

CONSTITUTION AND BY - LAWS
OF
THE BOEING EMPLOYEES' MODEL RAILROAD CLUB

Preamble: We the members of the Boeing Employees' Model Railroad do organize for the mutual enjoyment of model railroading.

CONSTITUTION

ARTICLE I NAME

Section 1 We shall be known as the Boeing Employees' Model Railroad Club, abbreviated as BEMRRC and referred to herein as the "Club."

ARTICLE II MEMBERSHIP

Section 1 Membership shall be open to the following without regard to race, color, sex, age, religion, national origin, status as a disabled or Vietnam era veteran or the presence of a disability all without regard to citizenship status.

- a. Boeing employees and retirees.
- b. Spouses, parents and eligible dependent children (as defined by the IRS) and domestic partners as defined by The Boeing Company of Boeing employees and retirees.
- c. Government, customer, vendor and contract personnel stationed at or exclusively serving The Boeing Company, their spouse and dependents.
- d. Other non-Boeing individuals or groups proposed for participation by a Club activity, special event or special skill and who have prior approval by The Boeing Company Recreation organization, referred to herein as "Recreation".
- e. Certain limitations may be imposed by the company on participation for other than company employees based on available staff, facilities and budgets.

Section 2 Annual dues shall be established by the Executive Board on a year-to-year basis and subject to review and approval by the membership.

Section 3 Membership is dependent upon payment of established annual dues. Membership in good standing shall be in arrears (or default) if a member has not renewed membership by paying dues by April 1st and the member will be denied the privileges of membership until the payment of dues is brought current.

ARTICLE III OFFICERS

Section 1 The officers of Boeing Employees' Model Railroad Club shall consist of a President, Vice President, Secretary, Treasurer, and Member-at-Large. Eligible candidates for President, Vice President, Secretary, Treasurer and Member-at-Large of the

executive board must be an active Boeing employee or a retiree of The Boeing Company.

ARTICLE IV DUTIES OF OFFICERS

Section 1 President shall:

- a. Preside at all business meetings.
- b. Be chairperson of the Executive Board.
- c. Call extra business meetings, appoint committees not otherwise provided for and fill protem vacancies as specified.
- d. Perform such other duties as the office may require.
- e. Perform the duties of the Vice President in their absence.
- f. Review the monthly bank statement with the Treasurer.
- g. Present the long-range business plan to the incoming Executive Board and perform all necessary steps required for a smooth transition to the new Executive Board.

Section 2 Vice President shall:

- a. Oversee and coordinate the efforts of all major committees.
- b. Perform the duties of the President in their absence.
- c. Arrange programs to support Club meetings.
- d. Be responsible for arranging publicity for all Club events.

Section 3 Secretary shall:

- a. Keep and publish minutes of all Executive Board and other business meetings.
- b. Notify members of all Club meetings as specified.
- c. Maintain all required documents of the Club.
- d. Conduct all external communication as directed by the Executive Board.

Section 4 Treasurer shall:

- a. Keep an accurate account of all financial transactions of the Club.
- b. Be responsible for all funds of the Club and receive and disburse all money subject to the will of the Executive Board.
- c. Disbursements shall be made by check only. A checking account will be set up and no check will be honored by the bank for payment unless signed by the Treasurer.
- d. Maintain accounts and render monthly financial statements of the Club.
- e. All financial records shall meet specifications set by Boeing Recreation
- f. Review the monthly bank statement with the President.
- g. Review the financial records with an officer or Club member upon request.
- h. Maintain an up-to-date roster of members and key holders.
- i. Maintain corporate non-profit status with the State of Washington.
- j. File the annual IRS form 990-N.

Section 5 The Member-at-Large shall:

- a. Prepare and communicate all event schedules and required support.
- b. Prepare news releases and advertising for all events.
- c. Coordinate the welcoming of new members.
- d. Perform any additional duties as determined by the President.

Section 6 The Boeing Company shall provide a Recreation Advisor who shall serve as an ex-officio member of the Executive Board.

ARTICLE V ELECTION OF OFFICERS

- Section 1 The offices of President, Vice President, Secretary, Treasurer and Member-at-Large shall be elected at the November business meeting. New officers shall assume their duties at the January business meeting.
- Section 2 Nominations for officers of the organization shall be made by a three-person Nominating Committee appointed by the President at the September meeting.
- Nominations for new officers shall be made at the October business meeting.
- Section 3 No person is eligible to hold office that is not a due paying member of the organization.
- Section 4 No member is eligible to hold more than one elective office at a time or be retained in office more than two successive terms unless special circumstances exist and with the approval of Recreation. The length of a term is defined as five years
- Section 5 Only one member of a family at a time is eligible to hold the office of President, Vice-President, Treasurer, Secretary, or Member-at-Large.
- Section 6 All elections shall be by secret ballot.
- Section 7 Office vacancies of the President, Vice-President, Secretary, Treasurer and Member-at-Large must be filled within 60 days of vacancy either by appointment by the Board or special election.
- Section 8 No officer or trustee shall receive any salary or wages by reason of office.

