

**BYLAWS
OF
OPERATIONS SPECIAL INTEREST GROUP, INC.**

**ARTICLE 1
NAME**

SECTION 1. ORGANIZATION NAME

The name of the organization shall be Operations Special Interest Group, Inc. hereinafter to be called Operations Special Interest Group or OpSig.

SECTION 2. ORGANIZATION STATUS

It shall be a non-profit, non-sectarian, non-partisan, non-stock corporation.

**ARTICLE 2
NONPROFIT PURPOSES**

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

- a) To act as a forum for the members' exchange of information and ideas, and to develop improved ways for hobbyists to learn the art and science of operating a railroad and in particular a model railroad.
- b) To provide leadership for planning, developing, coordinating, and expanding the knowledge of operating model railroads; and
- c) To promote, develop, support and encourage participation by the public in model railroading.

**ARTICLE 3
MEMBERS AND DUES**

SECTION 1. MEMBERS

Membership shall be open to all with an interest in railroading.

SECTION 2. VOTING

Each member shall have one vote on any matter on which a vote of members is taken.

SECTION 3. DUES

Members shall pay dues as from time to time established by the Board of Directors. Membership includes four mailed issues per year of the "Dispatchers Office, the journal of the Operations Special Interest Group."

SECTION 4. GOOD STANDING

A member is in good standing so long as said member is, according to the books and records of the corporation, entitled to receive one or more issues of the Dispatchers Office.

**ARTICLE 4
DIRECTORS****SECTION 1. NUMBER**

The Board of Directors shall consist of five (5) members.

SECTION 2. POWERS

The business affairs of the corporation shall be managed by a Board of Directors who shall exercise or direct the exercise of all organizational powers. The Officers and members of the Board of Directors shall use their best efforts to carry out in good faith the purposes and exercise the powers so as to further the experience and appreciation of model railroading and in particular Operations.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws; and
- e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

SECTION 4. TERM OF OFFICE

The term of office for any elected Director will be for three (3) years, and terms shall be staggered so that one or two Director(s) is(are) elected each year. In the year 2005 five Directors shall be appointed by the incorporator, two for a term expiring in 2006 two for a term expiring in 2007 and one for a term expiring in 2008. A Director may serve as many consecutive terms as he or she is elected to.

SECTION 5. COMPENSATION

Directors shall serve without compensation, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at such place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 7. MEETINGS

Meetings of the Board of Directors may be called by any member of the Board, or, if different, by the persons specifically authorized under the laws of Connecticut to call meetings or special meetings of the Board. Meetings not held during and at the site of the NMRA's annual convention should be conducted by conference call.

SECTION 8. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) Meetings. At least one week's prior notice shall be given by the Secretary of the corporation to each Director of each meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, E-mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Meetings may be held by conference call.
- b) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the laws of Connecticut, a written waiver of notice signed by said director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice to said director.

SECTION 9. QUORUM FOR MEETINGS

A quorum at any Board meeting shall be a majority of the entire Board of Directors. An act by the majority of the Board present at any meeting at which there is a quorum shall be the act of the whole Board, except as otherwise provided by law or by these bylaws. The vote by majority of those present at any duly constituted Board Meeting shall be sufficient to authorize action.

SECTION 10. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 11. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or if no such person has been so designated or, in his or her absence, by a person chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the then current edition of Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 12. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of Connecticut.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of Connecticut.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Should a Director miss three consecutive meetings of the Board without good cause, he or she shall be considered to have resigned.

SECTION 13. NOMINATIONS AND ELECTIONS

In the fall of each year a call shall be published in the Dispatcher's Office for nominations to fill positions that will become vacant at the next annual meeting.

The Election Committee (see article 6 section 2) shall conduct the nomination and election process for the Board of Directors. They shall solicit names of candidates from the membership. The Election Committee is directed to present a slate of Director candidates who are broadly representative of the needs and interests of the Operations Special Interest Group. Current Board members may be nominated for re-election.

The Committee shall certify that all candidates on the ballot have agreed to run for office and have paid their dues through at least the following July.

The Committee shall design a ballot and solicit from and present brief background sketches of candidates for publication with the ballots. The ballots and candidate sketches shall be provided to the newsletter editor for publication in the Spring edition of the Dispatcher's Office. Based on the publication date, the Committee shall establish a reasonable (approximately 30 day) deadline for return of the ballots.

The Committee shall also collect and count the ballots and provide the results to the Board of Directors for announcement at the next annual meeting. Candidates with highest number of votes will be elected.

SECTION 14. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 15. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Connecticut.

**ARTICLE 5
OFFICERS****SECTION 1. DESIGNATION OF OFFICERS**

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be appointed by the Board annually at the first meeting of the Board following the Annual Meeting but not later than fourteen days following the Annual Meeting.

- a) In the event of death, resignation, or incapacity of the President, the Vice President shall become the President for the remainder of the term. In the event there is no Vice President or the Vice President is unable to fill the role of the President, then the Secretary shall fill the role of President for the remainder of the term.
- b) Other vacancies shall be filled, as provided in Article 5. Section 5. Vacancies of these Bylaws.
- c) The Board of Directors, by a three fifths (3/5) vote of the entire Board at a meeting duly called for the purpose, may for any cause whatsoever at any time remove one or more members of the Board of Directors elected by the members.
- d) Any vacancies on the Board shall be filled by vote of the Board of Directors for the unexpired term.

