

# Constitution and Bylaws

## Western Reserve Railroad Association, Inc.

### ARTICLE I

#### ORGANIZATION NAME

- a. The name of this organization shall be “**The Western Reserve Railroad Association, Inc.**” (dba The Painesville Railroad Museum) hereinafter referred to as “**The Group.**”

### ARTICLE II

#### OBJECTIVES

- a. The Western Reserve Railroad Association, Inc. (dba The Painesville Railroad Museum) is dedicated to the restoration of the Painesville Depot, preserving railroad history and promoting model railroading.
- b. To create and extend friendship and cooperation among members; to plan and organize repairs and maintenance of the Painesville Depot building, construction and operation of model railroad systems of several gauges; to exchange knowledge and assistance in the problems and intricacies of maintaining a historical site and construction and operation of model railroads and to favorably influence the public with regards to the importance and desirability of the history of railroading.
- c. Provide and display railroad equipment and literature.

### ARTICLE III

#### ORGANIZATION

- a. **The Board of Directors** shall be the governing body of **The Group**. The Board of Directors shall consist of the following elected officers: President, Vice-president, Secretary, Treasurer and minimum three Board members.
- b. The business of **The Group** shall be transacted by the Board of Directors.
- c. The authority for **The Group** are the laws of the State of Ohio related to charitable and/or non-profit corporations, or any corresponding provisions of any future Ohio law pertaining to non-profit powers and things as authorized.

### ARTICLE IV

#### MEMBERSHIP

- a. **Membership** shall be open to all persons who are interested in railroading and are willing to share their knowledge with others and must be approved by the **Board of Directors**.
- b. Membership age is restricted to eighteen and over (*due to liability*). All children under eighteen years old, visiting or working at the Depot must be accompanied by an adult.
- c. To be “*in good standing*”, **regular members** must not be arrears in dues or assessment payment by more than one month. Whenever the term “regular member” is used, it refers

to a member in good standing and that member shall have full rights and privileges of **The Group**.

- d. **Honorary membership** may be extended to any person by a majority affirmative vote of the Board of Directors and shall be entitled full rights and privileges of **The Group**. Honorary members do not pay dues and can not hold office or be a BOD member. Honorary Membership status to be reviewed every election year. Honorary Members do not pay dues.
- e. **Lifetime Membership** may be extended to any person by a majority affirmative vote of the Board of Directors and shall be entitled full rights and privileges of **The Group**. They may hold office or be a Board member. Lifetime Members do not pay dues.
- f. **Assessments** may be levied against regular members as deemed necessary. Said assessments must be approved by a vote of the **regular members**. No more than \$20.00 may be assessed in a six-month period.
- g. **Rights of Membership** shall include; (1) Operating equipment on layouts of the Group; (2) Participating in all Group activities; (3) Attending all Group meetings and functions; (4) To be able to set up their own table to sell their personal railroad items at a Depot event; (5) to receive current emails the main source of information for **The Group**.
- h. **Responsibilities of Membership** shall include; (1) Displaying honesty, integrity, courtesy and respect for the rights of other and their property; (2) Cooperating with others; (3) Accepting “**Majority Rule**” decisions by the Board of Directors; (4) Promoting the goals and activities of the Group; (5) Adhering to all Group rules; (6) Performing duties or tasks to which a member shall be assigned or for which a member shall volunteer.
- i. **All officers** shall perform their duties without compensation. Nonetheless a member shall be reimbursed for actual expenses incurred for the performance of Group activities.
- j. **Committee Chairman** shall be assigned by officers to manage and complete a project already approved by the Board of Directors.

## **ARTICLE V**

### **TERMINATION of MEMBERSHIP**

- a. A membership may be terminated for cause by a vote of the Board of Directors at a BOD meeting. Said vote shall be by secret ballot.
- b. Membership may be terminated upon the request of a member in good standing who wishes to resign.

