

MONTANA NTRAK, Inc.
An N Scale Model Railroading Club

BY-LAWS

ARTICLE I
THE CLUB

SECTION 1. Name. The Club shall be named MONTANA NTRAK, Inc. It shall present itself publicly as MONTANA NTRAK, N Scale Model Railroading Under the Big Sky.

SECTION 2. Objective. The Club shall be formed and maintained as a non-profit association for the purpose of promoting and practicing the hobby of N Scale model railroading and for public educational activities and public charitable activities.

SECTION 3. Trademark. MONTANA NTRAK, N Scale Model Railroading Under the Big Sky and the Club official logo each shall be registered under copyright protections with the Government of the United State of America as both a Brand Name and a Trade Mark.

SECTION 4. Club Activity Year and Fiscal Year. The Club Activity Year and Fiscal Year shall be one in-the-same and shall begin on the first Sunday in October, when the Club shall hold its Annual Meeting, and continue until midnight on the first Saturday of the following October.

SECTION 5. Membership. Membership shall be open to any person actively engaged in or desirous of engaging in the hobby of N scale model railroading, subject to the limitations of membership classifications cited in ARTICLE III.

SECTION 6. Amending the By-Laws. The By-Laws may be amended by a majority vote of the Board of Directors, subject to approval by a majority of Regular Members present at the next Annual Meeting, so long as those Regular Members have been notified in writing one month in advance and a Club Quorum is present. Club By-Laws also may be amended by a majority vote of Regular Members present at any Called Meeting of Regular Members at which a Club Quorum is present and after at least one month notification in writing has been given to all Regular Members.

SECTION 7. Dissolution. The Club may be dissolved by a vote of two-thirds of Regular Members present at an Annual Meeting where a Club Quorum is present. It also may be dissolved by a vote of two-thirds of Regular Members present at any Called Meeting of Regular Members when a Club Quorum is present. In the event of a desire for dissolution, disposition of Club assets shall be recommended by the Board of Directors and subjected to approval by a two-thirds vote of those Regular Members present at an Annual Meeting or at a Called Meeting of Regular Members where a Club Quorum is present. Such disposition must take into consideration the rights of all Club members.

ARTICLE II ADMINISTRATION

SECTION 1. Board of Directors. A Board of Directors, composed of five Regular Members, shall be elected at the Annual Meeting by a majority vote of Regular Members. The Board shall be responsible for governing the activities of the Club. The Board shall propose annual Club dues and necessary fees, which shall be approved by a majority vote of Regular Members present at the next Annual Meeting or at a Called Meeting of Regular Members, so long as a Club Quorum is present. All Club powers not specifically prohibited or assigned shall be vested in the Board of Directors.

SECTION 2. Elections and Special Election. In all elections, nominations shall be accepted from the floor. The President shall fill Board vacancies until a Special Election may be held at a Called Meeting of Regular Members or until the next Annual Meeting. The Club Treasurer shall act as the principal Club officer if the Club presidency is vacant. The Club Secretary shall act as the principal Club officer in the absence of the Club President and Club Treasurer.

SECTION 3. Club Officers. Club Officers shall be elected by and from within the elected Board of Directors, to include: President, Treasurer, Secretary, Superintendent, and Director-At-Large. The Board shall elect Club Officers at the Annual Meeting immediately following the election of the Board, and the result shall be announced to the Club. Duties of Club Officers shall be:

(a) President. The President shall preside at the Annual Meeting, at all Board Meetings, and at all Called Meetings of Regular Members, and shall appoint Regular Members to all committees and shall be an ex-officio member of all committees. The President shall have authority to appoint Regular Members to tasks which are not herein specified for or required of officers. The President shall be responsible for Club activities, planning, and conduct.

(b) Treasurer. The Treasurer shall have custody of and keep account of all financial asset and present to the Board of Directors a statement of such funds and properties as may be required by the Board. The Treasurer shall be responsible for collecting dues and fees and for certifying Regular Members in good standing before voting. The Treasurer shall preside at any meetings at which the President is absent.

