



## BY-LAWS

### European Train Enthusiasts, Incorporated

December 1, 2006

#### **ARTICLE I - Name and Purpose**

- Section 1. This organization shall be known as the European Train Enthusiasts, herein referred to as "ETE".
- Section 2. The purpose of ETE shall be the furtherance of all facets of interest in the railways of Europe such as, but not limited to, the following: modeling, photographing, traveling upon, and studying past and present facilities.
- Section 3. ETE will serve as a central agency by coordinating the establishment of local groups to be known as Chapters, publishing the "Express", a newsletter, and working to draw together interested parties from all areas.
- Section 4. ETE's fiscal year shall coincide with the calendar year.

#### **ARTICLE II – Membership**

- Section 1. ELIGIBILITY FOR MEMBERSHIP - Membership is open to any person whose expressed interests are compatible with ETE's stated purpose and who agrees to abide by these by-laws, subject only to the limitations of Membership classifications cited below.
- Section 2. CLASSIFICATION OF MEMBERS - ETE membership is available in the following classifications, with limitations as specified:
- A. VOTING MEMBER is the standard class of ETE membership. A Voting Member:
- Must be at least 18 years of age.
  - Shall pay annual National ETE dues as described elsewhere.
  - Shall have full membership rights and responsibilities.
  - Is entitled to one vote in all general business.
  - May sponsor Associate Members.
- B. ASSOCIATE MEMBER is a form of membership designed for family members and for mentoring other young people in the hobby. An Associate member must be actively sponsored by a Voting Member; and his or her membership terminates with that of the sponsor's. An Associate Member:
- Must be sponsored by a VOTING Member as:
    - Spouse.
    - A household member under 18 years of age.
    - Another person under 18 but at least 12 years of age.

Does not vote.  
Does not hold office.  
May not sponsor other Associate Members.  
Will not be addressed on the mailing list.  
Shall not benefit from special expense items as determined by the Board of Directors.

- C. Persons entitled to Associate Membership and at least 18 years of age, may choose to become Voting Members subject to meeting all other requirements.
- D. HONORARY MEMBER is a person who, by the vote of a simple majority of the Board of Directors, is deemed worthy of special recognition by virtue of conspicuous, tangible, and sustained contribution to ETE and/or to the hobby. Honorary Membership shall not be granted to Regular Members except upon retirement from active participation in ETE or the hobby. An Honorary Member:
  - Shall receive the Express gratis.
  - Does not vote or hold office (National or Chapter).
  - Does not pay dues (National or Chapter).
  - Holds this class of membership for life unless subsequently revoked by a simple majority of the Board of Directors or declined by the individual.

Section 3. RIGHTS OF VOTING MEMBERS - subject to limitations of membership classification above, a Member shall enjoy the following rights:

- A. Vote on ETE business on the basis of one vote per member
- B. Run for and hold National office.
- C. Affiliate with one or more Chapters, complying with Chapter membership requirements as established.

Section 4. RESPONSIBILITIES OF MEMBERS - Members shall have the following responsibilities, subject to limitations of membership classification:

- A. Pay dues as specified and in a timely manner (Voting Members only)
- B. Adhere to ETE rules as established by these by-laws and any other rules and regulations as established by the Board of Directors or the Local Chapter Leadership.
- C. Participate in and promote ETE goals and activities.
- D. Vote on ETE business (Voting Members only)
- E. Accept "Majority Rule" of the ETE membership.
- F. Cooperate with others.
- G. Conduct himself or herself honestly, respecting others' rights.
- H. Express opinions, support, and opposition to ETE activities, policies, or goals in a timely manner.
- I. Perform duties and tasks to which assigned or for which volunteered.
- J. Inform the Board of Directors of address changes, including email and telephone, as appropriate.

Section 5. APPLICATION FOR VOTING MEMBERSHIP - A prospective Voting Member may apply for membership by completing a membership application and paying dues as specified by the Board of Directors.

- A. The applicant may submit the application and dues through a local chapter, should one exist. In this case the Chapter Leader shall forward the portion of the payment that consists of National Dues and the application form to the current National ETE postal address.
- B. The applicant may submit the application and national dues directly to ETE.

