

CMRS Bylaws  
Adopted July 7, 2018

**BYLAWS of the Carquinez Model Railroad Society, Inc.**  
A California Nonprofit Mutual Benefit Corporation, Crockett, California  
Adopted by vote of the membership July 7, 2018

**Article I--Identity and Definitions**

**Section 1:** The name of this Corporation is Carquinez Model Railroad Society ("CMRS" or "the Corporation"). CMRS is a California Nonprofit Mutual Benefit Corporation under the laws of the State of California incorporated September 12, 1978, originally named the "Vallejo Model Railroad Club" and legally renamed CMRS on April 7, 2006, as amended in the Articles of Incorporation.

**Section 2:** The principal place for the transaction of business and any activities of and by this nonprofit Corporation is 645 Loring Avenue, in Crockett, County of Contra Costa, California.

**Section 3:** CMRS is a 501(c)(3) nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

**3.1** The specific purpose of CMRS is to meet the objectives set forth in the CMRS Mission Statement, including public outreach and education about railroad safety and operations, and to function as an association to provide an environment in which Members are motivated to strive to attain highest standards of craftsmanship in model railroading and provide an environment in which Members are able to actively engage in all aspects of the hobby as they wish and as is available. CMRS shall not engage in activities or exercise powers that are not in furtherance of such purpose.

**3.2** Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

**3.3.** With respect to the provisions of these Bylaws, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**Section 4: Definitions**

**4.1.** "Standing Rules" are CMRS policies and all references to "policy" or "policies" mean "Standing Rules".

**4.2.** "Assessment" is an amount levied, pursuant to the provisions of the CMRS Bylaws or Standing Rules, as payable by CMRS Members.

**4.3.** "Membership Dues" are official payments to CMRS for the continued privilege of membership in CMRS.

**4.4.** Any documents or notifications which must be made "in writing" may be made by either physical or electronic means.

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**Article II--Mission Statement**

CMRS is committed to a 4-part mission:

- 1) Educate the public, particularly children, about railroad history, operations, safety and the art of modeling.
- 2) Protect and maintain our historic and culturally significant building, the former International Order of Odd Fellows (IOOF) Hall, a Town of Crockett icon and landmark since 1897.
- 3) Create a working, state-of-the-art HO scale model of the Southern Pacific/Union Pacific main line, various branch lines, and railroading facilities between Oakland, California and Sparks, Nevada.
- 4) Function as an association to provide an environment in which members are motivated to strive to attain high standards of craftsmanship in model railroading and provide an environment in which members are able to actively engage in all aspects of the hobby as they wish and as is available.

**Article III--Membership**

**Section 1:** Membership types, processes, procedures, and privileges, including discipline, shall be defined and determined as established in the Standing Rules.

**Section 2:** CMRS resources or facilities may not be used for activity that is inconsistent with the purpose of a 501(c)(3) corporation.

**Section 3:** CMRS is committed to providing a congenial, civil environment at all club activities, free from unlawful discrimination and harassment of any kind. All Members shall abide by the CMRS Standing Rule for Code of Conduct.

**Article IV--Voting**

**Section 1:** Each Member, whose dues and assessments are current, shall be entitled to vote at any business meeting of CMRS, as established in the Standing Rules.

**Section 2:** All other voting procedures shall be defined as established in the Standing Rules.

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**Article V--Dues and Assessments**

**Section 1:** Membership Dues and/or Assessments, and any changes to them, shall be established in the Standing Rules. Changes in Membership dues or Assessments must be approved by a two-thirds (2/3) ratifying vote of the Members voting, including absentee balloting, at any Business Meeting.

**Section 2:** Administration of dues and assessments, including amounts, due dates, forms, and penalties for delinquency or non-payment, shall be established in the Standing Rules.

**Article VI--Meetings**

**Section 1:** The frequency and scheduling of Business Meetings, or of any meetings concerning matters requiring vote of the Members, shall be established in the Standing Rules.

**Section 2:** The Board of Directors has sole discretion to schedule Board meetings.

**Section 3:** A Business Meeting, at which the necessary business and affairs of this Corporation are discussed, shall be held at least quarterly.

**Section 4:** One-fourth (1/4) of the total eligible Members or at least fifteen (15) Members, whichever number is the least, shall constitute a quorum for the transaction of business at a Business Meeting. A lesser number may convene and discuss business; however, no motions or resolutions may be voted upon, nor any business acted upon.

