

1 **BYLAWS OF THE**  
2 **LSHR**  
3 **MODEL RAILROAD ASSOCIATION**  
4 **Revised October 2, 2008**  
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7 **ARTICLE 1 – DEFINITIONS**  
8

9 **LSHR Model Railroad Association:** The LSHR Model Railroad Association (dba “Lone Star Hi-  
10 Railers Model Railroad Association”, or “Association”) is an organization of Association members  
11 interested and involved in some aspect of participating in and educating the public on the hobby of  
12 model railroading.  
13

14 **Association Member:** A person who meets the requirements of being a member (Regular, Honorary,  
15 Junior, Associate, or Family) in good standing of the LSHR Model Railroad Association.  
16

17 **Association Member in Good Standing:** An Association Member is considered in Good Standing  
18 when he/she is current in dues paid and is not in violation of Association conduct rules as determined by  
19 the Board of Directors.  
20

21 **Designated Representative:** The Association Member designated by the Association to represent the  
22 interests of the Association in any matters pertaining to the Association’s operations or liaison with  
23 other organizations. A Designated Representative for the Association will be selected by a simple  
24 majority of those members present at the time of the selection.  
25

26 **Authorized Proxy:** In the absence of a Regular Association Member at a specific Association meeting,  
27 a proxy, designated in writing (electronic means accepted), may be authorized to act on behalf of the  
28 Regular Association Member in all matters pertaining to the Association.  
29

30 **Quorum:** The presence of one-half of the Regular Association Members in Good Standing shall  
31 constitute a quorum at any business meeting of the members.  
32

33 **Majority:** A Majority (“Majority”) consists of one-half of the Regular Association Members in good  
34 standing (Quorum) at any general membership meeting.  
35

36 **Simple Majority:** A Simple Majority (“Simple Majority”) consists of one-half of the Regular  
37 Association Members present at any general membership meeting. A quorum is not necessary to  
38 establish a simple majority.  
39

40 **Dues:** Monthly dues, in the amount determined by the Board of Directors, maintain an Association  
41 Member’s membership in the Association. Each Association Member shall pay monthly dues at the first  
42 meeting of each month. An Association Member is considered in arrears on dues if not paid by the end  
43 of the month.  
44

45 **Fiscal Year:** The fiscal year of the Association shall be October 1 through September 30.  
46  
47

48 **ARTICLE 2 – BOARD OF DIRECTORS**  
49

50 **General:** Directors of the Association serve on a voluntary basis without compensation.  
51

52 **Eligibility:** Candidates for Association Directors must be Regular Association Members in Good  
53 Standing at the time of nomination and election

54  
55 **Responsibilities:** The Board of Directors (“Board”) shall manage the affairs of the Association.

56  
57 **Composition:** The Board of Directors shall be composed of the current Association officers, the past  
58 Association President and two Regular Association Members in good standing elected by simple  
59 majority of Regular Association Members in good standing. In the event there is not a past President, a  
60 third Regular Association Member will be elected from Regular Association Members in good standing  
61 by a majority of Regular Association Members in good standing.

62  
63 **Qualifications:** Each member of the Board of Directors shall be a Regular Association Member in good  
64 standing.

65  
66 **Elections and Terms:** The terms and elections for officers shall be defined in the Association Charter.

67  
68 **Meetings:** Meetings of the Board may be held from time to time as necessitated by the business of the  
69 Association. An annual meeting of the Board of Directors shall be convened at the beginning of each  
70 fiscal year. All meetings of the Board shall be held without further notice other than regulated in these  
71 Bylaws.

72  
73 **Quorum:** A majority of the directors shall constitute a quorum for the conduct of business at any Board  
74 meeting. If no majority is present, the meeting will be adjourned until such time as a quorum is present.

### 75 76 **ARTICLE 3 – ASSOCIATION OFFICERS**

77  
78 **General:** Officers of the Association serve on a voluntary basis without compensation.

