

**By-Laws**

**Of the**

**Silicon Valley Lines**

SILICON VALLEY LINES

BY-LAWS

Approved 3 June 2011

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Article I

NAME

This organization shall be known as Silicon Valley Lines (SVL)

The organization is a nonprofit corporation under the laws of California. The purpose of this organization is to engage in any lawful act or activity for which a nonprofit corporation may be organized under such law.

Article II

OBJECT

The specific purposes of this nonprofit association shall be

- A. To preserve the heritage of American Railroading by the construction of an educational model railroad display, by establishing an online resource; and by the restoration of railroad artifacts;
- B. To provide a place for model railroaders, rail fans, and railroad historians to meet and exchange knowledge ideas and skills;
- C. To develop, advocate, and encourage personal growth and skills within the membership and the general public;
- D. To cooperate with National Model Railroading Association and its affiliated associations, the hobby industry, and railroad organizations with similar interests;
- E. To provide educational opportunities for stimulation, interest and the improvement of the hobby through service programs, workshops, conferences, and periodic communication through appropriate public media.
- F. This organization does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.
- G. No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Article III

MEMBERS

Section 1 Number Of Members

- A. The number of Regular Members is unlimited. The number of members in other classes of this organization is limited as specified.

Section 2 Classes Of Membership

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Membership shall consist of five (5) classes of members:

- A. Regular membership;
- B. Non Resident membership;
- C. Operations membership;
- D. Honorary Life membership; and
- E. Family membership.

Section 3 Membership Description Application

A. Eligibility to Apply for and Maintain Membership

- 1. Any individual who has committed a felony that has resulted in jail time and or probation or is on any watch lists may be denied membership and/or may have their membership terminated.

B. Regular Membership

- 1. Any person 18 years or older desiring to become a Regular Member of the organization shall complete an application for membership.
- 2. Any applicant for Regular Membership shall participate in club functions for the purposes of familiarization. The familiarization period commences with the submission of an application to the Secretary and payment of the current application fee to the Treasurer. The familiarization period should be completed within three (3) months of the acceptance of the application. The application fee serves in lieu of dues during the familiarization period.
- 3. During the familiarization period, the Regular Member applicant shall attend and participate in at least one-half (1/2) of the scheduled functions of the organization, including at least one business meeting.
- 4. During the familiarization period, a Regular Member will be appointed to mentor the applicant. The mentor shall serve as the applicant's information source regarding the activities and function of the organization and its members. In turn, the mentor shall be responsible to recommend the acceptance of the applicant for membership.
- 5. Upon successful completion of the familiarization period, a two-thirds (2/3) approval vote of the eligible voting members present at the following business meeting is required for the acceptance of the applicant as a Regular Member. In the event that the applicant is not approved or declines membership, any application fees paid by the applicant shall be refunded.

C. Non Resident Membership

- 1. Any Regular Member of the organization with membership dues paid through the current month may apply and be granted an Non Resident Membership in the organization provided the member resides outside of one hundred (100) mile radius from the club facilities.

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2. The annual dues of the Non Resident Member are payable at the time of Non Resident Membership status.
- D. Operations Membership
1. Any person may become a Operations Member of the organization provided a Regular Member of the organization completes an application for the person or entity and the application is accepted by two-thirds (2/3) vote of the eligible voting members present at a business meeting.
  2. The dues of the applicant are payable after approval of the applicant as a Operations Member.
  3. In order to consider applications for Operations Members the organization must remain solvent. If by accepting the application for Operations Membership the revenue collected from all existing members does not meet the current budget the Operations Membership application cannot be accepted. The ratio of Operations Members to that of Regular Members will not exceed one Operations Member for every three Regular Members.
- E. Honorary Life Membership
1. Any persons who have contributed substantially to the success of Silicon Valley Lines or to Model Railroading Hobby may be recommended by a Member to the organization to become an Honorary Life Member of the organization. A two-thirds (2/3) approval vote of the eligible voting members present at a business meeting will bestow Honorary Life Membership to the candidate.
- F. Family membership
1. A Regular Member may sponsor a person under 18 years of age as a Family member. The Regular Member shall sign the written document agreeing to be the responsible adult for the Family Membership.
  2. A Regular Member may sponsor their partner as a Family member.
  3. The Regular Member shall be present at any time that the Family Member applicant is present.

