

**BYLAWS OF THE
HAWKEYE MODEL RAILROAD CLUB**

**ARTICLE I.
OFFICES**

The principal office of the Hawkeye Model Railroad Club, hereinafter referred to as "the Club", in the state of Iowa shall be located at 860 Quarry Road, Coralville, Johnson County, Iowa. The Club may have such other offices, within Johnson County, as the business of the Club may require from time to time.

The registered office of the Club required by the Revised Iowa Nonprofit Corporation Act to be maintained continuously in Iowa shall be as provided initially in the Articles of Incorporation, subject to change from time to time by resolution by the board of directors and filing of statement of said change as required by the Revised Iowa Nonprofit Corporation Act.

**ARTICLE II.
MEMBERS**

Section 1. MEMBERSHIP. The membership of this Club shall be open to persons interested in model railroading.

Section 2. MEMBERSHIP CATEGORIES. There shall be four categories of membership: Regular Member, Youth Member, Student Member, and Member With Special Circumstances. Persons age eighteen years or older may apply for membership as a Regular Member or as a Student Member. All new members of the Club shall begin as Members on Probation. Each member shall keep the secretary informed of his or her current phone number, post office address, and electronic mail address. "Member in good standing" is defined in Article VII, Section 2.

A Member on Probation shall meet all the requirements for the category of membership for which he or she is applying, shall pay dues as outlined in the Policy Manual, shall have no voting rights, and shall have access to the Club layout space only when at least one Regular Member is present in the space. In addition, in a time period not less than three months and not more than six months, a Member on Probation shall attend three Club business meetings and shall spend at least one hour per day at the Club with other Club members on three different days. A Member on Probation is responsible for verifying his or her attendance by having a Regular Member sign an attendance card. A Member on Probation shall notify a director when the probation requirements have been met. At a business meeting or a special meeting, the Regular Members in good standing represented at the meeting shall vote whether or not to accept a Member on Probation as a Regular Member, Youth Member, Student Member, or Member With Special Circumstances.

a. Regular Members shall be age eighteen years or older, shall pay dues as outlined in the Policy Manual, shall have full voting rights, shall have a key or entry code to the Club layout space, and shall have full access to the Club layout space.

b. Student Members shall be age eighteen years or older, shall be working toward a degree at an accredited school, shall pay dues as outlined in the Policy Manual, shall have no voting rights, and shall have access to the Club layout space only when at least one Regular Member is present in the space.

c. Youth Members shall be age ten to seventeen years, shall pay dues as outlined in the Policy Manual, shall have no voting rights, and shall be sponsored by a Regular Member in good standing. The sponsoring member shall supervise the Youth Member when present in the Club

layout space but may delegate supervision responsibilities to another Regular Member on a short-term basis. Written permission from the Youth Member's parent or guardian shall be required for Club membership.

d. Members With Special Circumstances shall be considered on a case-by-case basis. Such an applicant shall be sponsored by a Regular Member in good standing. The board of directors shall make the decision to accept such a member on probation and what amount of dues said member shall pay. A Member With Special Circumstances shall have no voting rights and shall have access to the Club layout space only when at least one Regular Member is present in the space.

Section 3. ANNUAL MEETING. The annual meeting of the members shall be held during the business meeting of May with the purpose of electing officers. If the election of officers is not held on the day designated herein for an annual meeting, or at any adjournment thereof, the board of directors shall cause the election to be held at a meeting of the members as soon thereafter as conveniently may be arranged in a timely manner.

Section 4. BUSINESS MEETINGS. A business meeting shall be held once per month to conduct any business properly brought before the Club.

Section 5. SPECIAL MEETINGS. Special meetings of the members may be called by the president, by the board of directors, or by a group comprised of thirty percent of the Regular Members in good standing.

Section 6. PLACE OF MEETING. The board of directors may designate any place within Johnson County, Iowa, as the place of meeting for an annual meeting, business meeting, or special meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Club in the state of Iowa.

Section 7. NOTICE OF MEETINGS. Written or printed notice stating the location, date, and time of the meeting and the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, including electronic mail, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address, or sent electronically addressed to the member at his or her electronic mail address.

Section 8. QUORUM OF MEMBERS. Thirty percent of the Regular Members in good standing represented in person or by proxy shall constitute a quorum at a meeting of members. If a quorum is present, the affirmative vote of the majority of the Regular Members represented at the meeting and in good standing shall be the act of the members unless the Bylaws require more than a simple majority. If a quorum is not present, business may be conducted and the affirmative vote of the majority of the Regular Members represented at the meeting and in good standing shall be the act of the members unless the Bylaws require more than a simple majority or unless a Regular Member represented at the meeting and in good standing calls for a quorum. The call for a quorum shall be made before the vote is taken.

