Bylaws of the Crossville Railroad Historical Society (Effective July 13, 2026)

1.0 NAME, OBJECTIVE, AND DEFINITIONS

1.1 Name

This organization shall be known as the Crossville Railroad Historical Society

1.2 Objectives

The Crossville Railroad Historical Society is organized exclusively for charitable, educational, and historical purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

1.2.1 The objectives of the Society include presenting and teaching about the history of railroads that existed in Crossville and the surrounding areas of the Cumberland Plateau through the use of interactive displays, library services, and other activities dedicated to model railroading.

1.2.2 To advance and promote the hobby of model railroading, and to provide a meeting ground and educational programs for the sharing of knowledge and interests among model railroaders and the general public including school children.

1.2.3 Maintain a library and museum exhibits of railroad related publications, publications, video, and artifacts.

1.2.4 To raise funds and pay the bills to build, equip and maintain a structure and property suitable for completing the objectives stated in 1.2.1, 1.2.2, and 1.2.3.

1.3 Definitions Rules Policies

1.3.1 Operating Rules

The Board of Directors shall maintain a written set of Operating Rules that record the policies and procedures for the operation of the Society adopted by a motion duly made, seconded and approved by a majority of the members present at a General Meeting.

1.3.2 Policies

The Board of Directors shall maintain a written set of policies to achieve the above objectives, which are adopted by more than 50% of the vote of the members present at a general meeting.

2.0 MEMBERSHIP

2.1 Membership

A Member shall be exclusively defined as a person who is a member in good standing of the Crossville Model Railroad Club.

2.2 Rights of Members

2.2.1 General

All members shall be notified electronically of all Society activities and may attend Society functions and vote at Society meetings.

2.2.2 Resignation

A member may resign from the Society at any time. Notice of this resignation shall be in writing or by electronic means and addressed to the Secretary. A resigning member is responsible for returning all Society property and records that may be in his or her possession. 2.2.3 Property Interest

No Member shall have any right or interest, whether legal or equitable, to any asset, claim or property held or owned in the name of the Society.

2.2.4 Inspection of Books and Records

The books and records of the Society may be inspected by any member upon giving reasonable notice and arranging a time satisfactory to the officer or officers in charge of those records.

2.3 Duties of Members

2..1 General

It shall be the duty of all members to be familiar with and abide by the Bylaws, Policies and Operating Rules of the Society at all times.

2.7.2 Financial

2.7.2.1 Fees

Fees or Dues are not charged for membership in the Society.

2.7.2.2 Special Assessment

The Board of Directors may propose a special assessment when needed. Approval of a special assessment requires 15 days written or electronic notification to all Members prior to the regular meeting at which it will be considered, and it must be approved by a two-thirds majority of the Members in attendance and voting.

3.0 BOARD OF DIRECTORS

3.1 General

The Board of Directors shall consist of the President, the Vice President, the Secretary, the Treasurer and three Directors. Board members are the same persons in the same positions as the Board members elected by the members of CMRC (except the Treasurer). The Board of Directors shall be the controlling judicial and administrative body of the Society. It shall have full authority to govern the Society and to conduct its affairs pursuant to the Bylaws, policies and Operating Rules, including the authority to provide for custody and control of the funds and property of the Society.

3.2 President

The President shall be the Chief Executive Officer of the Society and shall supervise and control the business affairs of the Society. It shall be the President's duty to provide for the enforcement of the Bylaws, Policies and Operating Rules. The President shall appoint such committees as he or she or the Board of Directors may deem necessary to conduct the work of the Society, and these committees may be removed or changed at any time by the President. The appointment or change of committees, including the names of the members involved, shall be announced at the next regular meeting, and this fact shall be included in the minutes. When the work of the committee is completed, the President shall formally discharge the committee, and this fact shall also be noted in the minutes. The President or designees shall act as the Society's representative at all model railroad club or association conventions, meetings, etc. The President shall perform any other duties incident to the office.

