

# Northern Illinois Lego Train Club Bylaws

## ARTICLE I. – NAME

The name of this organization is the Northern Illinois Lego Train Club; hereinafter called NILTC.

## ARTICLE II. – NONPROFIT STATUS

The Northern Illinois Lego Train Club, NFP as incorporated under the general Not-for-Profit Corporation Act of the State of Illinois on 28 December 2018.

## ARTICLE III. – PURPOSES

NILTC is an independent, self-sustaining, private organization, dedicated to providing members a platform in which to explore the LEGO hobby with each other and share their creations with the public.

## ARTICLE IV. – MEMBERSHIP AND DUES

### Section 4.01 – Membership:

- 1) Membership is open to all persons and groups who are interested in the LEGO hobby and are 18 years of age or older. Any person or group that desires to become a member shall complete an application process. The Executive Committee must approve all applicants for membership.
- 2) NILTC does not discriminate on any basis. NILTC reserves the right to deny membership to any person or group whose purpose conflicts with the NILTC mission.

### Section 4.02 – Categories of Membership:

The Executive Committee may designate categories of membership, including special categories for those who would not otherwise qualify for membership. Each Member shall be entitled to full benefits accorded by category as defined by the Executive Committee.

- 1) Individual:  
Any person who meets the requirements for membership and who has paid for annual dues.
- 2) Joint:  
Additional individuals living at the same address as a member and who meets the requirements for membership and who has paid for annual dues.
- 3) Sustaining:  
A member in good standing may become a Sustaining member and shall be excused from paying further annual dues. They relinquish their rights until they request and are approved by the Executive Committee for a membership status change. Shall be a silent member.
- 4) Honorary:  
Upon recommendation of the Executive Committee may be conferred upon an individual who has made significant contributions to the NILTC. Shall be a silent member.
- 5) Organizational:  
Any organization that supports the purposes of the NILTC and which has paid the annual dues shall be a silent member.

### Section 4.03 – Dues and Fiscal Year:

- 1) The Executive Committee shall recommend the dues annually for each category of membership of the NILTC and shall announce its recommendation no later than the third quarter of the year.

- 2) Dues are payable annually on or before 01 January and are considered delinquent after January 31. Members admitted after 01 November shall be credited with dues paid for the following year.
- 3) Dues for the current fiscal year must be received upon application completion.
- 4) If dues are not received by 15 February, the member shall be removed from their current category of membership and moved to the Sustaining category of membership.
- 5) To be reinstated the member dropped for failure to pay dues must reapply as a new member.

#### Section 4.04 – Member in good standing:

A member in good standing is one whose current dues are paid in full and who complies with the provisions of the Articles of Incorporation and the bylaws of the NILTC.

#### Section 4.05 - Disciplinary Issues

- 1) Any disciplinary issue should be raised to the Executive Committee. The Executive Committee will discuss the situation and the results of that discussion will then be communicated to the member as soon as realistically possible, which may include a disciplinary action.
- 2) Removal for disciplinary issues will be determined by a vote 'in favor of removal' by six (6) of the seven (7) Executive Committee members.
- 3) To be reinstated the member dropped for disciplinary reason must contact the Executive Committee for review and consideration.

### ARTICLE V. – Officers

The officers of the NILTC shall be a President, Vice-President, Treasurer, Ambassador, Logistics officer, Social Media Officer, and Website Officer. These officers shall perform the duties prescribed by the bylaws and by the parliamentary authority adopted by the NILTC.

#### Section 5.01 - Qualifications of officers:

- 1) No person shall be eligible to hold office unless they have completed a membership term of at least two years as of the date they would take office, generally on January 1. Exceptions to the two-year membership criterion can be made under specific conditions:
  - a) If no qualified member is available or willing to run, the Board may, by unanimous consent, allow a member who falls short of the two-year requirement to run
  - b) Members who do not meet the two-year requirement must submit their candidacy request to the Board at least 60 days before the scheduled election date.
  - c) The Board is required to review these submissions and make a decision at least 15 days prior to the election.
- 2) Only members in good standing may be elected to office or appointed to serve as committee officers/chairs. President, Vice-President, and Treasurer shall have been active member for a minimum of four years prior to declaring intent to run for office.
  - a) Disclaimer: President, Vice-President, and Treasurer have financial accountabilities and obligations to the NILTC
- 3) The President, Vice-President, and Treasurer will be ex officio members of all committees.

#### Section 5.02 - Terms of office:

- 1) The officers shall serve for a 3-year term.

