Central Ohio Model Railroad Club, Inc.

Constitution

Effective January 1, 2027

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I. Organization Name and Purpose

A. Name

The name of this organization is the Central Ohio Model Railroad Club and may hereinafter be referred to as simply COMRC or “Club”.

B. Purpose

The Central Ohio Model Railroad Club Inc. is a 501(c)(3) non-profit organization whose purpose is to promote an understanding and appreciation to the public of model railroading, railroading history, and railway safety for children and adults.

C. Mission Statement

Provide an environment in which Members can freely exchange knowledge and ideas dealing with railroading, past and present, and all things dealing with modeling railroads. Serve the community by sharing knowledge, creating awareness of the importance of railroads, teaching railroad safety, and by providing stewardship of local and national railroad history.

Share with the general public the enjoyment of model railroading with layouts displaying many facets of the hobby. Promote the enjoyment of the hobby of model railroading by providing a place for hobbyists of all skill levels to meet, work together, and improve their modeling ability while learning about building and operating a model railroad. The Club is dedicated to enhancing its members' and the public's knowledge and enjoyment of railroads and model trains. The Club provides education and fellowship to the public and to other modelers, as well as the opportunity to learn modeling techniques and assist in the construction and operation of the Club's several model railroad layouts.

II. Membership

A. Membership Eligibility

Anyone who expresses an interest in model railroading and agrees to follow the requirements of the organization and its constitution shall be eligible for membership. Membership is open to all, irrespective of age, sex, race, color, religion, creed, political conviction, economic level, or national origin.

B. Member Rights and Responsibilities

All members are encouraged to become fully acquainted with the constitution, rules and regulations of the Club.

Except where otherwise noted, all active members receive the following rights and responsibilities:

1. The right to attend and participate in all club meetings, functions, and events.
2. The right to use club-owned facilities, layouts, and equipment any time the building is deemed open.
3. The right to vote on all Club matters brought before the membership.
4. The right to hold office.
5. The responsibility to abide by all policies and rules as set forth by the Board of Directors.

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6. The responsibility for maintaining good order of all Club property.
7. The responsibility to respect and operate the equipment of other Members or guests, in the safest possible way, and with the highest possible standards.
8. The responsibility to treat all fellow Members, visitors, and guests with the utmost courtesy and respect.

Furthermore, Members are expected to attend regular meetings and participate in club events. Members are encouraged to volunteer, at least, 4 hours per month to the betterment of the COMRC, whether serving in an elected position, serving on a committee, or volunteering at a COMRC function.

C. Types of Membership

COMRC shall offer the following types of memberships:

1. Individual Membership

Individual membership is open to any person over the age of 18. Individual members receive all the Rights and Responsibilities defined in Section II.B.

2. Family Membership

A Family Membership is defined as spouses, grandparents, or other domestic partners, and (optionally) their children or grandchildren under the age of 18.

One member of the Family Membership is designated as the Primary Member. All family members receive the Rights and Responsibilities defined in Section II.B, with the following exceptions:

- Only the primary member may vote in club matters (only one vote per family membership).
- Minor children may not hold elected office.

Children under the age of sixteen must be accompanied by an adult member (not necessarily their parent) when visiting the club. Parents are encouraged to participate with their children in club activities.

At age 18, children must convert to either an Individual Membership or a Student Membership.

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3. Student Membership

Student membership is open to any person over the age of 16 who is a full-time student. Student Members receive all the Rights and Responsibilities defined in Section II.B, with the following exceptions:

- Student Members are not eligible to hold elected office, but can vote.
- Upon expiration of the student status, at the end of the current membership year, the member must convert to an Individual Membership to remain active in the club.

4. Junior Membership

Junior membership is open to any person under the age of 16. Junior Members receive all the Rights and Responsibilities defined in Section II.B, with the following exceptions:

- Junior Members must be accompanied and supervised by their parent, guardian, or adult approved by the Membership Chairman at all times when at the club. Parents or guardians are encouraged to participate with the Junior Member in club activities.
- Junior Members are not eligible to hold elected office.
- Junior Members are not eligible to vote.
- Upon expiration of the Junior status, at the end of the current membership year, the member must convert to a Student or Individual Membership to remain active in the club.

