

AMENDED AND RESTATED BY-LAWS OF BAAFC, Inc.

These Amended and Restated By-Laws of BAAFC, Inc., replace and supersede all prior versions of the Constitution and By-Laws adopted (or believed to be adopted) by BAAFC, Inc.

ARTICLE I - NAME

BAAFC, Inc., a Maryland nonprofit corporation, is also known as the Baltimore Area American Flyer Club (hereinafter, the "Club").

ARTICLE II – PURPOSES

- A. As stated in its Articles of Incorporation, the purposes for which the Club is formed are as follows: "stimulating interest and encouraging the study of historic and modern railroading in the Baltimore metropolitan area; presenting and participating in educational presentations on railroading for adults and children, and educating and demonstrating model railroading at hospitals, retirement homes, schools, and variety of other venues."
- B. Among these purposes, the Club shall have as its main purpose the informing of, sharing information with, and educating of the members and public in the field of model railroading with an emphasis on S-gauge trains.
- C. To further its main purpose, the Club shall:
 1. Construct, maintain and operate one or more modular model railroad layouts which shall educate the public, as well as provide recreation and enjoyment for the membership and public.
 2. Foster the exchange of model railroad information and skills among the membership and other model railroad organizations.
 3. Communicate and cooperate with other similar groups, clubs, and societies for the general advancement of model railroading.
 4. Conduct clinics, classes and other activities for the membership and the public including young people on various aspects of, and topics related to, model railroading.
 5. Operate a model railroad layout at hospitals, nursing homes, museums and other civic and commercial venues to educate and entertain the patients, staff and general public on the hobby of model railroading.

ARTICLE III - MEMBERSHIP

- A. Membership in the Club shall be classified as follows:
 1. **REGULAR MEMBERSHIP** – Regular Membership involves full and active participation and carries all the rights, privileges and duties of membership.
 2. **TRIAL MEMBERSHIP** - Trial Members shall have all the rights, privileges and duties of Regular Membership except for voting on officers and amendments to the Articles of Incorporation or By-Laws. Trial membership shall end after six months or when the member pays the required prorated dues, whichever occurs first.



3. **YOUTH MEMBERSHIP** – Youth less than 18 years old may join with an adult responsible for the youth to accompany them at all Club activities and shall have all the rights, privileges and duties of a regular member except for voting, serving as an officer or serving on a committee.
- B. Any person who is interested in the purposes of the Club may become a member, in the classification for which they qualify, under the following procedure:
1. Completion of a membership application or new member registration log or providing membership information to the Club.
 2. The satisfactory completion of a trial period of 6 months (except Youth) or when the regular memberships dues are paid, whichever occurs first.
 3. Satisfaction of all other membership requirements as established by the Club including the following:
 - a. Payment of membership dues.
 - b. Any other membership requirements established by the Club.
- C. **Privileges of Members.** Any Regular member in good standing is eligible to cast their vote on any matter before Club. Any Regular Member of 3 years or more may hold any office in the Club. Any member in good standing is extended full use of the facilities and activities of the Club subject to the provisions of these By-Laws.
- D. **Responsibility of Members.** Members, to remain in good standing, are expected to support the purposes of the Club.
- E. **Suspension and Expulsion of Members**
1. A member may be suspended by the Board of Directors from participation in all Club activities, including attendance as members at train shows, for any of the following reasons:
 - a. Failure to pay dues for the calendar period after two (2) written notifications.
 - b. Failure to pay special fees after two (2) written notifications.
 - c. Failure to meet the obligations of the By-Laws after one (1) written notification. The suspension will be for one year.
 - d. Attending train shows as a Club member without^{*} participating in other Club activities after two (2) written notifications. The suspension will be for one year.
 - e. Such other clear and definite reasons, as may be deemed sufficient by the Board of Directors after two (2) written notifications. The suspension will be for one year.
 2. A member may be expelled from membership by the Board of Directors for just cause with supporting documentation provided to the member.