79  
80 **Eligibility:** Candidates for Association Officers must be Regular Association Members in Good  
81 Standing at the time of nomination and election.

82  
83 **Number, Tenure, and Qualifications:** The elected Officers of the Association shall consist of a  
84 President, Vice President, Treasurer, and Secretary. No one person shall hold more than one office at  
85 any one time. All officers shall be Members in Good Standing of the Association and shall serve a term  
86 as defined in the charter.

87  
88 **Election and Term of Office:** The Officers shall be elected each year at the first general membership  
89 meeting of the Fiscal Year and shall take office at the end of the first general membership meeting of the  
90 Fiscal Year.

91  
92 **Removal:** Any of the Officers may be removed upon motion made by any other Member in Good  
93 Standing of the Association and such motion is acted upon by the general membership of the  
94 Association by a majority vote of Regular Association Members in good standing.

95  
96 **Vacancies:** Any vacancy in any elective office, except the Office of President, because of the  
97 resignation, death, or removal of any officer shall be filled by appointment for the remainder of the term  
98 of office by the President, subject to approval of a majority of the remaining Directors.

99  
100 A vacancy in the Office of President shall immediately be filled by the other elected officers in this  
101 order: Vice President, Secretary, Treasurer, or Directors in order.

102

103 **Duties of the President:** The President shall be the principal executive officer of the Association.  
104 Subject to the direction and control of the Board of Directors, he shall be in charge of the business and  
105 affairs of the Association. He shall see that the resolutions and directives of the Board of Directors are  
106 carried into effect except in those instances in which that responsibility is assigned to some other person  
107 by the Board of Directors; and, in general, he shall discharge all duties incident to the Office of  
108 President and such other duties as may be prescribed by the Board of Directors. He shall preside at all  
109 meetings of the members and the Board of Directors. Except in those instances in which the authority to  
110 execute is expressly delegated to another officer or agent of the Association or a different mode of  
111 execution is expressly prescribed by the Board of Directors or these By-Laws, he may execute for the  
112 Association any contracts, deeds, mortgages, bonds, or other instruments which the Board of Directors  
113 has authorized to be executed, and he may accomplish such execution either individually or with the  
114 Secretary or any other officer thereunto authorized by the Board of Directors, according to the  
115 requirements of the form of the instrument  
116

117 **Duties of the Vice-President:** The Vice-President shall assist the President in the discharge of his duties  
118 as the President may direct and shall perform such other duties as from time to time may be assigned to  
119 him by the President or in the event of his inability or refusal to act, the Vice-President shall perform the  
120 duties of the President and when so acting, shall have all the powers of and be subject to all the  
121 restrictions upon the President. Except in those instances in which the authority to execute is expressly  
122 delegated to another officer or agent of the Association or a different mode of execution is expressly  
123 prescribed by the Board of Directors or these By-Laws, the Vice President may execute for the  
124 Association any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors  
125 has authorized to be executed, and may accomplish such execution either individually or with the  
126 secretary or any other officer thereunto authorized by the Board of Directors, according to the  
127 requirements of the form of the instrument.  
128

129 **Duties of the Treasurer:** The Treasurer shall be the principal accounting and financial officer of the  
130 Association. He shall:  
131 a) have charge of and be responsible for the maintenance of adequate books of account for the  
132 Association,  
133 b) have charge and custody of all funds and securities of the Association, and be responsible for  
134 the receipt and disbursement thereof, and  
135 c) perform all the duties incident to the Office of Treasurer and such other duties from time to  
136 time may be assigned to him by the President or by the Board of Directors.  
137 d) ensure that each check written on an Association bank account shall be signed by two officers  
138 of the Association.  
139

