

# **REDSTONE MODEL RAILROAD CLUB, INC.**

## **CONSTITUTION**

**12/20/2011**

(State of ALABAMA)  
(County of MADISON)

**CERTIFICATE OF INCORPORATION**  
**OF**  
**REDSTONE MODEL RAILROAD CLUB, INC.**

TO THE HONORABLE MYRTLE GREEN, JUDGE OF PROBATE IN  
AND FOR THE COUNTY OF MADISON IN THE STATE OF  
ALABAMA:

The undersigned, Julian Berry, Herbert Murray, George Ryan and Charles F. Stebbins, each of whom is of full age, desire to become a body corporate under and pursuant to Title 10, Section 203, et seq. Laws of the State of Alabama, 1958 recompiled, pertaining to non-profit corporations, and for the purpose herein stated, do hereby file with your Honor, Judge of said Court, this, our Certificate of Incorporation, and hereby declare, set forth and certify as follows:

**CHARTER MEMBERS**

Charter Members of this corporation are the following: George Ryan, Charles F. Stebbins, Bernard Wooler, Herbert Murray, Genarino Petracco, James Sims, Willard Preussel, Carl Wipprecht, Edward Gardner, Ron Schlagheck, Aubrey J. Dunn, Patrick S. O'Reilly, Fred Braam, Julian Berry, Jr., Jeffrey Loy, Bruce Rayle, Sy Aufseher; Junior (non-voting) Members are: Robert Blunt, Randy Berry, and John Talarico, Jr.

## **CONSTITUTION**

### **ARTICLE I. NAME AND LOCATION**

- Sec. 1. The name of this Corporation shall be:  
“REDSTONE MODEL RAILROAD CLUB, INC.”
- Sec. 2. The corporation shall be located within the County of Madison, the State of Alabama, USA.
- Sec. 3. The Acronym “RMRRC” shall be used from hereon within this Constitution, referring to the “Redstone Model Railroad Club”.

### **ARTICLE II. PURPOSE**

- Sec. 1. The purpose of the RMRRC shall be to organize and promote greater fellowship between model railroaders and the advancement of the hobby of Model Railroading.
- Sec. 2. The RMRRC shall be operated as a non-profit corporation, pursuant to the Articles of Incorporation and the laws of the State of Alabama, Title 10, Section 203, et seq. Code of Alabama 1958, recompiled.
- Sec. 3. The measure of liability that can accrue to each person, firm or corporation participating in the activities of the RMRRC shall be **NONE**. The RMRRC shall in all of its activities be non-partisan, non-political and non-sectarian.
- Sec. 4. All assets and obligations of the RMRRC are hereby transferred and assumed, as the case may be.

### **ARTICLE III. OFFICERS**

- Sec. 1. The officers of the RMRRC shall be the President, Vice President, Treasurer, and Secretary.
- Sec. 2. The tenure of office for all elected officers shall be two (2) consecutive years, beginning at the General Membership Meeting in January of the year when elections are held.
- Sec. 3. No member of the RMRRC may hold more than one of the above offices at the same time.
- Sec. 4. All member in good standing of the RMRRC are qualified to hold elected and/or appointed Offices in the RMRRC.

### **ARTICLE IV. ELECTION**

- Sec. 1. A Nominating Committee shall be appointed by the Board of Directors during the month of October of every even-numbered year. The purpose of the committee shall be to recommend candidates for each office to the membership to be voted on during the General Membership Meeting in January of every odd-numbered year.
- Sec. 2. Election of the nominees for office shall take place during the General Membership Meeting in January of every odd-numbered year. Additional nominations from the floor will be accepted. Members not in good standing cannot be nominated for any elected or appointed office. Voting shall be by secret ballot for each office to be elected.

### **ARTICLE V. BOARD OF DIRECTORS**

- Sec. 1. The legislative body of the RMRRC shall be the Board of Directors. Their actions shall be made known to all members of the RMRRC during the monthly Business Meetings.