ARTICLE IV - FINANCIAL

- A. The annual membership dues for Regular Membership shall be set by a majority vote of the Regular Members in good standing at an Annual, General or Business Meeting at which a quorum is present.
- B. Special Fees may be assessed by the Board of Directors to address the Club's financial need. Special Fees are one-time fees charged to all members for extraordinary un-budgeted expenses. Notification of Special Fees will be posted on the Club's website and included in the Club's newsletter. Payment of the special fees is due in full within 30 days of notification. The failure to pay Special Fees carries the same penalty as the failure to pay dues.
- C. The dues of a member may be waived, or the due date extended, by the Board of Directors upon receipt of a written request from the member, stating the reason for such a waiver.
- D. Members in arrears in their dues or special fees may be suspended until payment of their dues and/or special fees in accordance with Section III.E.1.
- E. The authority for the collection, expenditure and management of the Club's funds and assets is vested with the Officers as directed by the majority vote of the members in good standing at an Annual, General or Business Meeting at which a quorum is present.

ARTICLE V – MEMBERSHIP MEETINGS

- A. The Club shall hold the following types of meetings:
 - 1. **Annual Meeting:** An annual meeting shall be held during a calendar year, with a 30-day notice and described as the annual meeting of the Club, for the election of officers, approval of the Club's budget, and such other purposes as shall be specified by the President or Secretary.
 - 2. **Business Meeting:** A business meeting is a meeting to conduct the business of the Club and shall be held at least once in each half of the calendar year. Business Meetings may be held in conjunction with other classes of meetings. One business meeting shall be held in March as the Annual Meeting of the Club.
 - 3. **General Meetings:** General meetings shall be held at least 6 times a year and are not open to the general public, although guests and visitors interested in model railroading may be invited. General meetings may be held in conjunction with an Activity Meeting.
 - 4. **Activity Meetings:** An activity meeting shall be held as decided by the Club members. Activity meetings are private meetings of the Club, not open to the general public, although guests and visitors interested in model railroading may be invited. Activity meetings are two types: work session meetings for the construction and maintenance of the Club's layout(s); and social meetings for any social activities that the membership may desire to pursue.
 - 5. **Special Meetings:** Special meetings may be called by the President or Secretary or for such other purposes as they deem necessary or appropriate.



- B. All procedures at membership meetings shall be governed by "Robert's Rules of Order, Revised" when not in conflict with the By-Laws.
- C. The order of business at any Annual, Business or General meeting of the membership shall be the following as applicable:
 - 1. Unless already posted to the Club's website and included in the Club's newsletter, provide minutes of the last Annual, Business or General Meeting.
 - 2. Provide current financial report by the Treasurer or an authorized representative.
 - 3. Reports of the Club's officers, committees, and staff members.
 - 4. Election of officers, if scheduled.
 - 5. Old Business.
 - 6. New Business.
 - 7. Adjournment.
- D. Except as otherwise provided in these By-Laws, votes may be taken by a simple majority show of hands.
- E. A quorum for the transaction of business at an Annual Meeting, other Business Meeting, or General Meeting of the Club shall consist of not less than fifteen (15) regular voting members in good standing.

ARTICLE VI - OFFICERS

- A. The Club shall have five (5) officers: President, Vice President, Treasurer, Secretary and At-Large-Officer. These officers must be Regular Members in good standing and have been regular voting members for a minimum of three years.