D. Application Process

Any individual or family wishing to become members of the club must complete an application form, the content of which will be determined by the Membership Committee. Applicants will also be required to pay a one-time, nonrefundable application fee.

E. Probationary Period

All new members, regardless of Membership Type, undergo a probationary period of 90 days. This probationary period commences on the date the membership application is completed, or the date on which the application fee is paid, whichever comes later.

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Student membership is open to any person over the age of 16 who is a full-time student. Student Members receive all the Rights and Responsibilities defined in Section II.B, with the following exceptions: ¶
Student Members are not eligible to hold elected office, but can vote.¶
Upon expiration of the student status, at the end of the current membership year, the member must convert to an Individual Membership to remain active in the club.

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The only restriction during the probationary period is that members are not eligible to vote on club matters.

F. Membership Approval Process

After the 90-day probationary period, the membership committee chairman will present the probationary member's name to the Board of Directors. The Board of Directors will, in turn, present the probationary member's name at the next general business meeting.

There may be a discussion of the probationary member, and approval of the member will follow standard voting procedure. Non-voting members (including the person being considered for approval) may be asked to leave during the discussion and vote; this will be at the chairperson's discretion.

G. Active Members

Active members are defined as those who have been accepted as members by the club and are current on their dues and fees payments. This includes Individual, Family, Student, and Junior members, as well as probationary members.

H. Inactive Members

Members that are three (3) months or more in arrears of dues will be considered inactive. Inactive members lose all Rights and Responsibilities defined in Section II.B.

Members who remain inactive for more than 9 months may be required to reapply as a new member, including the probationary period. This can be changed at the discretion of the board of directors.

I. Removal from Membership

Any Member may request the removal of a fellow Member for any of the following reasons:

- Failure to conduct themselves properly in accordance with the Member rules and responsibilities.
- Failure to abide by the Constitution of the Club.
- Conduct, behavior, or actions that are considered detrimental or negative to the well-being of the Club.

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In the event that a member is requested to be removed from the general membership of the Club, the affected member shall be given every opportunity to retain their membership in accordance with the following process:

1. The request for removal from membership must be made in writing by another active member and may be presented to any Member of the Board of Directors.
2. Depending on the severity of the request for removal, the Board of Directors may suspend the affected Member pending resolution of the request.
3. If by a majority vote of the Board of Directors the request is granted, the Board of Directors shall meet with the affected member in an attempt to resolve the issue(s) stated in the request for removal, at which time the affected member shall have the opportunity to also address the issue(s).
4. If a resolution of the request for removal cannot be obtained after the Board of Directors meets with the affected member, the Board of Directors is obligated to bring the request for removal before the general membership at the next general business meeting. The determination of removal will be decided by standard voting procedure.

Any Member who is removed from the membership of the club shall have the right to a pro-rated refund of any membership dues already paid for the current year.

J. Visitors

Visitors are defined as any person not holding an active membership with the club.

Visitors are welcome during normal open hours and activities. These are regularly posted on the website.

Visitors may only participate in club functions or operate club layouts under direct supervision of a club member and a parent, guardian or adult approved by the Membership Chairperson or his/her proxy, if the visitor is under 16 years old.

After visiting the club four times, visitors will be encouraged to seek membership. However, visitors who have exceeded the four-visit guideline are still permitted to view any of the club layouts during hours that the club is open to the public.

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K. Modification of Membership Requirements

The Board of Directors has the power to modify membership requirements and rules on a case-by-case basis.

III. Dues and Fees

A. Club Dues

Dues are monies paid to the club by Members to maintain active membership.

B. Membership Application Fee

Individuals seeking membership are subject to a one-time application fee. The application fee is payable at the time the application is submitted, and is not refundable.

C. Changes to Dues and Fees

The Board of Directors will review the dues and fees schedule at least annually. Any recommendations by the Board of Directors to change the dues or fees schedule shall be brought before the membership at the next monthly business meeting. Adoption of the recommendations will follow standard voting procedure.

D. Dues Period

Annual dues cover the period beginning January 1 and ending on December 31.

New members do not owe dues until the end of their probationary period, at which time they will be required to pay a pro-rated amount based on the number of months remaining for the current year.