- C. The applicant shall submit the written application using the form provided by ETE. Acceptance of an application will be automatic if not rejected by a majority vote of the Board of Directors at the next Board Meeting.

#### Section 6. Termination of Membership

- A. The Board of Directors, by a majority vote, may recommend the dismissal of any individual's membership for cause. In such case, the member will be notified in writing of the Board's decision. Such notification shall be by mail to the member at the member's last known mailing address.
- B. Should a member be recommended for dismissal, the member may appeal for reconsideration by presenting in writing any evidence or narrative responding to the dismissal charges within 90 days of notification by the Board of Directors of its action. Such response shall be by mail to the Board at the official ETE National address as reported in the most recent edition of the *Express*.
- C. Should the appeal be denied, the dismissed Voting Member shall be entitled to a prorated refund of annual ETE dues based on the number of issues of the *Express* not yet published for the year.
- D. Any Voting Member whose dues become delinquent as defined in Article V, Sec. 2, shall be dropped from the membership (along with all sponsored Associate Members) 30 days after mailing of a default notice. Reinstatement of the member and any sponsored Associate Members is automatic upon payment of annual dues.

#### Section 7. Voting

- A. Voting Members shall cast votes as described in Article II, Sec. 2, sub-Sec. A.
- B. All balloting shall be by mail or by any other means approved by the Board of Directors.
- C. There shall be no cumulative voting. Only one vote per voting member.
- D. The Board of Directors shall conduct the election of Directors annually in the month of November.
- E. The Board of Directors shall call for voting on special issues by Voting Members as deemed necessary. In so doing, the Board shall distribute notice of the issues to be decided along with the ballot and instructions for its return. All Voting Members of record as of the date of notice shall be given the opportunity to vote with 30 days allowed between ballot distribution and close of voting.

### **ARTICLE III - Directors and Officers**

#### Section 1. Board Of Directors

- A. The Board of Directors shall govern the activities and meetings of ETE, subject to approval of a simple majority of Voting Members. All powers not specifically prohibited or regulated by these by-laws, the California Corporation Code, or other applicable state and federal laws shall be vested in the Board
- B. Directors shall number seven. A Director shall be at least 21 years of age at the beginning of his or her term.
- C. The Board of Directors shall see to the regular publication of the *Express* — the official ETE publication — and supervise production and distribution thereof.
- D. A Director shall not be required to post bond.

#### Section 2. Election of Directors

- A. The Board of Directors shall hold elections of members of the Board of Directors in November. The Board shall solicit self-nominations from any Voting Member.

- B. When there are two chapters no more than four (4) Board of Directors members shall be from any one chapter. When there are three (3) or more chapters, no more than three Board of Directors members shall be from any one chapter. Should more than the allowed amount of candidates from the same chapter be among those candidates receiving the highest number of votes, any candidate receiving fewer votes than the allowed amount from that chapter shall be automatically disqualified. Run-off elections shall be held as necessary to break any tie that cannot be otherwise resolved by mutual agreement of the candidates involved.
- C. If the number of nominees is equal to (or less) than the number of open seats at the conclusion of the nomination process, the Board of Directors shall cancel the election and award the open seats to the nominees.
- D. In the event of a Board of Directors vacancy, the remaining duly elected Directors shall, by majority vote at the next board meeting, appoint a Director to fill the vacancy.
- E. Directors shall be elected to serve a two-year term. Four Directors shall be elected to the term beginning in odd-numbered years and three Directors shall be elected to the term beginning in even-numbered years.
- F. The Board of Directors shall publish and distribute notification of Director elections to all Voting Members at least 60 days prior to the nomination deadline in Sect. G. Notification shall include the address to which self-nominations are to be submitted and a postmark deadline after which nominations will no longer be accepted. An election announcement meeting these requirements that is published in a time-appropriate issue of the *Express* shall constitute adequate notification.
- G. The Board of Directors shall accept names of self-nominees for Director and candidate statements submitted at the nominee's discretion up until the nomination deadline. The nomination deadline shall be July 31<sup>st</sup> of the election year.
- H. The Board of Directors shall issue ballots and candidate statements to Voting Members by mail (or by any other voting method approved by the ETE Board of Directors) to their last known address. Publication of candidate statements and distribution of ballots in a time-appropriate issue of the *Express* shall constitute adequate distribution.
- I. Ballots received with a postmark after the established election date shall be void.

