



WEST WISCONSIN RAILROAD CLUB

See General Orders for current mailing address

www.WestWisconsinRailroad.club

BYLAWS

Approved by the general membership on March 24, 2026

100 Name

100.1 The name of this organization shall be “West Wisconsin Railroad Club” hereinafter referred to as the “Club”.

101 Objectives

101.1 To promote interest in and a better understanding of model railroading.

101.2 To assist in public historical education and provide a means of mentoring.

101.3 To display and demonstrate the benefits of model railroading as a hobby.

101.4 To provide historical information on the impact railroading has had in the development and growth of our nation and its continued impact today.

101.5 To provide a central operating layout in the Greater Chippewa Valley area for the enjoyment and education of groups or individuals for the above-stated reasons.

101.6 To maintain a traveling layout for display at train shows, conventions, appropriate public events, and demonstrations.

102 Organization

102.1 The Board of Directors shall be the governing body of the Club. The Board of Directors shall consist of the following elected officers: President, Vice President, Recording Secretary, Treasurer, and Membership Secretary.

102.2 The business of this Club shall be transacted by the Board of Directors and through the actions and recommendations of its standing, special, and ad hoc committees as provided in these Bylaws.

102.3 Organization: The Club is organized exclusively for such purposes as are authorized and permitted by Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future enactment of the Internal Revenue Code).

102.4 Authority: The authority for this Club are the laws of the State of Wisconsin related to charitable and/or non-profit corporations, or any corresponding provisions of any future Wisconsin law pertaining to non-profit powers and things as authorized and permitted by Section 501(c) (3) of the Internal Revenue Code of 1986 as may be amended from time to time.

103 Membership

103.1 Membership: Except as limited by Subsections 103.2 and 103.3, membership shall be open to all persons interested in railroading and are willing to learn and share their knowledge. The following are the categories of membership:

1. **Adult Membership:** Available to applicants 18 years or older. They shall have all the privileges the club provides, as long as in good standing. Refer to General Orders. Herein after shall be referred to as “Adult Member”.
2. **Youth Membership:** Available to applicants ages 14 through 17. Youth members shall have all the privileges and responsibilities of Adult Members with the provisions and exceptions as noted in General Order. Youth membership members may apply for membership in one of the other levels of membership once they reach age 18. Herein after shall be referred to as “Youth Member”.
3. **Honorary Membership:** The Board of Directors may admit to Honorary Membership, any member(s) 18 years or older that have distinguished themselves by long term membership or notable and distinguished service to the club. Honorary members shall enjoy all privileges the club provides except the right to hold office, and with Dues being waived. Herein after shall be referred to as “Honorary Member”.

103.2 Membership will not be conferred on registered sex offenders and/or child molesters, or on persons (felons) convicted of major crimes. The Club reserves the right to check available databases with respect to both applicants and existing members as part of its ongoing effort to provide a safe and secure environment for members and guests.

103.3 Arrest or Conviction: Any person, while a member of the Club, is required to report a conviction of any criminal offense to the Club within 30 days of the conviction. Consideration will be given to the type of conviction involved in order that the Board can take the necessary steps to revoke membership, if necessary, in a timely manner.

103.4 Good Standing: To be in “Good Standing” members must not be in arrears in dues payment by more than two months.

103.5 Adult Members: are expected to pay dues within sixty days of the expiration of their current membership to remain in good standing.

103.6 Annual Dues: shall be set by the Board of Directors and ratified by the membership by a two-thirds majority affirmative vote of those present and voting. The dues shall then be recorded in the Bylaws as General Order #1 specifying the approved amount for each class of membership.

103.7 Resignation: A member who resigns while in good standing may rejoin at a later date by submitting a new application.

103.8 Terminated Membership: A former member terminated for failure to pay dues and/or assessments may be reinstated at a later date by submitting a new application.

103.9 Special Financial Assessments: may be levied against members as deemed necessary. Said assessments must be approved by a majority vote of the members. No more than \$50.00 may be assessed in a six-month period.

103.10 Conduct: In the conduct of all aspects of its activities, the corporation shall not discriminate.

104 Termination of Membership

104.1 A member in good standing may terminate their membership at any time by submitting a notice to the Board of Directors.

104.2 A membership may be terminated for cause by a two thirds majority vote of the Adult Members at a business meeting for the following reasons:

1. Failure to pay dues and/or assessments for a two month period. In the event of termination for this reason, the member shall be considered terminated on the date he/she became two months in arrears.
2. Violation of the provisions of these Bylaws and/or any other published rule of the Club. The Board of Directors shall interview witnesses and adjudicate in this instance and put the decision to terminate the member so charged to the vote of the membership as stated above.