E. Modification of Dues and Fees

The Board of Directors has the authority to modify dues and fees requirements for individuals on a case-by-case basis.

IV. Board of Directors

A. General Responsibilities

The Board of Directors consists of active members of the club who are elected to office.

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1. Administrative Duties

The Board of Directors holds all club property, money, and control documents in trust for the club members.

The Board of Directors is authorized to act in all administrative matters as set forth below.

2. Budget Management

The Board of Directors will annually approve a budget for the club and present this budget at the first business meeting of the year. This budget will allow the treasurer to disburse funds for budgeted activities.

The Board of Directors will review and make a recommendation to the general membership for all expenditures of club funds over $500 that are not part of the currently approved budget. Approval of such recommendations will follow standard voting procedures.

3. Financial Report

The Treasurer is responsible for using QuickBooks or other software approved by the Board of Directors to reconcile bank accounts monthly and produce monthly financial reports in accordance with generally accepted non-profit accounting standards including Statement of Activity, Statement of Cash Flows, and Statement of Financial Position. These reports provide:

- Last end-of-month balance of all accounts
- Expense detail: including but not limited to, rent, utilities, fees, maintenance costs, and project costs
- Income detail: including, but not limited to, dues paid, donations, sale of goods
- Status of fundraising

B. Board Positions

The Board of Directors shall consist of the following positions, whose primary duties are defined herein:

1. President

- Will be the Chairman of the Board of Directors.
- Will preside at all business meetings, activities, and functions.

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- Will establish committees and provide additional resources as necessary with majority board approval.
- Will keep the members informed of any changes to meetings, schedules, venues, activities, or ventures.

2. Vice-President

- Will assist the President.
- In the absence of the President, the Vice-President will assume all duties and responsibilities of the President.
- Will be an ex officio member of all committees. [Fancy way of saying the Vice-President automatically serve on all committees.]
- Will account for the issuance and return of all keys to the club.

3. Treasurer

- Conducts all financial transactions of the club and safeguards all club funds and assets.
- Is authorized to disburse club funds for the routine and recurring payment of rent, utilities, insurance, subscriptions, fees, and other approved, budgeted expenses without prior notification or approval from the Board of Directors. Any increases of the above disbursements must be brought to the Board of Directors' attention. Any purchases or payments that are not listed above, must be approved by the President, or the Vice-President in his absence.
- Will thoroughly document and maintain records of all financial transactions in good order, including copies of all invoices, bills, and receipts, so that they may be subject to audit at any time.
- Will file such annual tax forms (e.g. Federal 990 or 990-N and State of Ohio Attorney General annual report) and other legal documents (e.g. Ohio Statement of Continued Existence) as required by law to maintain non-profit, tax-exempt status.
- Will submit financial reports to the membership at each monthly general business meeting and make said financial reports available to any member upon reasonable request. End of fiscal year annual reports consisting of Statement of Activity, Statement of Cash Flows, and Statement of Financial Position shall be provided by January 31 of the subsequent year.

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a. Bookkeeper
The board may/shall appoint a bookkeeper position reporting to the Treasurer and supporting the President and Treasurer. This position will have access to the Club accounts, but will not have check signing, board voting, or spending authority.

The role must be re-approved annually by the Club Board of Directors and is responsible for the following duties such as but, not limited to, the following:

- Entering transactions and supporting documentation in Quick Books
- Monthly reconciliation of all bank accounts
- Assist the Treasurer, as directed by the Treasurer or President, to produce monthly financial reports.
- Other financial duties as assigned by the Treasurer.
- Notify the Membership

4. Secretary

- Is responsible for and will safeguard the records and documents of the club.
- Will maintain a club history.
- Will handle incoming and outgoing correspondence for the club, except for routine financial transactions.
- Will assist the President in keeping the Members informed of any changes to meetings, schedules, venues, activities, or ventures.
- Will keep the minutes for all formal meetings.

5. Trustees

There shall be three (3) trustee positions on the board. The purpose of the trustees is to provide additional guidance and opinions on board discussions, and to assist on board matters as needed.

Trustees should review the financial reports at least quarterly.

Each trustee has an equal vote in all board matters.