**Section 5:** Notification procedures of all Board and Business meetings shall be established in the Standing Rules.

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**Article VII--Executive Officers**

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110 **Section 1:** The Executive Officers of this Corporation are: President, Vice-President,  
111 Secretary, and Treasurer. Each Executive Officer shall be elected by vote of the Membership  
112 as established in the Standing Rules.

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114 **Section 2:** Terms of office:

115       **2.1.** Executive Officers shall serve for a term of two (2) calendar years.

116       **2.2.** Executive Officers must be Senior Members in good standing and must have  
117 maintained good standing as Senior Members for at least one year immediately  
118 prior to holding office. Additional criteria for holding Executive Office may be  
119 established in the Standing Rules.

120  
121 **Section 3:** The basic duties of the Executive Officers are as follows:

122       **3.1.** The President is the chief executive officer of this Corporation. The President  
123 shall preside at all Board and Business meetings of CMRS.

124       **3.2.** The Vice-President shall, in the absence of, or when directed by the President,  
125 perform any or all the duties of the President. If the President for any reason is  
126 unable to serve or to complete their term as President, then the Vice-President  
127 shall become President for the remainder of the unexpired term.

128       **3.3.** The Treasurer is the chief financial officer of CMRS and is the primary custodian  
129 of all financial records of CMRS. The Treasurer shall receive and disburse all  
130 monies, shall record and account all income and expenditures, shall render and  
131 maintain the financial reports and records, and shall receive and process all  
132 membership dues and assessments.

133       **3.4.** The Secretary is the primary custodian of all non-financial CMRS papers and  
134 records, including real and non-real property records.

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**Article VIII--Board of Directors**

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138 **Section 1:** A Board of Directors (Board), vested with all corporate powers and rights, shall  
139 hold in trust, administer, supervise, and coordinate the business affairs, property and  
140 finances for this Corporation, unless contrary or in conflict with the CMRS Articles of  
141 Incorporation, these Bylaws, and/or the laws of the State of California.

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143 **Section 2:** The Board shall consist of the Executive Officers as established in Article VII, and  
144 three (3) additional Directors: a General Superintendent, a Building Superintendent, and a  
145 Director at Large. There shall always be an odd number of Directors.

146       **2.1.** Directors shall serve for a term of two (2) calendar years.

147       **2.2.** Directors shall be elected by vote of the Membership as established in the  
148 Standing Rules.

149       **2.3.** Directors must be Senior Members in good standing and must have maintained  
150 good standing as Senior Members for at least one year immediately prior to  
151 holding office. Additional criteria for Directors may be established in the  
152 Standing Rules.

153  
154 **Section 3:** The basic duties of the Directors are as follows:

155       **3.1.** The General Superintendent is the manager of the CMRS model railroad and  
156 shall manage and oversee all aspects of the model railroad.

157       **3.2.** The Building Superintendent shall manage the CMRS facilities and oversees all  
158 maintenance, repairs, and renovations.

159       **3.3.** The Director At Large handles other duties as determined by the Board.

160       **3.4.** The specific duties of the Directors shall be established in the Standing Rules.

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162 **Section 4:** Each Member of the Board shall maintain and exercise the highest fiduciary duty  
163 to CMRS. Fiduciary duty requires board members to stay objective, unselfish, responsible,  
164 honest, trustworthy, and efficient. Board members, as stewards of public trust, must always  
165 act for the good of CMRS, rather than for the benefit of themselves. Board members must  
166 always exercise reasonable care in all decision making, without placing CMRS under  
167 unnecessary risk. Board members shall recuse themselves from all decisions and votes  
168 where a conflict of interest occurs.

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170 **Section 5:** Board members are trustees of CMRS assets and finances and shall exercise due  
171 diligence to oversee that CMRS is well-managed and its financial situation remains sound.

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173 **Section 6:** Five (5) Directors shall constitute a quorum for a Board meeting, and the  
174 concurrence of at least four (4) Directors is required to approve all motions or resolutions  
175 by the Board, unless otherwise defined in these Bylaws.

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177 **Section 7:** Every action taken or decision made by the Board at a duly held meeting at  
178 which a quorum is present is an act of the Board. The Board's actions are subject to any  
179 limitations set forth in these Bylaws, and subject to the provisions of the California  
180 Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions  
181 relating to (a) approval of contracts or transactions in which a director has a direct or  
182 indirect material financial interest, (b) approval of certain transactions between  
183 corporations having common directorships, (c) creation of and appointments to  
184 committees of the Board, and (d) indemnification of directors.

