

1
2 | **OKLAHOMA N-Rail, Inc.**
3 *By-Laws, as amended January-September 2011*
4

5 **Article I**
6 **Purpose of Document**
7

8 Section 1

9 These by-laws shall be used for the governing of Oklahoma N-Rail, Inc., a non-profit corporation incorporated in
10 the State of Oklahoma (henceforth referred to as The Corporation) as is authorized by the Articles of Incorporation.
11

12 Section 2

13 These By-Laws may be amended as follows:

14 (a) At a business meeting by a two-thirds (2/3) majority of the regular Corporation members in good standing
15 present at the meeting.

16 (b) By a mail ballot by a two-thirds (2/3) majority of all regular Corporation members.
17

18 Proposed amendments to the By-Laws shall be submitted in writing to the board of directors in time to allow notice
19 of said amendments to be included in the notice of the meeting given to the membership.
20

21 Section 3

22 Should there be a conflict the following is the order of precedence for governing documents:

- 23 1. Articles of Incorporation
- 24 2. Conflict of Interest Policy
- 25 3. By-laws
- 26 4. Any additional documents that may be created to facilitate governance of The Corporation.
27

28
29 **Article II**
30 **Membership**
31

32 Section 1

33 The four classes of membership as stated in the Article of Incorporation are:

34 (a) Regular member: any person meeting the requirements of Section 2 may become a regular member upon
35 payment of annual dues as stated in Article IV. A regular member shall have full membership rights and
36 responsibilities. This includes being able to sponsor Affiliate members, vote and hold office and lead and participate
37 in all activities of The Corporation.

38 (b) Affiliate member: any person, with a strong interest in The Corporation, and wishing to support the organization
39 may become an Affiliate member upon payment of annual dues, as stated in Article IV. An Affiliate member shall
40 receive newsletters, but shall not have the right to hold office or to vote. An Affiliate member may participate in
41 activities of The Corporation, such as running a layout of The Corporation.

42 (c) Youth member: Any person under the age of 18 may become a Youth member upon completion of an
43 application for membership. In addition, any youth member must have a sponsor, who is a Regular or Affiliate
44 member who will take responsibility for the actions and behavior of the Youth member. The sponsor must be a
45 parent or legal guardian. A Youth member will receive any correspondence, including the newsletter through the
46 sponsor who must be an Affiliate or Regular member. A Youth member may participate in activities of The
47 Corporation, such as running a layout, but may not hold office or vote.

48 (d) Honorary member: Any person who has performed outstanding service for and in the best interests of The
49 Corporation may be granted honorary membership. Honorary membership shall be granted by a two-thirds (2/3)
50 vote of The Corporation membership. The term of Honorary membership shall be part of the proposal to confer
51 membership. Honorary members shall have the same rights and privileges as regular members, excluding the rights
52 to vote and hold office.

1 Section 2(a) Any person of good character, with a genuine interest in The Corporation, its goals and its activities may
2 become an affiliate member by completing and submitting an application with the fee for affiliate membership as
3 stated in Article IV.

4 (b) Candidates for regular membership must then complete the following:

- 5 • Attend at least two work sessions
- 6 • Attend at least two business meetings.

7 Having satisfied the above requirements, the Corporation will vote on whether to accept or reject the application for
8 regular membership. A candidate must receive two-thirds (2/3) majority vote of the attending regular members at a
9 business meeting to be accepted as a regular member.

10 (c) The Corporation reserves the right to reject any application for membership.

11 Section 3

12 Notice of dues shall appear in the January newsletter, to be delivered to members before the January business
13 meeting. Any member whose dues are in arrears thirty (30) days after the first business meeting of the fiscal year
14 will be dropped from the roster of regular members.

15 Section 4

16 If a regular member allows membership to go from regular to associate, the member may once again be reinstated as
17 a regular member by a vote of the membership, and payment of regular dues.

18 Section 5

19 Any regular member (plaintiff) may file a formal complaint against another member (defendant). Resolution of the
20 complaint will be through a hearing:

- 21 • The complaint must be filed, in writing with an officer of The Corporation.
- 22 • The defendant must be notified of the complaint in writing and date when the complaint will be brought
23 before the membership – the hearing date.
- 24 • The defendant may request a delay of up to one business meeting.
- 25 • The defendant may request to be represented by another member if the defendant is unable to attend the
26 hearing.

27 The hearing will include a presentation of the complaint and any rebuttal by the defendant. Disciplinary action will
28 be determined by a simple majority vote of the regular members at the meeting. Depending upon the severity of the
29 complaint, disciplinary actions may include:

- 30 • A verbal reprimand
- 31 • A written reprimand
- 32 • A fine
- 33 • Revocation of membership

34 A defendant may appeal the decision to the membership at large. Notice of the complaint, rebuttal by the defendant
35 and minutes of the hearing along with a ballot will be sent out to all regular members.

36 Any individual whose membership has been revoked may not reapply for membership for a six-month period of
37 time.

38 **Article III**

39 **Government**

40 Section 1

41 The officers of The Corporation as stated in the Articles of Incorporation are:

42 (a) President: shall preside over all meetings of The Corporation and of the directors. The President may, from time
43 to time, make such appointments as may be necessary for the conduct of The Corporation's activities.