(c) Secretary. The Secretary shall keep accurate minutes of all Annual, Board, and Called Meetings of Regular Members, and shall be responsible for notifying Regular Members of meetings and activities. The Secretary shall be responsible for Club correspondence and for informing Regular Members of any changes to Club By-Laws and Rules. The Secretary shall secure and preserve the official records of the Club. The Secretary shall preside at any meetings at which the President and Treasurer are absent.

(d) Superintendent. The Superintendent shall be responsible for coordinating all Club operating setups and layouts, shall remain coordinated with the Board and with all set-up

and layout venue management and with Club Regular Members and guests. If the time or location of a Club presentation changes, or a change in a layout design occurs, the Superintendent shall notify all Regular Members and guests who have pledged to attend. The Superintendent shall have authority to enforce all NTRAK Standards and all Club Operating Rules, and shall have the authority to reject any person's module, locomotive, or rolling stock that does not meet NTRAK Standards and Club Operating Rules. The Superintendent shall keep Regular Members informed of NTRAK standards revisions. The Superintendent may appoint any Regular Member as a Deputy Superintendent for an event. A Deputy shall have the full authority of the Superintendent. The Superintendent shall preside as the principal Club authority at meetings at which the President, Treasurer, and Secretary are absent.

(e) Director-At-Large. The Director-At-Large shall act as the Club Parliamentarian and is to take over duties of other officers during their absence and to serve as a committee chairman when so directed by the President. The Director-at-Large shall be an ex-officio member of all committees.

SECTION 4. Independent Audit. An independent audit of all Club fiscal activities shall be conducted by the end of the last quarter of each Club Activity and Fiscal Year and reported immediately in writing to the Regular Members.

SECTION 5. Terms of Office. The term of office for Board of Directors shall be one Club Fiscal and Activity Year. Directors shall not be limited to terms of office.

SECTION 6. Board Meetings. Board of Directors Meetings shall be held at least quarterly during the Club Activity and Fiscal Year, each at the call of the President or by a majority of the Board and at the convenience of all Board members who shall have been notified at least one week before a meeting date, emergency situations notwithstanding. Three Directors shall constitute a quorum. All Board Meetings shall be open to Regular Members; however, it shall be at the discretion of the Board whether a non-Board member shall be permitted to address a meeting. A majority of Board members present must agree on any Club business. A majority of Board members present must agree to adjournment.

SECTION 7. Expenditures. All Club expenditures shall require the signatures of the Treasurer and one other Club Officer. In the absence of the Treasurer, upon notifying the remaining Board Members, the Secretary and one other officer shall exercise the powers of the Treasurer. In the absence of the Treasurer and the Secretary, upon notifying the remaining Board Members, the President and one other officer shall exercise the powers of the Treasurer.

ARTICLE III MEMBERSHIP

SECTION 1. Classification of Members. The following classification of members, with limitations as specified, shall be:

(a) Regular Members. Regular Members are to be at least 18 years of age. A Regular Member, in good standing, who may benefit from and enjoy all rights and responsibilities of the Club, must pay the Club annual dues at the Club Annual Meeting. Those who have not been suspended or dismissed, who petition for membership after one month or more following the Annual Meeting, must promptly pay prorated dues, based on a monthly 12-month period. All Regular Members must build or acquire at least one standard NTRAK module within one year of joining the Club.

(b) Family Members. Immediate family of Regular Members shall be considered Family Members, including all related dependent children up to the age of 18 years of age. Family Members may attend Club events, but they may not vote. No Family Member may attend a Club event without the company of and supervision of a Regular Member.

(c) Associate Members. Associate Members are to be at least 18 years of age. An Associate Member, in good standing, who may benefit from and enjoy all rights and responsibilities of the Club, with the exception of voting on club business and other matters, must pay the Club annual dues at the Club Annual Meeting. Those who have not been suspended or dismissed, who petition to be an Associate Member after one month or more following the Annual Meeting, must promptly pay prorated dues, based on a monthly 12-month period. Associate Members shall not be required to build or acquire a standard NTRAK module.

(d) Associate Family Members. Immediate family of Associate Members shall be considered Associate Family Members, including all related dependent children up to the age of 18 years of age. Associate Family Members may attend Club events, but they may not vote. No Associate Family Member may attend a Club event without the company of and supervision of the Associate Member.