Sec. 2. The Board of Directors shall consist of the following elected Officers:

- (a) President
- (b) Vice President
- (c) Treasurer
- (d) Secretary

Sec. 3. Simple majority vote of officers present shall be binding for conducting business for the RMRRC.

## **ARTICLE VI. MEMBERSHIP**

Sec. 1. Membership in the RMRRC shall be open to any person interested in Model Railroading. New membership application shall be subject to approval by the Board of Directors.

Sec. 2. Categories of membership:

- (a) General Member. A member over eighteen (18) years of age, with voting rights, eligible to hold an office in the RMRRC, having unlimited access to all RMRRC activities / entitlements.
- (b) Junior Member. A member, between twelve (12) and eighteen (18) years of age, who has a RMRRC member, as a sponsor. Junior members may neither vote nor hold office, but will be participating / working under the supervision of a Committee Chairperson, as approved by the Board of Directors.
- (c) Associate Member. A Board of Director approved member, above the age of eighteen (18) years, who is unable to enjoy regular membership fellowship due to physical, geographical or other constraints. Associate membership shall not extend past a three (3) consecutive years duration, without Board of Directors approval. Associate members shall neither vote nor hold office in the RMRRC.

## **ARTICLE VII. MEETINGS**

- Sec. 1. There shall be one (1) annual General Membership Meeting, open to all members and their guests.
- Sec. 2. The RMRRC will hold routine meetings every Tuesday night at 6:30 pm at the Club House facility.
- Sec. 3. A monthly Business Meeting shall be conducted on the third Tuesday of each month.
- Sec. 4. Unscheduled, special meetings of the RMRRC membership may be called by the Board of Directors.

## **ARTICLE VIII. QUORUM**

- Sec. 1. For any Business Meeting of the RMRRC, a simple majority vote of members present shall be binding.
- Sec. 2. For a proxy vote to be valid, it shall be submitted to the Secretary in writing, three (3) calendar days in advance of the meeting where it is to be acted upon, stating the issue and the position on the issue by the member submitting the proxy. Only after authentication by the RMRRC Secretary of the member being eligible to submit a proxy will the Secretary allow the proxy to be counted.

## **ARTICLE IX. DISSOLUTION**

- Sec. 1. Motions to dissolve the RMRRC Corporation may be proposed to the general membership by the Board of Directors, or by a petition signed by two-third (2/3) of the membership in good standing. In the case of the latter, the motion shall be presented in writing to the Secretary, stating the reason therefore. The Secretary will forward the dissolution motion to the Board of Directors who will schedule a Special Business meeting for that purpose.

Sec. 2. The motions for dissolution, approved by the Board of Directors, based on the 2/3 majority vote in support shall be posted in a prominent location at the clubhouse for a period not less than thirty (30) days prior to action by the Corporation.

Sec. 3. All assets of the RMRRC shall be distributed to all members in good standing, in equal parts, at the time of dissolution.

## **ARTICLE X. AMENDMENTS**

Sec. 1. Amendments to this Constitution may be sponsored by any member in good standing during any monthly Business Meeting, Special, or Annual General Membership Meeting. The amendment shall be submitted to the Club Secretary for authentication of the requestor. Confirmation of the submitting member request shall be forwarded to the Board of Directors for evaluation.

Sec. 2. Amendment recommendation by the Board of Directors pertaining to the proposed amendment shall be presented during the next monthly Business Meeting for approval/disapproval of the members present at that meeting.

Sec. 3. Disposition of the proposed amendment shall be posted in a prominent location in the club house for at least thirty (30) days.

## **ARTICLE XI. BY-LAWS**

Sec. 1. The RMRRC By-Laws shall not conflict in their entirety or in part with the RMRRC Constitution.

Sec. 2. The RMRRC By-Laws shall be approved by the Board of Directors and be submitted to the members at the General Membership Meeting, for approval by the membership present or represented.