140 **Duties of the Secretary:** The Secretary shall record the minutes of the meetings of the members and of  
141 the Board of Directors in written form (electronic means allowed) and will maintain the Association  
142 files in a form that can be easily recovered by other Association Officers or Members in the event of loss  
143 of the files. The Secretary shall see that all notices are duly given in accordance with the provisions of  
144 these By-Laws or as required by law; keep a register of the post office and/or e-mail addresses of each  
145 member which shall be furnished to the Secretary by such member; and perform all duties incident to  
146 the Office of Secretary and such other duties as from time to time may be assigned to him by the  
147 President or by the Board of Directors. The secretary must have access to e-mail in order to conduct the  
148 business of the Association secretary.  
149

#### 150 **ARTICLE 4 – APPOINTIVE OFFICERS**

151

152 **General:** The Appointive officers of the Association may consist of a Newsletter Editor, Librarian, and  
153 such other appointive officers as may be established from time to time by the Board of Directors. Each  
154 appointive officer shall be appointed by the President, subject to the approval of a majority of the Board

155 of Directors, and shall hold office for a term not to exceed one year and terminating at the time the next  
156 newly elected officers are installed.

157

158 **Removal:** Any appointive officer may be removed by the Board of Directors upon the vote of a majority  
159 of the Board.

160

161 **Vacancies:** Any vacancy in an appointive office, regardless of the cause, shall be filled by appointment  
162 by the President, subject to the approval of the Board of Directors, for the remainder of the term.

163

164 **Duties:** Appointive officers shall have such powers and duties as ordinarily pertain to their respective  
165 offices, and such additional powers and duties as may be assigned to them from time to time by the  
166 Board of Directors.

167

168

## 169 **ARTICLE 5 - COMMITTEES**

170

171 **General:** The Board of Directors may establish from time to time such committees as it finds necessary  
172 to carry out the business of the Association. The President shall appoint such members to these  
173 committees as he finds necessary, subject to the approval of a majority of the Board of Directors.

174

175 **Nominating Committee:** There shall be a three member Nomination Committee, consisting of one  
176 director chosen by the Board, plus two additional Regular Association Members in good standing of the  
177 Association. Each year, not later than one month prior to the first general membership meeting of the  
178 new Fiscal Year meeting of the members, the Board shall appoint the Director and two other Regular  
179 Association Members in good standing to serve on the Nominating Committee.

180

181 The Nominating Committee is charged with establishing the slate of candidates for all elected positions  
182 of the Association for which the incumbent's term is ending in the current year.

183

184 At a general membership meeting of the Regular Members next preceding the first general membership  
185 meeting of the new Fiscal Year, the Nominating Committee shall present the slate of candidates for  
186 election at the first general membership meeting of the new Fiscal Year. Nominations may also be made  
187 from the floor at this time and added to the ballot.

188

189 Acceptance of the ballot as presented by the Nominating Committee as amended by nominations from  
190 the floor is made by a simple majority vote of Regular Association Members in Good Standing present  
191 and voting. Once accepted, no additional candidates may be proposed.

192

## 193 **ARTICLE 6 – DUES AND SUBSCRIPTIONS**

194

195 **Regular Membership Dues:** Each Regular Association Member shall pay monthly dues in an amount  
196 determined by a two-thirds majority vote of the Board of Directors.

197

198 **Honorary Membership Dues:** Honorary Association Members do not pay monthly dues. This does not  
199 exempt Honorary Members from other fees that may be necessary due to their association with the  
200 Association.

201

202 **Junior Membership Dues:** Each Junior Association Member shall pay monthly dues in an amount  
203 determined by a two-thirds majority vote of the Board of Directors.

204

205 **Associate Membership Dues:** Each Associate Association Member shall pay dues in an amount  
206 determined by a two-thirds majority vote of the Board of Directors.

207

208 **Family Membership Dues:** A Family Association Member shall pay monthly dues in the amount  
209 determined by a two-thirds majority vote of the Board of Directors.

210

211 **Membership in Good Standing:** To maintain Membership in Good Standing (“Member in Good  
212 Standing, Regular Association Member in Good Standing”) all Association Members (Regular,  
213 Honorary, Junior, and Associate) must be current on their dues and fees payments, if applicable, and  
214 have adhered to the Rules of Conduct of the Association.

