

CUYAHOGA VALLEY S GAUGE ASSOCIATION

Article I

Name

This non-profit unincorporated Association shall, henceforth, be known as Cuyahoga Valley S Gauge Association.

Article II

Purposes

To promote the mutual interests of members in all aspects of S gauge model railroading, including without limitation, collecting, operating, layout construction, research, cooperation with similar local and national associations, social and recreational activities, and the general advancement and promotion of S gauge model railroading.

Article III

Membership

Section 1. Membership in this Association shall be open to any person 18 years of age who exhibits an interest in the purpose of the Association and has been approved by the officers.

Section 2. Members with paid-up dues standing on the roster of Cuyahoga Valley S Gauge Association or of the adoption of these articles shall automatically be members of the Association without proration of said dues. Any person desiring to become a member of this Association subsequent to the date of adoption of these articles shall submit a written application as prescribed by the Association, together

with advance payment of one year's dues as hereafter determined by the Association from time to time.

Section 3. Membership can be terminated when the member shall fail to pay annual dues within forty-five (45) days of the date on which the same became due and payable; or for any conduct on the member's part likely to endanger the welfare of this Association, and shall be subject to cancellation by unanimous vote of the Officers.

Section 4. Membership in this Association is not transferrable. No member shall derive any pecuniary benefit or any share in or right to the assets of this Association.

Article IV

Meetings of Members

Section 1. An Annual Meeting of the members shall be held on such date and in such place, approximately in March, as shall be chosen by a majority vote of the Officers.

Section 2. Special meetings of the members may be called at any time by the President, and shall be called by the President when so ordered by a three-fourths (3/4) Majority vote of the Officers.

Section 3. Written notice of the time and place of the Annual Meeting shall be mailed by the Secretary to each member not less than ten (10) days prior to the date of such meeting.

Section 4. Notice of the time, place and purpose of

any special meeting shall be mailed by the Secretary to each member not less than ten (10) days prior to the date of such meeting.

Section 5. At all regular and special meetings, each member shall be entitled to one vote. No mail or proxy votes shall be permitted.

Section 6. The members present at any Annual Meeting or special meeting shall constitute a quorum for the transaction of business. A majority of those present at any annual or special meeting may adjourn the meeting from time to time. No notice of any adjourned meeting need be given.

Article V

Dues and Assessments

Members shall be liable for payment of such dues and assessments as shall from time to time be set by a majority vote of the members at the Annual Meeting. Bills for such dues and assessments shall be payable within thirty (30) days from the date of billing.

Article VI

Officers

Section 1. The Officers shall be a President, a Vice President, a Treasurer and a Secretary.

Section 2. Officers shall be elected for the ensuing year through secret ballot by a majority of members voting

at the Annual Meeting and shall continue in office until their successors are elected.

Section 3. The President shall conduct the meetings of this Association, have general supervision of its affairs, and may sign such letters, contracts, and agreements as authorized by the members.

Section 4. The Vice President shall assist the President in the discharge of the President's duties and, in the absence of the President, shall perform the duties of the President, and when so acting shall have and exercise the powers of the President.

Section 5. The Secretary shall maintain a roster of the names and addresses of the members, shall keep minutes of the meetings of the members and of the meetings of the Officers, shall prepare any required reports and notices of meetings, shall be the custodian of the records of this Association, and see that all documents and records of the Association are properly kept and filed.

Section 6. The Treasurer shall receive, collect, disburse, have custody of, and be responsible for all funds of the Association, shall deposit funds in banks as designated by a three-fourths (3/4) majority vote of the Officers. The Treasurer shall render a financial report at the Annual Meeting and, upon request, exhibit the books and records to the Officers or any of the members of this Association.

Section 7. In the event of the death or resignation of

any Officer except the President, the President shall appoint a member to fill such vacancy for the unexpired term. In the event of the death or resignation of the President, the Vice-President shall become President Pro-Term for the remaining portion of the unexpired term. In the event of the death or resignation of any other Officer, the remaining Officers by majority vote may elect any member to fill such unexpired term.

Section 8. All records shall be available for inspection upon request by any Officer and available to each member at any legitimate meeting.

Article VII

Operations

Section 1. No bond or security shall be required of any Officer. No Officer or member shall receive any salary or any other compensation for services, except for reimbursement for approved ordinary costs and expenses incurred pursuant to Association duties.

Section 2. No officer shall be personally liable for any debts or obligations of the Association or the acts of other Officers.

Article VIII

Rules

section 1. All meetings of this Association shall be guided by provisions of Robert's Rules of Order.

Section 2. The annual report of the Treasurer shall be in writing.

Section 3. Non-members and prospective members may be permitted to attend meetings with the approval of the President.

Section 4. The order of business at all business meetings shall be determined by the President.

ARTICLE IX

Amendments

The By-Laws of this Association may be amended or repealed by a two-thirds (2/3) majority vote of the members present at any annual or special meeting of this Association, upon notice of proposed changes having been sent in writing to the members thirty (30) days before such meeting.

AMENDMENTS OF BYLAWS

Amendment I

Whereas, Article VI, Section 6 of the Bylaws of this Association provides as follows:

Section 6. The Treasurer shall receive, collect, disburse, have custody of, and be responsible for all funds of the Association, shall deposit funds in banks as designated by a three-fourths (3/4) majority vote of the Officers. The Treasurer shall render a financial report at the Annual Meeting and, upon request, exhibit the books and records to the Officers or any of the members of this Association.

Whereas, it is deemed to be in the best interest of this Association to amend the above-quoted bylaw in order that the funds exceeding the amount of \$500.00 be disbursed with the approval of the President or vice President in addition to the Treasurer, and the assets of the club are inventoried and maintained by the Treasurer.

Resolved, by two-thirds vote of the members, Article VI, Section 6 of the bylaws of this Association be and hereby is amended so as to read as follows:

Section 6. The Treasurer shall receive, collect, disburse, have custody of, and be responsible for all funds of the Association, shall deposit funds in banks as designated by a three-fourths (3/4) majority vote of the Officers. The Treasurer shall render a financial report at the Annual Meeting and, upon request, exhibit the books and records to the Officers or any of the members of this Association.

The President, Vice President and Treasurer shall be named as co-signers of the Association checking account. Any funds exceeding the amount of \$500.00 must be approved by two of the signatories before the disbursement is valid. The Treasurer shall maintain a current inventory of the Association's assets, the appropriate cash value, and the sale or purchase of said assets. This inventory will be included with the Treasurer's annual report at the Annual Meeting of the Association or at the request of the President.

Amendment II

Whereas, it is deemed to be in the best interest of this Association that its bylaws address the subject of a Board of Directors.

Resolved, by two-thirds vote of the members, that the bylaws of this Association are hereby amended to add to Article VI, a new Section 9, reading as follows:

Section 9. A Board of Directors shall be appointed to advise and oversee the activity of the Association's Officers. The Board shall consist of all past Presidents and any other person chosen by a plurality of the entire membership of the Association. The members of the Board shall have one vote. That vote shall be cast by the immediate past President of the Association. The Board shall advise and assist the current officers on all business of the association.