

**CONSTITUTION**  
**OF THE**  
**COWTOWN MODEL RAILROAD CLUB**

- I. **NAME.** The name of this organization shall be **COWTOWN MODEL RAILROAD CLUB, Inc. (The Club)**, a Texas Not For-Profit Corporation.
- II. **PURPOSE.** The purpose of the Club shall be to promote the hobby of model railroading, generate interest in model railroading among the general public and provide educational opportunities to the general public about the importance of being safe and responsible around railroad activities and the importance the railroads have in our economy and everyday lives. The objectives of the Club shall be to maintain an educational and historical activity based on American railroading and to instruct Club members, guests and youths in the techniques and tips on constructing and operating a model railroad layout and to provide the members a central operating layout in the Fort Worth area.
- III. **MEMBERSHIP.** Membership shall be open to all persons interested in model railroading. Active membership shall be subject to the specified criteria as set forth in the bylaws.
- IV. **DUES.** Dues shall be set by the Board of Directors and be approved by the active membership.
- V. **BOARD OF DIRECTORS.** The Club shall be managed by a Board of Directors. The Board shall consist of two elected Directors and the elected officers of the Club. Elections, Terms of Office and Qualifications of the directors shall be set forth in the Bylaws.
- VI. **OFFICERS.** The Club leadership shall consist of three officers, President, Vice President, and Secretary-Treasurer. Each officer shall be an active member of the Club.
- VII. **DUTIES OF OFFICERS.**
- A. **PRESIDENT**
1. To preside over all meetings.
  2. To serve as Chairman of the Board
  3. To oversee the performance of the other officers.
  4. To appoint committees as needed.
  5. To perform such other duties as may be required in this charter.

B. **VICE PRESIDENT**

1. To act on behalf of the president in his absence.
2. To assist the president in the performance of his duties.
3. To coordinate the monthly programs with the other officers, ensuring a program for each monthly meeting.
4. To perform such duties as may be required in this charter or assigned by the president.

**C. SECRETARY-TREASURER**

1. To record minutes of all meetings where Club business is conducted.
2. To notify members of all meetings.
3. To maintain Club documents and records.
4. To write all correspondence on behalf of the Club.
5. To maintain the financial records, accounts, and other information pertaining to any and all monies transacted by the Club.
6. To collect and record all dues paid by Club members.
7. To provide a treasurer's report at each Club meeting.
8. To submit all tax forms as required.
9. To perform such other duties as may be required.

**VIII. ELECTION OF OFFICERS**

- A. The term of office for all the officers shall be two calendar years.
- B. Nominations for office shall take place at the September meeting prior to the end of the second service year. Elections shall take place at the November meeting of the second service year. Newly elected officers shall take office at the first January meeting of the new election term.
- C. Any active club member may place a name in nomination or second a nomination.
- D. Officers shall be elected by a majority of the active Club members present.
- E. Names placed in nomination must be an active Club member. A candidate for the nomination for Club Treasurer should be bondable.
- F. There is no maximum number of terms an elected officer can serve.

**IX. SPECIAL ELECTIONS.** A Special interim election shall be held at any time that any officer's position is vacant. Nominations and election shall take place at the same meeting. Newly elected officers shall take office immediately to fulfill the remaining portion of the term.

**X. VOTING.** Each active Club member may vote in general elections, special elections, or general voting involved in conducting of Club business. A specific topic, when approved, shall not be overturned for a period of 12 months, unless overturned by a two-thirds majority of the quorum present.

**XI. QUORUM.** Thirty five percent (35%) of the active members shall constitute a quorum

sufficient enough to conduct business. Additionally, at least one Club officer must be present to conduct business.

- XII. **POLICIES.** Policies are guidelines established by the Club so the general membership understands certain specific acts or conduct that is expected by the members. Club members are required to adhere to the established Policies that have been set-up, voted on and approved by the membership. Policies may be proposed at General Business/Educational meetings, discussed, and voted on at the following meeting. A copy of the Policies will be provided to each member and also posted in the club location.
- XIII. **MEETINGS.** The regularly scheduled meeting shall be held on the third Monday of each month. Meeting dates may be altered or cancelled by the Club officers as circumstances warrant. E-mail notification of cancellation will be attempted as soon as possible upon a decision to cancel a given meeting. A special meeting may be called at the request of any one of the Club officers with two (2) weeks notification.
- XIV. **AMENDMENTS.** The Constitution or Bylaws may be amended by the vote of two-thirds of the quorum present at any business meeting. All proposed amendments shall have been presented to the Club at the prior month's meeting.
- XV. **DISSOLUTION OF THE CLUB.** The organization may be dissolved by a vote of three quarters of all Active Members. Every effort will be made to distribute any cash or other assets to another local model railroad club, railroad museum or other interest group in railroad history or model railroading that is formally founded as a 501.c.3 or other Federal or recognized not-for-profit similar purpose public organization. (Amendment-A)