

**THE BY-LAWS
OF THE
ORANGE COUNTY
MODEL ENGINEERS**

**A NON-PROFIT EDUCATIONAL
CORPORATION**

AS AMENDED ON

April 26, 2014

O.C.M.E.

ORANGE COUNTY MODEL ENGINEERS, established April 30, 1985, is an all volunteer organization dedicated to the preservation of the nations rich mechanical engineering heritage.

The prime purpose of O.C.M.E. is to develop the finest operating display of vintage and modern, live steam, gas-mechanical and electrical machinery in Orange County.

The focal point of our activities will be the Mackerel Flats and Goat Hill Junction Railroad located in Fairview Park, in the City of Costa Mesa. We operate as a non-profit, federal tax exempt educational corporation. Membership is available to anyone with an interest in mechanical engineering, construction, operation, travel, history and lore.

BY-LAWS
OF THE
ORANGE COUNTY
MODEL ENGINEERS

ARTICLE I

NAME, PURPOSES, OFFICES

1. NAME

The name of the organization shall be the Orange County Model Engineers, Inc.

2. PURPOSE

The Orange County Model Engineers (O.C.M.E.) a non-profit corporation in the State of California is formed to further the avocation of live steam, gas-mechanical, electric machinery construction and operation for education purposes on a leisure-time basis.

3. OFFICES

The principle office of the corporation shall be in the County of Orange, in the State of California. The business conducted, by the corporation, is to fulfill the needs and requirements as necessary for the operation of live steam, gas-mechanical, electrical machinery and to encourage the free exchange of live steam, gas-mechanical, and electrical technologies.

**ARTICLE II
MEMBERS AND MEETING OF MEMBERS**

1. MEMBERSHIP

The members of the corporation shall consist of those who have paid their initiation fee and membership dues and who are in good standing. There is a 6 month probation period for all new members. The Board of Directors is to approve all new members prior to and after the probation period. New members must be sponsored by an O.C.M.E. member in good standing.

A. The corporation shall have eight (8) classes of membership. Annual membership shall be from the first day of January. The designation of classes of membership and the qualifications and rights of the members of such classes are as follows:

1. **REGULAR MEMBER:** Any person over 18 years of age who subscribes to the purpose of this organization stated in Article 1.2, of these By-Laws: who holds an O.C.M.E. membership card and has paid the initiation fee; who pays annual dues of \$45.00, prorated monthly; and who resides within 75 miles of O.C.M.E. facilities, shall be considered a regular member. Such member has voting rights and may hold office as a member of the Board of Directors, if so elected. The initiation fee shall be \$30.00.

2. **JUNIOR MEMBER:** Any person (age 12 to 18 years) who subscribes to the purpose of this organization stated in Article 1.2, of these By-Laws: who holds an O.C.M.E. junior membership card and pays annual dues of \$15.00, prorated monthly; and who has a parent or legal guardian as a regular member in good standing with O.C.M.E. forgoes the \$50.00 initiation fee; who resides with 75 miles of O.C.M.E facilities, shall be considered a junior member.

3. **ASSOCIATE MEMBER:** Any person, firm, organization who subscribes to the purpose of this organization stated in Article 1.2, of these By-Laws; who holds an O.C.M.E. associate membership card and/or charter membership, and who pays annual dues of \$15.00; who resides more than 75 miles from O.C.M.E facilities, shall be considered an associate member. Such member shall not have voting rights or hold an office, but will be allowed all other membership benefits.

4. **HONORARY MEMBER:** Any person and/or organization deemed by the Board of Directors to have made outstanding contribution to the Orange County Model Engineers, or to the fraternity of large-scale hobbyists, may be recognized as an honorary member. A majority of the vote of the general membership present at the time of consideration shall be required to elect a nominee to honorary membership. Honorary members will be presented an honorary membership card. Honorary members will not share voting rights, hold office or pay annual dues.

5. **CHARTER MEMBER:** Any person who became a member within the first year of incorporation (1985/86) and who is in good standing is a charter member of O.C.M.E. Such member has voting rights and may hold an office as a member of the Board of Directors, if so elected. Charter members pay annual dues of \$45.00.

6. **AUXILIARY MEMBER:** Any person who subscribes to the purpose of this organization stated in Article 1.2, of these By-Laws: who holds an O.C.M.E. auxiliary membership card and pays annual dues of \$5.00, and who has a spouse as a regular member in good standing with O.C.M.E.; who resides within 75 miles of O.C.M.E. facilities, shall be considered an auxiliary member. Auxiliary members will not share voting rights or hold office, and will not pay an

initiation fee. An Auxiliary Member may apply to be a Regular Member. The widower/widow of a regular member in good standing at the time of the members passing may continue their auxiliary membership.

