

RIVER CROSSING NORTH



PRINCE ALBERT MODEL RAILROADERS

Bylaws of Prince Albert Model Railroad Club Inc.

Entity No. 101110529

December 17, 2012

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1. Definitions

In these and all other bylaws of the corporation, unless the context otherwise requires or specifies:

1.1 *“Act” means The Non-Profit Corporation Act, 1995, as amended or replaced from time to time and in the case of such amendment, any references in the bylaws of the corporation shall be read as referring to the amended provisions; and*

1.2 *“corporation” or “club” means Prince Albert Model Railroad Club Inc.; and*

1.3 *“directors”, “board” and “board of directors” means the directors of the corporation for the time being; and*

1.4 *“member” means a regular, junior or associate member; and*

1.5 *“Yard Office” means the 1905 Octagonal Building located on the Prince Albert Exhibition Grounds occupied by the Prince Albert Model Railroad Club Inc. under arrangements with the Prince Albert Exhibition; and*

1.6 *all terms contained in the bylaws and which are defined in the Act shall have the meanings given to such terms in the Act; and*

1.7 *headings used in the bylaws are inserted for reference only and are not to be considered in constructing the terms thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms; and*

1.8 *words imparting the masculine gender shall include the feminine and words imparting the singular shall include the plural and vise versa.*

2. Objectives

The objectives of the corporation are as follows:

2.1 To provide an atmosphere for the informal gathering of members to share a common interest in model railroading and railroading in general.

2.2 To design, build, landscape and maintain model railroad layout(s) for the use of members.

2.3 To promote the understanding of and appreciation for model railroading as a hobby.

2.4 To increase public awareness of model railroading as a hobby through shows and public display.

3. Fiscal Year

- 3.1 The fiscal year of the corporation shall begin the 1st day of January and end on the 31st day of December of that year.

4. Membership Information

The club shall have three classes of members designated as follows:

4.1 Regular Member

- 4.1.1 You will be 18 years of age or older and have paid your membership dues for the fiscal year; and
- 4.1.2 You are entitled to all privileges of membership, including the rights to vote at meetings of members and be a director.

4.2 Junior Member

- 4.2.1 You must be 12 years of age but less than 18 years of age and have paid your membership dues for the fiscal year; and
- 4.2.2 You are entitled to all privileges of membership, excluding the rights to vote at meetings of members or be a director; and
- 4.2.3 You must be accompanied by a regular member.

4.3 Associate Member

- 4.3.1 You will be an immediate family member of a regular member or 18 years of age or older and have paid your membership dues for the fiscal year; and
- 4.3.2 You are entitled to all privileges of membership, excluding the rights to vote at meetings of members or be a director.

4.4 Privileges of Membership

Upon payment of club dues and the willingness to be an active member, the following privileges will be extended to the member:

- 4.4.1 Access to the Yard Office via club member held keys; and
- 4.4.2 To operate your equipment on the layout(s) provided said equipment is in good-running order.

4.5 Membership Dues

- 4.5.1 Persons eligible for membership admission may, upon payment of the prescribed membership dues and one-time construction fee, become a member.
- 4.5.2 Yearly membership dues and one-time construction fee shall be set by regular members at the Annual General Meeting and be payable to Prince Albert Model Railroad Club Inc.
- 4.5.3 The aforesaid dues and one-time fee are not refundable.
- 4.5.4 Yearly membership dues shall be paid no later than March 31st of the fiscal year.

4.6 Responsibilities of Membership

- 4.6.1 As a member of a working club you are expected to take part in meetings, work sessions and any related activities sponsored by the club.
- 4.6.2 Members are expected to attend shows in which the club participates – local and distant – and to interact with the public who are viewing the club layout(s).
- 4.6.3 Member participation may be tracked to monitor fulfillment of membership responsibilities.
- 4.6.4 Members foregoing ongoing membership who have purchased equipment, models and structures that have not been permanently affixed to the club layout(s) may retain such upon leaving. Aforesaid items not retained by the leaving member are considered to be a donation to the club.
- 4.6.5 Members are expected to repair and/or replace models, scenery and the like damaged through accident and/or misuse of the object from its intended purpose.
- 4.6.6 Members are expected to have a basic knowledge of the digital command control system (DCC) and be willing to demonstrate that knowledge prior to operating equipment on the layout(s).
- 4.6.7 Member participation may be found eligible for exemption from certain responsibilities as determined by the directors.

Without exemption in fulfilling the above responsibilities a member may be found delinquent and forfeit all membership privileges.

