is eligible for nomination as a Life Member of the corporation.

Section 5: Any member in good standing may nominate a member of this club to Life Member by submitting the qualifications of the nominee to the Board of Directors.

Section 6: Life Membership will have all the privileges of a regular member but will not be required to pay any further dues.

ARTICLE VI RULES AND REGULATIONS

Adequate safety rules and regulations governing the operation of any equipment at any facility owned or operated by this corporation shall be issued to each new member. Such rules and regulations shall be conspicuously posted at all events and shall be appended to these by-laws.

ARTICLE VII RESPONSIBILITIES OF PARTICIPANTS

Section 1: Any person participating in any event what-so-ever at the corporate facility shall be considered to be acting with cognizance of the applicable portions of these by-laws, the safety rules and other regulations of the corporation and therefore shall be bound to abide by them.

Section 2: Members participating, operating or displaying equipment at any location other than the Klamath & Western Railroad, Inc. facility will be considered “freelancing” and will not be covered by corporate insurance unless they have received written approval in advance by the Board of Directors of the Klamath & Western Railroad, Inc, except those activities which have been previously sanctioned by the Board or when operating at the facilities of duly organized and generally recognized Model Railroad

Clubs. Approval of the Board of Directors for other activities must be requested in writing.

ARTICLE VIII MEETINGS

Section 1: *Regular meetings of the board shall be held when called by the president on the exact date and location appointed by the Board of Directors.*

Section 2: A semi-annual general membership meeting shall be held on the Saturday of the Memorial Day weekend.

Section 3: An annual general membership meeting shall be held on the Saturday of the Labor Day weekend.

Section 4: The Board of Directors shall meet no later than twenty four (24) hours prior to every general membership meeting and establish the agenda for the general membership meeting.

Section 5: All members whose dues are current are welcome to attend the Board of Directors meetings.

Section 6: Special meetings may be called at any time by the President or the Board of Directors. Such meetings shall require a two (2) week written or email notice to members before the meeting may convene.

Section 7: A meeting shall be canceled when approved by a majority of the members attending a previous meeting; or when circumstances preclude such meetings.

Section 8: The members present at any general meeting shall constitute a quorum regardless of numbers.

Section 9: The order of business at a board or general meetings shall include but not be limited to:

- A. Passing the attendance sheet;**
- B. Reading and approving of the minutes of the previous meeting;**
- C. Introduction of new members and visitors;**
- D. Communications;**
- E. Financial report;**
- F. Bills;**
- G. Reports of officers and committees;**
- H. Unfinished business;**
- I. New business;**
- J. Announcements;**
- K. Program; L. Adjournment.**

The order of business may be suspended at any meeting by majority vote of those in attendance.

Section 10: Regular run days shall be held every Saturday from Memorial Day weekend through the Labor Day weekend.

ARTICLE IX
PARLIAMENTARY RULES

This corporation shall be governed under Robert's Rules of Order, Revised in all cases to which they are applicable and do not conflict with these by-laws or the corporation laws of the State of Oregon.

ARTICLE X
IMPEACHMENT / EXPULSION

Section 1: An officer or director of this corporation may be impeached by a unanimous vote of the members attending any general or special meeting and may be removed from office by a two-thirds (2/3) vote of the enrolled membership after being accorded a hearing on the impeachment charges or after having failed to appear at such a hearing. Such officer shall be notified in writing by E-Mail and/or snail mail of the impeachment charges and the date of the hearing on same.

Section 2: A member may be expelled for unbecoming conduct, as seen by the board. Any expulsion may be appealed to the general membership.

ARTICLE XI
COMMITTEES

Section 1: The President shall appoint standing committees and special committees as deemed necessary to further the objectives of the corporation. The President shall designate a chairman for those committees having more than one member. The President may change the membership of any committee at any time.

Suggested committees as needed:

- A. A superintendent of Motive Power and all rolling stock. He shall be responsible for the operation, repair, and maintenance.
- B. A Newsletter Editor who is responsible for the preparation and distribution of a club newsletter.
- C. A Membership Chairperson who is responsible for assisting the Secretary in the maintenance of the membership roster, name badges and new member packets (including By-Law/Rule Books).
- D. A Special Events Chairperson responsible for maintaining a calendar of all special activities.

- E. And any other special committees as deemed necessary by the President and /or Board of Directors for the successful operation of the corporation.
- F. A Trainmaster who is responsible of questions and concerns as well as making sure things are set up for run days.

ARTICLE XII
BY-LAW AMENDMENTS

Section 1: The by-laws may be amended at any general membership meeting of this corporation by an affirmative vote of a majority of the members present.

Section 2: The amendments must be presented in written form and discussed at the meeting prior to the meeting at which the vote is taken.

Section 3: Notice of intent to amend the by-laws must be given to all members by E-Mail and/or Snail Mail two (2) weeks prior to the action being taken.

Section 4: Absentee ballots shall be accepted provided they are received by the Secretary no later than forty eight (48) hours prior to the meeting.

ARTICLE XIII
DISSOLUTION OF THE CORPORATION

Section 1: A Motion in writing to dissolve this corporation shall be accepted at any general meeting at which there is a quorum present. Such motion shall require a majority vote of those members present to be approved. If approved, the motion shall be construed as a resolution of intent to dissolve.

Section 2: Notice shall be sent to all members in good standing in writing following approval of a resolution to dissolve.

Section 3: The dissolution vote shall come at the meeting following adoption of the resolution of intent and shall require a two thirds (2/3) vote of those members present to be approved. A quorum shall not be required for the vote. Failure of this motion shall terminate dissolution proceedings.

Section 4: If dissolution is approved, the Vice President, Treasurer and Secretary shall take the following action:

- A. **Notify all members, creditors and debtors of the dissolution of the corporation;**
- B. **Assure that all properties borrowed by the corporation are returned to the lender. In the event this is impossible, such properties shall be included with the properties of the corporation;**
- C. **Obtain custody of all properties loaned by this corporation;**
- D. **Distribute all remaining assets to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public benefit purposes and**

which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. This distribution of monies and properties shall constitute the final act of the corporation and the corporation shall be considered finally dissolved after this act is completed.

Section 5: The officers of the corporation shall make every attempt to complete dissolution procedures within ninety (90) days following the unanimous vote to dissolve.