

## **Article I**

### **Name, Purpose and Mission**

#### **Section 1.1 Name**

The name of the corporation is "Capital PenNScalers NTRAK, Inc." (hereinafter referred to as the "Corporation"). The Corporation was incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, effective July 1, 2010, and now is governed by the applicable provisions of the Pennsylvania Corporation Law of 1988, as amended, and the Pennsylvania Nonprofit Corporation Law of 1988, as amended. The registered office of the corporation in the Commonwealth of Pennsylvania shall be at 506 Ohio Avenue, Lemoyne, Pennsylvania until otherwise established by a vote of a majority of the Board of Directors in office (the "Board), and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of incorporation.

#### **Section 1.2 Purpose**

The purpose of the Corporation is to engage in educational, public service and related activities and purposes consistent with section 501(c)(3) of the Internal Revenue Code. The Nonprofit Corporation Law in Pennsylvania defines "charitable purpose" as "the relief of poverty, the advancement of education, the advancement of religion, the promotion of health, governmental or municipal purposes, and other purposes the accomplishment of which is beneficial to the community." Nonprofit Corporation Law of 1988, as amended, 15 Pa.C.S.A. Sections 5101-6162.

#### **Section 1.3 Mission**

The Corporation will engage in the education of its members and of the general public in any and all aspects of model railroading and railroad transportation. This includes, but is not limited to the theories, practices, art and skills of model railroading and the history of the prototype railroads to be modeled, especially, but not limited to the railroads of the Commonwealth of Pennsylvania and

surrounding areas. In addition, the Corporation may engage in Public Service activities and promote railroad safety.

**Section 1.4 Assets**

No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any officer, director, or member of the Corporation or any private individual or be appropriated for any purpose other than the purpose of the Corporation as herein set forth; and no substantial part of the activities of the Corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participation in or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## **Article II**

### **Membership**

#### **Section 2.1 Classes of Membership**

There shall be four classes of membership: Regular, Family, Junior, and Inactive.

##### **Section 2.1.1 Regular Members**

Any adult person meeting the requirements of Article II may become a regular member upon payment of annual dues as prescribed in Article V. A regular member shall have full membership rights and responsibilities, including the ability to sponsor junior members, vote, hold office, and participate in all activities of the Corporation.

##### **Section 2.1.2 Family Members**

Any spouse, minor child, or minor grandchild of a regular member may become a family member. Said membership is contingent upon the continued membership of the regular member. A family member shall have no voting rights, and may not hold elected office. Any family member wishing to vote and to be eligible to hold office must become a regular member, as prescribed in Section 2.1.1. Supervision of the actions and activities of minor family members shall at all times be the responsibility of the regular member.

##### **Section 2.1.3 Junior Members**

Any person between the ages of 11 and 17 who is not eligible for membership under Section 2.1.2 and who is sponsored by a Regular member may become a junior member upon payment of annual dues as prescribed in Article V. A junior member shall have no voting rights and may not hold elected office. Supervision of the actions and activities of a junior member shall at all times be the responsibility of the sponsoring member. Upon reaching the age of 18, such member will automatically become a regular member.

##### **Section 2.1.4 Inactive Members**

Any regular member who is unable to fulfill the requirements of membership due to illness, disability, active military status, or other circumstances approved by the

Board of Directors may request a change in status to inactive member. Such status shall remain in effect until the member informs the Secretary that they wish to be reinstated to their prior membership status. An Inactive member has no voting rights, may not hold office, and is exempt from payment of annual dues.

### **Section 2.2 Qualifications**

Any person of good character, with a genuine interest in any phase of model railroading may apply for membership by completing an application and submitting it with the fee for membership as stated in Article V.

### **Section 2.3 Rights**

Members in good standing shall, subject to the limitations of membership classification, enjoy the following rights:

- 2.3.1 Vote on Corporation business.
- 2.3.2 Participation in Corporation activities.
- 2.3.3 Attendance at Corporation meetings and other functions.
- 2.3.4 Operation of personal equipment on assembled modular layouts.
- 2.3.5 Hold elected office.
- 2.3.6 Equal access to facilities controlled by the corporation, subject to the provisions of Section 6.4.

### **Section 2.4 Responsibilities**

Members shall, subject to the limitations of membership classification, have the following responsibilities:

- 2.4.1 Timely payment of dues as specified.
- 2.4.2 Adherence to Corporation rules.
- 2.4.3 Participation in Corporation activities.
- 2.4.4 Promotion of Corporation goals and activities.
- 2.4.5 Voting on Corporation business.
- 2.4.6 Performance of duties or tasks to which one may be assigned or volunteer.
- 2.4.7 Acceptance and support of Corporation decisions once established.