B. Election and Terms of Officers:

- 1. Officers shall be elected by ballot, upon a majority vote, at the Annual Meeting in March and shall hold office for two years, or until their successors have been duly elected. Unless otherwise directed by the Club members, the newly elected officers shall assume their duties on the first day of the month following the meeting at which they are elected.
- 2. The nominees shall be selected as follows:
 - a. At the January meeting of the members, nominations for all offices to be filled shall be made by Nominating Committee and from the floor. The names of all nominees shall be placed upon the official ballot, which will be on the Club's website in the Member's only section and included in the Club's newsletter.
 - b. Additional nominations may be made from the floor at the Annual Meeting in March and seconded by a regular member. The names of the floor nominees shall be hand written upon the official ballot before the voting in a space provided for write-ins.
 - c. All nominees must indicate their acceptance of the nomination before the election.
 - d. Official proxy forms will be included with the official ballot on the Club's website and included in the Club's newsletter.
- 3. At the election meeting, the selection shall be by official ballot and majority vote including proxy votes.



4. In the event of a vacancy, a special election shall be held to fill the office for the unexpired term. Nominations for the office shall be made at the next Business or General Meeting. Upon acceptance of the nomination by the nominee, the name(s) of the nominee(s) shall be posted in the Members Area of the Club's website and included in the regular mailing of the Club's newsletters at least one month before election. The election meeting shall be the next eligible Business or General meeting after the notification is posted. At the election meeting, the selection shall be by official ballot and majority vote. Members who unable to attend may vote by a proxy.

B. Removal of Officers

An Officer may be removed from office, with or without cause, by a majority vote of members voting in person or by proxy at an Annual, other Business or General Meeting at which a quorum is present.

C. Duties of Officers. The duties and powers of the Officers of the Club shall be as provided in these Bylaws or as provided pursuant to these Bylaws, and shall include those customarily exercised by corporate officers holding such offices.

1. **President:** The duties of the President shall be to preside at all meetings of the members and the Board of Directors; to establish all committees unless otherwise directed, call Board of Directors Meetings when required; and to perform such duties as usually devolve upon a presiding officer or which may be otherwise required by the Club.
2. **Vice President:** The Vice President shall perform the usual duties of that office, including substituting for the President when that officer is unable to perform their duty, and any other duties delegated by the President.
3. **Secretary:** The Secretary shall maintain the membership roster and perform the usual duties of a secretarial office and any special duties delegated by the Club or its Board of Directors. The Secretary shall be responsible for the printing of the annual ballots and publishing of the Club's newsletter. All correspondence in the Club's name shall have the approval of the Secretary before it is issued. If the Secretary is not available, the President or Vice President can approve the correspondence. This can be accomplished by mail.
4. **Treasurer:** The Treasurer shall have custody of the Club's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Club and shall deposit all monies and valuable effects in the name and to the credit of the Club in such depositories as may be designated by the members. The Treasurer shall disburse the funds of the Club as may be ordered by the members, taking proper vouchers for such disbursements. The Treasurer shall render to the President and members, at the regular Business Meetings, or when the members so require, an account of all transactions as Treasurer, of the financial condition of the Club and present a Treasurer's report at each regular General Meeting. The Treasurer shall be responsible for the filing of tax and information returns required of the Club.
5. **Officer-at-Large:** The Officer-at-Large shall perform such duties as agreed upon by the Board of Directors and shall perform the duties of any officer, except the President, who is temporarily unable to fulfill their duties or who exits the office until such time that the other officer is able to resume their duties or until a replacement for the departed officer is elected.

- D. The President, Secretary, Treasurer and such other Officers as may be authorized by the Club may enter into and execute, on behalf of the Club, contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other Officer or agent of the Club.
- E. All checks, drafts or other orders for the payment of money shall be signed by such Officer or Officers or such other person or persons as the members may from time to time designate.