SECTION 2. Voting. All Regular Members, in good standing, as defined herein, shall be eligible to vote on the basis of one vote per one Regular Member. Proxy votes shall not be accepted. A Regular Member must be present to vote.

SECTION 2. Probation Period. Application for membership shall be made with payment of dues and fees specified by the Club. Membership acceptance shall be after a probation period of no longer than six months following application. Acceptance of membership shall be subject to approval by a majority of the Club Board of Directors.

SECTION 3. Suspension and Dismissal. Regular Members who have not paid dues and fees for two months are subject to suspension and dismissal by a majority vote of the Club Board of Directors. Members in violation of Club Rules or those who have not fulfilled responsibilities of membership are subject to suspension and dismissal by a vote of the majority of the Board of Directors. Suspended or dismissed members will be refunded any remaining dues on a monthly, 12-month prorated basis, and any personal property held by the Club shall be returned, including modules.

SECTION 4. Reinstatement. Reinstatement of suspended or dismissed members shall be subject to a majority vote of the Board of Directors. Application for reinstatement must include full payment of all dues and fees assessed during the period of suspension or dismissal.

SECTION 5. Resignation. Regular Members must apply to the Board of Directors to resign from the Club in advance of the date resignation is to commence. Members who resign must reapply for membership. Dues remaining will be returned on a monthly 12-month prorated basis.

SECTION 6. Club Responsibility. The Club shall accept financial responsibility for property on loan to the Club, providing consent to the loan had been obtained from a majority of the Board of Directors in advance of the loan itself. Neither individual Club Members nor individual Members of the Board of Directors shall be responsible for any liability or action against the Club.

SECTION 7. Member Privileges. Regular and Family Members shall be granted and afforded all privileges of the Club as prescribed in MONTANA NTRAK, Inc., By-Laws.

SECTION 8. Size of Membership. Membership shall remain open.

ARTICLE IV CLUB MEETINGS

SECTION 1. Classes of Meetings. Meetings shall be classified as follows:

- (a) Annual Meeting. The Annual Meeting shall be held in the presence of a Club Quorum at the beginning of the Activity and Fiscal Year for the purpose of electing a Board of Directors and for other Club business as proposed by the Board of Directors or as lawfully proposed by Regular Members of the Club. All Regular Members shall be notified one month in advance of the date, time, place, and agenda of the Annual Meeting.
- (b) Board of Directors Meetings. Directors shall meet as required in ARTICLE II, Section 6.
- (c) Called Meeting of Regular Members. A Called Meeting of Regular Members shall be held whenever necessary to conduct Club business, including special elections and imposition of fees or for other business. Such meetings shall be called by the President or by a majority of the members of the Board of Directors or by any four Regular Members having Club business or concerns to present for action. Regular Members shall be given one month notice of a Called Meeting of Regular Members. A Club Quorum must be present to conduct business at a Called Meeting of Regular Members.

(d) Regular Meetings. Regular Meetings of the Club shall be held the first Sunday of each month for the purpose of practicing and enjoying the craft of N scale model railroading. No Club business may be conducted at Regular Meetings.

(e) Work Sessions and Committee Meetings. Work Sessions and Committee Meetings shall be called by the President to perform tasks or for planning for set-ups or exhibitions. No Club business may be conducted at Work Sessions and Committee Meetings.

SECTION 2. Club Quorum. One Regular Member more than one-half of the Club's Regular Members shall constitute a Club Quorum. No business may be conducted at an Annual Meeting or at a Called Meeting of Regular Members at which a Club Quorum is not present.

SECTION 3. Adjournment. Any Annual Meeting or Called Meeting of Regular Members may be adjourned by a vote of a majority of the Regular Members present. No further business may take place following adjournment.

SECTION 4. Parliamentary Procedures. Meetings shall be governed by the most recent edition of Robert's Rules of Order.

ARTICLE V NEWSLETTER & WEBSITE

SECTION 1. Club Newsletter. A Club Newsletter may be produced and printed. It shall be named MONTANA NTRAK NEWS. One copy of each issue shall be made available to each Regular Member. It may be published 12 times, once each month, during the Club Activity and Fiscal Year. Subscription price for those who are not Regular Members of the Club shall be set by the Board of Directors, shall be payable upon subscription application, and shall be prorated on a monthly 12-month basis; however, no refund will be made should a subscription be canceled. The Board of Directors shall name the newsletter Editor, who shall serve at the pleasure of the Board. The Editor shall present the newsletter to the Board of Directors for review prior to each publication.