104.3 A member shall be considered not in good standing if action is pending against them under Article 104.1.

105 Officers

105.1 Primary Officers: The officers of this organization shall be, in order of succession, President, Vice President, Recording Secretary, and Treasurer.

105.2 The officers of the Club shall be Adult Members of the Club.

105.3 An officer may be relieved of his duties by a two-thirds majority affirmative vote of all Adult Members. Such vote shall be conducted by secret ballot.

105.4 The Club shall indemnify its officers in accordance with and to the extent permitted by Section 561-563 of the Nonprofit Corporation Act, MCL 450, Act 162, M.S.A. 21.197(561-3), as such may be from time to time amended.

106 Board of Directors

106.1 The function of the Board of Directors is to authorize policy matters and to ensure that the property, funds, and affairs of the Club are handled in conformance with these Bylaws.

106.2 The Board of Directors shall consist of the elected officers.

106.3 Each member of the Board of Directors shall have one vote.

106.4 Members of the Board of Directors serving the Club without compensation shall not be personally liable, and no cause of action may be brought for damages resulting from the exercise of responsibilities of such Board member, unless such individual's act or omission involved willful misconduct, as provided by Section 209 of the Nonprofit Corporation Act, MCL 450, Act 162, M.S.A. 21.197 (209), as such may be from time to time amended.

106.5 A vacancy in the Board of Directors may be filled by election as early as the next business meeting.

106.6 The Board of Directors may act as a Board of Inquiry to fix responsibility for damage to Club or member property. In this capacity it may impose restrictions, fines, and assess damages subject to appeal of the offender

to the regular members present at a business meeting who will by majority vote ratify or reject the decision of the Board of Directors.

107 Elections

107.1 Officers shall be elected to a one-year term at the first regular business meeting of the fiscal year.

107.2 Only Adult Members may hold office.

107.3 Newly elected officers shall be installed at the close of the meeting.

107.4 Any officer may succeed him/herself in office.

107.5 Prospective candidates for office may announce that fact at any business meeting prior to Club elections or by posting notice of same on the Club bulletin board.

107.6 If a position is contested, the names of the candidates will be posted on the club bulletin board and emailed to members by the Recording Secretary two weeks prior to the election.

108 Duties of Officers

108.1 The President shall:

1. Act as the primary spokesperson for the Club, and shall execute duties that normally pertain to the president of an organization.
2. Provide the primary Club leadership.
3. Serve as the Chair of the Board of Directors.
4. Preside at all meetings of the Board of Directors.
5. Preside at all business and special meetings.
6. Shall be an ex officio member of all committees.
7. Appoint all committee chairs and establish special and ad hoc committees with the advice and counsel of the Board of Directors.

108.2 The Vice President shall:

1. Assume the duties of the President in his/her absence.
2. Remain fully aware of all club activities, business and planning.
3. Perform additional duties as directed by the President.
4. Coordinate and/or provide the program for each business meeting; e.g., clinics, videos, show and tell, etc.

108.3 The Recording Secretary shall:

1. Record detailed minutes of all meetings including members' names and guests attending the meeting.
2. Report the minutes of all business, special, and Board meetings, and shall furnish a copy of all minutes to the President and Vice President.
3. Serve as the Secretary of the Board of Directors, and shall execute duties that normally pertain to the secretary of an organization.
4. Attend to all correspondence, send all necessary notices to Club members, and perform additional duties as directed by the President.
5. Update and maintain the Bylaws, Recommended Practices, and General Orders of the Club.

108.4 The Treasurer shall:

1. Be responsible for the receipt and disbursement of Club funds and for maintaining an accurate record of all transactions.
2. Submit a complete financial report at each business meeting with a written report submitted to the Recording Secretary, or at the request of the President.
3. Prepare all financial forms and reports required by federal, state, and local governments.
4. Request payment of dues, collect dues, maintain an accurate and current membership roster including all member demographic and contact information.
5. Execute duties that normally pertain to the treasurer of an organization.
6. Provide to the board a list of names of members in good standing, number of members who are less than two months in arrears of dues, and the names of the members who are greater than two months in arrears of dues, prior to each business meeting.

