

Mainline Model Railroaders Fellowship

By-Laws

1. DEFINITIONS

1.1. "Special Resolution" means

- (i) A resolution proposed as a Special Resolution at a Meeting of which not less than 21 days notice delivered according to the members preference as recorded with the Secretary and specifying the intention to propose the resolution has been duly given, and not less than 75% of all the Regular Members in good standing vote favourably in person or by Proxy, or
- (ii) A resolution proposed as a Special Resolution at a Meeting of which less than 21 days notice has been given, but Proper Meeting Notice has and all the Regular Members in good standing vote favourably in person or by Proxy, or
- (iii) A resolution consented to in writing by all the Regular Members in good standing who would have been entitled at a Meeting to vote on the resolution in person or by proxy.

1.2. Proxy

"Proxy" without further qualification shall mean, MMRF proxy vote form filled out, stating the Special Resolution it applies to, signed and turned in prior to the vote, to be retained with and recorded in the minutes of the meeting.

1.3. Nominating Chairperson

A person nominated by a motion to which they accept and passes by a Majority vote for the purpose of assembling and presenting nominations for the Executive positions at the Annual General Meeting.

1.4. Mainline Model Railroaders Fellowship

"Fellowship" or "MMRF" without further qualification shall mean Mainline Model Railroaders Fellowship.

1.5. Regular Member

"Regular Member" without further qualification shall mean, Regular Member in good standing but not Regular Member in poor standing.

1.6. Executive Committee

"Executive Committee", "Executive", "Executive Board", "Board of Directors" or "Board", shall mean the Executive Committee of the Fellowship.

1.7. Proper Meeting Notice

1.7.1. Notice for all meetings shall be delivered according to the members preference (examples phone, writing, email) as recorded and up-date from time to time with the Secretary, and delivered five to seven days prior to the Meeting except for where otherwise stated.

1.7.2. All meeting notices shall contain an agenda of all known items of business.

1.7.3. The type of meeting shall be stated in the notice.

1.8. Meeting

"Meeting" without further qualification shall mean, General Meeting, Special Meeting or Annual General Meeting of the Fellowship to which Proper Meeting Notice has been given, but not an Executive Meeting.

1.9. Quorum

One-third of all Regular Members shall constitute a quorum.

1.10. Majority Vote

"Majority Vote" without further qualification shall mean, fifty percent plus one of the Regular Members in attendance vote favourably.

1.11. Favourable Vote

"Favourable Vote" without further qualification shall mean, two-thirds of the Regular Members in attendance vote favourably.

2. MEMBERSHIP

2.1. Any person residing in Alberta, and being of the full age of 18 years, may become a Probationary Member at any General Meeting of the Fellowship.

2.2. Any person under the age of 18 years may, with Parent or Guardian's written consent, become a Probationary Member at any General Meeting of the Fellowship.

2.3. Probationary Members after a minimum 6-month Probationary Period require a Favourable Vote at any Meeting of the Fellowship to become a Regular Member.

2.4. Members must keep their Preference for receiving MMRF Meeting Notices and correspondence up-to-date with the Secretary.

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- 2.5. The Executive and necessary Committee Chairpersons will make needed judgements on whether a Member has met the Membership Class Criteria where applicable.
- 2.6. Any Member may resign by giving notice verbally or in writing to any Executive Member.
- 2.7. For former Regular Members wishing to rejoin the Fellowship, the six-month Probationary Member time period may be waived by a Favourable Vote at any Meeting of the Fellowship.
- 2.8. Any member may be expelled from membership for any cause that the Fellowship may deem reasonable, this is carried out by a motion being made and held over to the following Meeting to which Proper Meeting Notice noting the motion has been given and at that time passes by a Favourable Vote.
- 2.9. Any Member may resign by giving written notice or by verbal notice to an Executive Member.

3. MEMBERSHIP CLASSES

3.1. Regular Member in good standing

- 3.1.1. Shall have the right to vote and enjoy all the benefits and privileges of the Fellowship.
- 3.1.2. Must be a participant in the hobby of model railroading for reasons other than business.
- 3.1.3. Must in some visible fashion be a contributing member of the Fellowship.
- 3.1.4. Must, at the start of any meeting, be paid in full for current year's dues and assessments as set out by the Fellowship.
- 3.1.5. Must have been a Probationary Member for no less than six months.
- 3.1.6. Must maintain these criteria or will immediately become a Regular Member in poor standing.

