

ALL POINTS NORTH MODEL RAILROAD ASSOCIATION, INC.
BY-LAWS

APPROVED – February 19, 2022

Article I - Membership Requirements, Fees and Dues, Duties, Probation and Expulsion

Section .01 - Requirements

- a) Membership in All Points North Model Railroad Association, Inc. (APN) is open to anyone, regardless of sex, race, or creed, who has an interest in any phase of the model railroading/rail fanning hobby. All scales and gauges are welcome.
- b) Members shall be at least 18 years of age.

Section .02 – Memberships

- a) Once the qualified prospect has submitted the membership application along with a \$100 Application Fee and first month's dues, the individual will be placed on a probationary period of not less than four (4) months.
- b) During the third (3rd) month of probation the prospective new member's name is to be announced during the Business Meeting inviting all full members to offer comments to any Board member as to whether that prospective new member should be invited to full membership. At the following Board Meeting, all Board members shall offer for discussion any comments from the membership, whether positive or negative. The Board shall consider all such comments to weigh whether that prospective member would likely be a constructive new member for the good of APN and considered unlikely to be a disruptive force for the cohesiveness of the membership as a whole. It shall be at the sole discretion by majority vote of the Board, based on the above criteria, to invite the prospective new member to full membership, subject to payment of a \$100 Initiation Fee and being current on dues, or to elect to reject membership and to return the Application Fee less any unpaid dues.
- c) Applicants will be added to the e-mail distribution list, upon acceptance of their Application Fee and first month's dues.
- d) Members in good standing shall have one (1) vote on all business coming before APN. Good standing shall mean maintaining an acceptable status regarding payment of dues and not on probation.
- e) Members in good standing will be furnished a key and security code access to the APN Building.

- f) There shall be an additional classification of membership to be known as Member Emeritus. This designation shall be reserved to acknowledge long and meritorious service to APN and upon an occasion such as the member transferring out of our area. Such designation may be conferred upon recommendation by the Board of Directors and approved by a two-thirds (2/3) vote of the membership present and in good standing, including valid proxies, at a regular Business Meeting. The name of such member shall remain on the roster of active members and shall entail no financial obligation to, or from APN. Such member shall not have a vote nor count towards a quorum.

Section .03 - Dues

- a) Dues are payable in advance or no later than the Business Meeting for the current month. A delinquent member will be carried on the membership rolls for a period of three (3) months after the dues' expiration date. If the dues are not paid by that time, the member may be expelled or put on probation as directed by the Board of Directors.
- b) If a member has a hardship which makes it difficult to pay their dues within the grace period, the Board of Directors can extend the grace period for that member.
- c) Membership dues are \$300 per year or \$25 per month.

Section .04 - Duties

- a) All members shall behave in a constructive and non-disruptive manner for the good of APN and the cohesiveness of the membership as a whole.
- b) All members in good standing have the duty to vote.
- c) All members in good standing have a duty to serve on a committee, if requested, and to regularly attend APN functions and meetings.
- d) All members in good standing have a duty to consider serving in an elected position in APN.
- e) All members in good standing have an obligation to participate in APN maintenance.
- f) Failure to fulfill duties or obligations of membership may result in disciplinary action up to and including expulsion from APN.

Section .05 – Probation and Expulsion from APN

- a) The Board of Directors will be responsible for all member probation and expulsion issues.
- b) Probation or expulsion requires a unanimous vote of the members in good standing serving on the Board of Directors.
- c) Should a member of the Board of Directors be the subject of a probation or expulsion vote, that subject Director shall have no vote in the matter.

Article II - Officer Duties and Terms

Section .01 - Composition

- a) The APN Board of Directors shall be composed of five (5) elected officers - President, Vice President, Secretary, Treasurer, and Member-at-Large.
- b) Each member of the Board of Directors shall have one (1) vote.

Section .02 – The President

- a) The President shall preside over all meetings, and also set the agenda for those meetings.
- b) The President shall appoint all committees and is an ex-officio member of all committees.
- c) In the event APN holds a major event, such as a show, flea market, or hosts a convention; the President shall be APN's major representative.
- d) The President shall be responsible for the order and decorum at all meetings, and for enforcement activities.
- e) The President is also enjoined to call all meetings to order on time and to keep discussions moving in an expeditious manner in order to cover business in as short a time as possible.

Section .03 – The Vice President

- a) The Vice President will preside over all Business meetings and Board of Directors meetings in the President's absence. The Vice President shall assume the President's duties in the event the President cannot or will not perform them.
- b) The Vice President is the Property Manager.

Section .04 - The Secretary

- a) The Secretary shall be responsible for writing the Business and Board Meeting minutes, record keeping, and maintaining a membership roster, and for distributing these to the membership in a timely manner.
- b) The Secretary shall also manage proxies, and at all meetings take attendance and make the determination of whether quorum requirements are met.
- c) The Secretary shall serve as the APN Historian and the Parliamentarian. As Parliamentarian, the Secretary has the authority to answer all questions pertaining to the interpretation of any clause in the APN By-Laws.
- d) In the absence of the President and Vice President, the Secretary shall preside over the scheduled Business Meeting.