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Section 4 Dues

A. Payment.

1. Application fees and dues for each class of members is set by a two-thirds (2/3) vote of the eligible voting members present at a business meeting. A Dues and Fees schedule shall be maintained.
2. Dues shall be paid monthly, except Non-Resident Member which shall be paid annually.
3. Payment shall be in US dollars by any method acceptable to the Treasurer.
4. Payment shall be due on or before the first Friday of the month and shall be made no later than the 25<sup>th</sup> of the month. Non-Resident dues shall be paid in the month of the anniversary of membership status.
5. Services or material goods shall not be substituted for dues.
6. Dues may be reduced or suspended for a given member under special circumstances by application by that member to the Vice-president for action by the Board of Directors.

B. Default: A member of any class more than three months in arrears is in default.

C. Good Standing: Any member not in default is in Good Standing. A member of a voting class shall be eligible to vote only if they are in Good Standing.

Section 5 Resignation

A. Any person wishing to resign shall submit their resignation in writing to the Secretary.

B. All keys are to be returned to an Officer of SVL.

C. Removal of all personal property to be supervised by designee of the President.

D. Personal property remaining becomes property of SVL

Section 6 Membership Termination

A. Membership in this organization may be revoked when the member is in default in payment of dues; when the member resigns from the organization; by noncompliance with the current Silicon Valley Lines By-Laws; or for misconduct or has committed a felony that has resulted in jail time and or probation or is on any watch lists.

B. Revocation is not automatic. The Board of Directors must decide, by a unanimous vote, to revoke membership in these instances.

C. All keys are to be returned to an Officer of SVL.

D. Removal of all property to be supervised by designee of the President.

E. Personal property remaining becomes property of SVL

Section 7 Rights and Responsibilities Of Members

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- A. **Regular Members** shall attend and participate in the business and activities of the organization.
1. A Regular Member shall be eligible to vote on all matters at a business meeting, if they are in Good Standing; receive keys to the Silicon Valley Lines facilities for unlimited access; have privileges of operating the model railroad at the Silicon Valley Lines facilities.
  2. A Regular Member shall participate in the construction of the layout in accordance with the current Silicon Valley Lines standards; attend at least a majority of the meetings and activities.
  3. A Regular Member may be elected or appointed to an office of the Silicon Valley Lines; serve on committees; attend all business, general, social or special meetings of the Silicon Valley Lines.
- B. **Non-Resident Members** are members whose principal residence are located more than 100 statute miles from the Silicon Valley Lines facilities and have an interest in the activities and objectives of this organization but are unable to participate in the majority of meetings and activities of the organization.
1. A Non-Resident Member shall have privileges of operating the model railroad at the Silicon Valley Lines facilities at scheduled operation meetings. An Non-Resident Member shall not vote, hold elected or appointed office, or receive keys for Silicon Valley Lines facilities for unlimited access.
  2. A Non-Resident Member may apply and receive Regular Membership into the organization at any time; attend all business, general, social or special meetings of the Silicon Valley Lines.
- C. **Operations Members** are persons entitled to the following:
1. An Operations Member shall have privileges of operating the model railroad at the Silicon Valley Lines facilities at scheduled operation meetings. A Operations Member shall not vote, hold elected or appointed office, or receive keys for Silicon Valley Lines facilities for unlimited access.
  2. An Operations Member shall not submit for inspection rolling stock for use on the layout.
  3. An Operations Member may provide their own motive power for operations provided it has been inspected in advance of the operation session and coordinated with the Ops Master and/or Superintendent of Motive Power.
  4. An Operations Member may run or test their own equipment including motive power or rolling stock outside of operations when coordinated with an officer of the club.
  5. An Operations Member may apply and receive Regular Membership into the organization at any time; attend all business, general, social or special meetings of the Silicon Valley Lines.
- D. **Honorary Life Members** are persons who have distinguished themselves in the service of the Silicon Valley Lines, or in the field of Model Railroading.

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1. An Honorary Life Member shall have privileges of operating the model railroad at the Silicon Valley Lines facilities at scheduled operation meetings; receive a certificate in recognition of their technical contributions and interests in the Model Railroad hobby. An Honorary Life Member shall not vote, hold elected or appointed office, or receive keys for Silicon Valley Lines facilities for unlimited access.
2. An Honorary Life Member may attend all business, general, social or special meetings of the Silicon Valley Lines.
- E. **Family Members** are persons under 18 years of age who have been sponsored by a Regular Member or the Regular Member's partner . The Regular Member (sponsor) is willing to assume responsibility for actions of those they sponsor.
  1. A Family Member shall have privileges of operating the model railroad at the Silicon Valley Lines facilities while in the presence of their sponsoring Regular Member.
  2. For those under 18 they may apply and receive Regular Membership into the organization when achieving the age of 18. Those over 18 may apply at any time.
  3. A Family Member shall not vote, hold elected or appointed office, or receive keys for Silicon Valley Lines facilities for unlimited access.
  4. Reconciliation of damages to property by a Family Member is the responsibility of the sponsoring Regular Member.
  5. A Family Member may attend all business, general, social or special meetings of the Silicon Valley Lines while in the presence of their sponsoring Regular Member.