215

216 The dues for a month are due on the first meeting of that month and no later than the last Association  
217 meeting of the month. If on the first meeting of a month a Member has not paid dues for any two  
218 months prior to the current month, that Association Member shall no longer be considered a Member in  
219 Good Standing and shall forfeit any and all rights and privileges associated with the position of Member  
220 in Good Standing. Payment of all dues in arrears will automatically reinstate a Member to a Member in  
221 Good Standing.

222

223 If on the first day of a month an Association Member has not paid dues for any three months prior to the  
224 current month, that Member shall be considered for Termination of Membership. Once dropped from the  
225 Membership for non-payment of dues, the former Association Member may request reinstatement by  
226 applying as a new member. The Board will determine if a former member reapplying for membership is  
227 required to pay any past delinquent dues as a requirement for re-application as a member.

228

## 229 **ARTICLE 7 - FINANCES**

230

231 **General:** There shall be one Association general fund, and such other special funds as shall be  
232 established from time to time by the Board of Directors. All general expenses of the Association shall  
233 be paid from the general fund.

234

235 **Limitations of Expenditures:** No amount shall be expended, transferred or otherwise withdrawn from  
236 the general fund without the approval of the members provided, however, that this limitation shall not  
237 apply to amounts expended for rent and utilities and with the following exceptions:

238

a) The Board of Directors may approve expenditures of up to \$500.

239

b) No expenditure may be made that would reduce the Treasury to less than six months of fixed  
240 expenses including but not limited to rent, utilities and insurance. This limit is to be adjusted  
241 annually by the Treasurer to reflect changes in the fixed costs.

242

243

## 244 **ARTICLE 8 – MEMBERSHIP CRITERIA**

245

246 **Criteria:** For an Association Member to be considered for membership in the Association, he/she shall  
247 meet the following criteria:

248

249 A. Have a genuine interest in model railroading;

250 B. Make a genuine attempt to attend Association meetings;

251 C. Have a genuine interest in furthering the interests of model railroading via educational activities to  
252 the general public.

253 D. Open to freely sharing knowledge of the many aspects of the hobby with other Association members  
254 and the public.

255

256 **Classes of Association Members:** The Association shall have five (5) classes of members.

257

258 **Regular Association Member:** A Regular Member of the Association shall consist of those persons 18  
259 years of age or older whose applications are approved by the Board of Directors and Regular  
260 Association Members, who pay the dues as set forth in these Bylaws and who abide by all other rules  
261 and regulations as set forth in these Bylaws or adopted by the Membership or the Board of Directors.  
262

263 Regular Association Members in Good Standing may sponsor a guest, and a sponsored guest may run  
264 their equipment when accompanied by the Sponsoring Member. If a guest has no residence, either part  
265 time or full time, owned, rented or borrowed, within 100 miles of the Association facilities, there is no  
266 limit on the number of sponsored visits that can be made to the Association. Should a guest have a  
267 residence, either part time or full time, owned, rented or borrowed, within 100 miles of the Association  
268 facilities, such guests may be sponsored only three times annually regardless of how many different  
269 Association Members provide the sponsorship.  
270

271 **Honorary Association Member:** Honorary Association Membership may be conferred upon persons  
272 who have rendered outstanding service to the Association. Prospective Honorary Association Members  
273 shall be recommended to the board of Directors by any Member in Good Standing. If the Board concurs  
274 with the Member's recommendation by a vote of a simple majority of Board Member's present and  
275 voting at a meeting of the Board, the motion shall be put to the Membership at the next Regular Meeting  
276 of the Members. If then approved by a majority vote of the members present and voting, Honorary  
277 Association Membership shall be conferred upon such person or persons at that time. Current Honorary  
278 Association Members shall be reaffirmed by a majority vote of the Membership at the beginning of each  
279 fiscal year.  
280

