

**BY-LAWS
&
CONSTITUTION
OF
O SCALE KINGS, INC.**

ARTICLE I: TITLE

This organization shall be known as “O SCALE KINGS, INC.” The abbreviation “OSKER”, “OSK”, or “O Scale Kings” may be used as the shortened form of the official name.

ARTICLE II: SCOPE AND PURPOSE

Section 1. General Purpose

This organization shall be a corporation, the purpose of which shall be:

- A. The promotion of O Scale to other modelers in the model railroad community in other scales.
- B. The promotion of O Scale to the public who might be ready to become a model railroader, but have not yet made a scale decision.
- C. The promotion of O Scale to the manufacturers, giving them direct access to information on what products that the O Scale community wants to buy. In return giving the O Scale manufacturers a direct access to their already existing market.
- D. The promotion of O Scale two-rail model railroading.
- E. The bringing together of persons interested in collecting and operating O Scale two-rail model railroad trains and related items.

- F. The education of members of the O Scale Kings by the holding of meetings, maintaining a directory of members, and publishing periodicals and other literature of interest to members, and otherwise providing educational and information material not only to the membership of the O Scale Kings but to historians and other interested persons as well.
- G. The promotion of fellowship among members interested in and the establishment of a primer for operating O Scale Trains and related items to the mutual benefit of all members thereof.
- H. The exhibition of O Scale Model Trains and dissemination of full information regarding the manufacturer, history and mechanism of O Scale Model Trains and related items and the repair thereof in conjunction with individuals and other organizations.

Section 2. Definitions

- A. O Scale is defined as 1:48 Proportion models running on 2 rail track.

Section 3. Corporate Organization and Purpose

- A. This corporation shall be a non-stock corporation and non-profit corporation.
- B. The corporation is organized exclusively for, and will be operated exclusively for one or more of the following purposes: charitable,

educational, scientific and literary purposes as defined and limited by Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), 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 by any future federal tax code.

- C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Six hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation,

contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III: MEMBERSHIP

Section 1. Qualifications

- A. Qualifications of membership, right to membership, tenure of membership and obligations of membership in the O Scale Kings shall be entirely subject to and dependent upon on the provisions and exercise of authority herein contained, herein conferred by these By-Laws.
- B. Membership shall be open to all who express an interest in O SCALE MODEL TRAINS and/or the scope and purpose of this Corporation.
- C. The Board of Directors may from time to time place such additional requirements and restrictions on the qualifications for membership as it may deem necessary.
- D. Membership shall be open to all regardless of nationality, race, creed, gender, or sexual orientation.
- E. Only those members Eighteen (18) years or older shall be voting members of the Corporation.
- F. Any question as to eligibility of the person applying for membership shall be referred to the Board of Directors and or membership committee.

Section 2. **Applications**

- A. Applicants for membership must obtain and complete a membership application and any other documents requested by the directors, officers or membership committee.

- B. The dues for membership of this Corporation shall be established by a vote of the membership. The directors shall have the authority to establish classes of membership other than the class of memberships identified in Section 3.

- C. Membership of all classes shall expire on January 1st of the year following the payment of dues.

Section 3. **Classes of Members**

- A. Charter Members are those members, who were members of the O Scale Kings as of the date of charter of the organization.

- B. Regular Members are those members who joined the Corporation, pay dues, and subscribe to the duties and regulations of membership.

ARTICLES IV - OFFICERS, DUTY, TERM OF OFFICE

Section 1. Officers

- A. Officers of this Corporation shall be President, Secretary and Treasurer and all legal age and all duly elected.

Section 2. Duties of Officers

- A. The President shall be chief executive officer of the O Scale Kings and shall preside at all National meetings of the O Scale Kings and of the Board of Directors, except as otherwise stated and shall have the powers, duties and responsibilities usually vested in the office of President of a non-profit corporation. The President shall have general superintendence of all other elected or appointed officials and shall appoint and be a member ex-officio of all committees except as may be provided otherwise.
- B. The Secretary shall attend and be responsible for keeping of minutes of National meetings and Board of Director meetings. The Secretary shall send notices of membership meetings and the minutes thereof to all members.
- The Secretary shall perform such other duties, and receive remuneration and expenses, as determined by the Board of Directors.
- C. The Treasurer shall keep the financial records, receive all monies and pay bills, and issue financial reports as required and prescribed by the

Board of Directors. The Treasurer shall receive remuneration as determined by the Board of Directors.