### Section 3. Selection of Officers

- A. The Board of Directors selects the operating officers of ETE.
- B. As the first order of business at the first Board of Directors meeting of the year, the newly constituted Board of Directors shall select from their number a Chairman to preside at all Board meetings for the year.
- C. Subsequently, the Board of Directors shall select from their number, a Vice Chairman, a Secretary, and a Treasurer.
- D. The Board of Directors may appoint from their number, or from the Voting Membership, any committee and/or committee chairs required to carry out the mission and program of ETE.

### Section 4. Conduct of Board of Director Meetings

- A. In order to conduct business, a quorum of at least four Directors must be in attendance.
- B. The Board shall hold at least four Regular Meetings during fiscal year. The Board shall publicize these meeting dates in the *Express* as far in advance as practical. The Chairman may call a special board meeting without notifying the general membership.
- C. The Chairman or Secretary shall notify Directors by mail, email, or telephone at least seven days in advance of any Board meeting. The Chairman shall ensure that a written agenda is physically or electronically distributed in the same time frame. The agenda for a regular Board meeting shall include all previous items that remain open for Board action.
- D. The Board shall conduct its meetings face-to-face or via electronic means to ensure maximum participation by Directors. The Board may also invite other members having significant responsibilities within ETE to attend Board meetings in an official capacity. When electronic

participation entails an expenditure of funds, the Board shall ensure that monies are budgeted for that purpose. ETE will not reimburse any Member, including Directors, for the expense of in-person meeting attendance.

- E. A Director unable to participate in a Board meeting may assign a written proxy to another Director. The Director to whom a proxy has been assigned may only vote that proxy on matters that were listed in the written agenda.
- F. All Board of Directors meetings are open to all Voting Members. Unless attending in an official capacity (by invitation of the Board) or asked to address the Board, members should consider their attendance as one of "Visitor in the Gallery" with permission to witness but not participate in the meeting. Members wishing to witness a Board meeting shall bear all costs of their attendance in advance without ETE reimbursement.

#### Section 5. Duties of Officers

- A. The Chairman shall preside at all meetings of the Board of Directors. He/she shall act to carry out the decisions of the Board of Directors.
- B. The Vice-Chairman shall serve in place of the Chairman in his/her absence, at such time having the same authority as the Chairman. He/she shall perform such other duties as the Chairman of the Board of Directors may request.
- C. The Secretary shall record and maintain minutes of all meetings and conduct all necessary correspondence of ETE. The Secretary shall also record in the minutes the names of all Directors in attendance at Board meetings and receive and record written proxy appointments as may be given by those unable to participate.
- D. The Treasurer shall record and maintain adequate records of all moneys received and expended during fiscal year. The Treasurer shall prepare a budget for the following fiscal year by October 1st and submit it to the Board of Directors for their approval. The Treasurer shall prepare and submit to the membership an annual financial statement to be published in the Q3 issue of the Express. The Treasurer shall make the books and records of ETE available for inspection or audit upon the request of any Director. No audit or inspection of the books will be made unless the Treasurer is present.
- E. At the end of his or her term of office, each outgoing director shall return all ETE property, official records and papers, and other Board instrumentalities to ETE by mail to the official ETE National address. In addition, an outgoing director having signatory privileges on any National ETE financial or property account shall properly complete and return signature cards and other documentation required to relinquish custodial and/or signatory responsibility.

### **ARTICLE IV - Chapters**

#### Section 1. Development of Chapters

- A. ETE shall encourage and promote the development of local chapters in any locality where interest is expressed as described in Article I, Sec. 3. In addition, ETE will attempt to further interest in European railways in general and in any and all areas deemed practical by the Board of Directors.
- B. ETE will offer appropriate assistance in the establishment of a local chapter.
- C. Chapters are formed on the basis of geographic locality of the members, not on the basis of a shared interest in one facet of the hobby.

#### Section 2. Chartering of Chapters

- A. A group of 10 or more Voting Members may petition the Board of Directors to form a Chartered Chapter.