7. **LIFE MEMBER:** Any REGULAR, ASSOCIATE, HONORARY or CHARTER member deemed by the Board of Directors to have made prolonged and outstanding contributions to the Orange County Model Engineers may be nominated by the Board of Directors to be a LIFE MEMBER. A majority of the votes of the general membership present at a regular, special or annual meeting at the time of consideration shall be required to elect a nominee to life membership. Life members will be presented a life membership card. Life Members will share voting rights, and may hold office. Life members will not pay annual dues.

8. **FAMILY MEMBER:** One/Two person(s) over 18 years of age and family persons below the age of 18 who subscribe to the purpose of this organization stated in article 1.2, of these By-Laws: who hold O.C.M.E. membership card(s) and has paid the initiation fee; who pay annual dues of \$60.00, prorated monthly; and who reside within 75 miles of O.C.M.E. facilities, shall be considered family members. Such members, who are 18 years of age or over shall have voting rights. Such members, who are over the age of 18 may hold office as a member of the Board of Directors. The initiation fee shall be \$30.00

B. Any member may have their membership suspended, or may have their membership terminated, for a) nonpayment of dues; b) violation of safety rules; c) violation of operating rules; or d) conduct prejudicial to the general membership's enjoyment of the O.C.M.E. as determined by a unanimous vote of the Board of Directors.

1. The Board of Directors, by affirmative vote, may effect the suspension or termination of a member provided that: a) notice is given in writing stating the grounds for the proposed suspension or termination; b) the notice is mailed to, or presented to the member; and c) the noticed member is given an opportunity to present an appeal to the Board of Directors.

2. Any member whose membership is suspended for nonpayment of dues shall be reinstated upon payment of current dues. If a member's nonpayment of dues exceeds 6 months, their membership shall be considered terminated. The terminated member shall be required to reapply for membership, paying the necessary initiation fee and annual dues.

3. Any member, suspended from membership for violation of safety rules, operating rules, or prejudicial conduct, shall be suspended for no more than six (6) months, after which time the Board of Directors will reinstate the member with appropriate conditions.

4. Any member, terminated from membership for violation of safety rules, operating rules, or prejudicial conduct, shall be terminated for no more than two (2) years, after which time the terminated member may apply for membership as a new member.

5. Any member so suspended or terminated from membership shall relinquish all rights or property operated by or controlled by the Orange County Model Engineers, Inc.

6. New members must be sponsored by an Orange County Model Engineer member in good standing, and must be approved by the Board of Directors.

2. MEETING OF MEMBERS

The corporation shall sponsor meetings for the membership as follows:

- A. An annual meeting of members shall be held within 45 days prior to January 1, as determined by the Board of Directors.
- B. Regular and special meetings may be called by the Board of Directors with notification given to the members through official publication. Special meetings will require at least 7 days prior notice.
- C. Directors meetings may be called by the president of O.C.M.E. or the directors. The president shall moderate the Board of Directors meetings. A quorum shall consist of three (3) directors. There shall be at least one annual event of live steam, gas-mechanical, electrical machinery operation and at other such times as may be approved by the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS AND OFFICERS

1. BOARD OF DIRECTORS

Subject to the limitations of the O.C.M.E Articles of Incorporation, of the By-Laws and of the Laws of the State of California as to the actions to be authorized or approved by the members, all corporate powers shall be exercised by or under the authority of, and business affairs shall be managed through the Board of Directors.

A. The authorized number of Directors shall be five (5).

B. Each director shall be elected for a two (2) year term beginning January 1st. Voting procedures shall be as described in Article V. The two, or three, candidates receiving the most votes will be elected. In the event of a tie, there will be a run-off election with only those members present, at the annual or special meeting, eligible to vote. In order to establish a continuity, rotation is scheduled with two (2) Directors to serve two (2) years, and three (3) other Directors to serve two (2) years. (One year different from the other two directors).

C. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors.

D. All successors to any directorship position shall be voted on by members eligible to vote. In case of death, resignation or any reason other than the natural and scheduled expiration of a Director's term, the remaining Board members shall by majority vote appoint an interim director to fill the vacant office until such time as the eligible membership shall vote upon such interim director or other nominee to serve until the end of the unexpired term.

E. Maximum term for any director is four years (two consecutive terms), then two years off in order to be re-elected.

2. OFFICERS

The officers shall be President, Vice President of Operations, Vice President of Facilities, Secretary, and Treasurer. These officers shall be elected to the Board and hold office for two (2) years. These officers are Board members and will continue until their successors are elected.

