

**BY-LAWS OF THE
N'CROWD MODEL RAILROAD SOCIETY, INC.
DBA
HOUSTON N'CROWD**

Revised and Effective September 27, 2020

Texas Charter #01418985

N'Crowd Model Railroad Society, Inc. is a 501(c)(3) nonprofit educational organization incorporated in the State of Texas.

BY-LAWS
of the
N'CROWD MODEL RAILROAD SOCIETY, INC.

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BY-LAWS
of the
N'CROWD MODEL RAILROAD SOCIETY; INC.
ARTICLE I

PURPOSE

The N'CROWD MODEL RAILROAD SOCIETY, INC., hereinafter referred to as N'Crowd, shall be an organization of individuals who demonstrate an active interest in learning about or educating the public about railroading through N scale portrayal, or who have special knowledge relating to model railroading, or who engage in the design, construction, and operation of N scale model railroads, or who wish to educate the public about the history of railroading through the use of N scale models and model railroads.

ARTICLE II

OFFICES

The principal office of N'Crowd in the State of Texas shall be at a location so designated by the N'Crowd Board of Directors (hereinafter referred to as the Board). N'Crowd may have other such offices, either within or without the State of Texas, as the Board may determine or as the affairs of N'Crowd may require from time to time. N'Crowd shall have and continuously maintain in the State of Texas a registered office and a registered agent whose office is identical with such registered office as required by the Texas Non-Profit Corporation Act. The registered office may be, but does not need to be, identical with the principal office in the State of Texas, and the address of the principal office and the registered office may be changed from time to time by the Board.

ARTICLE III

DUES

Initiation fees, if any, which may include purchase of member items such as name badges and other items,, and dues for membership, if any, shall be recommended by the Board and approved by the Active Membership.

ARTICLE IV

MEMBERS

Section 1: Classes of members

There shall be five (5) classes of membership: Active, Associate, Honorary Life, Youth and Family. Active, Associate, Youth and Family members shall submit applications for renewal annually in January for consideration by the Board of Directors.

A. ACTIVE MEMBER - An Active Member receives all the benefits of N'Crowd including but not limited to eligibility to vote in elections, newsletter, option to participate in N'Crowd purchases and sales and other N'Crowd activities. To maintain this class, an Active Member

must attend or be involved in a minimum of one (1) N'Crowd activity in the prior six (6) months, and pay the required dues. Any member that fails to meet the participation requirements without a bona fide excuse acceptable to the Board, shall become an Associate Member until such time as Active Membership is restored by meeting the requirements.

B. ASSOCIATE MEMBER - Members unable to fulfill the requirements of Active Member participation will be Associate Members. Associate Members may participate in all N'Crowd non-subsidized or non-discounted functions and will receive the N'Crowd newsletter. Associate Membership requires the payment of dues; however, Associate Members are ineligible to vote in elections or hold an N'Crowd office.

C. HONORARY LIFE MEMBER - Honorary Life Membership is conferred only by action of the Board. Honorary Life Members enjoy the benefits of Active Membership, and is included in all references to Active Member hereinafter contained in these By-Laws. Honorary Life Members are not required to pay dues or submit an annual membership renewal application.

D. YOUTH MEMBER: Individuals 12 to 17 years of age may apply for a Youth Membership. Youth Members will have all of the benefits of Active Members upon meeting the Active Member participation requirements. Dues for Youth Members will be set at one-half the cost of Active Membership. Individuals under 12 years of age desiring membership must join through a Family Membership.

E. FAMILY MEMBERSHIP - Family Membership confers all the benefit of Active Membership. Family Membership dues will be set at twice the cost of Active Membership. At least one family member must meet the Active Membership participation requirements at all times. Family Membership is limited to not more than two (2) votes in all matters brought before the membership; however, at least two (2) members of the family must be present for two votes to be cast. When there is a limit placed on a single membership for purchases of N'Crowd items, the family membership is limited to twice that limit. .

Section 2: New member applications

Prospective new members shall submit the required initiation fee, if any, annual dues in effect at the time of application, and an application with the sponsoring signature of an Active Member. Such applications shall be presented to the Board of Directors for approval by simple majority. If application is rejected, all fees and dues submitted by rejected applicant shall be returned to such applicant.