## **ARTICLE VI**

### **OFFICERS**

- a. President, Vice-president, Secretary, Treasurer and a minimum of three and a maximum of 21 Board members. Total number of Board members and Officers shall be an odd number.
- b. The officers of **The Group** shall be regular members of **The Group**.
- c. An officer may be relieved of his duties by a vote of the Board of Directors. Such vote shall be conducted by secret ballot.

**ARTICLE VII**  
**BOARD of Directors**

- a. The function of the Board of Directors is to authorize policy matters and to ensure that the property, funds, and affairs of **The Group** are handled in conformance with these bylaws.
- b. The Board of Directors shall consist of minimum of seven (7) and not to exceed twenty-one (21) members in good standing and four members shall constitute a quorum for the transaction of business.
- c. The minimum three Board of Director members shall be elected *at an annual meeting of the membership and serve for two years*.
- d. Members of the board of Directors will serve the group without compensation therefore shall not be personally liable for any damage actions.
- e. The Board shall have the power to establish penalties for infractions of the rules and regulations thereof; and to declare any Office to be vacant in the event any Officer shall be absent from three (3) consecutive business meetings of **The Group**.
- f. A vacancy in the Board of Directors shall be filled by a vote of the membership and shall serve for the unexpired term of his predecessor.
- g. The Board shall declare any Office or Board Member to be vacant in the event he or she shall be absent from three (3) consecutive Board of Director meetings of The Group.
- h. The Board shall determine valid excused absenteeism of BOD members on individual cases.

**ARTICLE VIII**  
**ELECTIONS**

- a. Board of Directors shall be elected to a two-year term at the first membership meeting of the fiscal year. Board members to take office immediately following the election. Three Board of Directors will serve for two years on the odd years from the rest of the Board.
- b. Officers shall be elected to a two-year term at the first membership meeting of the fiscal year. Only regular members may hold office. Newly elected officers shall be installed immediately following the elections. Any officer may succeed himself in office.
- c. All Officers including Board members shall be voted for by paper ballot, fifty percent plus one is needed to win an election.

**ARTICLE IX**  
**DUTIES of OFFICERS**

- a. The President shall provide the primary group leadership; preside at all meetings of **The Group**, be the liaison between all non-members and serve as the chairman of the Board of Directors.

- b. The President shall act as the primary spokesperson for the group and shall execute duties that normally pertain to the president of an organization.
- c. The President shall appoint all committee chairs and establish special committees with the advice and counsel of the Board of Directors.
- d. The Vice-president shall assume the duties of the President in his absence. He shall be in charge of the group's public relations program, chair the Group's committees and shall perform additional duties as directed by the President and/or Board of Directors.
- e. The Secretary shall record and report the minutes of all business, special, committee, and Board meetings, and shall furnish a copy of all minutes to the President. The Secretary shall attend to all correspondence, send all necessary notices to Group members, and perform additional duties as directed by the President or Board of Directors. The recording Secretary shall update and maintain the Bylaws, Recommended Practices and General Orders of **The Group**.
- f. The Treasurer shall be responsible for the receipt and disbursement of **The Group** funds and for maintaining an accurate record of all transactions. He shall submit a complete financial report at each Board of Directors meetings or at the request of the President. He shall prepare all financial forms and reports required by federal, state and local governments. The Treasurer shall collect all dues and assessments and keep a hard copy of all transactions.

## **ARTICLE X**

### **MEETINGS**

- a. Regular business meetings shall be held at the request of the President and/or Board of Directors. All members will be notified.
- b. Meetings of the Board of Directors shall be scheduled at the discretion of the President or at the request of two Board members. Notice of such meeting shall be made to Board members in the most practical manner.
- c. Work sessions shall be held as deemed necessary by the Committee Chairman to perform tasks or planning which may become necessary to further accomplish the goals and activities of **The Group**.

## **ARTICLE XI**

### **VOTING**

- a. All members in good standing shall have the privilege to vote on all Group matters.
- b. All votes will be cast in person at any regular membership meeting of **The Group**.