SECTION 2. QUALIFICATIONS

Any Member may serve as an officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board following the Annual Meeting of the corporation. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be named and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF OFFICERS

The various officers shall have the powers and duties that customarily appertain to their respective offices, including those hereinafter provided for and, in addition, such powers and duties as the Board of Directors may from time to time designate and confer.

- a) President The President shall preside at all meetings of the Board and of the Membership. The President shall have general charge and supervision of the affairs of the corporation, and shall be responsible for seeing that the resolutions and actions of the Board are carried into effect.
- b) Vice President The Vice President shall preside at all meetings of the Board and the Membership when the President is unable to do so. The Vice President shall assume the duties of the President if the President is temporarily or permanently unable to carry out those duties.
- c) Secretary The Secretary shall act as secretary of all meetings of the Board and shall keep the minutes thereof and shall see that all notices required to be given are duly given or served. In the absence of the Secretary the minutes shall be taken by a person designated by the presiding officer.
- d) Treasurer The Treasurer shall have the care and custody of the funds of the corporation and shall handle and disburse the same under the direction of the Board of Directors. All funds of the corporation shall be deposited in the name of the Corporation in such financial institutions as the Board of Directors may designate. The Treasurer shall keep or cause to be kept proper books of account showing all monies received and distributed and all assets and liabilities of the corporation and at least once each year provide a statement of income and expenses of the Corporation to the Board of Directors. The books of record shall be reviewed or audited at least once a year by a person or entity appointed by the Board of Directors.

**ARTICLE 6
COMMITTEES****SECTION 1. CHAIRMANSHIP OF COMMITTEES**

The President shall appoint the chairperson and the members of each committee, which may include individuals who are not Directors. With the exception of the Nominating Committee, each committee shall serve at the pleasure of the President and shall have such authority and shall perform such duties as the Board of Directors shall from time to time hereafter determine.

SECTION 2. ELECTION COMMITTEE

The Election Committee shall consist of one Director and two non-Director Members. The President shall appoint the chairperson of the Committee. A quorum of the Election Committee shall consist of a majority vote of those members present and voting. Reasonable notice of the date, time, and place of each meeting shall be given by mail, phone, or otherwise.

The Election Committee shall solicit nominations for and hold elections for members of the OP SIG Board of Directors. They will follow the procedures set out in Article 4, Section 13, hereof.

SECTION 3. OTHER COMMITTEES

The Board of Directors may create additional committees from time to time for such purpose and with such powers and duties as the Board determines.

**ARTICLE 7
MEETINGS OF THE CORPORATION****SECTION 1. ANNUAL MEETING**

The Annual Meeting will be held on a Monday (unless there is an unavoidable conflict) during the Annual Convention of the National Model Railroad Association and in the city in which said convention is held. While every effort will be made to advise the members of the date of the annual meeting prior to January 1 of the year in which the meeting is to be held, members shall be notified by mail not less than sixty days prior to the Annual Meeting of the actual day, time and location of the meeting. At this meeting the Board shall announce the result of the election of Board members. It is recommended that the Directors announce the day and time of the annual meeting seven months prior to the NMRA annual convention. This will provide members with early registration packages an opportunity to avoid signing up for activities which conflict with the OP SIG annual meeting.

SECTION 2. CONDUCT OF THE MEETING

Meetings of the membership shall be presided over by the President, or if no such person has been so designated or, in his or her absence, by a person chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the membership, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the then current edition of Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 3. QUORUM

A quorum for the annual meeting shall be the lesser of 10% of the membership or 15 members.

ARTICLE 8 CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST

Directors shall disclose to the Board any conflicts of interest which arise, and no elected Director shall vote on any matter which would involve a conflict of interest. In the event that a Director questions whether a conflict exists, the issue shall be decided by a majority vote of the elected Directors present and voting, provided that the Director in question shall not vote.

ARTICLE 9 INTERNAL REVENUE CODE 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this 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 provisions of these Bylaws, this corporation shall not carry on any 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its 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 of this corporation.

ARTICLE 10 DISSOLUTION

SECTION 1. TRANSFER OF ASSETS

In the event that this organization should be dissolved for any purpose whatsoever, all assets of the Operations Special Interest Group, upon concurrence of the Board of Directors, will be transferred to a 501 (c) (3) organization that promotes model railroading. None of the assets will be distributed to any member, officer or Director of this organization.

ARTICLE 11 AMENDMENT OF BYLAWS

SECTION 1. PROCEDURE FOR AMENDING

These Bylaws may be amended at the annual meeting of the OP SIG membership by the favorable vote of the OP SIG members in good standing present and voting thereon, providing notice of such an amendment shall have been included in the notice of the meeting. Bylaws amendments may also be included on the annual ballot for the election of Directors.

SECTION 2. PROPOSERS OF AMENDMENTS

Amendments to the Bylaws may be proposed by the Board of Directors or, by the lesser of 10 % of the membership or 15 members. All proposed ByLaws changes must be presented first to the Board of Directors within 30 days of when the proposed change needs to be published.

SECTION 3. PROPER NOTICE

When ByLaws changes are being proposed, written notice of the proposed changes as well as comments by the proposers and the Board of Directors shall be published at least 60 days prior to the annual meeting. Or, if changes are to be voted upon by mail-in ballot, the notice and comments will be sent with the ballots.

ARTICLE 12 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of the state of Connecticut and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

The undersigned, being the initial incorporator of this corporation, hereby adopts the foregoing Bylaws, consisting of 9 pages, as the Bylaws of this corporation.
