

Bylaws of the Chattanooga Modular Modelers

As amended on May 2, 2015

Article I. NAME

Section 1.01 The Chattanooga Modular Modelers, Inc., a non-profit corporation chartered in the State of Tennessee, shall be known and referred to as the "CMM".

Article II. MISSION STATEMENT AND PURPOSE

Section 2.01 The CMM will educate both the membership of the CMM and to the extent possible the general public about any and all aspects related to model railroading. The CMM will do everything in its power to promote modular model railroading in the Chattanooga and surrounding areas. Furthermore, the CMM will provide facilities to participate in the prototypically designed, structurally sound built, authentically scaled, scenically staged, and operationally modeled railroad with emphases on modularity.

Article III. MEMBERSHIP

Section 3.01 Membership Requirements

- (a) A member may be anyone who is of good moral character and possesses an interest in modular model railroading.
- (b) A member in good standing will act according to the rules of CMM.
- (c) The membership year shall be the calendar year.
- (d) Members may not transfer their membership or any right arising therefrom to any other person.

Section 3.02 New Members

- (a) Interested parties may apply for membership with a verbal, written, or emailed request, and payment of dues as established by the organization.
- (b) A verified email address and other contact information are required to participate in regular CMM communications.
- (c) In the event a membership application is rejected, the new applicant will be informed with cause. Reapplying expelled members may be rejected without cause.
- (d) Members in good standing that have allowed their membership to lapse for more than 90 days will be treated as new members as of the date they reapply for membership.
- (e) Members will be given access to the rules and bylaws of the CMM.
- (f) Charter members are individuals that paid for membership in CMM's first year (before January 1, 2015) and have had no laps in membership.
- (g) A new member must be a member in good standing for 90 days and have attended at least one membership meeting before they are eligible to vote. *Charter members are exempt from this clause.*

Section 3.03 Membership Types

(a) Regular Membership

- (i) Individuals, age eighteen (18) or over, who meet the requirements of membership, are eligible to become a regular member.
- (ii) Regular members must attend at least seven percent (7%) of the officially held membership meetings to maintain this class of membership. Should a Regular member not attend at least seven percent (7%) of the officially held membership meetings in any thirteen (13) month period, said member will be moved from Regular status to Associate status.
- (iii) Regular membership includes voting rights and the individual may hold office.
- (iv) Meetings may be attended electronically over the phone or other streaming media.

(b) Youth Membership

- (i) Individuals under the age of eighteen (18), who meet the requirements of membership, are eligible to become a youth member.
- (ii) Payment of one half (.5) times the annual dues for Regular Membership rounded to the nearest whole dollar.
- (iii) Individuals under the age of eighteen (18) have no voting rights and may not be a member of the Board of Directors.
- (iv) An adult responsible for the young member should always accompany a youth member at CMM functions.
- (v) Upon reaching their eighteenth birthday, a youth member will automatically become a Regular member for the remainder of the current membership term. They may then continue as a Regular member for the following term.

(c) Family Membership

- (i) Immediate family members consisting of a maximum of two adults and children under the age of eighteen living in the same household are eligible for family membership.
- (ii) Adult members must attend at least seven percent (7%) of the officially held membership meetings to maintain this class of membership. Should an adult member not attend at least seven percent (7%) of the officially held membership meetings in any thirteen (13) month period, said member will be moved from Family status to Associate status.
- (iii) Payment of one and one half (1.5) times the annual dues for Regular Membership rounded to the nearest whole dollar.
- (iv) Individuals under the age of eighteen (18) have no voting rights and may not be a member of the Board of Directors.
- (v) Both adult members shall have voting rights and be eligible for office.
- (vi) Upon reaching their eighteenth birthday, a child will be ineligible for family membership and must apply for a regular membership.

(d) Lifetime Membership

- (i) For extraordinary service to CMM, the Executive Committee may nominate an individual for lifetime membership by unanimous vote.
- (ii) The nominee will be presented to the membership at a general meeting. The membership may accept the nominee as a lifetime member by majority vote.
- (iii) No dues will be required of a lifetime member.
- (iv) Voting rights will be extended to all lifetime members.
- (v) Voting rights may be rescinded from a lifetime member by majority vote of the board.

Section 3.04 Associate

- (a) The President or Vice President of CMM may nominate individuals or organizations for honorary association.
- (b) No dues will be required of an honorary associate.
- (c) Any person, association, corporation or other business organization interested in model railroading may become a Sustaining Associate upon donation of greater than a minimum sum equal to two (2) times the annual dues for Regular Membership.
- (d) Paying members (age 18 or over) that have been demoted to associate will be elevated back to their appropriate class of membership when they attend greater than thirteen percent (13%) of the officially held membership meetings in any thirteen (13) month period.
- (e) Association will automatically be extended to all current employees of the CMM.
- (f) Association confers no voting rights within the CMM.
- (g) Association expires at the end of each calendar year.

