

By-Laws

National Capital Trackers, Inc.

1. Name and Purpose

a. The name of the Corporation shall be the National Capital Trackers, **Inc.** (the “Corporation”).

b. This Corporation is organized exclusively for charitable and educational purposes, including for such purposes as the making of distributions to organizations under Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of future Federal tax code).

c. The purpose of the Corporation is to organize, maintain and operate a train club for persons interested in the collection and public exhibition of model trains and to engage in any and all other activities that are permitted by law. In furtherance of such purposes, the Corporation will seek to:

i. Exhibit, publicly operate, share information, and share the enjoyment of model trains.

ii. Develop and implement educational programs focused on trains and model trains.

iii. Explore and develop alliances with the public, organizations and professionals in an effort to promote model train collecting and operating.

iv. Sponsor and/or aid persons to participate in model train events.

v. Develop through discussion, and exchange of information, a better understanding of train collecting and operating.

vi. Assist other charitable, educational and other organizations in the conduct of similar activities related to the Corporation.

vii. Establish such offices as may be necessary to accomplish the above purposes.

viii. Engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

ix. Engage in any and all other charitable activities permitted by an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code or corresponding future provisions of the Federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the Commonwealth of Virginia.

2. Membership and Operations

a. Any person, twelve or older who has an interest in operating model trains shall be eligible for membership. All children under the age of twelve must be accompanied by a parent, guardian or a responsible club member at all club functions. Said parent or guardian must be a passenger, partner, partner emeritus, or honorary member, as defined below. Upon application and payment of dues as outlined in Section 4. The application will be presented to the membership present at any regular or special meeting to which the membership of the Corporation has been given Proper Notice and upon majority vote of members eligible to vote the applicant will become a member of the Corporation in good standing.

b. Any member may voluntarily withdraw at any time.

c. The Corporation Board may initiate action to remove a member for violation of the By-Laws or for conduct deemed detrimental to the Corporation. The Board shall provide Proper Notice of such action prior to any meeting of the membership and the Partner and Partner Emeritus membership present at that meeting must approve this action by a two-thirds majority vote.

d. Active status requires dues to be paid. Any member delinquent on their dues as of the 31st of January will be suspended by the Membership Committee from the membership rolls. Suspended members will be listed on the membership rolls as *Inactive*. Members suspended by non-payment of dues shall not participate in Tracker events or activities (including meetings); however they may reinstate themselves to good standing by paying their dues at any time prior to the 31st of December in the year of suspension. Suspended members who do not reinstate themselves will be dropped from the membership rolls as of the 31st of December of the current year. At the beginning of the dues collection cycle, September, the Membership Committee will provide the Treasurer with a list of members expected to owe dues for the upcoming year, and the amounts expected.

e. The Corporation relies on the membership's participation in The Corporation's activities to achieve the purpose of the Corporation: to create public events by (a) member's module participation, (b) member's support of the storage for, transport to / from, and setup / takedown of equipment owned by The Corporation, and (c) event planning by a "Trackmaster" (e.g., coordinator). To that end, each member is expected to help with all of these activities and, as defined by the membership classes, to provide, **on an Annual Basis, a Regular Contribution** to The Corporation.

A Regular Contribution MUST consist of: participation in and providing layout module(s) via acquisition, construction, or shared ownership that adhere to the Module Standards of the Corporation and, at a minimum, participation in two exhibition days of the Corporation's public appearances,

AND,

one or more of the following:

- i. Participate in and provide layout module(s), via acquisition, construction, or shared ownership, that adhere to the Module Standards of the Corporation for additional exhibition days at the Corporation's public exhibitions,
- ii. Provide storage for and/or transport to / from public exhibitions for equipment owned by The Corporation,
- iii. Serve as a "Trackmaster" (e.g., coordinator) for one or more of The Corporation's exhibitions,
- iv. Serve as a Corporate Officer or active Committee person, or
- v. Provide a *Contribution Exception* which is defined as an activity that, with approval by The Corporation's Board of Directors, promotes and facilitates The Corporation's exhibitions or other activities.