A. The President, as Chief Executive Officer of the corporation, is charged with the conduct of all meetings, the appointment of committee's, the execution of all documents authorized by the Board of Directors, and the supervision of the general business of the corporation.

B. The Vice President of Operations, at the request of the President, or in his absence, shall perform the duties, possess, and exercise the powers of the President. The Vice President of Operations shall be responsible for the operations of the railroad including storage, club equipment, safety rules, inspection of trains, dispatching, station master and train master; and to the extent authorized by law, shall have such other powers as the Board of Directors may determine, and perform such other duties as may be assigned to him by the Board of Directors.

C. The Vice President of Facilities at the request of the President, or in the absence of the President and the Vice President of Operations, shall perform the duties, possess, and exercise the

powers of the President. The Vice President of Facilities shall be responsible for the planning, construction and maintenance of the physical plant including signal system, track, bridges, buildings, etc.; and to the extent authorized by law, shall have such other powers as the Board of Directors may determine, and perform such other duties as may be assigned him by the Board of Directors.

D. The Secretary, shall be charged with keeping a full record of all meetings of the Board of Directors and membership; a complete membership roster; execute such documents on behalf of the corporation as authorized by the Board of Directors, and perform all such other duties as may be prescribed by the Board of Directors or the By-Laws.

E. The Treasurer, shall have custody of all funds of the corporation; shall maintain a complete and detailed account of funds received and disbursed on behalf of the corporation, and notify members of dues collectible; shall be responsible for insuring compliance with all of the requirements of all tax laws which effect tax exempt corporations, to include preparation and filing of all financial forms and records which may be required with the proper government agencies.

F. The Board of Directors, may employ by contract at its discretion an Executive Assistant to handle duties assigned and to assist the corporate officers.

G. The Board of Directors shall designate two (2) persons to represent the O.C.M.E. and act as liaison in all meetings and negotiations with government bodies.

ARTICLE IV

STANDING AND TEMPORARY COMMITTEES

1. Standing and special committees may be appointed by the President as are necessary to carry on the business of the corporation. The appointment shall state the duties and terms of such committees.
2. The Board of Directors may appoint temporary committees as may be required, establishing authority and direction during their tenure.

ARTICLE V

AMENDMENT TO THE BY-LAWS

1. The By-Laws may be amended by a 2/3 majority of votes cast by the members in good standing at an annual or special meeting.
 - A. Only one (1) vote allowed per member, either being present or by mail. The Secretary will mail to each voting member an Official Ballot and an Official Ballot Return Envelope. Members may vote by returning the Ballot by mail or in person. Only Official Ballots that are received in the Official Ballot Return Envelope will be considered valid and be counted.
 - B. When counting ballots, the envelopes must be opened by an officer of the Board with a non-board member present. The envelope being opened and kept separate. At any time there must be equal amount of envelopes and ballots present (one envelope – one vote).
 - C. All Ballots will be mailed to the members not less than thirty (30) days prior to any special or annual meeting.

2. All proposed amendments to these By-Laws must be submitted in writing and read to the members at a regular meeting for consideration and discussion.

ARTICLE VI

SAFETY RULES - RESPONSIBILITY OF PARTICIPANTS

1. Adequate safety rules and regulations governing the operation of any equipment and the conduct of participants at the O.C.M.E. facilities shall be made available to the participants, and conspicuously posted at corporate events and shall be appended to these By-Laws.

A. Safety rules and operating rules shall be adopted by the Board of Directors, after being brought forth by members or other such sources. After a majority vote by the Board of Directors these rules and regulations shall be adopted and added to these By-Laws. An amendment to these rules and regulations shall require a majority vote by the Board of Directors.

2. Any person participating in any event whatsoever at the corporate facility shall be considered as acting in full cognizance of the applicable portions of these By-Laws, safety rules and other regulations of the corporation and therefore shall be bound to abide by them. Violators may be expelled from the facility.

ARTICLE VII

DISSOLUTION

1. In the event of dissolution or winding up of this corporation, its assets remaining after payment or provisions for payment of debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501 (c) of the Internal Revenue Code and Section 23701d of the Revenue and Taxation Code.

Know all Men by these Present: That we the undersigned being all members of the corporation, hereby assent to the foregoing Amendment #3 to these By-Laws and adopt them as the new By-Laws to said corporation. In witness whereof: we have hereupon subscribed our names, this 20th day of September 2008.

