

**CODE OF REGULATIONS OF RAILROAD MODEL AND HISTORICAL SOCIETY OF SOUTHEASTERN
OHIO, INC (Updated November 09, 2021)**

ARTICLE I. Offices

SECTION 1. PRINCIPAL OFFICE. The principal office of the Corporation shall be located in the, State Of Ohio, within the County of Athens.

SECTION 2. OTHER OFFICES. The corporation may have such other offices, either within or without the State of Ohio, as the Board of Trustees may determine or as the affairs of the corporation may require from time to time.

SECTION 3. REGISTERED AGENT. The corporation shall have and continuously maintain in the State of Ohio a registered agent, as required by the laws of Ohio. The name and the address of the registered agent may be change from time to time by the Board of Trustees.

ARTICLE II. Members

SECTION 1. CLASSES OF MEMBERS. The corporation shall have three classes of members. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

- A. **REGULAR MEMBERSHIP** shall have full membership rights and responsibilities, and may sponsor Affiliate or Honorary members. Regular members must be at least eighteen (18) years of age.
- B. **AFFILIATE MEMBERSHIP** is available to individual household and immediate family members of Regular Members under the age of eighteen (18) years of age or to other persons under the age of eighteen (18) years who are sponsored by Regular Members. They shall enjoy all rights of Regular Members except they are not eligible to vote or hold office.
- C. **HONORARY MEMBERSHIP** may be conferred upon those persons, groups or organizations deemed worthy by a vote of a majority (51%) of Club Members. They shall be eligible for the rights and responsibilities of Regular members except that they shall not be required to pay dues, are not eligible to vote, or hold office as an officer or trustee and not required to participate fully in Club Activities.

RIGHTS OF REGULAR MEMBERS: Members-in-good standing shall, subject limitations of membership classification above, enjoy the following rights:

- A. Voting on Club business on the basis of one (1) vote per member.
- B. Operation of equipment on any divisional layout, with permission
- C. Attendance at club meeting and other functions.
- D. Eligible to hold Office as an Officer or Trustee.

SECTION 2. ELECTION OF MEMBERS. Regular and affiliate members shall be elected by the Board of Trustees. An affirmative vote of two-thirds of the trustees shall be required for election. Honorary members shall be conferred as herein before provided.

SECTION 3. TERMINATION OF MEMBERSHIP. The Board of Trustees, by affirmative vote of two-thirds of all of the members of the board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for the period fixed in Article XI of these bylaws.

SECTION 4. RESIGNATION. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

SECTION 5. REINSTATEMENT. Upon written request signed by a former member and filed with the secretary, the Board of Trustees may, by the affirmative vote of two-thirds of the members of the board, reinstate such former member to memberships upon such terms as the Board of Trustees may deem appropriate.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.

ARTICLE III. Meetings or Members

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held on the second Tuesday in the month of January in each year, at the hour of 7:00 o'clock, p.m., for the purpose of electing trustees and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Ohio, such meeting shall be held on the next succeeding business day. If the election of trustees shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Trustees shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 2. REGULAR MEETINGS. Regular meetings shall be held on the second Tuesday of each month at 7:00 p.m. for the purpose of conducting club business and enjoyment of Club purposes.

SECTION 3. SPECIAL MEETINGS. Special meetings of the members may be called by the President, the Board of Trustees, or not less than one-tenth of the members having voting rights.

SECTION 4. PLACE OF MEETING. The Board of Trustees may designate any place, either within or without the State of Ohio, as the place of meeting for any annual meeting or for any regular meeting or any special meeting called by the Board of Trustees. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of Ohio; but if all of the members shall meet at any time and place, either within or without the State of Ohio, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 5. NOTICE OF MEETINGS. Written, printed, or electronic notice stating the place, day and hour of the annual meeting and any special meeting of members shall be delivered, either personally or by mail, or E-mail to each member entitled to vote at such meeting, not less than 10 nor more than 50 days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting, or when required by statute or by these regulations the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the corporation, with postage thereon prepaid.