## **ARTICLE XII**

### **GENERAL ADMINISTRATIONS**

- a. No Group property of any kind will be owned by any one person. All Group property is owned solely by **The Group** and will be listed as assets.
- b. Minor alterations to layouts (those not budgeted) may be approved by the Board of Directors.
- c. Visitors will be welcome at all meetings subject to any restrictions noted in the "Recommended Practices" and "General Orders" of **The Group**.

**ARTICLE XIII**  
**DISPOSITION of ASSETS**

- a. This organization may be dissolved only by a unanimous vote of the regular members in good standing.
- b. Upon dissolution of **The Group** and payment of all the liabilities the remaining assets shall be distributed as directed by the Board of Directors exclusively to charitable or educational organizations. No part of the assets of this Group shall be divided among or benefit any member, officer, or private individual.

**ARTICLE XIV**  
**AMENDMENTS**

- a. If the Board approves a proposed amendment or a modification of the proposed amendment, it shall be published and submitted to the membership for a vote.
- b. A two-thirds majority vote of the regular members in good standing shall be required to adopt amendments.

**Leonard A. Kessler,**  
Secretary

**Adopted July 7<sup>th</sup>, 2015.**

**RECOMMENDED PRACTICES**

**Purchases**

- a. All potential purchases made for **The Group** must be approved by the Board of Directors, with the following expectations:
  - 1. The President is authorized to spend up to \$250.00 without Board approval.
  - 2. The Vice-President is authorized to spend up to \$150.00 without Board approval.
- b. All approved purchases made for **The Group** by an individual shall be reimbursed upon the submission of a receipt.
- c. Purchases made in the name of **The Group** for the personal use of members or other persons are prohibited.

**Fiscal Year Practices, Appropriations, and Budgeting**

- a. The Fiscal Year of **The Group** shall begin on the first day of each January and terminate on the last day of December of that same year.
- b. The funding for special projects or modification to existing layouts is subject to the review of the Board of Directors.

**Members**

- a. Only members and their invited guests are allowed operating privileges of any layout in the Depot.
- b. All members are required to be familiar with the rules and regulations and be aware of all emails sent from the Secretary.

**Dues**

- a. Annual dues are \$30.00 and are to be paid by the end of January of each fiscal year.
- b. If you join in August, September or October, dues are \$20.00 for the balance of that year.
- c. If you join after November 1<sup>st</sup>, dues are \$30.00 and expires December of the following year.
- d. Renewals are \$30.00 per year no matter when you renew.
- e. Family dues are available (*husband and wife* (couple) *with children seventeen or under*) for \$50.00 per year
- f. Checks should be made out to **WRRRA** and can be mailed to: **475 Railroad St.  
Painesville, Oh 44077**

**Identification**

- a. **The Group** shall issue an identification badge containing **The Group** name, logo and member's name. The cost for the member's badge will be paid by **The Group**.
- b. Group badges are required to be worn at all Group sponsored public events.

**Operations**

- a. Train operations shall be governed by the Western Reserve Railroad Association, Inc. book of rules and timetable.
- b. All those running trains are expected to participate in **The Group** maintenance procedures.
- c. Operation of **The Group** layouts is restricted to Group members who are qualified and to their invited guests, under direct supervision of the member.
- d. Operation of **The Group** layouts is restricted to Group members who are qualified and to their invited guests, under direct supervision of the member.

**GENERAL ORDERS**

**G. O. #1 Date adopted: October, 2014**

Membership dues are: \$30.00 per year

**G. O. #2 Date adopted: April 12<sup>th</sup>, 2015**

All members working on any project at the Depot shall clean up their specific area at the end of their work day.

**Revisions**

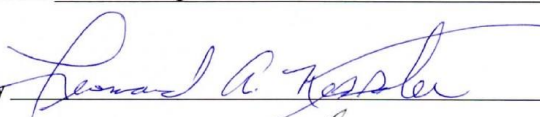
3-8-16 Bylaws revised and approved by general membership vote.

9-11-18 Bylaws revised and approved by general membership vote, Article VII Sec. G. and H. added

President 

Vice-President 

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Secretary 

Treasurer 