Section 9. PROXIES. At all meetings of the members, a Regular Member in good standing may vote either in person or by proxy executed in writing, including electronic mail, by the member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 10. INFORMAL ACTION BY MEMBERS. Any action required by the Revised Iowa Nonprofit Corporation Act to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in

writing setting forth the action so taken, shall be signed by all the Regular Members in good standing. Consent expressed by electronic mail shall be considered consent in writing.

Section 11. VOTING BY BALLOT. Except as provided otherwise in these Bylaws, voting on any action may be by voice unless the presiding officer shall order or a Regular Member represented at the meeting and in good standing shall demand that voting be by secret ballot. Election of officers shall be by secret ballot.

Section 12. TERMINATION OF MEMBERSHIP. A membership may be terminated for any of the following reasons:

- a. habitual disregard for the Club Bylaws or policies,
- b. theft of Club or member property,
- c. malicious destruction of property,
- d. activity or behavior that endangers member or public safety, Club or member property, or the viability of the Club.

A membership may be terminated for just cause by the following procedure:

- a. A special meeting shall be called for the purpose of considering termination of membership. A Motion For Consideration Of Termination shall be raised, seconded, and passed by a majority vote of the Regular Members in good standing represented at the meeting. If the motion is passed, the member under consideration for termination shall be a member not in good standing.
- b. A second special meeting shall be called for a motion of termination to be made. If a Motion For Termination is raised, seconded, and passed by a two-thirds majority vote of the Regular Members in good standing represented at the meeting, the membership of the member under consideration for termination shall be immediately terminated. Any dues paid in advance shall be refunded. If the Motion fails, then he or she shall be reinstated with all former privileges and the Motion For Termination dissolved.
- c. Voting on terminations of membership shall be made by secret ballot.

Section 13. SUSPENSION OF MEMBERSHIP. Membership privileges shall be suspended if a member is more than three months delinquent in paying dues. A member of the board of directors or their designee shall contact the delinquent member to determine their interest in continuing membership in the Club. If the delinquent member is no longer interested in being a member of the Club, his or her membership shall be terminated without a vote of the members. If the delinquent member is interested in remaining a member of the Club, the option of applying as a Member With Special Circumstances shall be offered. If the delinquent member does not pay dues for one year, his or her membership shall be terminated without a vote of the members.

Section 14. REINSTATEMENT OF MEMBERSHIP AFTER SUSPENSION. A suspended member shall seek the approval of the board of directors for reinstatement of membership. The board of directors shall determine the terms for lifting the suspension.

ARTICLE III. DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the Club shall be managed by the board of directors of the Club, which shall be comprised of the duly elected officers.

Section 2. NUMBER AND ELECTION OF DIRECTORS. The initial number of directors of the Club shall be five. After June 1, 2006, the number of directors shall be reduced to four.

Section 3. REGULAR MEETINGS. A regular meeting of the board of directors shall be held once per month. Written or printed notice stating the location, date, and time of the meeting and the purpose or purposes for which the meeting is called, shall be delivered at least seven days before the date of the meeting, either personally or by mail, including electronic mail, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his or her address, or sent electronically addressed to the member at his or her electronic mail address. Notice of the meeting shall be posted at the principal office of the Club for the benefit of the members. The members shall receive minutes of these meetings by electronic mail or, by request, printed minutes.

Section 4. SPECIAL MEETINGS. Special meetings of the board of directors may be called by or at the request of the president or any two directors. Written or printed notice stating the location, date, and time of the meeting and the purpose or purposes for which the meeting is called, shall be delivered at least three days before the date of the meeting, either personally or by electronic mail, to each member. If mailed electronically, such notice shall be deemed to be delivered when sent electronically addressed to the member at his or her electronic mail address. The attendance of a director at a special meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The members shall receive minutes of these meetings by electronic mail or, by request, printed minutes.

Section 5. QUORUM. A majority of the number of the directors fixed by these Bylaws shall constitute a quorum for the transaction of business; provided, that if less than a majority of such number of directors are present at said meeting, the directors present may adjourn the meeting from time to time without further notice.

Section 6. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors except to the extent otherwise provided in the Articles of Incorporation or these Bylaws.

Section 7. COMPENSATION. The board of directors shall serve without compensation.