108.5 All officers are expected to attend all Club business and Special meetings.

109 Meetings

109.1 A regular business meeting: shall be held at monthly intervals during the fiscal year, which term shall be set by the Board of Directors. Such meetings shall be held on the fourth Tuesday of the month at a location to be determined and made known to all members at least two weeks in advance of said meeting.

109.2 Special business meetings: may be called by three or more officers as deemed necessary to transact business whose immediacy cannot wait for the scheduled business meeting. Notification of a special meeting shall be conducted by electronic mail at least one week in advance of the proposed meeting date.

109.3 Meetings of the Board of Directors: shall be scheduled at the discretion of the President or at the request of three Board members. Notice of such meetings shall be made to Board members in the most practical manner.

109.4 Quorum: One-half of the Adult Members shall constitute a quorum to conduct business. The presence of three officers at a Board of Directors meeting is required to transact business. Such business may be conducted by telephone or electronic mail if necessary.

110 Voting

110.1 Voting privileges shall be extended to only Adult Members as defined in section 103.3.1.

110.2 An affirmative vote of the majority of the Adult Members present at a business or special meeting shall be required to approve all business except as otherwise noted.

110.3 A secret ballot may be requested by any Adult Member on any issue at any time. A majority of the Officers in attendance must approve the request.

111 Standing Committees

111.1 Property Committee:

Shall be responsible for cataloging all property items of the club with a notation of “Owned”, “Donated”, or “On Loan”. The committee will also be responsible for cataloging and maintaining all furniture, fixtures, tools, and items of railroad memorabilia belonging to the Club. The catalog will be presented to the board to directors for review.

111.2 Layout Planning/Operations Committee:

Shall be responsible for determining and recommending Club Layout design, construction, modification and operating standards. Recommendations made by the committee will be presented at the next scheduled business meeting for approval vote.

111.3 Social Activities Committee:

Shall be responsible for planning, coordinating and budgeting for open houses, picnics, annual banquets and other social events of the Club.

111.4 Brat Stand Planning Committee:

Shall be responsible for planning and budgeting for two brat stand events with Festival Foods or other grocery chain, securing the dates of the events and organizing any other elements necessary to enable a positive source of revenue for the club.

111.5 Train Show Planning Committee:

Shall be responsible for planning, budgeting and organizing one local train show for the general public to attend at a venue of sufficient size to include layout displays, swap table vendors, new sales vendors and interactive activities.

111.6 Traveling Layout Committee:

Shall be responsible for determining and recommending Traveling Layout design, construction, modification and operating standards. Recommendations made by the committee will be presented at the next scheduled business meeting for approval vote.

111.7 Each standing committee will present reports at scheduled business meetings.

112 General Administration

112.1 Special Committees:

The President, with the advice and counsel of the Board of Directors, may cause the formation of special committee(s) to undertake projects that recur annually that do not bear directly on the activities of maintaining Club facilities. Examples of projects that may be assigned to special committees are the annual Swap Meet and Show, the annual Open House, or other similar projects that are necessary and proper. The term of each special committee begins when the committee receives its charge, and ends after its final report is made to the membership at a regular business meeting.

112.2 Ad hoc Committees:

The President, with the advice and counsel of the Board of Directors, may cause the formation of ad hoc committee(s) for the study of proposed project(s), generally involving the Club facilities. The committee is given its charge by the President and thereupon begins its duties, which continue until its final report, and recommendations have been delivered to the membership. Upon acceptance of the committee's work by the membership, the committee is automatically dissolved.

112.3 Property of the Club:

No Club property owned, donated to or lent by a member may be removed from the Club premises without the permission of a Club officer. A receipt for said property completed and signed by the borrower and cosigned by the officer shall be posted on the Club bulletin board and a copy of said receipt provided to the Property Committee Chair.

112.4 Alterations to the Club Layout:

Are defined as any non-budgeted modification and/or removal of structures, track, scenery, or control systems. Alterations must be approved by a vote of the Adult Members. Major alterations are those requiring either the expenditure of more than \$100.00 or ten man-hours' labor. Such alterations must be approved by a majority affirmative vote of the Adult Members.

112.5 Minor alterations: (those not budgeted) must be approved by a majority vote of the Operations Committee.

112.6 General Orders Document:

The document entitled "General Orders" shall contain Club rules, which are not necessarily part of this document but are necessary to function as a reasonable and responsible organization. Any addition, amendment or deletion of a General order will require a vote of the Adult Members at a business meeting.

112.7 Additional Documents:

The Board of Directors may cause, as they may see fit, to create additional documents to guide the operations of the Club. Revisions to these documents shall be ratified by the Adult Members.