281 Honorary Association Members shall be subject to the same rules of conduct as Regular Members and  
282 entitled to all rights and privileges of Regular Members, except the right to vote, but shall be relieved of  
283 the annual dues set forth in these Bylaws  
284

285 **Junior Members:** A Junior Member of the Association shall consist of those persons less than 18 years  
286 of age whose parent or legal guardian has given permission for the Junior Member to join the  
287 Association, whose applications are approved by the Board of Directors, who pay the dues as set forth in  
288 these Bylaws and who abide by all other rules and regulations as set forth in these Bylaws or adopted by  
289 the Membership or the Board of Directors.  
290

291 Junior Association Members in Good Standing may not sponsor guests to the Association without first  
292 securing the approval of the President of the Association. Such guests are limited to three visits  
293 annually.  
294

295 **Associate Members:** An Associate member of the Association shall consist of those persons not able to  
296 meet the requirements of a Regular Association Member and whose applications are approved by the  
297 Board of Directors and Regular Association Members, who pay the dues as set forth in these Bylaws and  
298 who abide by all other rules and regulations as set forth in these Bylaws or adopted by the Membership  
299 or the Board of Directors. An example of an associate member is a person interested in participating  
300 with the Association, but may live too far away to attend regularly and thus should not have to bear  
301 Regular Association Member monthly dues.  
302

303 Associate Association Members in Good Standing may not sponsor guests to the Association without  
304 first securing the approval of the President of the Association. Such guests are limited to three visits  
305 annually  
306

307 **Family Members:** A Family Member of the Association shall consist of those persons in the immediate  
308 family (spouse, children of members, etc., as determined by the Board) of the Regular Association  
309 Member and whose applications are approved by the Board of Directors and Regular Association

310 Members, who pay the dues set forth in these Bylaws and who abide by all other rules and regulations as  
311 set forth in these Bylaws or adopted by the Membership or the Board of Directors.

312  
313 Family Association Members in Good Standing may not sponsor guests to the Association without first  
314 securing the approval of the President of the Association. Such guests are limited to three visits  
315 annually

316  
317 **Voting Rights:** Each Regular Association Member shall be entitled to one vote on each matter  
318 submitted to a vote of the membership. Honorary, Junior, Associate, and Family Association Members  
319 are not entitled to vote.

320  
321 **Termination of Membership:** Any Member may be removed from Membership in the Association  
322 upon motion made by any other Regular Association Member in Good Standing of the Association. The  
323 motion is reviewed by the Board and a recommendation made to the general membership. The members  
324 vote on the recommendation of the Board. A majority vote of the Regular Association Members in good  
325 standing is required to terminate a membership.

326  
327 **Resignation:** Any Association Member may resign by filing a written resignation with the Secretary,  
328 but such a resignation shall not relieve the Association Member so resigning of the obligation to pay any  
329 dues, assessments or other charges theretofore accrued and unpaid.

330  
331 **Probationary Status:** An Association Member that has not met the criteria listed above or has not paid  
332 the applicable dues or fees shall be considered on probation until the criteria have been met and/or the  
333 dues have been paid. If the Association Member fails to correct the situation then the Association  
334 Member shall be referred for Termination of Membership.

335  
336 **Reinstatement:** A Terminated Member may apply for reinstatement to the Association at any time,  
337 subject to review by the Board of Directors as stated in Article 6, Membership in Good Standing. The  
338 Association Member will be recognized as if he/she were a new applicant to the Association.

339  
340 **Transfer of Membership:** Membership in the Association is not transferable or assignable.

341  
342

### 343 **ARTICLE 9 – RULES OF CONDUCT**

344  
345 **General:** General rules of conduct are described. The Board of Directors may propose amendments to  
346 these rules as deemed necessary by the Board. Changes are voted upon by the Regular Association  
347 Members using a Simple Majority.