44 (b) Vice-President: shall preside over meetings and conduct business of the corporation when the President is absent.
45 The Vice-President shall be a member of the Board of Directors.

46 (b) Treasurer: shall have custody of all funds of The Corporation and shall pay all valid financial liabilities of The
47 Corporation, and shall report on the financial accounts of The Corporation to the Board of Directors at board
48 meetings and to the membership at the business and member meetings. The Treasurer will be responsible for
49 notifying individuals regarding payment of dues. The Treasurer shall maintain an up-to-date list of members

1 | including contact information for the purpose of communicating Corporation business to members The Treasurer
2 shall be a member of the Board of Directors.
3 (c) Secretary: shall keep accurate minutes of all board meetings and business meetings, and will report on the events
4 that took place at the previous meeting. ~~The Secretary shall maintain an up to date list of members including~~
5 ~~contact information for the purpose of communicating Corporation business to members~~. The Secretary shall be a
6 member of the Board of Directors.
7 (d) Chief Engineer: shall review all plans for construction or modification of modules and other property of The
8 Corporation. The Chief Engineer shall report to the membership on plans and as well as progress on Corporation
9 sponsored projects. The Chief Engineer shall be a member of the Board of Directors.

10 11 Section 2

- 12 (a) Nomination of officers will be held in September and October. Nominations will close on the last day of
13 October.
14 (b) The Secretary will prepare a ballot listing all nominees for all offices. This ballot will be sent to all Regular
15 Members.
16 (c) Any Regular Member will have the option of filling out the copy of the ballot sent to them and presenting it
17 to a club officer at the meeting or signing the ballot and mailing it to the official address as listed in the
18 Newsletter.
19 (d) During the November meeting, the agenda item under Old Business will be the election.
20 a. The Secretary will distribute ballots to all Regular Members in attendance who have not turned in
21 ballots.
22 b. The Secretary will collect all ballots including those filled out at the meeting and those ballots
23 turned in to officers.
24 c. The Secretary will have the Vice-President or Chief Engineer count ballots with the assistance of
25 one regular member who is not an officer.
26 (e) Results of the ballot will be counted and announced as soon as possible during the meeting.
27 (f) Officers will be elected by a majority of votes cast.
28 (g) If an officer does not receive a majority of votes, a run-off election will be held during the meeting.
29 a. The run-off will be held between the two candidates receiving the most votes.
30 b. Only Regular Members in attendance will be allowed to vote.
31 c. The member receiving over 50% of the votes cast will be declared the winner.

32 33 Section 3

34 Club Officers take office at the start of the January meeting. Term of office is one year for all positions.

35 36 Section 4~~2~~

37 Should a position become vacant before the scheduled end of term, the President will appoint a regular member in
38 good standing to fill the position until such time as a special business meeting of the membership can be called for
39 the purpose of filling the vacant position. Should the President's office become vacant, a special election will be
40 held at a meeting of members within a period of 30 days. Notice of the meeting must be given to members at least
41 15 days in advance.

42 43 44 **Article IV** 45 **Dues**

46 Section 1

47 The annual dues are \$30 .00 for regular membership and \$10 for affiliate membership. Dues for regular membership
48 include membership in National NTRAK.

49 50 Section 2

51 Annual dues shall be paid in full on or before the Annual Business Meeting.

52 53 Section 3

54 Dues paid after November 1 shall include membership for the remainder of the current fiscal year and membership
55 for the following year.

1
2 Section 4
3 Membership fees are paid for the year and are not refundable.

4
5 Section 5
6 In the case where two regular members are in the same family and require only one copy of correspondence from
7 the Corporation, the membership dues for both members shall be \$40 and include one NTRAK membership to be
8 chosen by the family. An additional NTRAK membership may be purchased at cost.

9
10 Section 6
11 There are no dues for Youth membership. However, a Youth cannot be a member without having a sponsor as an
12 Affiliate or Regular member.

15 Article V 16 Meetings

17
18 Section 1
19 Business meetings are scheduled to be held monthly.

20
21 Section 2
22 Should there be fewer than the required number of members for a business meeting but at least 1/3 (one-third) of
23 the regular members or a majority of total membership and a majority of the officers are present, then The
24 Corporation may hold the meeting as a Members Meeting.

25 Normal Business Meeting activities may transpire at a Members Meeting with the exception of the following:
26 (a) No appropriations over \$100 may be approved.
27 (b) No action may be taken regarding membership including approval of new members or removal of
28 existing members.
29 (c) No action may be taken regarding The Articles of Incorporation or The By-Laws.
30 (d) No action may be taken regarding officers, including the election of new officers or the removal of
31 existing officers.

34 Article VI 35 Expenditures

36
37 Section 1
38 All expenditures by the Corporation must be presented to the membership in the Treasurer's Financial Reports. All
39 expenditures over \$100 must be approved by the regular membership.

40
41 Section 2
42 Payment for expenditures will only be made after completion of a "request-for-payment". The Payee or Requestor
43 and at least two officers must sign the request. Any officer making a request for payment must have the signature
44 of two other officers.

45
46 Section 3
47 Any expenditure that exceeds \$1500 must be presented to the members and a vote taken to proceed with
48 consideration of the expenditure. If approved the request must then be published to the entire membership and voted
49 upon at a subsequent meeting for final approval. The procedure may be suspended if it impedes prevention of loss of
50 Corporation property.