

Steel Mill Modelers Special Interest Group (SMMSIG)

Bylaws

9 Westminster Shopping Center, #333
Westminster, Maryland 21157

August 13, 2019

Article 1. Name

Section 1. Organization Name

The name of the organization shall be The Steel Mill Modelers Special Interest Group, Inc., aka the Steel Mill Modelers SIG or the SMMSIG.

Section 2. Organization Status

It shall be a non-profit, non-sectarian, non-partisan, non-stock corporation.

Article 2. Nonprofit Purposes

Section 1. IRC Section 501(C)(3) Purposes

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

Section 2. Specific Objectives and Purposes

The specific objectives and purposes of this corporation shall be:

- a. To act as a forum for the members' exchange of information and ideas, and to develop improved ways for hobbyists to learn the art and science of steel mill modeling and related modeling activities pertaining to steel mills.
- b. To provide leadership for planning, developing, coordinating, and expanding the above; and

- c. To promote, develop, support and encourage participation by the public in the above; and
- d. To promote, develop and support event activities as provided for in Article 7.

Article 3. Members and Dues

Section 1. Members

Membership shall be open to all with an interest in steel mill modeling and related modeling activities pertaining to steel mills. Membership in the National Model Railroad Association is encouraged but not required.

Section 2. Voting

Each member shall have one vote on any matter on which a vote of members is taken.

Section 3. Dues

Members shall pay dues as established from time to time by resolution of the Board of Directors.

Membership includes four issues of "The Steel Mill Modelers Journal". These issues will be print, electronic or both, as determined by the board of directors.

Section 4. Good Standing

A member is in good standing so long as said member is, according to the books and records of the corporation, current with his or her dues.

Section 5. Expulsion from Membership

Any member may be expelled from membership, without the assignment of any cause, upon an affirmative vote of two-thirds (2/3) of all members of the Board of Directors at a meeting of the Board, provided that written notice of the intention to expel and reasons therefore have been provided to the member. No member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Article 4. Directors

The purpose of the Board of Directors is to provide long term strategic leadership to the SMMSIG. Day to day operations of the SMMSIG will be conducted by the officers of the corporation.

Section 1. Interim Board of Directors

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Section 2. Board of Directors

The permanent Board of Directors shall consist of five (5) members.

1. Term to begin on 1 January 2016
2. Term to begin on 1 January 2016
3. Term to begin on 1 January 2017
4. Term to begin on 1 January 2017
5. Term to begin on 1 January 2017

Section 3. Qualifications

- a. Any Member, provided he or she is at least eighteen (18) years of age, may serve as a Director of the corporation.
- b. Directors must be members in good standing of the SMMSIG and NMRA when elected and throughout their term

Section 4. Powers

The business affairs of the corporation shall be managed by a Board of Directors who shall exercise or direct the exercise of all organizational powers. The Officers and members of the Board of Directors shall use their best efforts to carry out in good faith the purposes and exercise the powers so as to further the experience and appreciation of steel mill modeling.

Section 5. Duties

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by the Articles of Incorporation, or by these Bylaws, or by governmental laws.

- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation.
- c. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- d. Meet at such times and places as required by these Bylaws.
- e. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

Section 6. Term of Office

The term of office for any elected Director will be for three (3) years. A Director may serve as many consecutive terms to which he or she is elected.

The Board of Directors, by a two thirds (2/3) vote of the entire Board at a meeting duly called for the purpose, may for any cause whatsoever at any time remove one or more members of the Board of Directors elected by the members.

Any Director may resign effective upon giving written notice to the President, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Section 7. Compensation

Directors shall serve without compensation, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

Section 8. Meetings

Meetings of the Board of Directors may be called by any member(s) of the Board. Each Board member present at the meeting shall have one vote. Notification of these meetings to the SMMSIG membership is not required.

Section 9. Place of Meetings

Meetings shall be held at such place as determined by the Board of Directors.

Section 10. Notice of Meetings

Notice of meeting(s) shall be communicated to the Board members in a timely manner.

Section 11. Quorum for Meetings

A quorum at any Board meeting shall be a majority of the entire Board of Directors. An act by the majority of the Board present at any meeting at which there is a quorum shall be the act of the whole Board, except as otherwise provided by these bylaws or governmental laws. The vote by majority of those present at any duly constituted Board Meeting shall be sufficient to authorize action.

Section 12. Majority Action as Board Action

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board. In the event of a tie vote, the President's vote shall determine the outcome of the matter under consideration.

Section 13, Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice President, or if no such person has been so designated, or, in his or her absence, by a person chosen by a majority of the Directors present at the meeting. The Secretary of the corporation 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 the then current edition of Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or governmental laws.

Section 14. Vacancies

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. A Board member may resign for any reason by providing written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or governmental laws, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person

elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Should a Director miss three consecutive meetings of the Board without good cause, he or she shall be considered to have resigned.

Section 15. Elections of Directors

The time and method of election of Board Members shall be decided by the Board.

In August the membership will be notified that nominations are being solicited for a vacancy, or vacancies, on the Board in the upcoming year. Current Board members can be nominated for re-election. Members in good standing must nominate members in good standing. Members who are nominated are requested to supply the Membership Chairperson with a brief biography that will be sent with the ballot. The Membership Chairperson will verify that Nominees are members in good standing at the time of nomination and for the upcoming term on the Board. Nominations must be received by midnight August 31st. Ballots and biographies shall be distributed to members in good standing in September. Ballots shall be returned to the Membership Chairperson postmarked no later than midnight November 30th. Ballots postmarked after November 30th will not be counted. The person receiving the highest number of votes cast shall be elected to the first vacancy. The person receiving the second highest number of votes shall be elected to the second vacancy. The person receiving the third highest number of votes cast shall be elected to the third vacancy. And so forth till all vacancies are filled.