348 a) It shall be the duty of all members to be familiar with and abide by the Bylaws of the Association  
349 at all times. A member guilty of conduct detrimental to the advancement of the purpose of the  
350 Association, or reflecting discredit upon it by any improper act or series of acts, shall be subject  
351 to disciplinary action

352 b) Hazing of Members is not allowed

353 c) Accidents or breakage due to misuse or abuse can be grounds for Termination of Membership. A  
354 reasonable cost of the equipment must be paid to the owner by the person(s) responsible. In the  
355 event of a dispute over responsibility or the definition of the abuse/misuse incident, the Board  
356 will decide. The decision of the Board is final and cannot be disputed or appealed.

357  
358

### 359 **ARTICLE 10 – MEETINGS OF MEMBERS**

360

361 **Rules for Conducting Meetings of the Members:** The conduct of all Meetings of the Members shall  
362 be governed by Roberts Rules of Order, Revised.

363  
364 **Quorum:** The presence of one-half of the Regular Members in Good Standing shall constitute a quorum  
365 at any business meeting of the members.

366  
367 **Majority:** A Majority (“Majority”) consists of one-half of the Regular Association Members in good  
368 standing (Quorum) at any general membership meeting.

369  
370 **Simple Majority:** A Simple Majority (“Simple Majority”) consists of one-half of the Regular  
371 Association Members present at any general membership meeting. A quorum is not necessary to  
372 establish a simple majority.

373  
374 **Regular Business Meetings:** There shall be two or more Regular Business Meetings per year of the  
375 Regular Association Members at the time specified in a written notification (includes e-mail) or by  
376 telephone and/or at such other time and place as shall be set by the Board of Directors with a written  
377 notification (includes e-mail) or by telephone of such meeting at least 5 days prior to the actual Meeting  
378 date.

379  
380 The Board of Directors may cancel any Regular Business Meeting with a written notification (includes  
381 e-mail) or by telephone at least 1 day prior to the actual Meeting date.

382  
383 There is no quorum requirement for conducting a Regular Business Meeting. Use of Simple Majority is  
384 used for conducting business at a Regular Business Meeting.

385  
386 **Annual Meeting:** The Annual Meeting of the Members shall be the first general membership meeting of  
387 the new Fiscal Year.

388  
389 A quorum of Regular Association Members in Good Standing must be present to conduct the Annual  
390 Meeting.

391  
392 The Board of Directors may not cancel the Annual Meeting of the Members and may postpone the  
393 Annual Meeting only if a quorum of the Members is not present.

394  
395 **Other Meetings:** All other meetings of the Members shall be construed as social, work or operating  
396 sessions.

397  
398 **Voting on Issues by the Membership:** From time to time, issues concerning the operation and well  
399 being of the Association are brought to the floor during a Regular Business Meeting of the Members that  
400 require that a vote of the Members be taken. The Presiding Officer of the Association shall take a voice  
401 vote to determine if the motion passes or fails with a Simple Majority of Members in Good Standing  
402 present sufficient to carry or defeat any motion before the Members.

403  
404 If a voice vote does not produce a clear choice, then a show of hands vote is required. A show of hands  
405 vote is also required if any Member in Good Standing requests that it be taken. A Simple Majority of  
406 Members in Good Standing present is sufficient to carry or defeat any motion before the Members with  
407 a show of hands vote. In the event of a tie vote, the presiding Association officer may cast the remaining  
408 vote to break the tie.

409  
410 In either case, there is no requirement for a quorum of members to be present.

411







514 Charter members of the Association are those members that join the Association during the first year  
515 after formation. Charter members of the Association do not enjoy any special privileges as a result of  
516 being charter members.

517  
518 Charter members are listed in a separate membership document maintained by the Secretary.

519  
520 **ARTICLE 16 – Effective Date**

521  
522 Upon approval, these Bylaws will be in effect beginning June 1, 2008.  
523 Revised October 2, 2008.

October 2, 2008 Final