Section 3.05 Dues

- (a) Dues structure will be recommended by the Board of Directors and reviewed on an annual basis. Any increase or decrease in membership fees will be voted on by the Board of Directors at the Annual Business Meeting, and results provided to the membership.
- (b) Dues paid by new members in the last four months of the membership year will be carried forward to the following membership year.

Article IV. GENERAL CONDUCT

Section 4.01 Correspondence

- (a) The Board of Directors, or persons appointed by them shall be the only personnel who have the authority to represent CMM.

Section 4.02 Misconduct

- (a) Any action deemed to be seriously offensive by the Board of Directors or in violation of the charter and these bylaws for CMM will be considered misconduct of a member.
- (b) Allegations of misconduct by a member shall be reported to the Board of Directors.
- (c) Rights of Members Accused of Misconduct**
 - (i) Any member accused of misconduct will have the right to appear before a disciplinary hearing of the Board of Directors, which shall be held within 60 days of the communication of the allegation of misconduct to the Board of Directors.
 - (ii) Any member accused of misconduct shall have at least fifteen days notice of the disciplinary hearing.
 - (iii) Any member accused of misconduct will have the right to bring witnesses to the disciplinary hearing.
 - (iv) Any member accused of misconduct will not be allowed to attend CMM meetings or events until the conclusion of the disciplinary hearing.
- (d) Sanctions**
 - (i) A secret ballot cast, with a four-fifths majority of the Board of Directors, is required to issue sanctions against the accused member.
 - (ii) Any sanctions including expulsion from CMM shall be effective not more than five days after the disciplinary hearing.
 - (iii) An expelled member may apply to rejoin CMM after the conclusion of one calendar year from the date of expulsion.

Article V. ELECTIONS

Section 5.01 Nomination Procedure

- (a) Nominating Committee shall consist of three (3) regular members appointed by the Board of Directors at least 3 months prior to elections. Members of this committee shall be announced to the general membership.
- (b) Nominations may be submitted in writing (mail or email) or by phone to any members of the nominating committee.
- (c) The Nominating Committee will verify that all nominated candidates are willing to accept office if elected.
- (d) The Nominating Committee shall prepare a slate of candidates who shall be suitable for the various offices for which they are proposed, and after securing consent of said candidates to serve if elected, shall submit their report in writing (or by email) to the membership 30 days prior to elections.
- (e) The Nominating Committee, should where possible, nominate two people for each position if candidates suitable for the various offices for which they are proposed can be found.

Section 5.02 Election Judges

- (a) The Board of Directors of CMM shall appoint three impartial members to act as election judges.

Section 5.03 Voting Procedures

(a) Ballot Distribution

- (i) A ballot will be provided to each member with voting rights via U.S. mail or email.
- (ii) Clear instructions for voting will be provided on each ballot.

(b) Casting Ballots

- (i) At a general meeting where an election is held, ballots will be collected from the floor.
- (ii) Voting by proxy is permitted provided the member gives a signed proxy to the person they wish to cast their vote. Such proxy must be turned in to Election Judges at time of voting.

(c) Absentee Voting

- (i) If a member is unable to attend a general meeting where an election is held, that member may submit their vote to CMM by presenting their ballot to an Election Judge prior to the election meeting.

Section 5.04 Election Certification

(a) Determination of Results

- (i) After every eligible member at the general meeting who wishes to do so has voted, the absentee, proxy, and election meeting ballots will be presented to the election judges.
- (ii) The election judges will count the ballots with the candidate receiving a plurality of votes declared the winner.
- (iii) The election judges must certify the results of each office election.

(b) Ties

- (i) In the event of a tie where more than two candidates are seeking office, the two candidates receiving the greatest number of votes shall stand in a special election for the office. Procedures for the special election shall follow those for a general election except that all ballots will be submitted as absentee ballots and returned within fourteen days of their mailing.
- (ii) In the event of a tie where only two candidates are seeking office, the Election Judges shall perform a coin toss or other equally weighted random event to determine a winner.

(c) Presentation of the Officers - Elect

- (i) After the Election Judges have certified the winners for each office, they will present their findings to the Board of Directors.
- (ii) The Board of Directors will notify the winning candidates and present the officers-elect to the general membership.