SECTION 6. INFORMAL ACTION BY MEMBERS. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 7. QUORUM. Six regular members in good standing shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 8. PROXIES. At any meeting of members, a member entitled to vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after 11 months from the date of its execution, unless otherwise provided in the proxy.

SECTION 9. VOTING BY MAIL. Where trustees or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner as the Board of Trustees shall determine.

ARTICLE IV. Board of Trustees

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Trustees. Trustees need not be residents of the State of Ohio or members of the corporation.

SECTION 2. NUMBER, TENURE AND QUALIFICATIONS. The number of trustees shall be three (3). Each trustee shall serve for a term of three (3) years, with one trustee to be elected each year. Initially (at the annual meeting in 2001) one trustee shall be elected for a one-year term, one shall be elected for a two-year term, and the third will be elected for a three-year term. Beginning the following year (2002) each elected trustee's term shall be for 3 years, and he (she) shall hold office until his (her) successor shall have been elected and qualified.

SECTION 3. REGULAR MEETINGS. A regular annual meeting of the Board of Trustees shall be held without other notice than this regulation, immediately after, and at the same place as, the annual meeting of members. The Board of Trustees may provide by resolution the time and place, either within or without the State of Ohio, for the holding of additional regular meetings of the Board without other notice than such resolution.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the board may fix any place, either within or without the State of Ohio, as the place for holding any special meeting of the Board called by them.

SECTION 5. NOTICE. Notice of any special meeting of the Board of Trustees shall be given at least three days previously thereto by written notice delivered personally or sent by mail or telegram or E-mail to each director at his or her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any trustee may waive notice of any meeting. The attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting, except where a trustee attends a meeting of the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these regulations.

SECTION 6. QUORUM. A majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the trustees are present at said meeting, a majority of the trustees present may adjourn the meeting from time to time without further notice.

SECTION 7. MANNER OF ACTING. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of a greater number is required by law or by these regulations.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Trustees or any trusteeship to be filled by reason of an increase in the number of trustees, shall be filled by the Board of Trustees. A trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Trustees as such shall not receive any stated salaries for their services, but by resolution of the Board of Trustees a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any director from serving the corporation in Any other capacity and receiving compensation there for.

SECTION 10. INFORMAL ACTION BY TRUSTEES. Any action required by law to be taken at a meeting of trustees, or any action which may be taken at a meeting of trustees, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the trustees.

SECTION 11. RECORD DATE FOR MEMBERS. The Board of Trustees may fix a time not exceeding sixty (60) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice and to vote at any such meeting, and in such case, only the persons who are Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any termination of membership on the books of the Corporation after any record date fixed as aforesaid, and such persons shall conclusively be deemed to be the members of the Corporation on such record date notwithstanding notice or knowledge to the contrary; and the Board of Trustees may close the books of the Corporation against the admission or termination of membership during the whole or any part of such period.

ARTICLE V. Officers

SECTION 1. OFFICERS. The officers of the corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Trustees), a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this article. The corporation may elect or appoint such other officers, including one or more assistant secretaries and one or more assistance treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time, by the Board of Trustees. Any two or more offices may be held by the same person, except the offices of president and secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by a majority of a quorum of members at the regular annual meeting of the members. If election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of members. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

SECTION 3. REMOVAL. Any officer elected or appointed by the members may be removed by a majority vote of a quorum of the members whenever in their judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the majority vote of a quorum of the members for the unexpired portion of the term.

SECTION 5. PRESIDENT. The president shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Trustees. He may sign, with the secretary or any other proper officer of the corporation authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these regulations or by statute to some other office or agent of the corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

SECTION 6. VICE-PRESIDENT. In the absence of the President or in event of his inability or refusal to act, the Vice-President (or in the event thereby more than one Vice-President, the Vice-Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

SECTION 7 TREASURER. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation: receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these regulations; keep a register of the post office address of each member which shall be furnished to the secretary by such member: and in general perform all duties incident to the office of secretary, including management of any organization newsletter, club correspondence, maintenance of membership book, assistance with publicity, and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Trustees.