5. Meetings of Members

- 5.1 An Annual General Meeting of members shall take place in the month of December in each year at a time and place to be fixed by the directors.
- 5.2 Regular meetings will be held in each month, excluding July, August and December, at a time and place to be established by the directors.
- 5.3 The President may call a special meeting of members at any time.
- 5.4 Notice of the time and place of a meeting of members shall be posted at the Yard Office and through notification by email and the website not less than 7 days before the meeting.
 - 5.4.1. A regular member is entitled to no more than one vote on any one question; and
 - 5.4.2 Regular members shall vote by a show of hands.
- 5.5 Three regular members personally present at the opening of a meeting shall constitute a quorum.
- 5.6 Meetings shall be governed by the latest revised edition of "Roberts Rules of Order".

6. Board of Directors

- 6.1 The Board of Directors shall consist of a minimum of 3 to a maximum of 6 directors elected at the Annual General Meeting.
- 6.2 The term of office of a director shall be 1 year and conclude at the end of the meeting which elected their successor.
- 6.3 The directors of the corporation shall manage the activities and affairs of the club.
- 6.4 The regular members may, by ordinary resolution at a special meeting called for that purpose, remove any director(s) from the board.

- 6.5 Where there is a vacancy on the board of directors the directors may appoint a regular member to fill the position.

7. Officers

- 7.1 Officers of the club shall consist of president, vice-president and secretary-treasurer elected at the Annual General Meeting from the list of directors. These officers make up the corporation's Executive.
- 7.2 The board of directors shall specify the duties of the officer(s) and delegate powers accordingly to manage the activities and affairs of the club.

8. Financial Disclosure

- 8.1 The secretary-treasurer shall place before the members at every regular meeting and the Annual General Meeting the following:
- 8.1.1 Financial reports for the month ended and for the year ended of the Annual General Meeting; and
 - 8.1.2 The report of the auditor, if any; and
 - 8.1.3 Any further information respecting the financial affairs of the club.
- 8.2 No financial report will be released or circulated unless it has been approved by the directors for such action.
- 8.3 The directors shall approve the annual financial report and shall evidence their approval by signature of one or more directors.
- 8.4 The corporation shall, after each Annual General Meeting, send a copy of its financial reports and the report of the auditor, if any, to Corporate Registry, Information Services Corporation.

9. Bylaws

- 9.1 The regular members may by resolution make, amend or repeal any bylaw(s) that regulate the activities and affairs of the corporation.

- 9.2 The above resolution must be voted on at the Annual General Meeting and be carried by a majority of the regular members personally present at this meeting.

10. Liquidation and Dissolution

10.1 Dissolution Committee

The Executive, in consultation with and by a unanimous vote of the remaining members of the Prince Albert Model Railroad Club Inc., shall appoint a Dissolution Committee whose members will prepare for and deal with the dispersal of club assets. The committee shall consist of three members with a minimum of two being long term members. It shall be the duty of this committee to act as follows:

- 10.1.1 To keep an accurate record of all its activities; and
- 10.1.2 To retain all correspondence; and
- 10.1.3 To return to all existing members the equipment, models and structures that had been bought by these remaining members; and
- 10.1.4 To make available to all remaining members a list of buildings, modules, rolling stock, locomotives and any other materials owned by the club for sale; and
- 10.1.5 To oversee the pricing and sale of the items listed for Article 10.1.4; and
- 10.1.6 To turn over to the President and Secretary-Treasurer all documents and funds relating to the dispersal and sale of assets.
- 10.1.7 The Dissolution Committee upon completion of its work shall be dissolved by an Executive motion.

10.2 Payment of Corporation Debts

- 10.2.1 The Secretary-Treasurer shall determine debts owed by the club, if any, and shall use the funds of the club to pay all debts.
- 10.2.2 The Secretary-Treasurer shall determine moneys owed to the club, if any, and shall acquire such funds for the club.

10.3 Dispersal of Club Assets

10.3.1 The Secretary-Treasurer upon satisfactory completion of 10.2 shall ask for a recommendation from the remaining members as to dispersal of club assets.

10.3.2 The Secretary-Treasurer shall disperse the assets of the club as decided by its remaining members. Following dispersal the Secretary-Treasurer shall advise the Financial Institution of the club's intent to close its account.

10.3.3 The President shall arrange to have all records kept for the required minimum length of time, after which the records are to be destroyed.

10.4 Dissolution

The members of the Prince Albert Model Railroad Club Inc., upon completion of Articles 10.1 through 10.3, shall vote to dissolve the corporation, inform the appropriate provincial government agency of dissolution and make available to said agency all necessary information.

Web Address

<http://riverxingnorth.webs.com/>