(d) Assumption of Duties

- (i) The term of office for the officers-elect will begin immediately after the close of the meeting following their election.

Article VI. OFFICERS

Section 6.01 Elected Officers

- (a) The elected officers of CMM will be President, Vice-President, Secretary, Treasurer, and three Members-at-Large who will serve on the Board of Directors.
- (b) All elected officers will be elected at the Annual meeting for a one-year term.

Section 6.02 Qualifications

- (a) No officer shall hold the same office for more than three consecutive terms, unless approved by a majority vote of the membership of CMM.
- (b) No person shall hold more than one elected office at the same time unless approved by a majority vote of the membership of CMM.
- (c) Officer candidates must be a member in good standing for a minimum of two years prior to nomination, other board members must be a member in good standing for a minimum of one year prior to nomination.

Section 6.03 Non-Elected Officers

- (a) The non-elected officers, should the position actually be designated by the Board of Directors and someone is selected to fulfill the position of CMM, will be Bylaws Chairman, Event Chair(s), Membership Chairman, News or Web Editor, Sergeant-at-Arms, and Parliamentarian.
- (b) The appointive officers of CMM will be appointed by majority vote of the Executive Committee.

Section 6.04 Duties of Officers

(a) President

- (i) The President shall administer and be responsible for all operations of CMM.
- (ii) The President shall serve as chair of the Executive Committee.
- (iii) The President shall serve as an ex-officio member of all CMM committees.

(b) Vice-President

- (i) The Vice-President shall assist the President in all areas of CMM.
- (ii) The Vice-President may serve as an ex-officio member of all CMM committees in the President's absence.
- (iii) In the event of the President's absence, the Vice-President shall perform the duties of the President.
- (iv) The Vice-President shall be the presiding member of the Financial Planning Committee.

(c) Secretary

- (i) The Secretary shall be responsible for taking minutes of all regular and special meetings and distributing them to the Board of Directors.
- (ii) The Secretary shall make available the minutes of all meetings to the membership upon approval of the Executive Committee on a case-by-case basis.
- (iii) The Secretary shall assist the President and Vice President in scheduling and other operational areas of CMM.
- (iv) The Secretary shall handle all official correspondence for the Executive Committee.
- (v) The Secretary shall assist, when requested, the Board of Director members with all correspondence.
- (vi) The Secretary will work with the Membership Chairmen and assume responsibility for returning correspondence to members
- (vii) The Secretary will be an ex-officio member of the Membership Committee.
- (viii) In the absence of the Secretary at a regular and special meeting a member of the board may be appointed as Acting Secretary for the meeting. The Acting Secretary will then be responsible for getting the minutes to the Secretary.
- (ix) The Secretary will maintain a copy and tally of attendance for all CMM meetings.

(d) Treasurer

- (i) The Treasurer shall receive all CMM funds, keeping them in the CMM checking account, and disbursing all payments for CMM.
- (ii) The Treasurer shall maintain a complete record of all funds, receipts, payments, dues, and any other monies that CMM accumulates.
- (iii) The Treasurer shall file any and all tax records that CMM requires and shall maintain the CMM's non-profit status.
- (iv) Upon taking office, the Treasurer may be bonded in an amount based on the prior year's funds and projected funds for their term of office. (? Depends on balance in accounts?)
- (v) The Treasurer shall be responsible for all correspondence that is connected with the monies of CMM, including receipt of membership fees and new member applications.

(e) Event Chair(s)

- (i) From time to time, the Executive Committee may appoint by majority vote a member to serve as Chair of a special event.
- (ii) The Event Chair is responsible for all activities, operations, and planning surrounding their special event.
- (iii) The Event Chair shall report to the President and the Executive Committee regularly on their progress.
- (iv) The Event Chair will lead a special committee that may be formed for the express purpose of developing the event.

Article VII. BOARD OF DIRECTORS (BOD)

Section 7.01 BOD consist of

- (a) The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer, and three members at large elected by the membership. The immediate Past President shall automatically be a non-voting member of the Board.

Section 7.02 Meetings

- (a) The Board of Directors shall have their annual meeting prior to the annual meeting of CMM, and may have other meetings as needed from time to time.
- (b) Any elected member of the Board of Directors may request a meeting of the Board for the purpose of conducting official business. The meeting should be held within 15 days of the request and must have a quorum attending to resolve binding decisions for of organizational business.
- (c) Meetings may be attended electronically over the phone or other streaming media.

Section 7.03 Quorum

- (a) The physical presence of a majority of the currently filled positions on the Board shall constitute a quorum.