Section 8 Reinstatement of Membership

- A. Any member terminated for nonpayment of dues may be reinstated by paying all dues in arrears, and a two-thirds (2/3) vote of the eligible Regular Members. Such election may be held by electronic or paper mail ballot or by vote at a business meeting.
- B. Any member who has voluntarily resigned may be reinstated by a two-thirds (2/3) vote of the eligible voting members present at a business meeting.
- C. Any member who had committed a crime and after completing all necessary time and probation and not on any watch list, The individual may appeal to the general membership at a regular business meeting, after full disclosure may then be up for a two-thirds (2/3) vote of the regular members present to be re-admitted.

Section 9 Certificates Of Membership

- A. Annual certificates may be issued to any class of membership in recognition of their support.

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Article IV

PROPERTY

Section 1 Personal Property

- A. Personal Property is that property that has not been donated to SVL. This includes tools, rolling stock, motive power.

Section 2 SVL Property

- A. SVL Property is that property that includes but is not limited to any item that is part of SVL operations, scenery, electrical, mechanical, structural systems that are a part of the layout. ....
- B. The term donated property does not imply that it had or could be claimed for tax purposes. Any person donating any item donated with the intent of claiming for tax purposes must first request a receipt, as required by the internal revenue code, from the Treasurer.

Section 3 Removal of Property

- A. Rollingstock. Removal of rolling stock must be done with the approval of the Superintendent or designee.
- B. Other Personal Property may be removed at the member's discretion.
- C. SVL Property not Donated with the intent of generating a tax deduction may be removed with the request proposed to the membership at a business meeting and approved with a majority vote of members present.
- D. SVL Property Donated with the intent of generating a tax deduction may not be removed by an individual. Period.
- E. Property donated to SVL may be removed from SVL by approval of the membership in accordance of the internal revenue code.

Article V

OFFICERS OF THE ORGANIZATION

Section 1 Elected and Appointed Officers

- A. Elected officers of this organization are the President, Vice-president, General Superintendent, Secretary, and Treasurer. These officers shall perform the duties prescribed by these By-Laws and by the parliamentary authority adopted by this organization.
- B. Any appointed officers shall be appointed by the President and confirmed by the Board of Directors.

Section 2 Members Eligible for Office



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- A. Elected and appointed officers of this organization shall be Regular Members in Good Standing of this organization at the time of their election appointment.
- B. No member may hold two or more elected offices concurrently.

Section 3 Board of Directors

- A. The Board of Directors shall consist of the elected officers.
- B. The members of the Board of Directors may vote when so requested by the President or acting presiding officer on matters requiring immediate attention between general membership meetings.

Section 4 Appointed Officers

- A. Other officers, as deemed necessary by the President, will be appointed by the President and ratified by three-fifths (3/5) vote of the Board of Directors.
- B. Appointed Officers shall not serve as members of the Board of Directors.

Section 5 Terms of Office

- A. Elected Officers: All Elected officers shall serve for one year and are eligible for continuous reelection of one-year terms. All Elected Officers shall serve elected terms until the officer is incapacitated, resigns, or is recalled. Recalling of an elected Officer shall require a written notice to all members at least two weeks prior to the recall vote and the two-thirds (2/3) vote of the eligible voting members present at a business meeting.
- B. Appointed Officers: Terms of Appointed Officers are for the remainder of the appointing President's term and must be ratified by three-fifths (3/5) vote of the Board of Directors at the time of appointment during a business meeting.

Section 6 Elections and Appointments

- A. Election of officers shall be held annually at the February business meeting. Eligible voting members present at the meeting shall vote by ballot. Those candidates receiving the greatest number of votes shall be elected. The incumbent Vice-president or another incumbent member of the Board of Directors shall verify the ballot count. Newly elected officers shall assume the elected offices on the 1st of March following the elections.
- B. Nominations of candidates for the elected officers shall be made from the floor or by a nominating committee previously established by the President.
- C. In the event of a tie, the two candidates with the greatest number of votes shall stand for additional votes in the same business meeting until one wins.
- D. At a regular business meeting, or a business meeting called by the President or a majority of the Board of Directors for the purpose, a successor shall be elected by the eligible voting members present to fill a vacancy of an unexpired elected term.
- E. The Board of Directors may remove or re-appoint an Appointed Officer by three-fifths (3/5) vote.