Section 3. Term of Office and Vacancies

- A. The term of office of President, Secretary and Treasurer shall run for a two year term. The term of office to begin January 1 immediately following their election. The President and Secretary shall be elected in even number years and the Treasurer shall be elected in odd number years.
- B. If any office shall become vacate, the office shall be filled by the Board of Directors for the remainder of the term.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of:

- A. President, Secretary and Treasurer.
- B. Three Directors elected at large.
- C. The immediate Past President.

Section 2. Board of Directors Meetings

- A. A Board meeting shall be held at least once each calendar year, notice of which shall be sent to each Board member by the Secretary, together with an Agenda, not less than twenty days prior to the meeting. A quorum

shall be one-half of the Board's membership, two (2) of whom must be the President, Secretary or Treasurer.

- B. A special meeting of the Board of Directors may be called at any time by the President, Secretary, or by three (3) members of the Board of Directors, providing that notice of said meeting is sent to each Board member, together with an agenda, not less than thirty days prior to the meeting.
- C. In addition to the Regular and Special meetings as set forth in Sections A and B of this Article. Board meetings may take place by telephone conference call. Quorum requirements for telephone conference call meetings is as stated in Article V. Section 2A.
- D. The Board of Directors shall take action only as follows: (1) By majority vote at a Regular or Special meeting in the usual fashion; or; (2) By majority vote in the usual manner at a meeting held by telephone conference call in which all members can hear each other.
- E. Minutes of all Board meetings must be mailed by the Secretary to all Board members within 60 days after each meeting. Minutes of any meeting of the O Scale Kings or of the Board of Directors shall be mailed to any member of the O Scale Kings who request them within one hundred twenty days of said meeting, which minutes may be briefed and condensed. The minutes of all meetings shall be posted on the OSK web site.

Section 3. **Term of Office of Directors**

- A. Directors shall serve a term of two years and may serve two
Consecutive terms if re-elected. Two directors will be elected in odd
numbered years and one director will be elected in even numbered years.
A drawing will be held by the first elected directors to determine odd and
even office holders.

- B. The Past President as set forth in Section 1C of this Article, shall serve
until replaced by his or her successor.

Section 4. **Duties of the Board of Directors**

The Board of Directors shall have full power to manage the business and affairs
of the O Scale Kings except where otherwise provided in these By-Laws. The
Board of Directors shall conform to definite orders and instructions as may be
given to it by the members of the O Scale Kings as provided by Article XIII.

ARTICLE VI - PRIORITIES OF OFFICE

Section 1. **Definitions**

- A. No member shall hold two National Offices (defined as President,
Secretary, Treasurer) either elected or appointed, or two seats on the
National Board of Directors simultaneously.

B. No member shall hold two National elected offices simultaneously.

Section 2. Resignation of Officers

A. Resignation of an officer from any national office shall be submitted to the President in writing, and shall be subject to acceptance by the Board of Directors.

Section 3. Re-Election of Officers and Directors

A. All officers and directors may serve three consecutive terms.

ARTICLE VII - APPOINTED OFFICIALS

Section 1. The Board of Directors shall appoint an Editor for the publication of any periodical of O Scale Kings, assigning such duties and responsibilities as may be deemed appropriate.

The Editor shall serve for one year from date of appointment and may be re-appointed from year to year, subject to review by the Board. The Editor shall receive remuneration as determined by the Board of Directors.

Section 2. The Board of Directors may retain legal counsel to act in behalf of the O Scale Kings in matters where legal counsel and advice are necessary for the best interest of the O Scale Kings.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1. Nominations for National Officers and Board of Directors shall be filed with the National Secretary (with a copy to the National President) no later than September 30th of each year. Nominations shall be submitted by the nominations and elections committee referred to in Article XI, Section 6 and by any regular member of the corporation if accompanied by a written statement by the nominee that if elected he or she will serve. All nominations are to be confirmed by the BOD. All nominees for Officers and Directors shall be members in good standing of the O Scale Kings.

Section 2. A selected and designated member of the BOD, who is neither a National Officer, nor on the ballot shall cause a ballot to be prepared with a provision for write-ins to be mailed on or before October 31st to all members in good standing. Ballots shall be returned postmarked not later than December 1st.

Section 3. Ballots shall be mailed by the membership directly to the Secretary. A plurality of all valid votes cast shall decide those elected to office. The Secretary shall notify immediately the newly elected officers and Board of Directors.