Section .05 – The Treasurer

- a) The Treasurer shall be responsible for the APN finances and related matters and the collection of all monies due. All appropriate bills shall be presented to the Treasurer for payment.
- b) Financial limits.
 - a. No officer shall sign a check payable to himself.
 - b. Any bank transaction (check, withdrawal, or transfer) exceeding \$2,000 shall require written authorization by two (2) officers.
- c) The Treasurer is responsible for timely filing of all required IRS, State, and other government reports.
- d) The Treasurer is responsible for the completion and filing of a Statement of Change of Registered Officer, or Registered Agent, with the State of Texas Comptroller's Office of Public Accounts, when necessary.

- e) The Treasurer shall preside over the monthly Business Meeting in the absence of the President, Vice President, and Secretary.

Section .06 - The Member-At-Large

- a) The Member-at-Large shall be responsible to manage new member applications and to appoint a mentor to assist a prospective new member during the probationary period. Any member in good standing with at least one year of APN membership is eligible to serve as a mentor.
- b) The Member-at-Large shall be responsible for handling any conflict that may arise between members and make any recommendations concerning the conflict to the President. If the conflict continues, the President will notify the Board for further action.
- c) The Member-at-Large shall be the Special Programs and Clinics Chairman.
- d) The Member-at-Large shall be the liaison between prospective Mayors and the Layout Committee, and assist the prospective Mayors through the Town Process.

Section .07 - Terms of Office

- a) Terms of office for all officers shall be one (1) year starting and ending at the adjournment of the January Business Meeting.
- b) Re-election to office is permissible. There shall be no term limits.

Article III - Election of Officers

Section .01 - Nominating Committee

- a) The President, by October, will appoint a Nominating Committee. The Nominating Committee will draw up a slate of candidates to be posted on the APN bulletin board by the November Business Meeting.

Section .02 - Voting Procedures

- a) Nominations from the floor shall be accepted at the November and January Business Meetings.
- b) After nominations are closed in the January meeting, the election shall be conducted by the Nominating Committee by secret ballot.

- c) Absentee voting is permitted. Absentee ballots, either electronic or on paper, will be produced by the Nominating Committee and distributed to members who request them. Absentee ballots must be returned to the Nominating Committee before the January Business Meeting is called to order. Proxies are not valid for voting in the election.
- d) To be elected, a candidate must receive a majority (greater than $\frac{1}{2}$) of the votes cast for that office by the membership present and in good standing, including absentee ballots.
- e) In event that there is only one (1) candidate for an office, that candidate may be elected by acclamation.

Section .03 – Succession Procedures

- a) In the event the President is unable to complete a term of office, the Vice President shall succeed the President. The new President shall then nominate a Vice President, who, upon approval by a majority vote of the Board of Directors, shall serve until the next general election.
- b) In the event the Vice President, Secretary, Treasurer or Member-at-Large is unable to complete their term(s) of office, the President shall then nominate a replacement, to serve until the next general election. Such nominations made by the President shall not be effective until approved by a majority vote of the Board of Directors.

Article IV - Meetings

Section .01 - Business Meeting

- a) The APN membership shall meet once each month, except in July and December, to vote on such business as may be required.
- b) Written proxies, assigned to a voting member by any other voting member, shall be accepted upon submission to the Secretary. Verbal proxies are not acceptable.
- c) A quorum shall be necessary to transact any business in APN's name. A quorum for conducting legal business at any Business Meeting is defined as a presence of a simple majority (greater than $\frac{1}{2}$) of the total APN membership who are in good standing, including valid proxies, and to include at least two (2) standing officers.
- d) Business at the meeting shall be conducted by simple majority vote (greater than $\frac{1}{2}$) of members present and in good standing, including valid proxies.

Section .02 - Board of Directors Meeting

- a) Board Meetings shall be held at least once each quarter at a time and place designated by the President. The President may call additional Board Meetings.
- b) The purpose of the Board Meeting shall be to plan and discuss topics and/or projects for membership consideration and to conduct such other business as permitted by the APN By-Laws.

Section .03 - Special Meetings

- a) Special APN meetings may be called by the President, who will also set the agenda, time and place.
- b) The President shall announce such special meetings at least ten (10) days in advance of the proposed meeting date, if at all possible.

Section .04 - APN Parties

- a) There shall be an APN Birthday Party held each July.
- b) There shall be an APN Christmas Party held each December.

Article V – Committees

- a) The President appoints all committees and committee chairmen.
- b) The functions of the committees and the extent of authority granted to them will be directed by the Board of Directors.
- c) Committee chairman and members shall serve during the term of the President by whom they were appointed. Their terms may be extended by consent of the new President and agreement of the committee members.
- d) The President shall appoint an Audit Committee annually which shall audit the treasury records.

Article VI - Amending the By-Laws

- a) Proposed amendments must be in writing and submitted at an APN Business Meeting or at a Board Meeting. The Board of Directors shall take the amendment under advisement and will be required to submit the amendment to a vote of the general membership with a recommendation to accept or reject the amendment, no later than the second Business Meeting following the proper introduction of the amendment.
- b) The proposed amendment shall be posted on the APN bulletin board prior to the meeting at which the vote is to be taken on the proposed amendment.
- c) Any amendment is subject to revision from the floor at any time before the vote is taken.
- d) A two-thirds (2/3) majority vote "for" the proposed amendment of those members present and in good standing, including valid proxies, is required for passage of the amendment.

Article VII - Assessments

- a) APN shall have authority to impose assessments for special projects.
- b) Assessment votes shall require a two-thirds (2/3) majority vote of those members present and in good standing, including valid proxies, to be carried.
- c) Approved assessments are an obligation of membership.