SECTION 2. Club Website. The Club shall establish, operate, and fund a website. The Board of Directors shall name the Club Web Master, who shall serve at the pleasure of the Board of Directors. The Web Master may be compensated by the Board of Directors.

ARTICLE VI CLUB RULES

SECTION 1. The following Rules shall apply.

Rule 1. Publicity. Communications produced by any Club member or any other person, designed to represent the Club or any of its activities, will be subject to editing and approval by the Board of Directors. No Member or any other person, except as designed

by the Board, may arbitrarily or unilaterally speak for or represent the Club or its activities.

Rule 2. Misuse. No one may use the Club for personal, promotional, or commercial enterprise or gain. The Club logo shall not be used by any person or commercial enterprise, except with the prior approval of a majority of the Board of Directors.

Rule 3. Behavior. All Members and Club guests are expected to conduct themselves as proper ladies and gentlemen, being mindful of their personal demeanor and of their expressions and use of language around others and of how they address others.

Rule 4. Alcohol and Tobacco Use. Alcohol and tobacco use or consumption in any form shall not be permitted during any Club meeting.

Rule 5. Club Documents. All Club documents, drafts, or other instruments, shall be dated with day, month, and year where possible.

Rule 6. Housekeeping. Each Member shall be responsible for maintaining a clean work or display area during Club meetings and activities and shall be responsible for general clean-up after Club meetings or activities.

Rule 7. Module Standards. Unless a waiver of specific deviation is granted by the Superintendent, all Club modules must conform to the NTRAK module standards as stated in the most recent edition of the NTRAK Module “How To” Book. The Club Superintendent shall have authority to enforce module standards and to prohibit non-compliant modules from being connected to or used in any Club layout.

Rule 8. Operating Rules. The following Rules shall apply to behavior at all Club activities, whether MONTANA NTRAK, Inc., meetings, layouts, demonstrations, shows, work sessions, operating sessions, exhibitions, or any other presentations, public or private, herein referred to as Club Activity or Activity:

(a) All Members participating in a Club Activity are to assist in the preparation and transportation of Club modules and ancillary equipment to and returned from such Activity and are to assist in assembly before the Activity and takedown after the Activity.

(b) No person shall display or operate trains on the Red, Yellow, Blue, or Mountain Line common tracks of a Club Activity without permission from the Superintendent. The Superintendent shall maintain a registration log for operations at each Activity, with a specific time period for Members to operate a train.

(c) All Members participating in an Activity shall have the opportunity to schedule at least one shift for operating a train at the Activity. Members must register for specific time slots and tracks for running their trains at a Club Activity. The Superintendent shall have total authority to alter a member’s requested time or track if necessary to meet operating schedules and Club needs.

- (d) No train shall be in motion on Club Activity Red, Yellow, Blue, or Mountain Line common track without a responsible Regular Member monitoring throttle and track use.
- (e) Guest modules shall be permitted at the discretion of the Superintendent and after inspection to insure conformance with current NTRAK standards. Guest module owners shall be permitted to register and run trains in the regular rotation with Members. Guests who do not bring modules will be permitted to operate their trains on a case-by-case basis. Equipment testing shall not be done on Club Activity Red, Yellow, Blue, or Mountain Line common track unless otherwise approved by the Superintendent.
- (f) Guests and Family Members may not operate trains or control throttles at any Club Activity except under the supervision of a Regular Member. Guests under 18 years of age must be accompanied by a parent or legal guardian and must be under the supervision of a Regular Member.
- (g) Individual Member or guest modules may not be removed from a Club Activity until the end of the Activity. Once a module has been committed to a layout, the module must remain in place.
- (h) A Member or guest who plans to take a module to any Club Activity shall notify the Superintendent at least a week before the Activity. A plan for a layout Activity will be made from this list. Anyone with a change of plans must notify the Superintendent at least 48 hours before the layout date.

RATIFICATION

The By-Laws were ratified Oct. 7, 2007, and amended Oct. 5, 2008.