ARTICLE IX - MEETINGS

Section 1. **Annual Meeting**

An Annual Meeting shall be held in conjunction with the O Scale National

Convention or at a time and place that this is set and determined by the Board of Directors. A quorum for the membership meeting shall be the majority of the membership present.

Section 2. Business of Annual Meeting

- A. Introduce the Nominees for office for the fiscal year beginning January 1 if the Nominees have been selected.
- B. Receive reports from Officers and Committee Chairpersons.
- C. All matters brought before it may be discussed. Such matters that a majority of the members at the membership meeting take exception to shall be submitted by mail to the entire O Scale Kings membership for vote. A simple majority of the ballots cast shall affirm or deny any proposition. The ballot shall be included in tear out form in the next issue of the Newsletter immediately following the Annual Meeting. Ballots shall be returned to the National Business Office for tabulation. The return envelope shall be provided by the O Scale Kings and be in the same format as that for election of officers, except no inside envelope shall be required. Ballots must be postmarked within 60 days after mailing from the Business Office. Tabulations shall be made, and results must immediately be sent to the Board of Directors and Officers and be published in the subsequent issue of the Newsletter.
- D. Proposed changes in By-Laws and changes in dues shall be referred to the

entire membership as provided under Article XVI.

Section 3. **Meeting Notice**

Written notice of any special or regular meeting shall be sent to each member of record eligible to vote at such meeting, no less than ten days prior to such meeting.

Section 4. **Parliamentary Procedure**

Parliamentary rules as set forth in most current edition of “Roberts Rules of Order Newly Revised” shall govern all meetings of the O Scale Kings.

ARTICLE X -FUNDS AND FINANCES

Section 1. The fiscal year shall begin January 1 each year.

Section 2. Dues shall be payable annual in advance on the membership anniversary date of January 1st each year in such amount determined by the membership.

Section 3. Application fee shall be determined by the Board of Directors as deemed appropriate.

Section 4. All monies received shall be deposited by the Treasurer as per the direction of

the Board of Directors.

Section 5. The Treasurer and other officers as required shall be Bonded if prescribed by the Board of Directors.

Section 6. Accounts and funds of the O Scale Kings shall be audited annually as directed by the Board of Directors, and at any other time when the Board of Directors shall deem necessary.

Section 7.

- A. The Board of Directors shall present annually to the members an Annual Report.
- B. The annual report of the Board of Directors shall be filed with the minutes of the meetings of members.

ARTICLE XI - COMMITTEES

Section 1. The President shall appoint Standing Committees of O Scale Kings. Except as otherwise provided in this Article, appointment of committees and Committee members, shall be with the advice and approval of the Board of Directors. Except as otherwise provided in this Article, appointment of Committees and Committee Members, by the President shall be with the advice and approval of the Board of Directors.

Section 2. Standing Committees shall be annual, however, appointees may serve more than one year on the Committee.

Section 3. The President may appoint Special Committees temporary in purpose, reason or convenience. Special Committees shall be vacated when the President who appoint them goes out of office. Special Committees shall report to the President as he or she may direct.

- Section 4.**
- A. Standing Committees shall consist of a chairman and other members of O Scale Kings as appointed by the President, one member of whom shall be a member of the National Board of Directors.
 - B. Special Committees shall consist of a chairman and other members of O Scale Kings as appointed by the President, none of whom shall necessarily be a member of the National Board of Directors.

Section 5. **Finance Committee**

- A. The Committee shall review the revenues of the O Scale Kings and propose a budget for the following fiscal year.
- C. The Committee shall study the dues and fees received by the O Scale Kings and make recommendations to the Board of Directors regarding their amounts.

D. The Committee shall include the Treasurer of the Corporation.

Section 6. Nominations and Elections Committee

A. This Committee shall be comprised of all the members of the National Board of Directors, chaired by the Immediate Past National President and he/she or his/her designate shall serve as Election Supervisor. In the absence or disability of the Immediate Past National President, the next in line to chair the meeting shall be, in succession of years from office, the Immediate Past National President's predecessor and his predecessor's predecessor.

B. This committee shall supervise the entire nominating and elections process.

C. The Committee shall convene at the Annual Meeting and its work should be in accordance with Article V.

D. The Committee is to review the nominations and their action is to be only one of review to determine if the member nominated is a member in good standing in the organization. There are no other conditions for nomination to the offices.