Robert Brooks, Director President

James Ferguson, Director Vice President of Operations

Myron Peterson, Director Vice President of Facilities

Carol Hunneyman, Director Secretary

Allen Stephens, Director Treasurer

Know all Men by these Present: That the undersigned Secretary of the Corporation known as the Orange County Model Engineers does hereby certify that the above and foregoing By-Laws were duly adopted by the members of said corporation, as the By-Laws of said corporation, on the 20th day of September 2008 and they do now constitute the By-Laws of said corporation.

Attested:

Carol Hunneyman

O.C.M.E. Secretary

The By-Laws were adopted, amended and became effective on the following dates:

Approved and on file April 30, 1985:

I.1, I.2, II.5.B, II.5.B.1, II.2, II.2.A, II.2.B, II.2.C, II.2.D, III.1, III.1.C, III.1.D, III.2, III.2.A, III.2.B, IV, IV.1, IV.2, V, V.2, VI, VI.1, VI.2, VII.1.

Approved and on file February 24, 1988:

II.1, II.1.A, II.1.1, II.1.2, II.1.3, II.1.4, II.1.5, II.2, II.3, II.4, II.1.B, III.2.E, III.2.F, V.1, V.1.A, V.1.B, V.1.C, VI.1.A.

Approved and on file March 24, 1988:

III.1.A, III.2.C, III.2.D.

Article I.3 was amended and adopted on April 20, 1988.

Article II.1.1 was amended and adopted on June 28, 1989.

Approved and on file December 4, 1991:

II.1, II.1.A.3, II.1.B.2, III.1.B, III.1.E.

Articles I.3, II.1.A, II.1.A.1, II.1.A.2, II.1.A.6, II.1.B, II.1.B.3, II.1.B.4, II.2.A, II.2.B, II.2.C, III.1, III.1.A, III.1.B, III.1.D, III.2, III.2.A, III.2.B, III.2.C, III.2.D, III.2.E, III.2.F, III.2.G, V.1, V.1.A, V.1.B, V.1.C AND VI.1.A were amended and adopted on November 23, 1994.

Article II.1.A.1 was amended and adopted on August 23, 1995.

Article II.1.A.7 was adopted on November 22, 1995.

Article II.1.A.6 was amended and adopted on September 20, 2008.

Article II.1.A.8 was adopted on September 20, 2008.

Know all men by these present: that the undersigned and current Secretary of the corporation known as the Orange County Model Engineers does hereby certify that the above and foregoing By-Laws were duly adopted, amended and approved by the voting members of said corporation as the By-Laws of said corporation on the 20th day of September 2008, the 22nd day of November 1995, the 23rd day of August 1995, the 23rd day Of November 1994, the 4th day of December 1991, the 28th day of June 1989, the 20th day of April 1988, the 24th day of February 1988, the 22nd day of March 1988, the 30th day of April 1985. They do now constitute the By-Laws of said corporation.

Attested:

Carol Hunneyman
O.C.M.E. Secretary

Article II.1.A.2 and Article II.1.A.8 were amended on April 26, 2014.

Attested:

Bob Brooks
O.C.M.E. Secretary

AMENDMENTS

REPLACE PARAGRAPH II.1.A.6 ON PAGE 5 WITH THE FOLLOWING:

6. **AUXILIARY MEMBER:** Any person who subscribes to the purpose of this organization stated in Article 1.2, of these By-Laws: who holds an O.C.M.E. auxiliary membership card and pays annual dues of \$5.00, and who has a spouse as a regular member in good standing with O.C.M.E.: who resides within 75 miles of O.C.M.E. facilities, shall be considered an auxiliary member. Auxiliary members will not share voting rights or hold office, and will not pay an initiation fee. An Auxiliary Member may apply to be a Regular Member. The widower/widow of a regular member in good standing at the time of the members passing may continue their auxiliary membership.

ADD THE FOLLOWING AFTER PARAGRAPH II.1.A.7 ON PAGE 5

8 . **FAMILY MEMBER:** One/Two person(s) over 18 years of age and family persons below the age of 18 who subscribe to the purpose of this organization stated in article 1.2, of these By-Laws: who hold O.C.M.E. membership card(s) and has paid the initiation fee; who pay annual dues of \$60.00, prorated monthly; and who reside within 75 miles of O.C.M.E. facilities, shall be considered family members. Such members, who are 12 years of age or over shall have voting rights. Such members, who are over the age of 18 may hold office as a member of the Board of Directors. The initiation fee shall be \$30.00

Change the second sentence of paragraph II.1.A.8 on Page five To read as follows

“...who are 18 years of age...”

Delete the second paragraph under II.1.A.2 on page 4.

This change will require all junior members to have a parent or legal guardian as a member of OCME.