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- Expense detail: including but not limited to rent, utilities, fees. maintenance cost, and projected costs.¶
- Income detail: including but not limited to dues paid, donations, sale of goods.¶
- Assist the Treasurer as directed by the Treasurer or President to produce monthly financial reports.¶
-Other financial duties as assigned by the Treasurer.

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C. Terms of Office

The President and Vice-President shall be elected at the Annual Business Meeting of the even-numbered years. The Treasurer and Secretary shall be elected at the Annual Business Meeting of the odd-numbered years. These positions shall serve two years, and until their successors have been elected.

The three Trustees will each hold office for a term of three years. These terms are staggered such that only one Trustee is up for election each year. Their longer terms are intended to provide continuity to the board and its operations.

New terms shall commence on January 1 following the annual business meeting at which elections are held.

D. Term Limits

In order to continuously promote new ideas and ensure that no individual or group of individuals create a monopoly within the Club, all Board Members will be subject to term limits.

A Board Member elected to the office of President, Vice-President, Secretary, or Treasurer can serve in one office for two terms, or two offices for a total of four consecutive years. After four years, the Club member must wait for two years before again serving on the board.

A Board Member elected to serve as a trustee can serve for one term on the board as a trustee. After three years, the Club member may serve one term in the office of either the President, Vice-President, Treasurer or Secretary. After completing that term, the member must wait for two years before again serving on the board.

E. Elections

Each board position shall be elected by a majority vote of those members eligible to vote who are present during the Annual Business Meeting, as well as any absentee votes turned in to the Nominating Committee. All elections will be by secret ballot.

In the event of a tie, the result shall be determined by a flip of the coin or an appropriate alternative as determined by the Nominating Committee. The proceedings shall be conducted by the chairman of the Nominating Committee with the two seated trustees and the two candidates present. These proceedings shall take place no later than the next general business meeting.

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F. Eligibility

Candidates for office are required to have been a member of the club for at least one year. Candidates must be Active members current with dues.

No person may hold two or more positions on the Board of Directors simultaneously.

G. Removal of a Board Member

Any member with voting rights may request the removal of a member of the Board of Directors for any of the following reasons:

- Failure to conduct themselves properly in accordance with the member rules and responsibilities.
- Dereliction of duties as set forth in this Constitution.
- Conduct, behavior, or actions that are considered detrimental or negative to the well-being of the club.
- Conflict of Interest after the Board of Directors investigation has determined a conflict exists.

In the event that a board member is requested to be removed from the Board of Directors, the affected member shall be given every opportunity to retain their position on the Board of Directors, in accordance with the following process:

1. The request for removal from the Board of Directors must be made in writing by another active member and may be presented to any member of the Board of Directors.
2. Depending on the severity of the request for removal, the Board of Directors may suspend the affected member pending resolution of the request.
3. The Board of Directors shall meet with the affected Board Member and the member who submitted the complaint to seek a resolution of the issues identified in the removal request. During the meeting, the affected Board Member shall have an opportunity to respond to those issues.
4. If a resolution of the request for removal cannot be obtained after the Board of Directors meets with the affected Board Member and the member making the complaint, the Board of Directors is obligated to bring the request for removal before the general membership at the next general business meeting. The request for removal will then be decided

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by a two-thirds vote of the Members eligible to vote in attendance at the meeting.

Any member who is removed from the Board of Directors is still a member of the COMRC as long as the member meets the requirements for membership.

H. Vacancy

If any position on the Board of Directors is vacated for any reason, nominations for the vacated position shall be held at the next general business meeting, and the election for the vacated position shall be held at the following general business meeting,

I. Compensation

No member of the Board of Directors may receive any compensation or gratuity for services rendered for or to the club.

V. Committees

A. Definition of a Committee

A committee is a group of people formed to complete a specific task for the club.

Committees are to be appointed by the President as he deems appropriate to further the purpose and activities of the COMRC. Committees shall include, but are not limited to, the following:

B. Membership Committee

The President shall appoint a Membership Chairperson, who will recruit additional Members, with the concurrence of the President, to perform the following duties following established policies and procedures approved by the Board of Directors:

1. Recruit new Members and retain existing Members.
2. Keep the membership roster up to date.
3. Inform the Board of Directors of any changes to membership status.
4. Track member dues payments and forward documentation of dues or new membership application fees collected and deposited to the Treasurer.
5. Make a report at the General Business Meeting.