Section 3: Voting rights

A. Each Active Member shall be entitled to one vote on each matter submitted to a vote of the members.

B. Family membership allows for no more than two (2) votes on each matter submitted to a vote of the members, provided that at least two (2) family members are present at such vote.

C. Voting by proxy is not allowed.

Section 4: Termination of membership

A member may be expelled from the N'Crowd by action of the Board and/or Active Members as provided in this section.

1. All reasonable effort shall be made by the President or other Active Member(s) designated by the President to resolve membership issues. If any issues cannot be resolved through this process, the member in question shall appear before the Board at a mutually agreed time and location in a further attempt to resolve the situation.
2. A vote to expel a member may be initiated by either (1) the recommendation of two-thirds (2/3) of all the members of the Board in office or by (2) petition to the Board by twenty (20) percent of the membership.
3. The membership shall have at least ten (10) calendar days notice of any vote to expel. Notice of such vote may be distributed to the membership by mail, email or publication in the N'Crowd newsletter. Votes to expel shall be held at a regularly scheduled meeting of the N'Crowd.
4. The membership, by a simple majority of those present and voting, may expel a member.

Section 5: Resignation

Any member may resign by filing a written or email letter of resignation with the Secretary. Membership dues will not be refunded to the resigning member.

Section 6: Reinstatement

Former members who have resigned or have had their membership terminated may request reinstatement following the same application procedures as prospective new members, except that no initiation fee shall be required.

Section 7: Transfer of membership

Membership in N'Crowd is not transferable or assignable.

ARTICLE V

MEETINGS OF MEMBERS

Section I: General meetings

General Meetings shall be held monthly on the third Wednesday of the month, or as directed by the Board and approved by a vote of the Active Membership.

Section 2: Annual meeting

The Annual Corporate Meeting shall be held in conjunction with the November General Meeting, for the purpose of electing Officers and Directors-at-large, and for the transaction of such other business as may come before the meeting. The annual financial report shall be presented before the election of officers.

Section 3: Place of meetings

General Meetings shall be held at the N' Crowd's regular location of model railroading activity, or as directed by the Board. Such meetings shall be held within the Greater Houston Metropolitan Area, unless otherwise approved by a vote of the Active Membership.

Section 4: Notice of meeting

N' Crowd members shall be notified in writing, either by mail, email or publication in the N' Crowd newsletter, of the time and place of a General Meeting at least five (5) working days prior to such meeting, unless the meetings are scheduled for the same time and place each month. If mailed, such notice shall be deemed to be delivered two (2) days after being deposited in the United States mail, the postage thereon prepaid.

Section 5: Special meetings

Notice of any Special Meeting of the General Membership shall be given to all Active members at least one week prior to the meeting. Notification may be by telephone, mail, email, telegram or face-to-face.

Section 6: Quorum

At any General or Special Meeting, twenty (20) percent of the Active Members shall constitute a quorum unless otherwise specified in these By-Laws; provided, however, no business shall be conducted unless at least one (1) elected officer is present.

Section 7: Proxies

Neither proxy voting nor absentee voting shall be allowed.

Section 8: Manner of acting

A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by these By-Laws.

Section 9: Extraordinary circumstances

In the event extraordinary circumstances create a situation where in-person General or Special Meetings are impossible and/or extremely difficult for a majority of the members to attend, the Board of Directors shall permit virtual meetings employing readily available technology. Any and all business of N'Crowd may be conducted during virtual meetings so long as the quorum requirements for meetings detailed in these bylaws are met. The Board of Directors may authorize the use of email for matters requiring member voting.

ARTICLE VI

BOARD OF DIRECTORS

Section 1: General powers

All affairs of the N'Crowd shall be managed by the Board of Directors, except as otherwise required by law or these By-Laws. The general duties of the Board shall be as follows:

1. Establish policy for N' Crowd.
2. Make public any oral or written communications on behalf of N' Crowd.
3. Sponsor meetings on behalf of N' Crowd.
4. Approve or disapprove membership applications.

Section 2: Method of electing

All Board Members, with the exception of the Immediate Past President, shall be elected from the Active Membership in accordance with procedures set forth in Article XVI of these By-Laws.