As such, there shall be five classes of Membership: Partners, Passengers, Junior, Honorary Members, and Partner Emeritus. New members shall join as Passengers or Juniors.

f. Partners are Members 18 years of age or over who provide a Regular Contribution to The Corporation. Partners who do not regularly contribute to The Corporation's activities shall automatically revert to Passenger membership 36 months after their last participation or Regular Contribution.

g. Passengers are potential “Partners” who do not meet the qualifications for Partner, Partner Emeritus, or Honorary Member and are 18 years or older. Passengers are urged to provide a Regular Contribution to become Partners. Passengers may have limited operating time opportunities at exhibitions. Passengers become Partners upon completion of the Regular Contribution Requirement and approval by a vote of the Partners and Partners Emeritus at the next meeting of The Corporation.

h. Juniors are members 12 to 17 years of age. Junior members must be sponsored by a parent or guardian. Said parent or guardian must be a Passenger, Partner, Honorary, or Partner Emeritus member. Junior members must be accompanied by a responsible Passenger, Partner, Honorary, or Partner Emeritus member at all club functions.

i. Honorary Members are those who the club has recognized for either their support or achievements and should be nominated by the Board of Directors and approved by majority vote of those Partners in attendance at a general monthly membership meeting. Honorary Members are NOT required to pay dues or contribute to club activities.

j. Partners Emeritus are members, who have been a Partner for a minimum of 3 consecutive years, and who because of a physical condition or relocation can no longer meet the Partner requirement of providing module(s) in at least two Exhibits per year. The Partner Emeritus status may be granted after application to the Board or discernment by the Board of Directors and approval by a vote of the membership in attendance at any regularly scheduled meeting. Privileges and dues for Partner Emeritus Members shall be the same as Partners.

k. When any active Passenger class member feels they have met the criteria (as defined in Section 2.e.) to become a Partner class member they may petition to the Membership committee. A Track Master may recommend a class change of a member to the Membership Committee. The Membership Committee shall verify that the member has met the criteria to change from Passenger class to a Partner class and recommend said class change prior to a general club meeting. The membership committee shall submit any recommendation for “class” change to the general membership for approval. Upon approval of the general membership, the membership committee will make any necessary changes to the Membership List.

l. Only Partners and Partner Emeritus Members are eligible to vote in club elections or other business.

m. All members shall ensure their modules adhere to the physical and electrical inter-connection interfaces that comply with the latest-dated version of the Module Standards of the Corporation, which are incorporated herein by reference.

n. Membership shall not be transferable and both membership and rights in the property of the Corporation shall cease and terminate upon death, withdrawal, expulsion or other termination of membership in the Corporation.

o. A Membership List indicating the status of all Partner and Passenger members (active or inactive) shall be maintained by the Membership Committee and distributed to the General membership on an as needed basis with at least one at the end of the dues collection cycle.

p. All voting shall be done by Partner/Partner Emeritus members in good standing; no proxies shall be allowed.

q. In the event of emergency conditions suspending normal operations, the operations of the Corporation shall be conducted by on-line and mail correspondence and meetings to the extent feasible and provisions of Regular Contributions requirements shall be adjusted appropriately.

3. Fiscal Year

The fiscal year and the year for the payment and collection of annual dues and the election and installation of officers shall be the calendar year.

4. Dues and Initiation Fee

a. The initiation fee for new members shall be per person payable in advance with the application for membership. That fee will include a name tag for the member and their first year dues. Members joining in the last three months of a calendar year shall be exempt from paying the following year's dues. Juniors and Honorary members are exempt from paying an initiation fee.

b. The initiation fee shall be set by the Board of Directors and if changed shall be submitted for approval to the membership by the Board of Directors annually at the November general membership meeting.

c. The Annual Dues shall be recommended by the Board of Directors and approved annually by a vote of the majority of the Partner membership present at the annual November general membership meeting.

