By Laws Of
Motorcar Operators West

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By laws
Of
Motorcar Operators West
A California Public Benefit Corporation

Article I. Offices

The principal office for the transaction of business will be in Sacramento County, California

Article II. Objectives and Purposes

The primary objective of this corporation shall be: The association of like-minded people who have an interest in, or own and/or operate railroad maintenance of way equipment know as "motorcars", " section cars", "inspection and/or signal maintainer cars", or "hy rail" vehicles.

The purposes are as follows:

a. Promotion of fun and fellowship among its members.
b. Promotion of motorcar operational safety.
c. Sharing of information among members, and education about motorcars and railroads.
d. Promotion, planning, and sponsorship of motorcar meets and tours.

Article III. Board of Directors

Section 1. Number
The Corporation shall have eleven (11) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

Section 2. Officers
The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer. They shall be elected from the membership of the Board of Directors. The corporation may also have, as determined by the Board of Directors, such other officers as may be needed. Any number of offices may be held by the same person except that neither the Secretary or Treasurer may serve as the President.

Section 3. Powers
Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties
In general, each member of the board of Directors shall perform all duties incident to their office and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 5. Qualifications

a. Member of Motorcar Operators West and NARCOA in good standing.
b. The President shall have been an active MOW member for at least two years.
c. Board member is not to be a board member or excursion coordinator (or position of same responsibility) of another rail car club. Exception is NARCOA)

Section 6. Terms

a. Each seat of the Board of Directors shall be a two-year term. Each director shall hold office until the the board meeting on the last Saturday of January following the annual meeting.
b. Each term of office shall be staggered so that six (6) members shall be elected in even numbered years and five (5) be elected in odd numbered years.

c. The President shall be elected for one year and may be reelected for a maximum term of four years.
d. There is no limitation on the number of terms that general Board members might hold.

Section 7. Compensation
Each director shall serve without compensation. They shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article, if so authorized by majority vote of the Board.

Section 8. Board Meetings

a. Meetings shall be held at such place that is convenient to majority of the board members.
b. Notice of meetings and agenda shall be sent via mail and/or email not less than thirty (30) days before meeting.
c. No meetings of the board may be held without due notice.
d. Special meetings of the board shall be held upon seven (7) days notice.
e. Regular meetings of Directors shall be held no less than once in each six (6) month period.
f. Special meetings may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place convenient to the majority of board members.
g. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all directors participating in such meeting can communicate with one another.

Section 9. Quorum for Meetings
A quorum shall consist of six (6) Directors.

No business shall be considered by the board at any meeting at which a quorum, as herein defined, is not present and the only motion, which the Chair shall entertain at such meeting, is a motion to adjourn.

Section 10. Conduct of meetings
Meetings of the Board of Directors shall be presided over by the President of the corporation or, in the President's absence, by the Vice President. The Secretary shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with provisions of law.

Section 11. Executive Session
At a regular or special meeting of the Board of Directors, upon a vote of Two-thirds (2/3), an executive session may be held, but to only discuss the following:

a. Member matters, unless the member who is the subject of an executive session requests an open meeting or, if the matter involves more than one member, all of the members have requested that the meeting be open.
b. Prior to convening in executive session, the Board President shall announce the topic of the executive session which be reflected in the minutes. The minutes shall also identify the policy and/or bylaw to be discussed.
c. Matters not contained in the motion may be considered in that particular executive session.
d. Member(s) to be violating the policy and/or bylaws and person bringing charges may be present.
e. No action may be taken in executive session except to (1) adjourn or (2) return to public session. No polling of members during executive session.

Section 12. Action by Written consent without meeting
Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing via email or letter to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the next board meeting. Such action by written consent shall have the same force and effect as the vote of the directors with the vote meeting the quorum requirements.

Section 13. Vacancies
Vacancies on the Board of Directors shall exist:

a. On the expiration of a term.
b. On the death, resignation or removal of any director.
c. Whenever a director has been unable to attend two (2) consecutive duly called meetings during the calendar year.

President vacancy:

a. In the event of a vacancy of the President, vacancies will be elected at a special meeting of the board called by the Secretary.

Vacancies on the board may be filled by approval of the board:

a. The affirmative vote of a majority of the directors then in office at a meeting that meets the quorum held pursuant to notice complying with Article III Section 1, Number of these Bylaws.
b. If the number of directors then in office is less than a quorum the vacancy(s) is to be filled by the members.

The tenure of such appointed directors shall be the same as the seat to be filled.

Section 14. Non-Liability of Directors
The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 15. Insurance for corporate agents
The Boards of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

Article IV. Officers and Board Members

Section 1. Number of Officers
The officers of the corporation shall be a President, Vice President, Secretary, and Treasurer.

Section 2. Election of Officers
Officers shall be nominated and elected by the Board of Directors at the board meeting on the last Saturday of January following the annual meeting, and each officer shall hold office for 1 year.

Section 3. Removal and Resignation
The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless other wise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
Directors may be removed without cause by a majority of the votes represented at a membership meeting at which a quorum is present.