Section 3: Number and qualifications

All Board Members shall maintain Active Membership status in the N'Crowd during their term of office. The Board shall consist of

1. All officers of N'Crowd.
2. Three (3) Directors-at-large elected by the membership.
3. Immediate Past President, who will be a non-voting Board Member.

Section 4: Term of office

The term of office for each Director-at-Large shall be three (3) years and shall run from January 1 to December 31, or until a successor is elected. The terms of office for the three Directors-at-Large shall overlap such that only one Director-at-Large position shall expire each December 31. No Director-at-Large shall serve in more than one (1) office at the same time.

Section 5: Regular meetings

Board Meetings shall be held monthly at a regular location, or as directed by the Board. Board Meetings shall be open to all N'Crowd members, and to non-members invited by any Board Member. General Meetings where a quorum of the Board is present will fulfill this section's requirement for the Board to meet monthly.

Section 6: Special meetings

A Special Meeting of the Board may be called by or at the request of the President or any three (3) members of the Board. Such Special Meeting shall take place at the same location as regular Board Meetings, unless otherwise agreed to by two-thirds (2/3) of all the members of the Board.

Section 7: Notice of meetings

Notice of any Special Meeting of the Board shall be given to all Board Members at least two days prior to the meeting. Notification may be by telephone, mail, email, telegram or face-to-face.

Section 8: Quorum

A majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, unless otherwise required by law or by these By-Laws.

Section 9: Extraordinary circumstances

In the event extraordinary circumstances create a situation where in-person Regular or Special Meetings of the Board are impossible and/or extremely difficult for a majority of the Board members to attend, the Board shall conduct virtual meetings employing readily available technology. Any and all business of N'Crowd may be conducted during virtual Board meetings so long as the quorum requirements for meetings detailed in these bylaws are met. The Board of Directors may authorize the use of email for matters requiring Board member voting.

Section 10: Manner of acting

The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these By-Laws.

Section 11: Removal of a Board Member

A Board Member may only be removed from office by the membership.

1. A vote to remove a Board Member from office may be initiated by either (1) the recommendation of two-thirds (2/3) of all the members of the Board or by (2) petition to the Board by twenty (20) percent of the membership.
2. The membership shall have at least ten (10) calendar days notice of the vote to remove a Board Member from office, which shall be held at a regularly scheduled meeting of the N'Crowd. Notification may be by telephone, mail, email, telegram or face-to-face.
3. The membership, by a simple majority of those present and voting, may remove a Board member from the Board.

Section 12: Vacancies

A vacancy in any Board seat shall be filled by a vote of two-thirds (2/3) of all of the Board Members, unless otherwise specified in these By-Laws. Such replacement Board Member shall serve until the next following December 31. The remainder of the term of any replaced Director-at-Large, if any, shall be filled at the next general election of Officers and Directors-at-Large.

Section 13: Compensation

Board Members shall receive no compensation of any kind for their service as members of the Board.

ARTICLE VII

OFFICERS

Section 1: Officers

Officers shall consist of the following positions:

1. President
2. Vice President
3. Secretary
4. Treasurer

Section 2: Election and term of office

The term of office for all officers shall be one (1) year and shall run from January 1 to December 31, or until their successors are elected. No elected officer shall serve in more than one (1) office at the same time.

Section 3: General responsibilities

The general responsibilities of the officers are:

1. Conduct day-to-day business of N'Crowd
2. Preserve the assets of N'Crowd

Section 4: President

The President shall:

1. Serve as the chief executive officer.
2. Preside over all meetings.
3. Serve as Chairperson of the Board of Directors.

Section 5: Vice President

The Vice President shall:

1. Succeed to all the powers and duties of the President in his absence.
2. Serve as President for the remainder of the President's term if the office is vacated.

Section 6: Secretary

The Secretary shall:

1. Be responsible for maintaining records of membership and business, other than financial. Membership records shall be maintained in accordance with Article XI below.
2. Document decisions made by the Board and General Membership.
3. Notify members of scheduled meetings. Notification may be by telephone, mail, email, publication in the N'Crowd newsletter, telegram or face-to-face.
4. Be responsible for the publication of the newsletter and the appointment of its Editor.
5. During the absence of the President and the Vice President, shall succeed to all the duties of the President.