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186 **Section 8:** Subject to ratification by majority vote of members voting, including absentee  
187 balloting, at a regularly scheduled business meeting, the Board, with the concurrence of  
188 five Board members, may:

189       **8.1.** Declare vacant the office of an Executive Officer or a Director who has been  
190       declared of unsound mind by an order of court, convicted of a felony, or found  
191       by final order or judgment of any court to have breached a duty under  
192       California Nonprofit Corporation Law.

193       **8.2.** Declare vacant the office of an Executive Officer or a Director who fails to attend  
194       3 consecutive regularly scheduled Board meetings.

195       **8.3.** Declare vacant the office of any Executive Officer or a Director who fails or  
196       ceases to meet any required qualification that was in effect at the beginning of  
197       that person's current term of office.

198       **8.4.** Without other cause, remove a disruptive Executive Officer or Director from  
199       office.

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201 **Section 9:** If a vacancy occurs on the Board of Directors, a replacement Director or  
202 Directors shall be appointed to serve for the remainder of the unexpired term as  
203 established in the Standing Rules.

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**Article IX--Appointed Superintendents**

207 **Section 1:** In addition to the Elected Superintendents, the Board may appoint additional  
208 Superintendents as established in the Standing Rules. Any Senior Member in good standing  
209 may serve as an Appointed Superintendent.

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**Article X--Finances**

**Section 1:** The fiscal year for this Corporation shall be the calendar year unless otherwise established in the Standing Rules.

**Section 2:** The Treasurer shall submit, no later than March 31<sup>st</sup> of each year, a financial report reviewing and summarizing the Corporation's finances for the prior fiscal year, unless otherwise established in the Standing Rules.

**Section 3:** The Board shall exercise its fiduciary responsibility to ensure the financial health of CMRS. Administrative Standing Rules shall be established by the Board to prevent unauthorized distribution of funds, embezzlement, and any other act which may place CMRS finances in jeopardy. Additional financial guidelines shall be established in the Standing Rules.

**Article XI--Standing Rules**

**Section 1:** CMRS Standing Rules are policy, as stated in Article I, Section 4. Each Standing Rule shall be distributed, upon adoption or modification, in writing to the membership.

**Section 2:** Standing Rules shall be created or modified by procedures established in the Standing Rules.

**Section 3:** All Standing Rules shall remain in force until expressly revised or repealed.

**Article XII--Parliamentary Authority**

**Section 1:** The parliamentary authority shall be the latest published edition of "Robert's Rules of Order, Newly Revised", and shall cover all situations and questions not covered by these Bylaws or the laws of the State of California.

**Article-XIII--General Provisions**

**Section 1:** Unless so authorized or directed by the Board of Directors or by vote of the Membership, no Member, including any Executive Officer or Director, nor any other person, shall have any power or authority to bind CMRS by any contract or instrument or to pledge its credit or render it liable for any reason or intention.

**Section 2:** No Member, including the Executive Officers, Directors or any other appointed positions, shall receive any compensation, whether in cash or in kind, for their services to or for work on behalf of CMRS.

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**Article-XIV--Dissolution and Termination**

**Section 1:** The property of CMRS is irrevocably dedicated to charitable purposes and no part of the net income or assets of CMRS shall ever inure to the benefit of any director, officer, or Member thereof, or to the benefit of any private person.

**Section 2:** Upon the dissolution or winding up of CMRS, its assets remaining after payment, or provision for payment, of all debts and liabilities of CMRS shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3), of the United States of America Internal Revenue Code.

**Article XV--Amendments**

**Section 1:** These Bylaws, in total or in part, may be amended or repealed by a three-fourths (3/4) ratifying vote of the voting Members, conducted by written ballot, including absentee balloting, at any Business Meeting.

**1.1.** Notice of changes to the Bylaws shall be announced at one (1) Business Meeting prior to the vote on the action,

**1.2.** Notice shall also be published and distributed to all Members, along with the text of the proposed changes in its entirety, in writing not less than one month prior to the Business Meeting at which the vote will be held.

**Section 2:** All Amendments shall be titled and numbered. The Secretary shall title, chronologically number, date, and maintain all Amendments.

**Section 3:** All Amendments shall become effective immediately upon ratification or as stated in the Amendment.

--End--