- d. The annual dues per person for all members shall be as follows:
 - i. **Partner** – As set and approved by the Board of Directors and approved by a majority of the general membership annually at the November general membership meeting.
 - ii. **Passenger** – The Partner dues plus \$10.00
 - iii. **Juniors** – None
 - iv. **Honorary** – None
 - v. **Partner Emeritus** – Same as Partner dues

Annual dues are payable on January 1st of each year except in the case of new members whose initial dues are included in their initiation fee and payable with their application for membership as set forth in section 4.a. above. Dues shall not to be prorated except as noted in 4.a. Juniors and Honorary members are exempt from paying annual dues.

A member in the Armed Services or in Federal Government service who becomes deployed or assigned out of the country shall be exempt from the Regular Contribution requirement and not be liable for dues during their period of deployment. Dues may be prorated to reflect the actual time of deployment in the calendar year.

e. Depending upon the state of the Corporation's finances, the annual dues for any membership class may be changed based on recommendations from the Board of Directors and approved by a simple majority vote of the partners and partners emeritus present at the November general membership meeting. The Board of Directors recommendation shall be on a year by year basis and must be voted upon annually. A record of any change in the annual dues or membership fee shall be maintained by the Secretary in the minutes of the November membership meeting.

5. Meetings

a. The Annual Meeting for the membership for the installation of officers and directors and for receiving annual reports from the Secretary and Treasurer shall be held at the regular meeting time in January of each year. Notice of the annual meeting must be submitted to the membership with Proper Notice.

b. The regular meetings of the membership shall be held monthly (except that there shall not be a regular meeting in the months of July and December) at a time, date, place, and venue (in person or on-line) to be determined by a majority vote of all those partners and partners emeritus present at any regular meeting of the Corporation. Any change in the time, date, place, and venue must use Proper Notice to the partners and partners emeritus.

c. Special meetings may be called by the President of the Corporation, a majority of the Board of Directors or by special request to the President of at least five (5) duly qualified Partner members. The President will set the date, time and location of such meeting subject to the approval of the majority of the members of the Board of Directors and provide Proper Notice to the partners and partners emeritus. If a majority of the partners and partners emeritus are present at such special meetings, any business normally done only at regular meetings may be transacted. Notice of special meetings must also include a summary of the business items to be acted upon.

d. A quorum of at least five (5) partners or partners emeritus must be present at any regularly scheduled or special meeting of the Corporation.

6. Board of Directors

The business and affairs of the Corporation shall be managed by the Board of Directors (the "Board"). The Board may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or the Certificate of Incorporation or by these By-Laws directed or required to be exercised or done by the members.

a. The Board of Directors shall consist of a minimum of four (4) members to be comprised of the President, Vice-President, Treasurer, and Secretary. The President of the Corporation shall act as Chairperson. The Board of Directors is authorized to handle specified business of the club in the absence of a membership meeting.

b. The term of the members of the Board of Directors shall be two (2) years.

c. There shall be no established regular meetings of the Board of Directors required by the bylaws other than the requirement that at least one (1) such meeting will be held each calendar year. Special meetings of the Board of Directors may be called by the President or by notice signed by a majority of the Board of Directors and notice thereof given to all Directors not less than one (1) day prior to such meetings. These meetings may be held at any time or place agreed upon by the majority of the Board. Meetings of the Board of Directors shall be documented by minutes except for private Executive Sessions.

d. Removal of Directors. Except as otherwise provided in the Articles of Incorporation or in these By-Laws, any director may be removed, either with or without cause, at any time, by the affirmative vote of at least three (3) out of four (4) of the Board of Directors at a meeting called for such purpose, and the vacancy in the Board caused by any such removal may be filled by such directors at such meeting.

e. Action by the Board. To the extent permitted under the laws of the Commonwealth of Virginia, any action required or permitted to be taken at any meeting of the Board or of any committee thereof may be taken without a meeting of all members of the Board or committee, as the case may be, by consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

7. Officers of the Corporation

a. The officers of the Corporation shall be President, Vice President, Treasurer, and Secretary.

b. These officers are elected by the Partner and Partner Emeritus membership for a two (2) year term.

c. All Officers must be Partners over 18 years of age.

d. Upon vacancy in the office of President, the Vice President shall become President. If the office of Vice President is simultaneously vacant, the Treasurer shall become an acting President and new elections shall be scheduled within 60 days with Proper Notice. Vacancies in other offices shall be filled by Appointment by the President.