- B. Petitioning members shall submit a written proposal to the Board stating the Chapter's name, its purpose, the names of its initial Leaders, any Chapter rules, and the names of all Voting members petitioning the Board.
- C. As written, the proposal cannot contain any provisions or prescribe any course of action that is contrary to or in conflict with ETE by-laws, Rules, or other ongoing activities.

### Section 3. Granting of Charters

- A. Within 90 days of receipt, the Board shall review and discuss the proposal to ensure that it meets the requirements of Section 2 above and notify the petitioners of its decision.
- B. If the proposal is accepted by a simple majority of the Board, the Board shall issue an official Charter document to the Chapter. The Board may present the Charter document to the Chapter leader(s) at an appropriate ceremony. The Board will assign chapter numbers and approve chapter names.
- C. If the proposal is rejected, the Board shall respond to the petitioners detailing the reason for rejection and providing any information that may assist in the revision of the proposal.

### Section 4. Chapter Finances and Membership

- A. A Chapter may establish its own dues and assessments structure independent of that established by the national ETE organization.
- B. The Board of Directors may, without regard to precedent, set a policy of providing modest financial assistance to newly formed chapters.
- C. In areas of adjoining influence, a Voting Member may choose the chapter he/she wishes to join.

### Section 5. Responsibilities of Chapters

- A. Local chapters shall adhere to specific rules set down by the ETE Board of Directors. These may include, but are not limited to, the use of the ETE name, logo and any other concerns so designated. Such rules shall be set out in the ETE Chapter Leader's Guide.
- B. All members of a Chapter shall be members of ETE.
- C. Within the scope of the ETE by-laws, each chapter is independent and free to set its own goals.
- D. To remain chartered, a chapter must have a Leader and must retain a minimum of five Voting Members.
- E. Chapters shall conform to the purpose of ETE as indicated in Article I, Sec. 2.
- F. Chartered Chapters shall appoint as a minimum the positions of President, Secretary, and Treasurer, and communicate these positions and any changes thereof to the Board of Directors.
- G. The Chapter Treasurer shall record and maintain adequate records of all money's received and expended during the fiscal year. The Chapter Treasurer shall submit an annual financial statement to the Board of Directors no later than January 15<sup>th</sup> following the close of the year.

### Section 6. Dissolution of Chapters

- A. By a majority finding of the Board of Directors that a Chapter is chronically and persistently operating outside the scope of its charter, the charter may be revoked.
- B. If a Chapter's membership falls below five Voting Members and remains at that level for three consecutive months, the Board shall review its charter for possible revocation. At its option, the Board may renew this three-month probationary period as many times as deemed necessary to allow the Chapter time to increase membership, or it may proceed with charter revocation as described above.
- C. By a simple majority vote of the Chapter members, the charter may be returned to the ETE Board of Directors thus dissolving the Chapter.

- D. Upon dissolution, all rights to use the ETE name and logo are revoked. Within 30 days, all property held by the Chapter including any funds held in the chapter name shall be tendered to the Board of Directors. In the event the nature of the property is such that it is not easily conveyed, the Chapter leader shall submit to the Board an itemized list of the property along with its location and any recommendations pertaining to its eventual disposal.

#### **ARTICLE V - Dues and Assessments**

- Section 1. The Board of Directors shall establish annual dues for Voting Members for each fiscal year. Associate memberships are gratis. Yearly membership dues are based on the calendar year, from Jan 1<sup>st</sup> to Dec 31<sup>st</sup>.
- Section 2. Dues are payable at the start of each fiscal year and shall be considered delinquent if not received by March 1 of the year in which they are due.
- Section 3. Assessments may be levied upon all Voting Members by approval of at least two-thirds of Voting Members voting in a special election.

#### **ARTICLE VI – Dissolution**

- Section 1. Dissolution of ETE at any time shall be made only upon affirmative vote of at least three-fourths of all members eligible to vote.
- Section 2. Upon dissolution, all assets of ETE and its Chapters shall be contributed to an IRS acceptable charity.

#### **ARTICLE VII - Amendments to the By-laws**

- Section 1. These by-laws may be altered, amended or repealed by approval of at least a two-thirds vote of Voting Members voting in a special election.
- Section 2. Directors shall have no authority to unilaterally amend, adopt or repeal the by-laws of ETE.