Section 8. PRESUMPTION OF ASSENT. A director of the Club who is present at a meeting of its board of directors at which action on any Club matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered or certified mail to the secretary of the Club within twenty-four hours of the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 9. INFORMAL ACTION BY DIRECTORS. Any action required by the Revised Iowa Nonprofit Corporation Act to be taken at a meeting of directors of the Club, or any action which may be taken at a meeting of the directors, may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the directors. Consent in writing shall include an exchange of electronic mail indicating the consent of the directors. The members shall receive a report of these actions by electronic mail or, by request, a printed report.

ARTICLE IV. OFFICERS

Section 1. NUMBER. The elected officers of the Club shall consist of a president, a vice president, a secretary and a treasurer.

Section 2. NOMINATION, ELECTION, AND TERM OF OFFICE. The officers of the Club shall be elected annually at the annual meeting of members by the Regular Members in good standing represented at the meeting. A nominating committee comprised of five Regular Members in good standing shall be appointed by the board of directors in the first week of March and shall nominate at least one candidate for each office. The candidates shall be Regular Members who have been in good standing for at least one year. The nominating committee shall certify that all candidates on the ballot have agreed to accept the office if elected. The candidates shall be announced to the members by the last week of April. If there are three or more candidates for an office, a run-off election shall be held, with the two candidates receiving the most votes becoming the candidates for the final election. A candidate shall receive more than fifty percent of the vote to be accepted as the winner. Votes for write-in candidates shall be accepted only during the first election and not in the run-off elections. Each officer shall hold office until his or her successor shall have been duly elected and qualified or until his or her death or until he or she shall resign or shall have been removed in the manner hereinafter provided.

Section 3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled for the unexpired portion of the term by a special election held during a business meeting or a special meeting of the Regular Members in good standing if there are six months or more remaining in the term. The notice of the meeting shall specify that an election will be held, the reason for the election, and the candidates to be voted on and shall be given as provided in Article II, Section 7 of these Bylaws. If there are fewer than six months remaining in the unexpired portion of the term, it shall be at the discretion of the board of directors to either appoint a Regular Member in good standing to fill the remainder of the term or to fill the office by a special election. If a special election is to be held, the board of directors shall appoint a nominating committee comprised of five Regular Members in good standing as soon as possible after the office becomes vacant. The nominating committee shall nominate at least one candidate for the office and shall certify that the candidate or candidates have agreed to accept the office if elected. The candidate or candidates shall be Regular Members who have been in good standing for at least one year. The nominating committee shall have up to four weeks to select the candidate or candidates. If there are three or more candidates for an office, a run-off election shall be held, with the two candidates receiving the most votes becoming the candidates for the final election. A candidate shall receive more than fifty percent of the vote by Regular Members in good standing represented at the meeting to be accepted as the winner. Votes for write-in candidates shall be accepted only during the first election and not in the run-off elections.

Section 4. THE PRESIDENT. The president shall be the principal executive officer of the Club. He or she shall preside at all meetings of the members and of the board of directors. He or she may sign, with the secretary or any other proper officer of the Club thereunto authorized by the board of directors, deeds, mortgages, bonds, contracts or other instruments which the board of directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board of directors or by these Bylaws to some other officer or agent of the Club, or shall be required by law to be otherwise signed or executed. In general, he or she shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5. THE VICE PRESIDENT. In the absence of the president or in the event of his or her inability to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. He or she shall perform such duties as from time to time may be assigned to him or her by the president or by the board of directors.

Section 6. THE TREASURER. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Club; receive and give receipts for monies due and payable to the Club; and deposit all such monies in the name of the Club in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws. He or she shall in general perform all duties incident to the office of the treasurer and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. At each business meeting, the treasurer shall make a report of the finances of the Club that shall include a summary of the monthly income and expenses of the Club. The treasurer shall prepare a written annual report of the finances of the Club for the members. He or she shall assure that all necessary financial reports are filed with the Internal Revenue Service. The board of directors shall appoint two Regular Members in good standing who are not members of the board of directors to perform an annual review of the finances of the Club.

Section 7. THE SECRETARY. The secretary shall keep the minutes of the members' and of the board of directors' meetings as provided by the Revised Iowa Nonprofit Corporation Act; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the records of the Club; keep a register of the phone number, the post office address, and the electronic mail address of each member, which shall be furnished to the secretary by such member; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him or her by the president or by the board of directors. At each meeting of the Club or the board of directors, the minutes from the previous meeting shall be approved or amended for approval. If the secretary is unable to take minutes at a meeting, then the president shall appoint a member in good standing to take minutes. The secretary shall assure that the necessary biennial reports are filed with the office of the Secretary of State.