## **ARTICLE XII. DURATION**

Sec. 1. The duration of this Corporation and its governing Constitution is perpetual with the authority of the RMRRC Board of Directors to perform business or be wound up and dissolved in the manner as provided by law.

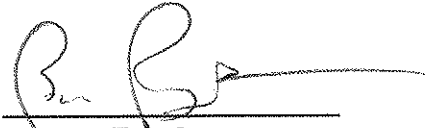


**REDSTONE  
MODEL RAILROAD CLUB, INC.**

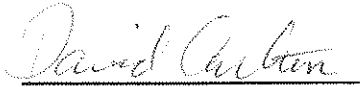
**CONSTITUTION**



**Harley Goble  
President**



**Bruce Rayle  
Vice President**



**David Carlton  
Secretary**



**Andy McLean  
Treasurer**

**REDSTONE  
MODEL RAILROAD CLUB, INC.**

**BY-LAWS**

**03/18/2014**

**BY-LAWS  
OF  
REDSTONE MODEL RAILROAD CLUB, INC.**

**ARTICLE I. NAME**

- Sec. 1. The name of this corporation shall be: “REDSTONE MODEL RAILROAD CLUB, INC.”
- Sec. 2. The Acronym “RMRRC” shall be used from hereon within these By-Laws, referring to the “Redstone Model Railroad Club”.

**ARTICLE II. ADMINISTRATION**

- Sec. 1. Insurance for the RMRRC and the individual members is to be secured to protect against public liability and property damage claims or other legal actions that may arise as a result of activities of the RMRRC or one or more of its members acting in its behalf, or the operation of any equipment/apparatus or device under the control of the RMRRC.
- Sec. 2. The RMRRC will be operated as a non-profit organization pursuant to the Articles of Incorporation referenced in the RMRRC Constitution.
- Sec. 3. The membership of the RMRRC recognizes that their continued use of the facilities on the U.S. Army Installation, called Redstone Arsenal, Alabama, is entirely dependent upon the consent of the Installation Commander. It is further recognized that this consent is contingent upon compliance with requirements and conditions of all applicable Army Regulations, specifically AR 210-1. The club is responsible for ensuring applicable fire and safety regulations, environmental laws, local, state, and federal tax codes, and other applicable statutes and regulations are complied with.

**ARTICLE III. DUTIES OF OFFICERS**

- Sec. 1. **PRESIDENT.** As Chief Executive Officer of the RMRRC, the duties of the President shall be as follows, but are not limited to the below:

- (a) Preside over all regular and special business meetings of the RMRRC, including the Board of Directors.
- (b) Be an ex-officio member of all Committees.
- (c) Oversees all planning and execution of club operation and social events of the RMRRC.
- (d) Will have authority to sign checks for fund disbursement and related financial obligations during the absence of the Treasurer.
- (e) Randomly appoint club members to perform the annual financial audit of the books of the Treasurer. The financial audit shall be performed prior to the General Membership Meeting in January.

Sec. 2. VICE PRESIDENT. The duties of the Vice President shall be as follows, but are not limited to the below:

- (a) Discharge the duties of the President in the absence of the latter.
- (b) Be responsible for the RMRRC publicity, membership, recruitment of new members, interaction with all club members to facilitate their participation in club activities on a regular basis, and interact with those members who are sick or in distress.
- (c) Perform additional duties as delegated to him by the club President.
- (d) Will have authority to sign checks for fund disbursement and related financial obligations during the absence of the Treasurer.

Sec. 3. TREASURER. The duties of the Treasurer shall be as follows, but are not limited to the below:

- (a) Discharge the duties of the Vice President in the absence of the latter.
- (b) Disburses such funds as are necessary for the proper financial discharge of RMRRC financial obligations.
- (c) Keeps records and books of accounts necessary for proper fund accounting.