8. Election of the Officers

a. No later than the regular meeting in the month of September, the President will appoint a nominating committee composed of not less than two (2) Partner members including a chairperson for that committee.

The nominating committee will meet in-person, on-line, by telephone voice, or by email communications prior to the October regular meeting and choose a slate of candidates for officers to be presented to the membership. Presentation to be made at the regular October meeting conducted in person or on-line. By the end of the October meeting, the in-person or on-line form of the November meeting voting process shall be announced.

At the October meeting, the President will call for nominations from the floor or on-line attendees. Any candidates nominated and with candidate agreeing to run for the office, shall be added to the ballot. Elections shall be by a secret ballot mailed or emailed as a printable document to voting members.

The committee will mail or email ballots to all voting members (Partner and Partner Emeritus status) in good standing no later than one week after the October regular meeting. Ballots shall include a place for a write-in nomination. Ballots shall be mailed back to the chairperson of the nominating committee (or other designated nominating committee member) and must be received at least three days prior to the November election. If the November meeting is in-person, voting members have the option of returning their ballots by handing them in at the November meeting instead of mailing the ballot. If the November meeting is on-line, no on-line votes are allowed. No proxies shall be allowed.

Prior to the November Meeting, the nominating committee shall open all returned ballots and be prepared to present the results to the President of the Board subject to the condition that if the November meeting is in-person, voting members have the option of returning their ballots by handing them in at the start of that meeting. The President shall announce the results to the membership. Those candidates with the highest number of votes shall be declared elected by the President. In the event of a tie, the President will call for another vote (run-off).

b. Prior to the January meeting, the President will appoint committees and chairpersons thereof. All elections or appointments are subject to the approval of those elected or appointed. The installation of officers and announcements of appointments will be held at the January meeting.

c. Officers will serve for a term of two (2) years. On even numbered years, elections will be held for the President and Secretary. On odd numbered years, elections will be held for the Vice President and Treasurer.

9. Duties of Officers

a. The duties of the President shall be:

- i. To preside at all meetings at which he or she is present.
- ii. To appoint all committees, with or without the assistance of the other officers.
- iii. To install the newly elected officers at the end of his or her term (or appoint someone to do so).
- iv. To call special meetings of the Corporation, committees, Board of Directors or any other meeting which may be requested as outlined in the By-Laws.
- v. In case of any question or demeanor, while in office, the President is further governed by Roberts Rules of Order.

b. The duties of the Vice President shall be:

- i. To assume all duties of the President during his or her absence or upon request by the President, plus other duties which may be assigned.

c. The duties of the Treasurer shall be:

- i. To collect and record all dues, initiation fees, special fees, etc. paid to the Corporation as a result of its activities plus all other moneys due the Corporation.
- ii. To prepare and present at a regular meeting on a quarterly basis, a financial report of the Corporation showing year-to-date receipts and expenditures.
- iii. To pay pre-determined accounts as may be authorized by the membership of the Corporation and to pay those bills presented and approved at each regular or annual meeting.
- iv. To prepare and submit all reports required by any governmental agency.
- v. To prepare an annual financial report of the Corporation.
- vi. The Treasurer will report to the Membership Committee the list of members whose dues remain unpaid as of the end of the grace period, February 1, for action as the Membership Committee deems appropriate in accordance with the by-laws.

d. The duties of the Secretary shall be:

- i. To Keep or cause to be kept in one or more books provided for the purpose, the minutes of all meetings of the Board and the committees of the Board;
- ii. To See that all notices are duly given in accordance with the provisions of these By-Laws and as required by law;
- iii. To see that each member receives a copy of the By-Laws.
- iv. To be custodian of the records of the Corporation;
- v. To see that the books, reports, statements, certificates and other documents and records required by law to be kept and filed are properly kept and filed; and
- vi. In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board, the Chairman of the Board or the President.

e. Removal of Directors or Officers by Partners and/or Partners Emeritus. The membership may remove a Director or Officer on an affirmative vote of two-thirds of the voting Partners and/or Partners Emeritus at a Special Meeting with Proper Notice. Removal by the decision of the voting Partners and/or Partners Emeritus shall have precedence over decisions by the Board of Directors. Officer succession shall be as defined in the Officers of the Corporation sub-paragraph 7.d. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed.

10. Committees

- a. There shall be standing committees and select committees. All committees other than standing shall be created by the President as the need arises. All committee chairpersons shall keep a record of the proceedings and actions of their respective committees as a history and to assist successive committee persons. Records should include dates, participants, and actions taken.
- b. There shall be standing committees for Apparel, Standards, Membership, Quartermaster, and Communications.

- i. **The Apparel Committee** shall provide a means for members to order club hats, shirts, jackets, etc. containing the club's logo.
- ii. **The Standards Committee** shall evaluate and recommend changes to the NCT Module Standards.
- iii. **The Membership Committee** shall keep the Corporation's roster and publish an updated roster on a quarterly basis. Committee is also responsible for the suspension of members based upon Treasurer reports for non-payment of dues past the annual grace period of February 1st. The Membership Committee shall order membership badges for new members, and established member requests, at the appropriate times.
- iv. **The Quartermaster Committee** shall maintain an inventory of and know the whereabouts of all club equipment at all times.
- v. **The Communications Committee** shall maintain the club's website and keep it current with meeting dates, activities, and news of interest to club members. The committee shall also be responsible for the club's social media presence, responding to inquiries for the public, and developing written communications products as required by the Board.

11. Approval & Amendments to the By-Laws

- a. These By-Laws may be approved or amended by a vote of two-thirds (2/3) of the Partners and/or Partners Emeritus present at any meeting of the membership provided Proper Notice of said meeting is given, in writing, as specified in these bylaws. The full text of the By-Laws, or amendments thereto, which are proposed must be served upon each member with Proper Notice prior to the meeting at which such By-Laws or amendments are to be voted upon.
- b. Proposals for amendments to the By-Laws shall be instituted only by the Board of Directors or a group of at least six Partners or Partners Emeritus.

12. Property rights of members

a. The property of this Corporation is irrevocable; dedicated to the objects and purposes of the Corporation as outlined in Section 1.c. of these bylaws.

b. In the event of the dissolution of the Corporation, its properties and moneys shall not revert to the possession of the membership but, after settlement of corporate debts, shall be transferred, either in physical form or as proceeds from the sale of assets at market prices, to another non-profit Corporation or educational organization which is to be chosen by the membership. No part of any net earnings or assets of the Corporation shall inure to the benefit of any member or individual.

13. Indemnification

The Corporation shall, to the fullest extent permitted by the laws of the Commonwealth of Virginia, indemnify any and all persons whom it shall have power to indemnify against any and all of the costs, expenses, liabilities or other matters incurred by them by reason of having been officers or directors of the Corporation, any subsidiary of the Corporation or of any other corporation for which he acted as officer or director at the request of the Corporation.