ARTICLE VII – BOARD OF DIRECTORS

- A. The affairs and property of the Club shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the general laws of the state of Maryland which are necessary or convenient to carry out the purposes of the Club.
- B. The Officers acting together shall constitute the Board of Directors. Accordingly, the number of Directors constituting the Board of Directors shall be the same as the number of Officers; the term of a Director shall coincide with his/her term as an Officer; the resignation, death or removal of an Officer shall also constitute a termination of the person's term as a Director; and any vacancy in the Board of Directors shall be filled by replacing the Officer whose office is vacant, in accordance with Section VI.B.4 of these By-Laws.
- C. Meetings of the Board of Directors shall be held at least two times each year. Meetings shall be called at the discretion of the President or at the request of any two of the Directors in office.
- D. The time and place of all meetings of the Board of Directors shall be designated by the President. The meetings may be held within or without the state of Maryland.
- E. At least two weeks' notice shall be given to each Director of a meeting of the Board of Directors. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting, but need not specify the purpose for the meeting or the business to be conducted. Notice must be either delivered personally to each Director, mailed to his or her business address as it appears on the records of the Club, sent by facsimile to his or her facsimile number as it appears on the records of the Club, or sent to his or her email address as it appears on the records of the Club.
- F. Three-fifths of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- G. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists.



- H. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and they consent to such action in writing (which may be by email), setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Club.
- I. Any or all Directors may participate in a meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

ARTICLE VIII - COMMITTEES

- A. Some activities of the Club are accomplished and/or managed by ad-hoc committees.
- B. An ad-hoc committee with a limited term may be established by the Club by a majority vote of the members attending a Business or General Meeting in person or by proxy where a quorum is present, upon recognition of a need for such a committee.
 - 1. Membership in an-hoc committee will be voluntary.
 - 2. Committee members shall choose their own chairperson.
- C. There will be two special committees as follows:
 - 1. The Nomination Committee is an ad-hoc committee that is constituted each year for selecting the nominees and coordinating the annual election of officers.
 - 2. A Committee of Investigation is an ad-hoc committee that may be formed to investigate allegations against an Officer that may constitute grounds for his/her removal from office.

ARTICLE IX – INDEMNIFICATION

- A. The Club does hereby indemnify to the maximum extent legally permissible each Director and Officer and former Director and Officer of the Club against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with or arising out of any threatened, pending or completed claim, action, suit, proceeding, issue or matter of whatever nature, whether civil, criminal, legislative, administrative or investigative, in which he or she may be involved as a party or otherwise by reason of his or her being or having been such Director or Officer.
- B. No such reimbursement or indemnification shall relate to any expense incurred in connection with any matter as to which such Director or Officer has been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Club, exclusive of issues or matters not related to the conduct on which the judgment was based, unless and only to the extent that the court in which the action or suit was brought shall determine that, despite such adjudication of liability and in view of all the circumstances of the case, such Director or Officer is fairly and reasonably entitled to indemnification for those expenses that the court shall deem proper.



- C. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights which such Director or Officer may have under any agreement, vote of the Board of Directors or otherwise.

ARTICLE X - DISSOLUTION

Any proposal to dissolve the Club shall be decided by a two-thirds (2/3) vote of the Regular Members in good standing at a Business Meeting, with proxy votes permissible. In the event of the dissolution of the Club, the members shall determine the distribution of the Club's assets in accordance with the Articles of Incorporation.

ARTICLE XI - AMENDMENTS

- A. These Bylaws may be amended by a 60% vote of the voting members attending in person and by proxy at a meeting where a quorum is present. The motion for a proposed amendment shall be made at a regular Business or General meeting and shall be acted on at the next regular business or general meeting in accordance with the notification timeline. Written notice of the proposed amendment shall be posted on the Member's Area of the Club's website and included in the Club's newsletter, both at least eight weeks prior to the date on which the vote is to be taken. Members who are unable to attend may vote by a proxy.
- B. The Articles of Incorporation may be amended in the same manner as these By-Laws.
- C. The time requirements in this Article XI are not subject to amendment.

I CERTIFY THAT THESE AMENDED AND RESTATED BY-LAWS WERE ADOPTED AT THE CLUB'S SPECIAL BUSINESS MEETING HELD ON November 11, 2017.

Signed:

Gregory L Klein

Title:

Treasurer