3.3 Vice President

The Vice President shall act in the place of the President in the event of the latter's absence, or his or her inability or refusal to act. The Vice President shall immediately succeed to the office of the President in the event of resignation, death or disqualification of the President. The Vice President shall assist the President in the performance of the President's duties, and in conducting the Society's business.

3.4 Secretary

The Secretary shall conduct the correspondence pertaining to the business of the Society and keep the official records of the Society. The Secretary shall also give notice of all regular, additional, and election meetings of the Society, and keep and publish, within 10 calendar days, minutes of all meetings of the Society and the Board of Directors, as well as performing such other duties as the President may from time-to-time request.

In the event the Secretary is not present at any meeting, a Secretary pro tem shall be appointed for the duration of the meeting and shall perform all the duties of the Secretary.

3.5 Treasurer

The Treasurer shall pay all budgeted expenses of the Society which have been approved by the Board of Directors. The Treasurer shall have charge and custody of and be responsible for all the funds of the Society and deposit such monies in the name of the Society in such places and in such amounts as shall be authorized by the Board of Directors. The Treasurer shall notify the President of any member's assessments which are in arrears, so the President may act as provided elsewhere in the Bylaws. The Treasurer shall render an accounting to the members at each regular meeting of all monies disbursed and collected. The Treasurer shall perform any other duties incident to the office. The Treasurer shall be responsible for filing of all licenses, permits and financial statements required to initiate, maintain and terminate activities of the Society as agreed to by the Board of Directors.

3.5.1 Different person to hold office

The Treasurer shall be a different individual than the CMRC treasurer with a two year term elected at the October meeting.

3.6 Directors

The Directors should consist of: Director of Personnel Services, Director of Programs, and Director of Physical Plant. A concise description of their duties is under Policies of Crossville Railroad Historical Society.

3.7 Removal from Office

Following a hearing at a regular meeting, a member of the Board of Directors may be removed from office by a two-thirds majority vote of members in attendance and voting.

3.8 Line of Succession

In the event of a vacancy on the Board of Directors in the middle of a term, the Board vacancy shall be filled for the remainder of the term by nomination and election as per Crossville Railroad historical Society policies.

3.8.1 President

The Vice President shall succeed to the office of President in place of the vacating President as per Crossville Railroad Historical Society policies.

3.8.2 Treasurer

For special election for the office of Treasurer see section 5.7

3.8.3 Single office

A member of the Board of Directors shall only hold one elective position at a time.

3.8.4 Length of Office

The President, Vice President, Secretary, and Treasurer shall hold office for 2 years. The Directors shall hold office for 3 years, elected to a staggered 3-year term. There shall be no limit on the number of terms in a particular office.

4.0 AUDITS

4.1 General

Prior to and for acceptance at not later than the April regular meeting, an audit shall be made of the books of the Society for the preceding calendar year. Two Board members, assigned by the President, who are neither the current Treasurer nor the Treasurer for the period being audited, shall perform the audit. This audit must be presented at the regular meeting and included in the minutes. If the Treasurer is replaced before his or her term ends, the succeeding Treasurer shall have an audit made within 60 days of the time he or she takes office. 4.2 Special Audit
By means of a special motion passed at a regular meeting by a two-thirds majority of the Board Members voting, a special audit shall be conducted. The maker of the motion shall automatically be included in the auditing committee.

5.0 ELECTION OF TREASURER

5.1 Nominating Committee

All elections shall be conducted by a Nominating Committee which shall be appointed by the President and shall be composed of one Board member and at least two other Members in good standing who are not Board members. Members of the Nominating Committee shall be announced at the July general meeting.