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C. Nominating Committee

The President shall appoint a chairman and two (2) additional Club Members who are responsible for the following duties:

1. Secure a slate of nominees for the election of Board of Directors.
2. Conduct the election, including, but not limited to:
   a. Development of online voting balloting using SurveyMonkey or other approved online system approved by the Board.
   b. Handling of ballots at the Annual Business Meeting.
   c. Collecting absentee ballots.
   d. Counting votes and announcing the results of the election.

VI. Meetings

A. Meeting Rules

Meetings shall be governed by Roberts Rules of Order.

B. Board of Directors Meetings

Regular meetings of the Board of Directors shall be held on the third Monday of each month.

Business may be transacted by the Board of Directors only if a majority of Board Members are present.

The day and time of the meeting may be waived or changed provided there is a unanimous vote of the Board of Directors present when the nature and urgency of the business at hand warrants within the period after the last and prior to next meeting.

C. General Business Meetings

The club shall meet on the last Tuesday of the month at 7:00 PM. All meetings will be conducted by the President, Vice-President or nominated proxy presiding in his or her absence. The following topics will be discussed at each meeting:

- Declaration a quorum does or does not exist.
- Recognition of any Members for outstanding service to the club.
- Reading of minutes from the last general business meeting if the minutes were not distributed to members prior to the meeting.

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- Present the quarterly year to date Statement of Activity report.
- Reports from Committees.
- Discuss the progress of old business.
- Introduction of new business.
- Announcements.
- Introduction and/or voting of proposals if a quorum is present.

D. Annual Business Meeting

The October general business meeting is also considered the Annual Business Meeting. Business conducted at the Annual Business Meeting shall also include the election of the appropriate Officers depending on the year and the open trustee position.

E. Special Business Meeting

Special business meetings may be called by the Board of Directors, or by any member eligible to vote, upon presentation to the Board of Directors of a petition signed by at least ten (10) eligible voting members.

Notice of special business meetings shall be given at least one week in advance of the meeting by posting such fact, time, and place in a conspicuous location in the club, via email, and on the club's website.

F. Standard Voting Procedures

Only members eligible to vote may vote on club business at the business meetings.

A simple quorum of 20% of active members eligible to vote must be met for any transaction of business to take place.

Except where otherwise noted, all measures put to vote require a simple majority of the voting members present to pass.

VII. General Provisions

A. Constitution

This Constitution replaces all previous Constitutions.

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Deleted: shall also include the election of the Board of Directors (or the open trustee position in off-years). ¶

B. Amendments to the Constitution

This constitution may be amended by a two-thirds vote of the club members eligible to vote at two successive business meetings, provided that the necessary quorum of members is present.

C. Notice of Amendments

Notice of all proposed amendments shall be posted at least one week in advance of the voting, by posting such fact, in a conspicuous location in the club, by email and on the club's website.

D. Club Rules

Rules and regulations for the use of the club facilities may be adopted and changed from time to time, and may be enforced by any means approved by the club membership.

E. Compensation

No member of this club may receive any compensation or gratuity for services rendered to the club unless prior approval is given by the Board of Directors and the membership.

VIII. Charter Members

Please join the Charter Members listed below and help make the club strong, and one of the best model railroad clubs in the country.

The following individuals helped form the Central Ohio Model Railroad Club, Inc., and were dues-paying members as of September 30, 2002.

They are to be considered as Charter Members.

Alan Whitaker	John Stuber
Alvin Mann	Kerry Taylor
Andy Chabot	John Peters
Ben Adams	Kevin Tweed
Brian Circle	Larry Ashcroft
Cliff Harp	Marc Theisen
Dan Sobieck	Michael Randolph
Darlene Rogers	Paul Rogers

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Don Boyle	Paul Smith
Don Reventlow	Rick Hoffine
Don Sell	Rick Pavey
Donald Thompson	Sid Couling
Frank Sobelewski	Steve Harp
Fred Williams	Steve Scheid
Glen Orebaugh	Susan Lachey
J.J. Lewis	Terry Ellis
Jeff Lafferty	Tim Ruud
Jerry Smith	V. Joseph Grabausk

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