- (d) Notifies club members of their pending or present indebtedness to the RMRRC, and receive payments of all money due to the RMRRC.
- (e) Notifies the Board of Directors of any member account being late and/or delinquent.

Sec. 4. SECRETARY. Duties of the Secretary shall be as follows, but are not limited to the below:

- (a) Keep minutes of every regular or special meeting called by the RMRRC President.
- (b) Maintain archives of all minutes taken during an entire calendar year, to be made available for review by the RMRRC membership prior to the Annual General Membership Meeting in January.
- (c) To sign, countersign or attest to all RMRRC Board of Directors generated correspondence and papers, and to disseminate Club Information using “e-mail” or the U.S. Postal Services.
- (d) To conduct all official correspondence for the RMRRC and provide such correspondence to the Board of Directors for review, prior to submission.
- (e) Make arrangements for the Annual Business meetings by securing a suitable establishment for the conduct of the meeting and inform all RMRRC members in a timely manner of the upcoming event, in writing.
- (f) Maintain a current list of all RMRRC general members, junior members, and associate members, to include members’ mailing addresses, telephone numbers and e-mail addresses, if available.
- (g) Purchase necessary clerical supplies needed for the conduct of the office, including postage required for mail distribution throughout the RMRRC membership.

Sec. 5. VACANCIES. A vacancy of an office that occurred after the installation of the officer in that office shall be filled through appointment by the club President, to fill the office vacancy for the remaining term of current office tenure.

Sec. 6. **REPORTS.** At the Annual General Membership Meeting, all officers of the RMRRC are required to render a report summarizing the highlights of events pertaining to their particular office that occurred during the previous year. The Club President may request an Officer or particular member to present a special report during the Annual General Membership Meeting. In that case the President will inform the selected individual of the required report at least thirty (30) calendar days in advance of the Annual General Membership Meeting.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Sec. 1. The legislative body of the corporation shall be the Board of Directors. Their actions are accountable to the President of the Redstone Model Railroad Club and are subject to a review by the club membership before the Annual General Membership Meeting. Special meetings of the Board of Directors may be called at the request of any of its members. Board of Directors officers can hold one elected office, and one, or more, appointed offices during the same term of office.

Sec. 2. The Board of Directors shall consist of the following members of the RMRRC:

- (a) The President.
- (b) The Vice President.
- (c) The Treasurer.
- (d) The Secretary.

#### **ARTICLE V. MEMBERSHIP DUES**

Sec. 1. Annual, Semi Annual, or Quarterly payments are acceptable. Monthly payments are acceptable for Regular members. New members may have their dues pro-rated starting on the effective date of their membership. Membership dues shall be as follows:

Membership Category	Annual	Semi Annual	Quarter	Monthly
Regular Member	\$120.00	\$60.00	\$30.00	\$10.00
Associate Member	\$24.00	\$12.00	\$6.00	
Junior Member (under 18 years old)	\$24.00	\$12.00	\$6.00	

## **ARTICLE VI. MEETINGS**

- Sec. 1. Routine meetings will take place on every Tuesday evening. All Tuesday meetings are scheduled for routine club work, except for the third Tuesday of the month, which is scheduled as the monthly Business Meeting. Any other Tuesday evening meeting may be designated for special work, such as operations, etc.
- Sec. 2. The Annual General Membership Meeting shall be conducted in lieu of the January monthly Business Meeting of each year, in a facility approved of by the Board of Directors. Invitations will be provided by the RMRRC Secretary approximately one month prior to the meeting.
- Sec. 3. For special meetings of the RMRRC membership, the RMRRC Secretary shall notify all RMRRC members by telephone, e-mail or U.S. Postal Services. Included in the announcement will be the date, location, and purpose for the special meeting. All special meeting announcements shall be disseminated at least seven (7) calendar days in advance.