Section 16. Non Liability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 17, Indemnification by Corporation of Directors and Officers

The Directors and officers of the corporation shall be indemnified by the corporation, to the fullest extent permissible, in accordance with applicable governmental laws.

Article 5. Officers

Section 1. Designation of Officers

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be elected by the Board annually at the first meeting of the Board following the Annual Meeting but not later than fourteen days following the Annual Meeting.

In the event of death, resignation, or incapacity of the President, the Vice President shall become the President for the remainder of the term.

Section 2. Qualifications

With the exception of the office of President and Vice President, any member may serve as an officer of this corporation provided he or she is at least eighteen (18) years of age. Only a Director may serve as President or Vice President of the corporation, and the President also serves as the Chairman of the Board of Directors.

Section 3. Election and Term of Office

Officers shall be elected by the Board following the Annual Meeting of the corporation. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be named and qualified, whichever occurs first.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by the Board of Directors, 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 otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

Section 6, Duties of Officers

The various officers shall have the powers and duties that customarily appertain to their respective offices, including those hereinafter provided for and, in addition, such powers and duties as the Board of Directors may from time to time designate and confer.

a. President

The President shall preside at all meetings of the Board and of the Membership. The President shall have general charge and supervision of the affairs of the corporation, and shall be responsible for seeing that the resolutions and actions of the Board are carried into effect.

b. Vice President

The Vice President shall supervise such committees as the Board may designate. The Vice President shall preside at any meeting where the President does not preside.

c. Secretary

The Secretary shall act as secretary of all meetings of the Board and shall keep the minutes thereof and shall see that all notices required to be given are duly given or served. In the absence of the Secretary the minutes shall be taken by a person designated by the presiding officer.

d. Treasurer

The Treasurer shall have the care and custody of the funds of the corporation and shall handle and disburse the same under the direction of the Board of Directors. All funds of the corporation shall be deposited in the name of the Corporation in such banks as the Board of Directors may designate. The Treasurer shall keep or cause to be kept proper books of account showing all monies received and distributed and all assets and liabilities of the corporation and at least once each year provide a statement of income and expenses of the Corporation to the Board of Directors. The books of record shall be audited at least once a year by a person or entity appointed by the Board of Directors. The treasurer shall also:

- i. Prepare in coordination with a qualified tax account the IRS Form 990. Submit to the president for signature and submission.
- ii. Issues letters confirming 501 (c)(3) donations.
- iii. Must obtain from the president or vice-president written authorization for disbursements in excess of \$250.00 except for written invoices from hotels or conference centers in conjunction with the annual meeting and expenses related to the publication of the journal.

iv. Receives dues and renewals. Forwards the membership applications to the membership committee chairperson and validates payment of dues.

Article 6. Committees

From time to time, The Board of Directors may create committees, committee officers and committee members for such purpose and with such powers and duties as the Board determines.

Article 7. Meetings and Events of the Corporation

Meetings and/or events of the membership may be called at the discretion of the Board, but are not mandatory as all issues of interest to the membership can be discussed and distributed electronically. Issues requiring votes of the membership can also be addressed electronically.

Notwithstanding the above, it is desired to have an annual meeting in conjunction with an Annual Steel Mill Modelers Meet.

The board shall determine the protocol, structure and governance of all meetings and events of the membership.

Article 8. Conflict of Interest

Directors shall disclose to the Board any conflicts of interest which arise, and no elected Director shall vote on any matter which would involve a conflict of interest. In the event that a Director questions whether a conflict exists, the issue shall be decided by a majority vote of the elected Directors present and voting, provided that the Director in question shall not vote.

Article 9. Internal Revenue Code 501(c)(3) Tax Exemption Provisions

Section 1. Limitations on Activities

No part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition against Private Inurement

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Article 10. Dissolution

Section 1, Transfer of Assets

In the event that this organization should be dissolved for any purpose whatsoever, all assets of the Corporation, upon concurrence of the Board of Directors, will be transferred to an organization that promotes model railroading and/or steel mill modeling. None of the assets will be distributed to any member, officer or Director of this organization.

Article 11. Amendment of Bylaws

Section 1. Proposers of Amendments

Amendments to the Bylaws may be proposed by a SMMSIG member(s), officer(s) or Board Member(s).

Section 2. Proper Notice

The proposed amendment shall be distributed to the Board for discussion.

Section 3. Action by the Board

The Board may revise the proposed amendment as a result of discussions, vote on rejecting the proposed amendment or vote on accepting the proposed amendment. Acceptance of the proposed amendment requires an affirmative vote of 2/3 of the Board of Directors.

Article 12. Construction and Terms

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with the applicable state governmental office used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

Article 13. Adoption of By Laws

These Bylaws will become effective when approved by the Interim Board of Directors, in accordance with Article 4, Section 8.

These Bylaws are hereby adopted by the Board of Directors via electronic communication. Date of adoption is November 4, 2014

The undersigned being the initial incorporator of this corporation, hereby adopts the foregoing Bylaws, consisting of 11 pages, as the bylaws of this corporation.

These Bylaws are hereby adopted by the Board of Directors via electronic communication. Date of adoption is August 13, 2019

Jim DiPaola, Acting President
August 13, 2019