Section 7. Public Relations Committee

The appointed Committee may make studies and recommendations to the Board

of Directors regarding external publicity of the O Scale Kings.

ARTICLE XII - CORPORATE SEAL

Section 1. Permission for use of the O Scale Kings seal by other than official entities of the O Scale Kings must be obtained from the Board of Directors.

ARTICLE XIII - INITIATIVE AND REFERENDUM

Section 1. The membership shall have the right of petition to have any proposition submitted to the entire membership for a vote by mail. Such petition shall contain the exact wording of the proposition and shall contain the signatures of at least 5% of the voting members of the O Scale Kings.

Section 2. The total time for circulating a Petition and submission to the Secretary shall be seventy-five (75) days. Within five (5) days after the initial circulation, a copy of the Petition shall be submitted by an originator of the Petition to the Secretary which shall be endorsed with a statement certifying the date of commencement of circulation. If submitted by mail the copy of the Petition or completed Petition shall be sent by certified mail and shall be deemed submitted as of the date mailed.

Section 3. The proposition to be submitted to the membership shall contain one (1) question or one (1) proposition capable or worded in such a way that it shall be answered

with a yes or no vote.

Section 4. The Board of Directors shall have twenty-five (25) days from the date of receipt of the final petition by the Secretary to formulate its position on the question or referendum. Its position shall be contained on one 8 ½ in. x 11 in. sheet of paper, both sides. This position shall accompany the ballot to the membership.

Section 5. If the proponents of the initiative or referendum desire to communicate a position to the membership, they may at the time of submission of the petition submit to the Secretary a statement of their position contained on one 8 ½ in. by 11 in. sheet of paper, both sides, which the O Scale Kings shall print and which shall accompany the ballot, or they may at any time prior to mailing of ballots request and be given free of charge one (1) complete set of mailing labels for purposes of mailing a position statement to the membership.

Section 6. The Secretary, in any event, shall within ten (10) days of receipt of the final Petition determine the validity of the Petition and so notify its originator and if it is valid shall cause a referendum ballot to be prepared and mailed on the 45th day after actual receipt of the final Petition. The ballots should be returned postmarked not later than 20 days after the ballots are initially placed into the mails as aforesaid.

Section 7. The question or proposition shall be worded in such a way so that in order for the action or decision proposed to be approved, 2/3 of the ballots returned must contain a yes vote.

Section 8. There shall be only one referendum on a question or proposition.

ARTICLE XIV - RULES AND REGULATIONS

Section 1. All Rules and Regulations as set forth by the Board of Directors shall apply to all O Scale Kings members, functions, and meets.

Section 2. Failure of individual members or groups of members to adhere to the Rules and Regulations of the O Scale Kings may result in disciplinary action for the offending members as determined by the Board of Directors.

ARTICLE XV - INDEMNIFICATION OF THE ORGANIZATION AND ITS OFFICERS

As a not for profit corporation under 501 (c)(3) of the Internal Revenue Act, the O Scale Kings shall indemnify each director, officer, and/or agent under them together with each former director, officer and/or agent under them who was or is made party to or a witness in or have been threatened to be made a party to or a witness in any pending or completed action, suit or proceeding whether civil,

criminal, administrative, investigative, etc. to the greatest extent allowed by law by reason of the fact that the person is or was an authorized representative of the O Scale Kings. The O Scale Kings shall pay, provided the O Scale Kings is given notice, which may give rise to indemnification early on so potential indemnification is subject to authorization by Board of Directors. The O Scale Kings will pay the expenses, including attorneys fees and disbursements, judgments, fines and amount paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding of any of the above authorized persons. If the Board of Directors deem it necessary, the O Scale Kings shall purchase and maintain insurance to protect against liability, cost or expense incurred with in connection with any such action, suit or proceeding.

ARTICLE XVI - AMENDMENTS

Section 1. Amendments to these By-Laws shall be submitted to a quorum of the full Board of Directors at any regular or called meeting of the Board or by written request for consideration by the Board. Upon favorable action by the Board and notice duly given by publication in a publication, the amendments shall be submitted to the entire membership for ratification by mail ballot. If a majority of the ballots returned are affirmative, the amendments shall be approved.

ARTICLE XVII - ADOPTION OF BY-LAWS

Section 1. These By-Laws shall become effective 6/1/2005.