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- F. Nomination Committee shall consist of at least two regular members appointed by the President. The Nomination Committee shall present the slate of prospective officers at the January business meeting.

Section 7 Duties of the officers

- A. The duties of the Elected Officers shall be those usually devolving upon such officers. In the event of this officer's absence, such duties shall automatically be delegated to the next-highest ranking officer present in the order listed in the and By-laws.
- B. Presidential duties
  - 1. The President shall preside at all business meetings of the Silicon Valley Lines and the Board of Directors; serve as ex-officio member of all committees; appoint such officers and such committees as are necessary to assist in carrying out the business of the organization; serve as a member of the Board of Directors.
  - 2. With the concurrence of the Board of Directors the President shall make all appointments; authorize bills of expense incurred by members; perform all such duties as usually pertain to this office.
- C. Vice-presidential duties
  - 1. The Vice-president shall serve in the absence of the President; organize membership and other committees to perform such duties deemed necessary by the President or the Board of Directors; perform all such duties as usually pertain to this office; serve as a member of the Board of Directors.
- D. General Superintendent duties
  - 1. The General Superintendent shall serve in the absence of the President and Vice-president; be responsible for quality control in the construction of the club layout; establish a checklist of general steps to be followed in construction to be used to inspect and verify standards compliance for each phase of construction prior to the next phase; provide guidance for those members building their first segments, and be responsible for definition and execution of repairs to the Silicon Valley Lines facilities; perform all such duties as usually pertain to this office; serve as a member of the Board of Directors.
- E. Secretarial duties
  - 1. The Secretary shall serve in the absence of the President, Vice-president, and General Superintendent; keep minutes of the business meetings and the Board of Directors meetings; provide a written copy of the minutes of the meetings; conduct such correspondence, serve such notices, and fulfill like duties as the President and the Board of Directors shall assign; may prepare and distribute or designate the distribution of the Silicon Valley Lines public communications; enroll new members; keep the roster of members; perform all such duties as usually pertain to this office; serve as a member of the Board of Directors.
- F. Duties of the Treasurer

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1. The Treasurer shall serve in the absence of the President, Vice-president, General Superintendent and Secretary; establish and maintain a checking account; have charge of the books of account of the organization; collect all moneys due the organization; disburse funds to pay authorized expenses; prepare and present a monthly financial report at the business meeting; present the books of account to the Board of Directors annually and on demand for audit; perform all such duties as usually pertain to this office; prepare and present a budget for membership vote; serve as a member of the Board of Directors.
2. The Treasurer shall be guided by the following priorities when drawing up the budget:
  - a. Overhead
    - i) Rent
    - ii) Utilities
    - iii) Insurance
    - iv) Office costs
  - b. Building maintenance / restoration
  - c. Model railroad layout construction
  - d. Library and historical artifacts
  - e. Other

Article VI

MEETINGS

Section 1 Business Meetings

- A. The organization shall hold a regular business meeting at 8pm or as soon as quorum is present on the first Friday of each month. Additional business meetings may be initiated at the request of the President or Board of Directors.
- B. The date and time for the commencement of all additional business meetings shall be communicated to the members via official SVL communication not less than three days in advance.
- C. A quorum is the number of members required to be in attendance at a business meeting in order to pass motions that are on the agenda or are made from the floor. Absence of a quorum does not preclude the convening of a business meeting for the purpose of discussions of any matters or activities separate from legislative action.
- D. A quorum for the regularly scheduled monthly business meeting (the regular meeting) shall consist of at least six eligible voting members, provided that at least three Elected Officers are present. A quorum for any other business meeting shall consist of a simple majority of total number of eligible voting members, at least one of who is an Elected Officer.

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- E. For the purpose of determining quorum, membership standing shall be that given in the last accepted report by the Treasurer. Members are eligible to vote provided that they are member of a voting class of membership and were in Good Standing at the time of the last approved Treasurer's report. For the purpose of determining quorum, the total number of eligible voting members shall be the number reported in the last accepted report by the Secretary.
- F. Nothing in these By-Laws shall preclude a proposal by any Regular Member on any policy or particular matter for an organization motion thereon at the business meeting of the organization.

Section 2 General Meetings

- A. The organization shall hold general meetings at the discretion of the general membership for the purpose of construction, maintenance, and operation of a model railroad, social and other activities.
- B. There are no quorum requirements for general meetings.
- C. The pertinent results of all general meetings shall be reported at the subsequent business meeting.