Section 7.04 Special committees

- (a) The Board of Directors may appoint special committees by majority vote as needed.

Section 7.05 State of CMM

- (a) Members of the Board of Directors may request from the officers a report on the state of CMM at any time.
- (b) Any elected member of the Board of Directors may request a copy of the current checking account statement at any time. They may also request a copy of any other financial documents maintained by the CMM.

Section 7.06 Monetary authority

- (a) The Board of Directors shall hold monetary authority for CMM. The Executive Committee shall be signatories for bank checks disbursed by the CMM. By majority vote, the Board of Directors may appoint additional members in good standing as signatories for bank checks disbursed by the CMM.

Article VIII. COMMITTEES

Section 8.01 Standing Committees

- (a) If deemed necessary for the effective operation of CMM, the following committees may be formed, at some future date, by the Board of Directors to maintain scheduled meetings and report regularly to the President, including but not limited to: the Executive Committee, the Membership Committee, the Bylaws Committee, Modular Standards Committee, the Communications and Public Relations Committee, and the Financial Planning Committee.
- (b) Executive Committee (EXC)**
 - (i) The Executive Committee shall consist of the currently elected President, Vice-President, Secretary, and Treasurer.
- (c) Membership Committee (MC)**
 - (i) The MC shall be comprised of a MC Chairman and not more than three additional members appointed by the CMM Board.
 - (ii) The MC shall work to increase membership, improve member relations, and assist in member communication within CMM.
 - (iii) The MC is tasked with contacting members whose membership has lapsed for the purpose of getting them to reapply.
 - (iv) The Secretary shall serve as ex-officio member of the MC.
- (d) Bylaws Committee (BC)**
 - (i) The BC, if enacted, shall be comprised of a BC Chairman, one BOD member chosen by the EXC and one member not currently serving in another capacity.
 - (ii) By majority vote, the BC may submit to the EXC proposed amendments to CMM bylaws.
 - (iii) The BC Chairman will be selected by the CMM Board of Directors and serve until replaced or a resignation is submitted to the Board of Directors.
- (e) Modular Standards Committee (MSC)**
 - (i) The Standards Committee shall publish and maintain standards that provide for the uniform connection of railroad modules to one another for the purpose of operation.
 - (ii) The MSC shall make available the standards to CMM membership or other interested parties.
 - (iii) The MSC shall be comprised of a Chairman and two members who are appointed by the BOD.
 - (iv) Those members appointed to the MSC will serve a one year, renewable, term.
- (f) Communications and Public Relations Committee (CPR)**
 - (i) The Communications and Public Relations Committee shall be responsible for coordinating the dissemination of CMM information to the media, the membership, and the public at large.
 - (ii) The Communications and Public Relations Committee shall issue press releases, a Website, phone messages, letters to the membership and/or the public, and other communications as necessary.
 - (iii) The Secretary shall be a member of the Communications and Public Relations Committee.

(g) Financial Planning Committee (FPC)

- (i) The Vice-President shall be the presiding officer over the financial planning committee and responsible for its operation.
- (ii) The Treasurer will be an ex-officio member of this committee.
- (iii) The FPC shall also be comprised of one of the at-large Board Members and up to two regular members of the organization not serving on the BOD. These appointed members will be appointed by the BOD.
- (iv) Those members appointed to the FPC will serve a one year, renewable term.
- (v) The Financial Planning Committee will be charged with preparing the annual budget of CMM and submitting it to the Board of Directors for discussion and adoption, or amendment, at least 90 days prior to the CMM annual business meeting.
- (vi) Two members of this committee (not including the Treasurer) will audit the books of the CMM annually and report back to both the BOD and the membership there finding.

Section 8.02 Special Committees

- (a) From time to time, the Board of Directors may, by majority vote, form a Special Committee with the express purpose of performing a specific and necessary task.
- (b) At the formation of a Special Committee, the Board of Directors shall appoint a member in good standing as Committee Chair.
- (c) The chair of the Special Committee will submit a report to the President and Board of Directors on the progress of their committee.
- (d) At the completion of the task for which the Special Committee was formed, or by majority vote of the Board of Directors, the Special Committee will be dissolved.

Article IX. MEETINGS

Section 9.01 Membership Meetings

- (a) General meetings shall be held regularly to keep members informed of the activities of the CMM.
- (b) The annual business meeting and election of officers for CMM will be held on or about May of each year, on a date and at a place set by the Board of Directors.
- (c) Any three members of the BOD, may call for a Special Meeting of CMM membership.