6. Upon request, make minutes of any meeting available to the membership for any proper purpose at any reasonable time.

Section 7: Treasurer.

The Treasurer shall:

1. Be responsible for maintaining accurate financial records. Records shall include all receipts and disbursements.
2. Prepare and file all required financial reports to local, state and federal agencies.
3. Maintain all financial accounts with institutions, including investment accounts, if any.
4. Upon request, make available a financial status report to the membership for any proper purpose at any reasonable time.
5. Present a financial report to the membership at the Annual Corporate Meeting, before election of officers. Such report shall include a listing of all financial assets, liabilities and transactions conducted during the 12 months preceding the date of the report.
6. During the absence of the President, Vice President, and Secretary, shall succeed to all the duties of the President.

ARTICLE VIII

COMMITTEES

Section 1: Committees

The Board of Directors or the President may designate any qualified Active Member(s) to serve on committees. Those committees shall make recommendations to the Board and/or General Membership for subsequent Board approval/disapproval, and if necessary, approval/disapproval by the General Membership. Committees shall have no executive authority.

Section 2. Nominating Committee

1. Members: Chairman and two (2) members. The chairman shall be the Immediate Past President, and the members, selected by the Chairman, shall be Active Members.
2. If the Immediate Past President is not available to serve as chairman of the Nominating Committee, the Board of Directors or the President shall designate any qualified Active Member to serve as chairman of the committee,

3. Duties of the Nominating Committee:

October - The Nominating Committee shall solicit and accept nominations for Officers and Board Members from the Active Membership. All reasonable effort shall be made to obtain at least two nominees for each office to be filled. The Nominating Committee Chairman shall present the slate of candidates in writing to the Board by mail or email no later than one week prior to the regularly scheduled October General Meeting. The slate of candidates shall be presented to the N'Crowd membership no later than the date of the regularly scheduled October General Meeting. Notification of candidate names may be presented verbally at the October General Meeting, or by telephone, mail, email, publication in the N'Crowd newsletter or telegram.

November - The election shall be held during the Annual Corporate Meeting according to Article XVI below. It shall be the duty of the Nominating Committee Chairman to submit, at the Annual Corporate Meeting, at least one name for each office to be filled. Nominations may be made from the floor for each office following the report of the Nominating Committee Chairman, and such nominations shall be accepted, subject to the consent of the nominee.

Section 3: Term of office

Each member of a committee shall continue as such until the next Annual Corporate Meeting of the members of N'Crowd and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 4: Chairman

The Board or the President shall appoint a committee chairman upon formation of each committee.

Section 5: Vacancies

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original committee.

Section 6: Quorum

Unless otherwise provided upon formation of a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7: Rules

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board or N'Crowd.

ARTICLE IX

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1: Contracts

The Board may authorize any officer or officers, agent or agents of N'Crowd, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of N'Crowd, and such authority may be general or confined to specific instances.

Section 2: Checks, drafts, etc

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of N'Crowd, shall be signed by such officer or officers, agent or agents of N'Crowd, and in such manner as shall from time to time be determined by resolution of the Board, within the limits set forth in Article X of these By-Laws. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer.

Section 3: Deposits

All funds of N'Crowd shall be deposited from time to time to the credit of N'Crowd in such banks, trust companies, or other depositories as the Board may select, provided that such depositories are within the State of Texas. The provision for Texas depositories may be waived by the Board for electronic investment accounts established by N'Crowd.

Section 4: Gifts

The Board of Directors may accept or decline on behalf of N'Crowd any contribution, gift, bequest or device for the general purposes or for any special purpose of N'Crowd.

ARTICLE X

FINANCIAL MANAGEMENT

1. All expenditures in excess of \$100.00 must be approved by the Board; however, expenditures of \$1000.00 or more must also be approved by a simple majority of Active Members present at a General Meeting with a quorum present.
2. Authorized N'Crowd expenses shall be reimbursed by the Treasurer, provided receipts are submitted.
3. No part of the net earnings of N'Crowd shall be used for the benefit of any individual member, and any use of net earnings shall be in furtherance of the stated purposes of N'Crowd.
4. The financial status of N'Crowd shall be communicated to the membership in accordance with Article VII, Section 7 of these By-Laws.
5. No later than January 15 of each calendar year, the President shall appoint an Audit

Committee consisting of three (3) Active Members including at least one (1) Board Member. The Audit Committee shall perform an audit of N'Crowd's financial assets and shall report its findings in writing to the membership no later than the scheduled March General Meeting.

