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OKLAHOMA N-Rail, Inc.
Articles of Incorporation Amended August 2012

Article I
Name, Purpose and Scope of Organization

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Section 1

The name of this organization is "Oklahoma N-Rail, Inc.", henceforth referred to as "The Corporation".

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Section 2

The mission of The Corporation is to engage in educational, public service and related activities.

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Section 3

The Corporation will engage in the education of its members and of the general public about railroads in Oklahoma, including the history of railroads in the state, the effect of railroads on the history of the state, and the economy, using N Scale exhibits that incorporate model railroads. In addition, the Corporation will engage in the education of its members about model railroads, including the building of displays, operations, and other related areas of knowledge. In addition, the Corporation will engage in Public Service activities and promote railroad safety.

Section 4

Oklahoma N-Rail, Inc. is a not for profit corporation.

(a) No part of the assets of The Corporation and no part of any net earnings of The Corporation shall be divided among or inure to the benefit of any officer or director of The Corporation or any private individual or be appropriated for any purpose other than the purpose of The Corporation as set forth herein; and no substantial part of the activities of The Corporation shall be or include the carrying on of propaganda or otherwise attempting to influence legislation or participation in or intervening in (including the publishing or distributing of statements), any political campaign on behalf or any candidate for public office.

(b) Upon liquidation or dissolution of The Corporation, after payment of all liabilities of The Corporation or due provision therefore, all of the assets of The Corporation shall be disposed of to one or more similar organizations exempt from taxation under the provisions of section 501(c)(3) of the Internal Revenue Code.

Article II
Membership

Section 1

Any person of good character, with a genuine interest in the mission of the Corporation may apply for membership. Requirements for each type of membership shall be defined in the By-Laws including dues.

Section 2

There shall be four classes of membership: Regular, Affiliate, Youth and Honorary. The rights and privileges of each type of member shall be defined in the By-Laws.

Section 3

Notice of dues shall be given to members as set forth in the By-Laws.

Section 4

Disciplinary procedures may be brought against any member, with due cause, as set forth in the By-Laws.

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Section 5

The Corporation will not discriminate against any member, and will adhere to all Federal and State non-discrimination laws.

Article III
Fiscal Year and Business Meetings

Section 1

The fiscal year of The Corporation shall run from January 1 to December 31.

Section 2

There shall be at least one business meeting of The Corporation within the fiscal year.

Section 3

The Annual Business Meeting shall be the first business meeting following the start of the fiscal year. The date for the meeting shall be set by the board of directors, which shall give notice to the membership of the time and place of the meeting at least twenty (20) days in advance.

Section 4

- (a) A quorum will be declared if at least 40% of regular members in good standing, and three officers are in attendance of a scheduled business meeting of the organization.
- (b) Three members of the board of directors shall constitute a quorum for a meeting of the board of directors.

Section 5

All business meetings of this organization shall be generally conducted in accordance with "Robert's Rules of Order, Newly Revised", except where said rules may be in conflict with these Articles of Incorporation or the By-Laws. Intent is to follow general parliamentary procedure, but not necessarily all rules in subject document.

Article IV
Government

Section 1

The government of The Corporation shall rest in the hands of a board of directors made up of the *five* officers of The Corporation.

Section 2

Officers of The Corporation shall be: President, *Vice President*, Treasurer, Secretary and *Chief Engineer*. Responsibilities of each officer are laid out in the By-Laws.

Section 3

- A. The term of office for all officers shall be one year.
- B. There are no term limits except the person elected President can only serve two consecutive terms at a time.
- C. There is no limitation on holding offices in subsequent years other than Section 3 B above.

Section 4

Elections shall be held according to the By-Laws.

1 Section 5

2 A. Any regular member in good standing may nominate for office, any other regular member in good
3 standing according to nomination procedures, outlined in the By-Laws.

4 B. The secretary shall be responsible for conducting a secret ballot for the election of officers.
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6 Section 6

7 Any member of the organization may bring forth a proposal for the consideration of the organization.

8 Only a regular member may second the proposal and subsequently vote on it.
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10 Section 7

11 No officer shall receive any type of remuneration for the performance of service as an officer of the club.
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13 Section 8

14 All officers are required to be familiar with and uphold the Conflict of Interest Policy.
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16 Section 9

17 Any officer may be removed from office by a two-thirds (2/3) affirmative vote of the membership.
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20 **Article V**
21 **By-Laws**
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23 Members of The Corporation shall create, develop and maintain a set of By-Laws for the governance and
24 operations of the Corporation and regulation of its functions. The By-Laws shall contain those items that
25 are referred to specifically in this document. The By-Laws shall contain rules for making additions,
26 deletions and changes. Copies of the By-Laws shall be made available to all members.
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29 **Article VI**
30 **Liability**
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32 Section 1

33 No officer, director, or special chairperson shall be personally responsible or personally liable for acts of
34 commission or omission hereunder, but shall be liable only for actual malfeasance, meaning and
35 intending hereby that no officer, director or special chairperson shall be responsible or liable for any
36 honest errors of judgment on that individual's part, but only for that individual's own willful and corrupt
37 breaches of trust.
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39 Section 2

40 The Corporation shall hold harmless, indemnify and defend any Corporation officer, director or special
41 chairperson for any and all claims, demands, costs, expenses, or suits for damages from any activity or
42 act performed by such officer, director or special chairperson in the furtherance of the aims of this
43 Corporation.
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46 **Article VII**
47 **Miscellaneous**
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49 Section 1

50 These articles may be amended as follows:

- 1 (a) Notice shall be given in writing to the Board of Directors of the proposed amendments to these
2 articles for presentation at a business meeting.
3 (b) The notice of amendment will be presented at a business meeting and must be approved by a two-
4 thirds (2/3) majority of the regular Corporation members in good standing at the meeting.
5 (c) If approved, the notice of amendment will then be published and distributed to all members within 10
6 days.
7 (d) The final vote will take place at the next business meeting or by mail ballot and require a two-thirds
8 (2/3) majority of all regular Corporation members.
9 The notice of amendment must contain any text to be deleted, and the exact text to be inserted.

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11 Section 2

12 The Corporation shall adopt and adhere to a code of conduct that will address any conflict of interest
13 matters.
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