ARTICLE VI COMMITTEES AND BOARDS

Section 1 There shall be an Executive Board, and 6 major committees.

Section 2 Executive Board

- a. The President, Vice President, Secretary, Treasurer, and Member-at-Large shall constitute this Board. The Executive Board shall act as the governing body of the Club.
- b. The Executive Board shall decide on all expenditures, promotion of activities, appointments of committees and the general government of the organization.
- c. The Executive Board shall meet monthly for planning and the general management of the Club.

Section 3 Committees

Boeing Employees' Model Railroad Club major committees shall be:

Scenery Committee
 Electrical Committee
 Modules Committee
 Operations Committee
 Clinics Committee
 Swap Meet Committee.

- a. All Committees shall consist of a Chairperson and any members appointed by the Chairperson.
- b. The Scenery Committee is responsible for the construction and maintenance of all scenery on the main layout.
- c. The Electrical Committee is responsible for the installation and maintenance of all electrical systems on the main layout and modules.

- d. The Modules Committee is responsible for the construction, maintenance, storage, transportation and setup of all Club modules.
- e. The Operations Committee is responsible for the installation and maintenance of all track on the main layout, the acquisition and maintenance of all locomotives and rolling stock, and for conducting Club operating sessions.
- f. The Clinics Committee is responsible for organizing clinics.
- g. The Swap Meet Committee is responsible organizing and conducting the Club's annual swap meet.
- h. Sub-committees to the major committees may be formed at any time to carry out the various phases of the Club activities.

ARTICLE VII MEETINGS

- Section 1 Regular meetings shall be held monthly.
- Section 2 Special meetings may be called at any time as determined by the President.
- Section 3 All meetings will be conducted in compliance with Roberts Rules of Order.

ARTICLE VIII AMENDMENTS

- Section 1 This constitution may be amended by the submission in writing of a proposed amendment at any regular or special meeting of the organization. The proposal shall be received and acted upon at the next succeeding regular business meeting of the Club at which there shall be a quorum present.
- Section 2 Amendments may be acted upon at the announced meeting or by mail ballot. A two-thirds majority of the members present at the meeting or responding by mail ballot shall be required to adopt an amendment.
- Section 3 Written notice of the meeting shall be given three weeks prior to the meeting at which the amendment is voted upon.
- Section 4 All proposed amendments to this constitution and by-laws shall be submitted to Boeing Recreation for clearance before a vote by the membership.

BY-LAWS

ARTICLE I QUORUM

Section 1 A quorum shall consist of a simple majority of the elected officers for Executive Board meetings, and one-fifth of the total membership, including at least one officer, for business meetings. Voting at Executive Board meetings and business meetings will require a quorum.

ARTICLE II GENERAL PROVISIONS

Section 1 Property or equipment purchased by Boeing Employees' Model Railroad Club with Boeing Employees' Model Railroad Club funds shall be considered Club property and not the property of any individual member or group of members.

- a. As Club property it may be entrusted to the custodial care of Boeing Recreation.
- b. In the event of Boeing Employees' Model Railroad Club disbanding, Club property shall revert to Boeing Recreation, to be handled in a suitable manner.

Section 2 Acquisition of any property, real, personal, or interest therein, in excess of \$1,000 valuation, shall receive approval by Boeing Recreation as submitted in the Budget Forecast.

- a. Real property shall be defined as land or buildings.
- b. Personal property shall be defined as any property which is movable (i.e., table, chairs, band saw, computer, etc.).
- c. Interest therein property shall be defined as that property which is leased or rented.

Section 3 The fiscal year for Boeing Employees' Model Railroad Club shall be from the timeframe covered by the January bank statement through the timeframe covered by the December bank statement, inclusive. All budgeting and financial accounting shall be administered on this basis.

Section 4 Guests will be allowed to take part in Club activities when accompanied by a member in good standing provided they abide by all Club rules and regulations.

Section 5 An individual who is a member in good standing shall be afforded all the privileges of membership in the BEMRRC. Privileges of membership in BEMRRC include but are not limited to participation in all Club meetings, events, use of Club property or equipment and running for Club office under the rules and guidelines as set forth by the Club. Exceptions are elsewhere in this document.

Print Name: _____ Sign Name: _____ Date: _____
Club President

Print Name: _____ Sign Name: _____ Date: _____
Recreation Staff
The Boeing Company