Section 4. Duties of President

a. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers.
b. The President shall perform all duties incident to the Presidential office and such other duties as may be required by law, by the Articles of Incorporation of this corporations, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors.
c. The President shall preside at all meetings of the Board of Directors and members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 5. Duties of Vice President
The Vice President shall:

a. Serve as liaison between the President and the committees and serve as an ex officio member of all committees except the nominating committee.
b. Attend board and annual membership meetings.
c. In the absence of the President, or in the event of the Presidents inability, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as maybe prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 6. Duties of Treasurer
Subject to the provisions of these Bylaws relating to the Execution of Instruments, Deposits and Funds," the Treasurer shall:

a. Deposit all funds in a financial institution selected by the Board of Directors.
b. Maintain the financial records of the organization to including runs, and general funds.
c. Provide financial reports for Board meetings.
d. Provide a yearly financial report for membership.
e. Attend board and annual membership meetings.
f. Disburse funds as directed by the Board of Directors upon proper receipt of receipts.

Section 7. Duties of Secretary
The Secretary shall:

a. Record the minutes of the Board of Directors.
b. Record the minutes of the Annual Membership meetings.
c. Maintain the records of the organization including membership, Articles of Incorporation, Bylaws, minutes of Board of Directors, and Annual Membership meetings, election records, and financial reports.
d. Provide notice of election of Board of Directors.
e. Provide records at a reasonable time to members as requested.

Section 8. Duties of Board Members
The Board Member shall:

a. Attend board and annual membership meetings.

Article V. Committees

Section 1. Executive Committee
The Executive committee shall consist of the President, Vice President, Secretary, and Treasurer. Between regular Board meetings, such committee may assume any of the powers and authority of the board in the management of the business and affairs of the corporation, except with respect to:

a. The approval of any action, which under law or the provisions of these Bylaws requires the approval of the members.
b. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records.
c. All actions of the Committee must be affirmed by majority vote of the board at its next meeting. The board may at its discretion, revoke or modify any or all the authority so delegated, and nullify or modify any of the executive committee's actions.

Section 2. Nominating Committee
The nominating Committee shall:

1. Nominating Committee shall consist of three (3) members
2. Two members shall be nominated and elected by the general membership at the annual meeting.
3. Board or president shall appoint one member by the annual meeting. (need to pick board or president)
4. Term of office shall be for one (1) year.
5. President shall select the chairperson.
6. Present the slate 2 months before the annual meeting

This corporation shall make available to members reasonable nomination and election procedures with respect to the election of directors by members. Such procedures shall be reasonable given the nature, size and operations of the corporation.

Section 3. Excursion Committee
The Excursion Committee shall consist of:

1. Excursion Chairperson
    a. Produce a yearly excursion Calendar
    b. Provide support to meet coordinators as needed
    b. Not to be a board member or excursion coordinator of another rail car club. (Exception is NARCOA)
    e. Member of MOW & NARCOA
2. Excursion Coordinator
    a. Organize a excursion for MOW
    b. Insure the safety of excursion participants
    c. Provide final financial and participant reports to Excursion Chairperson
    d. Member of MOW and NARCOA

Section 4. Other Committees
The corporation shall have such other committees as may from time to time be designated by resolution of the Board of directors. These committees may include:

1. Finance and insurance
2. Rulebook and Bylaws
3. Safety

These and other committees may consist in part or in whole of persons who are not also members of the board. The President will appoint the chairperson.

Section 5. Meetings and Action of Committees
The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Article VI. Execution of Instruments, Deposits and Funds

Section 1. Execution of Instruments
The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes
Checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation, except as otherwise authorized by the board.

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

Section 4. Gifts
The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

Article VII. Corporate Records, Reports and Seal

Section 1. Maintenance of Corporate Records
The corporation shall keep at its principal office in the State of California:

a. Minutes of all meeting of directors, executive committee, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
c. A record of its members, indicating their names and address, the class of membership held by each member and the termination date of any membership.
d. A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, of the corporation at all reasonable times.

Section 2. Directors ' Inspection Rights
Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

Section 3. Members' Inspection rights
Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member in good standing:

a. To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon ten (10) business days' prior written demand and payment of a reasonable charge, which demand shall state the purpose for which the inspection rights are requested.
b. To inspect at any reasonable time the books, records or minutes of proceedings of the members upon written demand on the corporation by the members, for a purpose reasonably related to such person's interests as a member.

Section 4. Annual Report
The board President shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and to any member. The report shall contain the following information in appropriate detail:

a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
b. The principal changes in assets and liabilities, including during the fiscal year.
c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
d. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
e. A brief critical narrative report of the Society's activities during the previous year.

Article VIII. Fiscal Year of the Corporation

The fiscal year of the corporation shall begin on the first of January and end on the 31st of December in each year, unless changed by two-thirds (2/3) vote by the full Board of Directors.

Article IX. Amendment of Bylaws

Subject to any provision of law applicable to the amendment of By laws of public benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new By laws adopted as follow:

a. By approval of the members of this corporation.
b. Quorum to be as defined in Article XIII Section 4 in these Bylaws.