5.2 Nominations

Nominations for the office Treasurer shall be accepted and verified by the Nominating Committee. The membership will be notified electronically a week in advance of the regular meeting that is held prior to the election. Nominations can be accepted from the floor of the regular membership meeting that is held prior to the election meeting for which there is no nominee previously submitted.
Candidates shall be introduced at the regular membership meeting that is held prior to the election. Candidates will be given an opportunity to express their reason(s) for seeking office and provide any information for the position they are seeking.

5.3 Candidate Eligibility

Candidates shall be Members of the Society. Candidates shall be permitted to run for one office only.

5.4 Votes

During the regular meeting in October, the Nominating Committee shall hold elections for the office of Treasurer. These elections shall be conducted by secret ballot. A candidate receiving more than 50% of the votes cast shall be declared elected. In the event that no candidate receives more than 50% of the votes cast, the candidate receiving the fewest votes shall be eliminated and a second ballot issued. This procedure shall be repeated until one candidate receives more than 50% of the votes. In the case of a tie, the candidates shall each present the basis for their candidacy to the members and another ballot issued. If after this vote there is still a tie, the Nominating Committee will break the tie by a coin flip.
5.4.1 Single nominee - In the case where there is only one candidate for an office, the Secretary shall be directed to cast one vote for the candidate and that candidate shall be considered elected for that office
5.4.2 Absentee ballots - Absentee ballots are permitted upon application and approval by the Board.

5.5 Beginning Term

All successful candidates shall take office on January 1 following their election.

5.6 Length of Office

The Treasurer shall hold office for 2 years. There shall be no limit on the number of terms in office.

5.7 Special Election

A special election is required if a vacancy in the 0ffice of Treasurer must be filled. This election shall be held at a regular meeting within 60 days from the time the vacancy occurs. The Board of Directors shall nominate a Member who is willing to fill this vacancy. A candidate receiving more than 50% of the votes cast shall be declared elected. The successful candidate shall take office immediately to fulfill the remainder of the term

6.0 MEETINGS

6.1 Regular Meeting

The Society should have a meeting or function monthly, the place and time to be determined by the Board of Directors.

6.2 Election Meeting(s)

The bi-annual election of the Treasurer shall be held as part of the regular October meeting as detailed in Section 5

6.3 Quorum

The quorum at any regular meeting shall consist of no less than one-third of the Members. At least two of the attendees shall be members of the Board of Directors.

6.4 Additional Meetings

The President may call an additional meeting at any time by providing the members with written or electronic notification of the agenda for the meeting.

6.5 Board of Directors Meetings

The President shall call Board of Directors meetings as necessary.

6.6 Reports

Each Society officer and committee shall report their activities and status on a timely basis. The President's report, treasurer's report and meeting minutes by the Secretary shall be presented monthly.

7.0 RULES OF ORDER

Robert's Rules of Order for Deliberative Assemblies shall be the parliamentary standard for the Society on all points not otherwise provided for by these Bylaws.

8.0 AMENDMENTS TO BYLAWS

8.1 Amendments

A proposal to amend these Bylaws may be considered at any regular meeting by providing written or electronic notification to the Chairman of the Bylaw Committee who, in turn, will provide all members of the Bylaw Committee with copies. The Bylaw Committee will review the proposed amendment, ensure there is no conflict with other Bylaws and make a recommendation to amend or not amend the current Bylaws. The Bylaw Committee shall prepare a notice of the proposed amendment and forward it to the Secretary for distribution to all Members 7 days in advance of the regular meeting. Ratification of the proposed change

requires approval by a two-thirds majority of the Members in attendance and voting at the following regular meeting.

8.2 Submitting of Amendments

Any Member may submit a proposed amendment to the Bylaws. Proposed amendments shall be submitted in writing to the Chairman of the Bylaw Committee to be processed as outlined in Sec. 8.1.

9.0 LIABILITY

No liability of any kind for damages arising from errors or omissions in the making up, recording or communication of programs or information concerning them shall attach to the Board of Directors or other members.

10.0 Dissolution

Upon the dissolution of the Crossville Railroad Historical Society, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.