Section 8. LEADER OF MEETINGS. In the event that the president is unable to preside at a meeting and the vice president is unable to assume the role for the president, a meeting may still be held. The secretary shall lead the meeting but shall not assume the powers of the president. If there are not two officers present at the meeting, the meeting shall be postponed.

Section 9. SALARIES. Officers shall serve without compensation.

Section 10. REMOVAL. An officer may be removed for refusal or inability to perform his or her duties as defined herein, and also for malfeasance. Officers shall be removed by the following procedure:

a. A special meeting shall be called for the purpose of considering removal of an officer. A Motion For Consideration Of Removal shall be raised, seconded, and passed by a majority vote of the Regular Members in good standing represented at the meeting. If the motion is passed, the officer under consideration for removal shall refrain from participating in any board actions.

b. A second special meeting shall be called for a motion for removal to be made. If a Motion For Removal is raised, seconded, and passed by a two-thirds majority vote of the Regular Members in good standing represented at the meeting, the officer shall be removed. If the

Motion fails, then he or she shall be reinstated with all former privileges and the Motion For Removal dissolved.

- c. Voting on removals of officers shall be by secret ballot.

ARTICLE V. CONTRACT, LOANS, CHECKS AND DEPOSITS

Section 1. CONTRACTS. With a two-thirds majority approval of the Regular Members in good standing, the board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Club, and such authority may be general or confined to specific instances.

Section 2. LOANS. No loans shall be contracted on behalf of the Club and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of a two-thirds majority vote of the Regular Members in good standing. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Club shall be signed by the treasurer or another board member as selected by the board of directors and shall be approved prior to disbursement according to the following schedule:

- a. Disbursements under twenty-five dollars (\$25) may be made without prior approval by the board of directors, provided that the disbursements are for items that are required for immediate use on the Club layout or for maintenance of the Club space, including but not limited to lumber, glue, paint, fasteners, ground foam for scenery, ballast, paper towels, and garbage bags. Items such as rolling stock, structures, and scenery details are not included in the \$25-or-less items. A receipt for the purchase of the items and a properly completed invoice must be submitted to the Club treasurer for reimbursement.
- b. Disbursements between twenty-five dollars (\$25) and five hundred dollars (\$500) require prior written approval by the board of directors. Written approval may be given via email. A receipt for the purchase of the items and a properly completed invoice must be submitted to the Club treasurer for reimbursement.
- c. Disbursements over five hundred dollars (\$500) require prior approval of a two-thirds majority of the Regular Members in good standing represented at the meeting. A receipt for the purchase of the items and a properly completed invoice must be submitted to the Club treasurer for reimbursement.

Section 4. DEPOSITS. All funds of the Club not otherwise employed shall be deposited in a timely manner to the credit of the Club in such banks, trust companies or other depositories as the board of directors may select.

ARTICLE VI. WAIVER OF NOTICE

Whenever any notice is required to be given to any member or director of the Club under the provisions of the Revised Iowa Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or Bylaws of the Club, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice.

**ARTICLE VII.
DUES**

Section 1. DUES. Dues shall be established by a majority of Regular Members in good standing represented at a meeting. The dues structure shall be outlined in the Club Policy Manual.

Section 2. MEMBERS IN GOOD STANDING. To maintain membership in good standing, a member shall not be more than three months delinquent in paying his or her dues. Membership may be suspended as provided in Article II, Section 13. A Regular Member not in good standing is not eligible to vote, shall surrender his or her key, and does not have access to the Club layout space. A Youth Member, Student Member, or Member With Special Circumstances not in good standing does not have access to the Club layout space.

**ARTICLE VIII.
AMENDMENTS**

These Bylaws may be amended at a business meeting or at a special meeting called for the purpose of amending the Bylaws provided that notice of the meeting and a statement with the exact wording of the proposed amendment are delivered to the members of the Club either in writing or by electronic mail at least twenty-one days in advance of the meeting. The amendment shall be approved by a two-thirds majority vote of the Regular Members in good standing represented at the meeting.

**ARTICLE IX
REVISED IOWA NONPROFIT CORPORATION ACT**

Because the Club is a nonprofit corporation in the state of Iowa, the Revised Iowa Nonprofit Corporation Act governs any actions not otherwise governed by these Bylaws.

Adopted by the initial board of directors on June 13, 2006.
Amended by the Club on April 18, 2007.
Amended by the Club on May 16, 2007.

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