6. In the event of the dissolution of N'Crowd, all assets shall be transferred to other qualified nonprofit organizations or government entities in accordance with applicable state and federal law governing transfer of assets of a nonprofit corporation due to dissolution.

ARTICLE XI

CERTIFICATES OF MEMBERSHIP AND MEMBERSHIP RECORDS

Section 1: Certificates of Membership

Certificates of Membership shall not be issued.

Section 2: Membership Records

Membership Records and related personal information and data will be maintained securely and will not be distributed to third parties under any circumstances.

ARTICLE XII

PARLIAMENTARY CONDUCT

Unless otherwise specified, Robert's Rules of Order, Newly Revised (most current edition), shall govern N'Crowd in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order which N'Crowd may adopt.

ARTICLE XIII

BOOKS AND RECORDS

N'Crowd shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, committees having any authority of the Board, and any other proceedings deemed appropriate by the Board, and shall keep at its registered or principal office a record giving the names and addresses of its Active and Associate Members. All books and records of N'Crowd may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time. Membership Records will be handled in accordance with Article XI Section 2 above.

ARTICLE XIV

FISCAL YEAR

The fiscal year of N'Crowd shall begin on January 1 and end on December 31 in each year.

ARTICLE XV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Texas Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of N'Crowd, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XVI

ELECTIONS

1. Elections shall be held annually for N'Crowd Officer and Director-at-large positions at the regularly scheduled November meeting (Annual Corporate Meeting).
 2. Candidates for such elections shall be Active Members of N'Crowd.
 3. The election shall be by simple majority of Active Members present and voting.
 4. The election shall be by ballot; however, if there is but one nominee for each office, the election may be by voice vote. Each Active Member shall be entitled to cast one (1) vote for each officer and Director-at-Large position to be filled.
 5. Neither proxy voting nor absentee voting shall be allowed.
 6. In the event that a simple majority cannot be obtained for any position, the two candidates receiving the highest number of votes shall advance to a run-off election, to be held immediately.
- The run-off election shall follow the rules set forth in Sections (2) through (5) above. The process shall be repeated until a winner is determined.

ARTICLE XVII

AMENDMENTS TO BY-LAWS


1. Amendments to these By-Laws may be made at any General or Special Meeting of the membership. All such meetings shall be subject to the notice requirements herein.
2. All Active Members present may cast one (1) vote on the proposed amendments. Proxy voting shall not be allowed.
3. These By-Laws shall be amended only by a two-thirds (2/3) majority of all votes cast.
4. Notice of proposed amendments must be presented, in writing, to the general membership at least thirty (30) days but not more than (90) days prior to the meeting designated in Item (1) above.

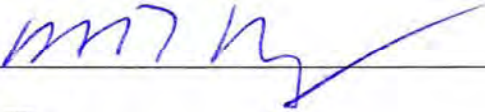
ARTICLE XVIII

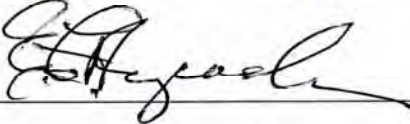
ADOPTION OF BY-LAWS


These By-Laws of the Houston N'Crowd Model Railroad Society, Inc. are hereby adopted by the membership of N'Crowd, as attested to by the undersigned, being a majority of all the voting members of the N'Crowd Board of Directors as of September 27, 2020.

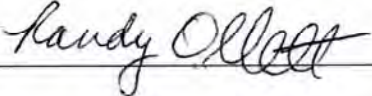
President: Thomas E. Marsh 

Vice President: John Sweigart 

Secretary: Bill Busch 

Treasurer: Eddie Aycock 

Board Member (2020): Samuel Townsell II 

Board Member (2021): Randy Ollett 

Board Member (2022): Allan Melton 