ARTICLE VI. Committees

SECTION 1. COMMITTEES OF TRUSTEES. The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of one or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or appealing the regulations; election, appointing or removing any member of any such committee or any director or officer of the corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings there for; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the designation thereto of authority shall not operate to relieve the Board of Trustees, or any individual trustee, of any responsibility imposed upon it or him by law.

SECTION 2. OTHER COMMITTEES. Other committees not having and exercising the authority of the Board of Trustees in the management of the corporation may be designated by a resolution adopted by a majority of the trustees present at a meeting at which a quorum is present: Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

SECTION 3. TERM OF OFFICE. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4. CHAIRMAN. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

SECTION 5. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6. QUORUM. Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7. RULES. Each committee may adopt rules for its own government not inconsistent with these regulations or with rules adopted by the Board of Trustees.

ARTICLE VII. Contracts, Checks, Deposits and Funds

SECTION 1. CONTRACTS. The Board of Trustees may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS. DRAFTS. ETC. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice-President of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Trustees may select.

SECTION 4. GIFTS. The Board of Trustees may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. Certificates of Membership

SECTION 1. CERTIFICATES OF MEMBERSHIP. The Board of Trustees may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such a form as may be determined by the board. Such certificates shall be signed by the President or a Vice-President and by the Secretary. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued there for upon such terms and conditions as the Board of Trustees may determine.

SECTION 2. ISSUANCE OF CERTIFICATES. When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership may be issued in his name and delivered to him by the Secretary, if the Board of Trustees shall have provided for the issuance of certificates of membership under the provisions of section 1 of this Article VIII. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X. Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI. Dues

SECTION 1. ANNUAL DUES. The Board of Trustees may determine from time to time the amount of initiation fee, if any, and annual dues payable to the corporation by members of each class.

SECTION 2. PAYMENT OF DUES. Dues shall be payable in full on or before the date of the annual meeting of members each year. Annual dues of a new member joining after the annual meeting shall be prorated beginning with the first full month following joining. A new member is defined as a person who hasn't been a member for at least three calendar years prior to joining. Members whose dues are not current may not vote.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member of any class shall be in default in the payment of dues for a period of sixty (60) days for which such dues became payable, his membership will be terminated. Membership will be reinstated upon payment of dues owed.

ARTICLE XII. Seal

The Board of Trustees may provide for a corporate seal, which shall be such form as they shall select.

ARTICLE XIII. Waiver of Notice

Whenever any notice is required to be given under the provision of the laws of Ohio or under the provision of the articles of incorporation or the regulations of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV. Amendments to Regulations

These regulations may be altered, amended or repealed and new regulations may be adopted by a majority of a quorum of members present at any annual meeting, or at any regular or special meeting, if at least ten days' written notice is given by mail, telegram or E-mail of intention to alter, amend or repeal or to adopt new regulations at such meeting.

ARTICLE XV. Miscellaneous

SECTION 1. MORTGAGES. The Board of Trustees may authorize any mortgage or pledge of all or any of the property of this Corporation of any description, or any interest therein, for the purpose of securing the payment or performance of any obligation or contract of this Corporation. No vote or consent of the Members of this Corporation or authorization from a court pursuant to Section 1715.39, Ohio Revised Code, is necessary for such action.

SECTION 2. PROPERTY. All property acquired by this Corporation by purchase, gift, bequest or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.

SECTION 3. SALE OR DISPOSITION OF ASSETS. The Board of Trustees of this Corporation may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Corporation without the necessity of procuring authorization from the court pursuant to Section 1715.39, Ohio Revised Code, and any such lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.

SECTION 4. CLUB RULES AND BYLAWS. For the government of its actions and conduct of meetings and Activities, the Board of Trustees may adopt Club Rules and Bylaws consistent with the Articles of Incorporation and this Code of Regulations.

Note: ARTICLE IX does not exist. Searching Copies back to the original 501C3 application in 2000, there was no ARTICLE IX. This was apparently a numbering error when the bylaws were first adopted.