14. Contracts, Checks, Drafts, Bank Accounts

a. Execution of Contracts. Except as otherwise required by statute, the Articles of Incorporation or these By-Laws, any contracts or other instruments may be executed and delivered in the name and on behalf of the Corporation by such officer or officers (including any assistant officer) of the Corporation only as the Board may from time to time direct. Such authority may be general or confined to specific instances as the Board may determine. Unless authorized by the Board or expressly permitted by these By-Laws, an officer or agent or employee shall not have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it financially liable for any purpose or to any amount.

b. Loans. Unless the Board shall otherwise determine, no Director or officer may, without the express authorization of the Board, effect loans and advances at any time for the Corporation or guarantee any loans and advances to any subsidiary of the Corporation, from any bank, trust company, or other institution, or from any firm, corporation or individual, and for such loans and advances may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation, or guarantee of indebtedness of subsidiaries of the Corporation, but no officer or officers shall mortgage, pledge, hypothecate or transfer any securities or other property of the Corporation, except when authorized by the Board.

c. Checks, Drafts, and Bonding. All checks, drafts, bills of exchange or other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed in the name and on behalf of the Corporation by the Treasurer and in such manner as shall from time to time be authorized by the Board.

d. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may from time to time designate or as may be designated by any officer or officers of the Corporation to whom such power of designation may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts and other orders for the payment of money which are payable to the order of the Corporation may be endorsed, assigned and delivered by any officer or agent of the Corporation, or in such manner as the Board may determine by resolution.

15. Interested Directors

No contract or other transaction between the Corporation and any other corporation shall be affected and invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a Director or officer or any Director or officers of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested; and no contract, act or transaction of the Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or person's firms or Corporation, and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself, any firm, Corporation or corporation in which he may be in any way interested.

16. Compensation

The officers of the Corporation shall serve without compensation.

17. Parliamentary Authority

Robert's Rules of Order (revised) shall govern all proceedings of this Corporation providing they are not in conflict with these By-Laws.

18. Proper Notice / Notification

The issuance of email notification to Partners or Partners Emeritus given fourteen (14) days prior to a regular or special meeting called by the Board of Directors during which a proposed action of the Corporation requiring Proper Notice / Notification shall constitute Proper Notice. Such notice is to be issued by any member of the Board of Directors.

19. Approvals

Approved by Board of Directors on: June 17, 2021

Approved by Partners and Partners Emeritus on: June 17, 2021

Change History

Change Number	By-Law Item; Nature of Change	Change Date
1	4.d. Reset Passenger annual dues.	3/2/2010
2	2.h. Incorporates Module Standards into the By-Laws.	6/20/2013
3	10.b and 10.b.ii. Replaced reference to Beltline Committee with a Standards Committee and defined duties.	6/20/2013
4	2.e, 2.e.v, 2.g., 2,k. Established Partner Emeritus as a member class and defined voting rights.	2/15/2018
5	4.d.v. Established dues structure for Partner Emeritus.	2/15/2018
6	4.d. Waiver of dues for embers serving out of country in the U.S. military or Federal service.	2/15/2018
7	8.a. Changed procedures for the annual election of officers.	2/15/2018
8	16. Compensation of officers prohibited.	2/15/2018
9	<p>Comprehensive review to add flexibility & adjust to changing member demographics:</p> <p>1.c, 1.c.i Exhibit, public operation, shared information terminology.</p> <p>2.a – 2.o Membership Regular Contribution definition with module contributions essential, sharing encouraged, Contribution Exception, Trackmaster definition, non-contributing Partners revert to Passenger, Passenger operating limits, adherence to standards.</p> <p>2.f. Minimum one year membership requirement for Partners deleted.</p> <p>2.g. Passenger limited run time opportunities. Faster transition to Partner defined.</p> <p>2.q. Emergency conditions operations defined.</p> <p>5., 11., 18. Meetings on-line allowed, Proper Notice 14 days applied uniformly in multiple sections.</p> <p>7.d. Officer succession order defined.</p> <p>8.a. Elections by on-line & mail procedure.</p> <p>9.e. Removal of officers by membership has precedence.</p> <p>10.b.v. Communications Committee replaces Web Committee.</p> <p>12.b. Dissolution provisions flexibility improved.</p> <p>18. Proper notice is 14 days by email only.</p> <p>19. Approval dates added.</p>	May & June 2021