Section 3 Committee Meetings

- A. Committee meetings shall be called at the discretion of each committee chairman.
- B. Each committee shall establish its own quorum requirements.
- C. The pertinent results of all committee meetings shall be reported at the subsequent business meeting.

Section 4 Board Meetings

- A. The Board of Directors shall meet at such time as convened by the President or by a request of three-fifths (3/5) of the Board.
- B. A quorum for the Board of Directors shall consist of three-fifths (3/5) of the Board.
- C. The pertinent results of all Board of Directors meetings shall be reported at the subsequent business meeting.

Section 5 Voting Requirements for Business Meetings

- A. Proposed business items shall pass by simple majority of eligible voting members present, except as otherwise specified in these By-laws.

Section 6 Minutes of Business Meetings

- A. The Secretary shall publish and distribute minutes of business meeting to all members. The distribution shall be made at the next business meeting.
- B. Distribution of the minutes may be by hard copy or electronic copy, or both.

Section 7 SVL Official Communications

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- A. The official means of communication of SVL is via electronic mail messages.
- B. The management and implementation of the electronic mail messages are at the discretion of the board of directors.

Article VII  
BOARD OF DIRECTORS

Section 1 Matters Requiring Immediate Action

- A. Members of the Board of Directors may vote at a special meeting, when so requested by the President or the presiding Board member on matters requiring immediate attention between business meetings of the organization. A three-fifths (3/5) vote of the Board of Directors shall constitute approval of action to be taken on said matters; including any expenditure of funds necessary.

Section 2 Membership Status Change

- A. Any member may request a change or suspension of his current membership status due to a change in job requirements, financial, or other hardship situations. The member may bring the request to the Vice-president for presentation to the Board of Directors for consideration and resolution.

Section 3 Membership Termination

- A. As provided in Article III, Section 7, the Board of Directors may act to terminate the membership of individuals who are in default, in noncompliance with these By-Laws, or have committed misconduct. Such revocation requires a unanimous agreement of the Board, and shall be communicated to the membership by the President. The President shall inform the terminated member privately before informing the remaining members.

Article VIII  
COMMITTEES

Committees may be formed by the organization as needed. Appointment to committees will be made by the President or those empowered by the President and reported at the next business meeting.

Article IX  
REVENUES AND EXPENDITURES

Section 1 Disbursements

- A. Budget

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1. The operating year of SVL inc. shall end December 31<sup>st</sup>.
2. The Budget shall be proposed by the treasurer and ratified by two-thirds (2/3) vote of the eligible members present at a regular business meeting.
3. SVL shall maintain a reserve of two months rent.

B. Approval of disbursements

1. Budgeted expenses shall be paid by the Treasurer when due.
2. Any unbudgeted nonrecurring expense in excess of \$100.00 shall be approved by a two-thirds (2/3) vote of the eligible voting members present at a business meeting prior to the expenditure of the funds. Any unbudgeted nonrecurring expense less than \$100.01 shall be approved by a three-fifths (3/5) vote of the Board of Directors.
3. Donations shall only be used for the purpose specified by the donor. If no purpose is specified donations shall be added to the general fund.

Section 2 Membership Dues

- A. The monthly membership dues and application fees shall be determined and subject to any change by two-thirds (2/3) vote of the eligible voting members present at a business meeting to meet the financial requirement of the organization.

Section 3 Assessments

- A. Members may be assessed for unusual and nonrecurring expenditures as approved by a two-thirds (2/3) vote of the eligible voting members present at a regular business meeting.

Section 4 Nonliability of members

- A. No member shall be personally liable for the debts, liabilities, or obligations of the organization.

Article X

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern this organization 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 the organization may adopt.

Article XI

AMENDMENT OF THE BY-LAWS

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Section 1 Rules of revision

- A. General: Revision of these By-Laws shall be done at the June business meeting and requires a two-thirds (2/3) vote of the Regular Members present to revise or amend this document.
- B. Special: Nothing in the previous paragraph shall preclude any Regular Member from proposing consideration of written revisions or amendments at any business meeting. Such consideration will be given after a two-thirds (2/3) vote of the entire Regular Membership.
- C. Proposed general revisions under this article shall be submitted in writing to the Secretary no later than the May business meeting. The Secretary shall distribute the proposal to the voting membership at least one week prior to the June business meeting.

Article XII

Dissolution

The property of this organization is irrevocably dedicated to the stated purposes and no part of the net income or assets of this organization shall ever be used to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the organization, its assets remaining after payment, or provision for payments, of all debts and liabilities of this organization shall be distributed to a nonprofit organization which is organized and operated exclusively for similar purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.