3.2. Regular Member in poor standing

- 3.2.1. Upon Falling to Poor Standing
 - 3.2.1.1. For a period of up to 90 days, may enjoy the benefits and privileges of the Fellowship but may not vote.
 - 3.2.1.2. From 91 days to 180 days, may not enjoy the benefits and privileges of the Fellowship nor vote.
 - 3.2.1.3. After 180 days, is expelled from the Fellowship and gives up all membership.
- 3.2.2. If "in good standing" criteria is re-established before member is expelled, member returns to "in good standing".

3.3. Probationary Member

- 3.3.1. Must attend a General Meeting and fill out a membership application form.
- 3.3.2. Remains a Probationary Member for no less than six months.

3.4. Honorary Member

- 3.4.1. Any person may be awarded the status of Honorary Member by way of motion and Favourable Vote of the Fellowship.
- 3.4.2. May not vote nor enjoy the benefits of the Fellowship, but may contribute to the Fellowship.

4. DUES AND ASSESSMENTS

- 4.1. Membership dues amount may be set at any Annual General Meeting by a Favourable Vote.
- 4.2. Membership dues are payable yearly in advance for the fiscal year.
- 4.3. Upon being voted in as a Regular Member, a full year's dues are payable for current fiscal year regardless of the date.
- 4.4. Assessments and their due dates will be set by a Favourable Vote at any Meeting of the Fellowship.

5. EXECUTIVE COMMITTEE

- 5.1. Executive Members must be Regular Members in good standing.
- 5.2. The Executive shall manage and direct the affairs and expenditures of the Fellowship, subject to the MMRF Objectives and By-Laws in accordance to budgets and directions given by motions and passed by Majority Vote at any Meeting.
- 5.3. A person nominated to an executive position and voted in by a Majority Vote becomes an Executive Member if they,
 - 5.3.1. If present, accepts the nomination.
 - 5.3.2. If not present, accepts the nomination by written notice to the Fellowship or verbal notice to the Nominating Chairperson before the Meeting or within fourteen days after the Meeting.
- 5.4. Any Regular Member shall be eligible to run for any office in the Fellowship.
- 5.5. Executive Members may resign their position by giving written notice to the Executive or by presenting it to the Membership at a Meeting.
- 5.6. Executive positions that become vacant shall be filled by election at the earliest possible Meeting for which Proper Meeting Notice of the election is stated in such notice calling the Meeting.

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- 5.7. Any member of the Executive may be removed from office for any cause that the Fellowship may deem reasonable, this is carried out by a motion being made and held over to the following Meeting to which Proper Meeting Notice noting the motion has been given and at that time passes by a Favourable Vote.
- 5.8. Executive members shall serve until their successors are elected and installed or they otherwise leave their position as set out in these By-Laws.

6. EXECUTIVE POSITIONS

6.1. President

- 6.1.1. The President shall be ex-officio a member of all Committees.
- 6.1.2. When present, shall chair Meetings and Executive meetings of the Fellowship.
- 6.1.3. Shall co-ordinate and assemble any necessary budgets not covered by other positions.
- 6.1.4. Shall ensure the progress on all activities and committees.

6.2. First Vice President:

- 6.2.1. Shall be Show Chairperson.
- 6.2.2. Shall co-ordinate events and assemble budget proposals for MMRF planned train shows.
- 6.2.3. Shall perform the duties of the President in his absence at any MMRF meeting.

6.3. Second Vice President

- 6.3.1. Shall be Advertising Chairperson.
- 6.3.2. Shall co-ordinate advertising of all MMRF events and assemble budgets for such advertising.

6.4. Secretary

- 6.4.1. It shall be the duty of the Secretary to attend all meetings of the Fellowship and of the Executive, and to keep accurate minutes of the same.
- 6.4.2. Shall have charge of the Seal of the Fellowship which whenever used shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either member, the First Vice-President shall take that person's place.
- 6.4.3. In case of the absence of the Secretary, such Executive member as may be appointed by the Executive shall discharge the secretarial duties.
- 6.4.4. The Secretary shall have charge of all the correspondence of the Fellowship.
- 6.4.5. Be under the direction of the President and the Executive.
- 6.4.6. The Secretary shall keep up-to-date records of all the members of the Fellowship. The records shall contain:
 - 6.4.6.1. Member class information,
 - 6.4.6.2. Meeting notice preference as stated by the member,
 - 6.4.6.3. Member's mailing address and telephone number.
- 6.4.7. Shall report and record membership status prior to each vote.
- 6.4.8. Collect the annual dues and assessments levied by the Fellowship. Such monies shall be promptly turned over to the Treasurer for deposit.
- 6.4.9. The Office of the Secretary and Treasurer may be filled by one person if decided by a Favourable Vote at any Annual General Meeting of the Fellowship.