112.8 Visitors:

Visitors are welcome at club activities.

113 Other Financial Matters

113.1 Financial Accounts:

The Corporation may establish no more than one each checking account, savings account, or investment account with appropriate financial entities or institutions as determined by the Board of Directors. The account(s) will be established to hold, manage or disburse any funds for corporation purposes. All checks, drafts

or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer(s), or agent(s) of the corporation and in such manner as determine by the Board of Directors from time to time.

113.2 Limitations of Members: No member of the corporation shall be personally liable to its creditors for any indebtedness or liability and all creditors shall look only to the Corporations assets for payment.

114 Personal Conduct

114.1 While on the Club premises or participating in a Club function, a member shall not allow his/her personal conduct to endanger the person or property of another individual or the Club.

114.2 All persons on the Club premises shall conduct themselves in a responsible and honorable manner.

114.3 The possession or use of intoxicants or illegal drugs on the Club premises is prohibited.

115 Parliamentary Practices

115.1 Roberts' Rules of Order (modern edition), except when inconsistent with these Bylaws, shall govern parliamentary practice in meetings of the Board of Directors, regular, and special business meetings.

116 Disposition of Assets

116.1 This organization may be dissolved only by a majority vote of the Adult Members .

116.2 Upon dissolution of the Club and payment of all of the liabilities of the Club, the remaining assets shall be distributed, as directed by the Board of Directors, exclusively to charitable or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue Code and Regulations of the Department of the Treasury applicable to such action as they now exist or as they may hereafter be amended.

116.3 No part of the earnings of the Club shall inure to the benefit or be distributed to its members, officers, or other private persons, except that the Club shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

116.4 Notwithstanding any other provision of these Bylaws, the Club shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or as these sections may hereafter be amended.

117 Amendments

117.1 An amendment to these Bylaws may be proposed in writing by a majority of the Board of Directors, or by five Adult Members.

117.2 If the Board of Directors approves the proposed amendment or a modification of the proposed amendment, it shall be published and submitted to the Adult Members for a vote.

117.3 A two-thirds majority vote of all Adult Members shall be required to adopt amendments.

118 Complaints and Grievances

118.1 At Meetings:

Any member having grievances that, if brought before any meeting of the club, might disrupt the harmony of such meeting shall be out of order, but the member shall be privileged to confer with the Board of Directors.

118.2 In General:

Any member having charges to prefer against a member or Officer of the club shall submit a complaint in writing to the President of the club, who shall promptly notify the Board of Directors of such a complaint. The Board of Directors shall give notice of a hearing on all such complaints to all parties interested, shall take all testimony and shall submit their findings, together with their recommendations for disposition of the charges, to the membership for final action. A two-thirds majority of those Adult Members present and voting shall be required to expel or suspend a member or Officer.

Adopted February 24, 2015

Amended October 22, 2019

Amended March 22, 2022

Amended March 24, 2026

_____ **President**

_____ **Secretary**

GENERAL ORDERS

GENERAL ORDER #1

March 24, 2026

Membership Dues:

Dues are payable at the February business meeting:

Adult member dues are \$50.00 per year.

Youth member dues are \$25.00 per year.

Honorary members are not required to pay dues.

GENERAL ORDER #2

March 24, 2026

Current Mailing Address:

West Wisconsin Railroad Club

c/o Paul Bertram

930 Pine Cone Lane

Chippewa Falls, WI 54729

GENERAL ORDER #3

March 24, 2026

Membership Privileges and Limitations:

	Adult Member	Youth Member	Honorary Member
May attend monthly meetings	Yes	Yes	Yes
May attend annual picnic	Yes	Yes	Yes
May attend annual banquet	Yes	Yes	Yes
May work on and operate traveling layouts	Yes	Yes	Yes
May operate on the permanent Club layout.	Yes	Yes *	Yes
All members are expected to participate in some supportive capacity of the Club's annual train show and at least one fund raising activity	Yes	Yes	No
May serve on any Committee formed for any purpose of the Club	Yes	Yes	Yes
May participate in the development and maintenance of a permanent Club layout.	Yes	Yes *	Yes
May participate in the establishment of Club Bylaws and amendments	Yes	No	Yes
May run for and hold office	Yes	No	No
May vote on any and all Club business	Yes	No	No

* = A parent or guardian must be present with a Youth Member at all times, and under the supervision of at least one Adult Member.