Article X. Prohibition Against Sharing Corporate Profits and Assets

No member, director, officer, employee or other person connected with this corporation, or any private individual, shall receive at any time any of the net pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person or reasonable compensation for service performed for the corporation in effecting any of its public or charitable purposes provided that such compensation is otherwise permitted by these Bylaws, and is fixed by resolution of the Board of Directors and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

Article XI. Members

Section 1. Determination and Rights of Members
The Society shall have the following classes of membership:

a. Regular
b. Other classes as determined by the Board of Directors

All membership shall have the same rights, privileges, restrictions and conditions. Each membership category shall have no more than one vote.

Section 2. Fees, Dues and Assessment
The dues structure will be determined by majority vote of the Board of Directors.

Section 3. Membership Book Records
The corporation shall keep a record of names and address of the membership of this corporation which shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

Section 4. Nonliability of Members
A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

Section 5. Suspension, Sanctions or Termination of Membership
Grounds for Termination- The membership of a member shall terminate upon the occurrence of any of the following events:

a. Upon his or her notice of such termination delivered to the president or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
b. Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interest or purposes of the corporation.
c. If this corporation has provided for the payment of dues by members, upon a failure to renew his or her membership by paying dues on or before their due date. Such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Treasurer of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

Procedure for Expulsion-Following the determination that a member should be expelled under Subparagraph (a) (b) of this section, the following procedure shall be implemented:

a. A notice shall be sent by first-class or registered mail to the last address of the member as shown on the corporation's records, setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) days before the proposed effective date of the expulsion.
b. The member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the quorum and voting rules set forth in these Bylaws applicable to the meetings of the Board. The notice to the member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
c. Following the hearing, the Board of Directors shall decide whether or not the member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.

d. If this corporation has provided for the payment of dues by members, any person expelled from the corporation shall not receive a refund of dues paid for the current year.

Section 6. Rights on Termination of Membership
All rights of a member in the corporation shall cease on termination of membership as herein provided.

Article XII. Voting

Section 1. Voting Rights

a. Each member is entitled to one vote on each matter submitted to a vote by the members.
b. Voting in a duly held meeting shall be by voice vote or by written ballot with exception of the Board of Directors.
c. A written ballot may not be revoked by the corporation if verified by receipt or deposit date, that meets the deadline as stated on ballot.
d. A quorum for voting by ballot or voice shall meet requirements as stated in Article XIII Section 4.

Section 2. Election of Board Members

a. Cumulative voting for the election of directors shall not be permitted.
b. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.
c. Directors are to be elected by written ballot. Such ballots for the election of directors shall list the persons nominated with personal information statements at the time the ballots are mailed or delivered.

Section 3. Action By Written Ballot without a Meeting

a. Any action, which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member, entitled to vote on the matter.
b. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disproval of each proposal, provide that where such person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith and provide a reasonable time within which to return the ballot to the corporation.
c. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Article XIII Section 3.
d. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action.

Article XIII. Meetings

Section 1. Annual and other Regular Meetings

a. The members shall meet annually during the Fall (September, October, or November) in each year, at such location as may be designated by the Board of Directors
b. The annual meeting of members for the purpose of electing directors shall be deemed a regular meeting and any reference in these Bylaws to regular meetings of members refers to this annual meeting.
c. Other regular meetings of the members may be held from time to time as needed.

Section 2. Special meetings of Members
Person who may call special meetings of members-

a. Special meetings of the members shall be called by the Board of Directors, or the President of the corporation.
b. In addition, special meetings of the members may be called by five (5) percent or more of the members. Special meeting will meet the same criteria as all meetings as defined in the Bylaws.

Section 3. Notice and Content of Meetings

a. Time of Notice-Whenever members are to take action at a meeting, a written notice of the meeting shall be given by the Secretary not less than thirty (30) nor more than ninety (90) days before the date of the meeting to each member in good standing.

b. Contents of Notice-Notice shall be deemed to have been given at the time when deposited in the mail or other means of written communication.
Notice of membership meeting shall state:
   1. Place, date, and time of the meeting.
   2. General nature of the business to be transacted.
   3. If election is to be held, a list of positions and nominees statements.

c. Notice of Meetings Called by Members – If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the, President, Vice President, or Secretary of the corporation. The officer receiving the request shall promptly cause notice to be given to the members entitled, to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the Board and shall not be less than thirty (30) nor more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

Section 4. Quorum for Meetings

a. A quorum shall consist of the number of voting members of the corporation equal to twice the number of Board of Directors of the corporation Plus (+) one (1) (Total 23)
The members present at a duly called and held meeting at which a quorum is initially present may not continue to do business with a loss of quorum at the meeting due to a withdrawal of members from the meeting.

Section 5. Conduct of Meetings

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or in the absence of all of these persons by a chairperson chosen by a majority of the voting members. The Secretary of the corporation shall act as a Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

Certificate

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were as duly adopted by the Board of Directors of said corporation on _____.

Secretary_____ Date_____
Signature
_____
Print

President_____ Date_____
Signature
_____
Print

Approved: May 16, 1992—San Luis Obispo, California
Revised: November 4, 2000-Auburn, California-Bd. Meeting
Revised: May 30, 2004
Revised: November 20, 2004