## **ARTICLE VII. COMMITTEES**

- Sec. 1. All committees will be appointed and managed by the President. The assistance, support and cooperation of all RMRRC members is required for an efficient function of all committees. There will be two types of committees: Standing Committees, and Special Committees.
- (a) Standing Committees.
- (1) House Committee. The House Committee should consist of a Chairperson and at least one other member. They will have custody of all RMRRC properties, except for the

layout, rolling stock, locomotive stock, scenery equipment, and electrical equipment. They will provide guidelines pertaining to rules and regulations concerning the use of club assets and the personal conduct of RMRRC members while in the RMRRC facility. They will support planning and execution of the railroading and social events of the RMRRC. The House Committee chairperson will perform the duties of the Property Manager of all assets of the RMRRC by conducting an inventory prior to each Annual January General Membership Meeting of the year in which elections are held.

- (2) Operations Committee. The Operations Committee should consist of a Chairperson and at least one other member. They will be responsible for all RMRRC railroad operational procedures, including compliance to standards applicable for all equipment operating on the club layout. They will have custody of all RMRRC rolling stock and locomotive equipment.
  - (3) Layout Committee. The Layout Committee should consist of a Chairperson and at least one other member. The Layout Committee will be responsible for design, maintenance, and revisions of the RMRRC railroad layout, including design, construction and maintenance of the track on the layout. They will have custody of all RMRRC layout and track equipment and supplies.
  - (4) Electrical Committee. The Electrical Committee should consist of a Chairperson and at least one other member. The Electrical Committee will be responsible for the design, construction and maintenance of the electrical circuits of the layout. They will have custody of all RMRRC electrical equipment and supplies.
  - (5) Scenery Committee. The scenery Committee should consist of a Chairperson and at least one other member. The Scenery Committee will be responsible for the design, construction and maintenance of all scenery and structures on the layout. They will have custody of all RMRRC scenery equipment and supplies.
- (b) Special Committees. Special Committees will be formed as required.



Sec. 2. Reports. The Chairmen of the Standing Committees will be requested to submit a report at the Annual General Membership Meeting in January of the year of elections. These reports should summarize the highlights of their activities pertaining to their completed time in office. This report may be verbal, but should also be submitted in writing within thirty (30) days after the meeting to the Club Secretary. Reports by Special Committee Chairmen are to be submitted in the same fashion.

## **ARTICLE VIII. AMENDMENTS & REVISIONS**

Sec. 1. Amendments or revisions to these By-Laws may be sponsored by any member in good standing during any monthly Business Meeting, Special, or Annual General Membership Meeting. The amendment shall be submitted to the Club Secretary for authentication of the requestor. Confirmation of the submitting member request shall be forwarded to the Board of Directors for evaluation.

Sec. 2. A recommendation by the Board of Directors pertaining to the proposed amendment or revision shall be presented during the next monthly Business Meeting for approval/disapproval of the members present at that meeting.

Sec. 3. Disposition of the proposed amendment/revision shall be posted in a prominent location in the club house for at least thirty (30) days.

Sec. 4. All amendments or revisions to the RMRRC By-Laws will be approved by a majority of the General Membership before becoming effective.

## **ARTICLE IX. BY-LAWS**

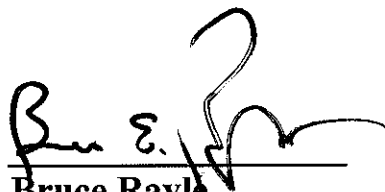
Sec. 1. The RMRRC Club By-Laws shall not conflict in whole or part with the Constitution. Should there be a difference in interpretation, the interpretation of the RMRRC Constitution will be ruling.

**REDSTONE  
MODEL RAILROAD CLUB, INC.**

**BY-LAWS**



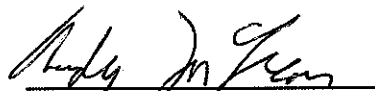
**Harley Goble  
President**



**Bruce Rayle  
Vice President**



**David Carlton  
Secretary**



**Andy McLean  
Treasurer**