6.5. Treasurer

- 6.5.1. The Treasurer shall receive all monies paid to the Fellowship and be responsible for the deposit of such monies into a Financial Institution that has been set up for the Fellowship.
- 6.5.2. Shall properly account for the funds of the Fellowship and keep such books as may be directed.
- 6.5.3. Shall present a full detailed account of receipts and disbursements to the Executive whenever requested.
- 6.5.4. Shall prepare for presentation at the Annual General Meeting a full statement of the preceding year's financial position (unaudited) of the Fellowship with one copy for each Regular Member and submit a copy to the Secretary for the records of the Fellowship.
- 6.5.5. The Office of the Secretary and Treasurer may be filled by one person if decided by a Favourable Vote at any Annual General Meeting of the Fellowship.

6.6. Committee Chairpersons

- 6.6.1. Shall present accurate budgets for proposed activity/ies.
- 6.6.2. Shall present itinerary for proposed activity/ies.
- 6.6.3. Shall report to the Executive and members on committee progress.
- 6.6.4. Shall appoint a Secretary to record the minutes of all committee meetings.
- 6.6.5. Shall present final reports upon completion of the activity/ies.

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7. MEETINGS

7.1. General Meetings

- 7.1.1. The Secretary, upon the instructions of the President at any time, will give Proper Meeting Notice announcing a General Meeting of the Fellowship to the Membership.
- 7.1.2. In the absence of both the President and the First Vice President, a Regular Member may be appointed by a Favourable Vote to chair the Meeting.

7.2. Annual General Meeting

- 7.2.1. The Fellowship shall hold an Annual General Meeting after November 1st of each year but prior to January 31st of the following year call by giving Proper Meeting Notice.
- 7.2.2. There shall be Elections held for the positions of, President, First Vice President, Second Vice President, Secretary and Treasurer.
- 7.2.3. All other criteria will be the same as a General Meeting.

7.3. Special Meeting

- 7.3.1. The President or the Secretary, upon receipt of a petition signed by at least one third of the Regular Members, setting forth the reasons for such meeting, shall call a Special Meeting.
- 7.3.2. All other criteria will be the same as a General Meeting.

7.4. Executive Meetings

- 7.4.1. Meetings of the Executive shall be held as often as may be required, but at least once every three months and its members shall be given Proper Meeting Notice.
- 7.4.2. A special Executive meeting shall be called by the President upon the written instructions of any two Regular Members, stating the business to be brought before the meeting.
- 7.4.3. Regular Members may attend but may not vote.
- 7.4.4. Any four Executive members shall constitute a quorum.
- 7.4.5. Executive meetings can be held without notice if a quorum of the Executive is present, provided however, that any business transactions at such meeting shall be ratified at the next regularly called meeting of the Executive, otherwise they shall be null and void.

8. VOTING

- 8.1. Any Regular Member in good standing shall have the right to vote when present at any Meeting of the Fellowship.
- 8.2. All votes shall be made in person and not by proxy except in the case of a Special Resolution where Proxy is permitted.
- 8.3. All votes will be conducted by a show of hands unless a motion is made prior to the vote for it to be by secret ballot and such motion passes by a Majority Vote by show of hands.
- 8.4. Two Regular Members will count and report the count of secret ballots.
- 8.5. The number of votes for each possible position on a secret ballot will be announced and recorded in the minutes of the meeting. (Example: 3 for, 2 against, 1 abstains or spoiled)
- 8.6. Motions not otherwise stated shall pass by a Majority Vote.

9. AUDITING

- 9.1. All MMRF financial records shall be audited at least once a year by a duly qualified accountant or by two Regular Members of the Fellowship appointed as auditors. Such auditor/s shall submit a complete and proper statement of the standing of the records for the year by May 31st of the following year.
- 9.2. The fiscal year of the Fellowship shall be from January First to December Thirty-First.
- 9.3. Each Regular Member shall, at all times after giving reasonable notice, have access to such books and records for the purpose of inspection; they may not alter nor copy them.

10. REMUNERATION

Neither officers nor members of the Fellowship shall receive direct remuneration for their personal services provided to carry out the business of the Fellowship.

11. Loans

The society will not have borrowing powers.

12. BY-LAWS & OBJECTIVES

The By-Laws and Objectives may be rescinded, altered or added to by a "Special Resolution".