2.4.8 Cooperation with others.

2.4.9 Honesty, integrity, and respect for the rights of other members, and guests.

**Section 2.5 Disciplinary Action**

The Board of Directors shall be responsible for handling all matters related to complaints or disputes involving members, and shall promulgate procedures for handling the same, as prescribed in Section 6.4.

## **Article III**

### **Meetings**

#### **Section 3.1 Business Meetings**

There shall be at least one business meeting of the Corporation each calendar quarter of the fiscal year.

#### **Section 3.2 Annual Business Meeting**

The Annual Business Meeting shall be the first business meeting following the start of the fiscal year. The date and place for the meeting shall be set by the Board of Directors, which shall give notice to the membership of the time and place of the meeting at least twenty (20) days in advance.

#### **Section 3.3 Rules of Order**

All meetings of the Corporation shall be conducted in accordance with "Robert's Rules of Order, Newly Revised", except where said rules may be in conflict with these Bylaws.

#### **Section 3.4 Quorum**

A majority (51%) of regular members in good standing, at least one of whom must be a member of the Board of Directors, shall constitute a quorum for a business meeting of the Corporation.

#### **Section 3.5 Manner of Acting**

A majority of the votes entitled to be cast on a matter to be voted upon by the Members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws. Action may be taken without a meeting on written consent, setting forth the action so taken, signed by the Members having not less than the minimum number of votes that would be required to authorize or take such action if a meeting at which all Members entitle to vote thereon were present. The resolution and the written consents thereto shall be filed with the minutes of the Corporation.

**Section 3.6 Telephone Meetings**

Any member may participate in a meeting by any means of communication provided that all persons participating in the meeting can hear each other during the meeting. A member participating in a meeting by this means shall count toward the provisions of Section 3.4.

**Section 3.7 Special Meetings**

Special meetings of the Members may be called by the President, the Board of Directors, or by written petition of not less than one-tenth of the members having voting rights. The specific matters to be discussed at the special meeting shall be stated in the notice, and no other business may be transacted.

## **Article IV**

### **Governance**

#### **Section 4.1 Board of Directors**

The Governance of the Corporation shall rest in the hands of a Board of Directors comprised of the officers of the Corporation. The Board shall have full power to conduct, manage, and direct the business and affairs of the corporation; and all powers of the corporation are hereby granted and vested in the Board.

#### **Section 4.2 Officers**

Officers of the Corporation shall be:

##### **Section 4.2.1 President**

The president shall preside at all meetings of the Corporation and of the Board of Directors. The president shall establish all committees and appoint committee chairpersons, and is a member *ex-officio* of all committees. The president may appoint individuals to handle and coordinate other duties as may be necessary for the conduct of the Corporation's activities. The President is responsible for the overall conduct and planning of all activities of the Corporation.

##### **Section 4.2.2 Treasurer**

The treasurer shall have custody of all funds of the Corporation, shall deposit all funds in such bank accounts as authorized and prescribed by the Board of Directors, shall pay all valid financial liabilities from the accounts of the Corporation, and shall report on the financial accounts of the Corporation to the Board of Directors at board meetings and to the membership at the annual business meeting. The treasurer shall see that such other documents and records as are required by law are properly prepared, kept, and filed. The treasurer must be bondable. The treasurer shall preside over meetings when the president is absent.

##### **Section 4.2.3 Secretary**

The secretary shall keep accurate minutes of all board meetings and all membership business meetings, and shall distribute minutes to the membership

within 15 days of membership business meetings. The secretary shall be the custodian of all corporate records. The secretary shall maintain an up-to-date list of members including contact information for the purpose of communicating Corporation business to members. The secretary shall preside over meetings when both the president and treasurer are absent.

#### **Section 4.3 Terms of Office**

The terms of office shall be one year.

#### **Section 4.4 Elections**

Elections shall be held at the annual business meeting. Any regular member in good standing may nominate, for office, any other regular member in good standing at the annual business meeting. If a nominee is not in attendance, evidence of consent to be nominated must be furnished. The secretary shall be responsible for preparing a secret ballot. The president shall appoint two tellers who shall tally and certify the votes. All ballots will be kept for thirty (30) days, after which they will be destroyed.

#### **Section 4.5 Vacancies**

Should a position become vacant before the scheduled end of term, the President may appoint a member in good standing to fill the position until such time as a special business meeting of the membership can be called for the purpose of filling the vacant position. Should the President's office become vacant, a special election will be held at a meeting of members within a period of 30 days. Notice of the meeting must be given to members at least 15 days in advance.

#### **Section 4.6 Removal from Office**

Any officer may be removed from office by a two-thirds (2/3) affirmative vote of the regular membership. The Board may declare vacant any officer's position if he is declared of unsound mind by an order of court, or convicted of a felony, or for any other proper cause, or within 60 days after notice of his selection, he does not accept such office either in writing or by attending a meeting of the Board.