Section 9.02 Notice and Quorum for Membership Meetings

- (a) The members shall be advised of any Annual or Special Meetings a minimum of ten days, and no more than two months, before the scheduled meeting.
- (b) A minimum of twenty-five members (or ten percent of the total membership with voting rights, whichever is lower), including at least two elected officers, must be present at an Annual or Special Meeting to form a quorum and establish a committee of the whole.

Section 9.03 Committee Meetings

- (a) The Executive Committee may meet prior to each General Meeting, and at other times at the discretion of the President.
- (b) The chair of any committee may call for a meeting of its members at their discretion.

Section 9.04 Parliamentary Procedure

- (a) "Robert's Rules of Order, Revised" shall be the parliamentary authority for CMM meetings.

Article X. FINANCES

Section 10.01 Gross Receipts

- (a) All gross receipts shall be used for the purpose of CMM operations, educational, social, and charitable activities.

Section 10.02 Use of Monies

- (a) No monies shall be used to benefit any individuals or groups other than the CMM. This shall not prohibit payments to members as reasonable fees for services or documented out-of-pocket expenses related to CMM. Note: As provided in Article X, Section 10.01 (a), CMM may choose to support charitable causes as approved by the Executive Committee of the Board of Directors.

Section 10.03 Fiscal Year

- (a) The fiscal year of CMM Inc. shall be the calendar year.

Section 10.04 Expenditures

- (a) The Board of Directors must approve all CMM expenditures over \$500.00.

Section 10.05 Bank Account

- (a) The Treasurer will maintain a single checking account with a maximum of two debit cards attached to the account. Said debit cards will be held and if needed may be used by the President or Vice-President. At least four designees of the Board of Directors will register their signature with the bank.

Section 10.06 Debt

- (a) CMM shall not go into debt beyond an amount equal to 20% of its yearly income in the prior fiscal year.

Article XI. AMENDMENTS

Section 11.01 Procedure for Proposing Amendments to the Bylaws

- (a) Proposed Amendments to the Bylaws must be submitted in writing to the Board of Directors.
- (b) Within sixty days of receiving a written proposed amendment, the Board of Directors will convene a meeting for the consideration of the proposed amendment.
- (c) The Board of Directors may consider, debate, and revise the proposed amendment. The author of the proposed amendment may attend the meeting.
- (d) By majority vote, the Board of Directors shall submit to the general membership a recommendation for adoption or rejection of the proposed amendment.
- (e) The general membership may consider and debate the amendment. By majority vote, the general membership may refer the proposed amendment back to the Board of Directors for revision.
- (f) The general membership, by three-quarters majority vote, may submit to the Board of Directors a recommendation for adoption of the proposed amendment.
- (g) The Board of Directors, by a four-fifths majority vote, may submit to the membership the proposed amendment for adoption.

Section 11.02 Amendment Voting Procedure

- (a) A proposed amendment submitted to the membership for adoption shall be generated and sent as a ballot to all members with voting rights via U.S. mail or by email.
- (b) The Vice-President shall serve as the Election Judge of the amendment voting procedure.
- (c) Balloting policies and election rules shall conform to those for the election of officers.

Section 11.03 Ratification

- (a) A period of debate and discussion, not to exceed thirty minutes, will be provided at a general meeting for the consideration of each proposed amendment before ballots are collected.
- (b) A majority of the ballots cast is required for ratification.

Article XII. VACANCIES

Section 12.01 Replacement of Elected Officers

(a) Presidential Succession

- (i) In the event the presidency is vacated, the Vice-President shall assume the office of President until the next Business meeting or election.
- (ii) In accordance with Article VI, Section 6.04, subsection B, iii, the Board of Directors may, with a majority vote, choose to allow the Vice-President to fulfill the unexpired term of the vacated position of President until the next general election and avoid a special election.

(b) Appointment of Elected Officers

- (i) If an elected office other than President is vacated, the Board of Directors may appoint by majority vote a member in good standing to serve in that office until the next business meeting or election.

(c) Replacement of Non-Elected Officers

- (i) If a non-elected office is vacated, the executive committee may, by majority vote, appoint a member in good standing to the office.

Article XIII. LIABILITY

Section 13.01 Liability

- (a) No liability of any kind for damages arising from Errors or Omissions in the making up, recording or communication of programs or information concerning them shall attach to the Board of Directors or other members.

Article XIV. DISSOLUTION

Section 14.01 Dissolution

- (a) Upon dissolution of the Club and payment of all the liabilities of the Club, the remaining assets shall be distributed, as directed by the Board of Directors, exclusively to charitable or educational organizations which then qualify under the provisions of Section 501(C)(3) of the Internal Revenue Code.