**Section 4.7 Quorum**

Fifty-one (51) percent of the duly elected directors shall constitute a quorum for a meeting of the Board of Directors.

**Section 4.8 Discretion Retained by Board of Directors**

The Board of Directors may solicit or receive gifts, grants, bequests, or contributions for any purpose that it has reviewed and approved as in furtherance of the purposes of the Corporation as stated in the Certificate of Incorporation and these Bylaws. The Board of Directors may, in its absolute discretion, refuse any conditional or restricted gift, grant, bequest, or contribution and return to the donor any such contribution actually received.

**Section 4.9 Actions without a Meeting**

Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board of Directors or such committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board of Directors or such committee shall be filed with the minutes of the proceedings of the Board of Directors or such committee.

**Section 4.10 Personal Liability**

No officer, director, or special chairperson shall be personally responsible or personally liable for acts of commission or omission there under, but shall be liable only for actual malfeasance, meaning and intending hereby that no officer, director or special chairperson shall be responsible or liable for any honest errors of judgment on that individual's part, but only for that individual's self-dealing, willful misconduct or recklessness.

**Section 4.11 Indemnification**

The Corporation shall hold harmless, indemnify and defend any Corporation officer, director or special chairperson for any and all claims, demands, costs, expenses, or suits for damages from any activity or act performed by such

officer, director or special chairperson performed in the furtherance of the aims of the Corporation.

**Section 4.12 Conflict of Interest**

No Board member may cast a vote, or take part in the final deliberation, on any matter in which he or she, or members of his or her immediate family, have a personal financial or other interest.

## Article V

### Dues

#### **Section 5.1 Amount**

The annual dues shall be established by the Board of Directors in order to meet the ordinary and necessary expenses of the Corporation. Initial annual dues at the time of incorporation shall be \$20.00 for Regular membership and \$10 for Junior membership.

#### **Section 5.2 Due Date**

Annual dues shall be paid in full on or before October 1. Dues are paid for the membership year and are not refundable. Any member ninety days in arrears shall be automatically dropped from membership.

#### **Section 5.3 Proration**

Dues shall not be prorated during the membership year for new members, or for changes in membership status as prescribed in Section 2.1.3 and 2.1.4.

## Article VI

### General Provisions

#### **Section 6.1 Fiscal Year**

The fiscal year of the Corporation shall run from January 1 to December 31.

#### **Section 6.2 Corporate seal**

The Board of Directors shall prescribe the form of a suitable corporate seal, which shall contain the full name of the Corporation and the year and state of incorporation.

#### **Section 6.3 Annual Report**

The Board of Directors shall present an annual report to the members in accordance with Section 5553 of the Pennsylvania Nonprofit Corporation Law of 1988.

#### **Section 6.4 Operating Rules**

The Corporation shall adopt and disseminate a set of rules governing the day-to-day operations of the Corporation.

## **Article VII**

### **Amendments**

#### **Section 7.1 Amendments**

These Bylaws may be amended as follows:

##### **Section 7.1.1 Submission**

Any proposed amendment to these Bylaws shall be submitted to the Board of Directors, who shall take it under advisement and will be required to submit the proposed amendment to a vote of the regular membership with a recommendation to accept or reject the amendment.

##### **Section 7.1.2 Notification**

The membership shall be notified thirty (30) days in advance of a vote of a proposed amendment. Said notification shall include the specific language of the amendment as well as the Board of Directors' recommended course of action.

##### **Section 7.2 Voting**

The proposed amendment must be approved by a two-thirds (2/3) majority of all regular Corporation members to be adopted. Voting may be done by mail vote, electronic media, or at a regular business meeting.

## **Article VIII**

### **Dissolution**

#### **Section 8.1 Notification and Voting**

The Corporation may be dissolved by two consecutive seventy-five percent (3/4) majority votes of all members entitled to vote. Such votes shall be conducted not less than thirty (30) days apart at regular or special business meetings of the membership. At least thirty (30) days prior to the initial vote, written notice shall be sent to the mailing address of record of all members entitled to vote, that such a vote is to be taken. Upon the passage of the first vote, at least twenty-five (25) days written notice shall again be given to all members entitled to vote, stating the outcome of the first vote and that a second and final determining vote is to be taken.

#### **Section 8.2 Liquidation of Assets**

Upon liquidation or dissolution of the Corporation, after payment of all liabilities of the Corporation or due provision therefore, all of the assets of the Corporation shall be disposed of to one or more similar organizations exempt from taxation under the provisions of section 501(c)(3) of the Internal Revenue Code. Title 15 of the Pennsylvania Consolidated Statutes, "Corporations and Unincorporated Associations," Part II, "Corporations," Subpart C, "Nonprofit Corporations," Article B, "Domestic Nonprofit Corporations," as amended and or changed from time to time, shall be reviewed for any required court approvals or other official actions regarding a voluntary or involuntary liquidation or dissolution.