- 2) To provide continuity Officers shall serve staggered terms. The initial Officers have been divided into three groups.
  - a) Group 1: Vice-President and Website Officer
  - b) Group 2: President and Ambassador
  - c) Group 3: Treasurer, Logistics Officer, and Social Media Officer
  - d) Election year cycles begin in 2021
- 3) New officer members shall assume their positions at the beginning of the fiscal year following the meeting in which they were elected. Outgoing officers shall turn over all records, NILTC property, and correspondence pertaining to the offices to their successors within thirty days after their term of office expire. An officer who resigns shall turn over all records and assets for the office to the President within fifteen days of resignation or as agreed to by the Executive Committee.
- 4) Vacancies in any elected office shall be filled by the approval of the Executive Committee until the next election, except the office of the President, which shall be filled by the Vice-President. A new Vice-President shall be chosen by the Executive Committee to serve the remainder of the unexpired term.
- 5) None of the officers will receive compensation for executing duties.

## ARTICLE VI. – Duties of Officers

Section 6.01 – In addition to the basic duties prescribed by these bylaws and by the parliamentary authority adopted by the NILTC, each officer shall be responsible for such other duties as may be assigned by the Board.

- 1) The President shall be the principal executive officer and the official spokesperson for the NILTC. The President shall preside at all meetings of the NILTC and the Executive Committee and, except as otherwise provided, shall appoint all committee chairpersons with the approval of the Executive Committee. The President shall be an ex officio member of all committees.
- 2) The Vice-President shall assist the President, shall assume the duties of the President in the absence of the President, and shall act as secretary when needed.
- 3) The Treasurer shall have custody of the funds of the NILTC, shall have them deposited in a bank or banks approved by the Executive Committee, and shall make disbursements as directed by the Executive Committee. The Treasurer shall prepare and present a statement of financial condition to the Executive Committee and general membership at the 1<sup>st</sup> quarterly club meeting. The records of the Treasurer shall be audited by 01 March each year.
- 4) The Ambassador shall be the LEGO liaison and communicate any happenings on the NILTC official forum on an as needed basis.
- 5) The Logistics Officer shall plan layouts for shows, measure and review venues, transport equipment to and from shows, and store tables and equipment.
- 6) The Social Media Officer shall maintain accounts on various social media platforms promoting the NILTC.
- 7) The Website Officer shall manage and maintain the NILTC website and the NILTC official forum account. The Website Officer shall maintain user access as required by membership status.

## ARTICLE VII. – MEETINGS

Section 7.01 – Club Meetings:

- 1) Meetings of the general membership shall be held quarterly. The time and place of the meeting shall be decided by the Treasurer. Additionally, special meetings of the NILTC may be called at any other time and place as shall be selected by the Executive Committee.

- 2) Notice of all general membership meetings shall be communicated via survey/poll at least 30 (thirty) days in advance. The survey/poll will be open for a minimum of one week, and the best fit date will be communicated after the survey/poll has been closed.
- 3) For the purposes of conducting business, members present with speaking rights and who are in good standing shall constitute a quorum. No proxies will be accepted. The member may raise motions during the meeting which will be discussed and conferred with members present. Carried motions are then added to the agenda of the next Executive Committee meeting for review and approval.
- 4) Minutes of each meeting shall be posted on the NILTC official forum.
- 5) The last quarterly meeting shall be the Annual Membership Meeting. Officers shall be elected at the Annual Membership Meeting in the years of election.

### Section 7.02 – Special Meetings:

Special meetings of the NILTC may be called by the President, the Board of Directors, or the Executive Committee. Members wishing to have a special meeting shall request in writing their request to the Executive Committee and must specifically state what topic they would like discussed, why they feel the discussion is needed, and what the future state should be. The Executive Committee will review and if the majority determines a special meeting is required the call for such a meeting shall be given in the NILTC official forum at least thirty days in advance and shall state the purpose of the meeting. No business other than that stated shall be conducted.

## ARTICLE VIII. – BOARD OF DIRECTORS

### Section 8.01 – Members:

The Board of Directors, hereinafter referred to as the Board, shall consist of the persons outlined in the Articles of Incorporation and filed with the State of Illinois.

### Section 8.02 – Authority and Duties of the Board:

- 1) The Board shall manage the affairs of the corporation in accordance with the laws of the state of Illinois and the Internal Revenue Code.
- 2) The Board shall have full power and authority over the organization. The Board shall review and finalize the recommendations of the Executive Committee.
- 3) Each Director shall:
  - a) Be available by mail or electronic communication throughout the year.
  - b) Serve as a chair or member of all committees.
  - c) Promote the NILTC.

### Section 8.03 – Meetings:

- 1) Regular meetings: Shall be held annually
- 2) Special Meetings: Shall be held as required

### Section 8.04 – Quorum:

The quorum for Board meetings shall be a majority of members of the Board of Directors.

## ARTICLE IX – EXECUTIVE COMMITTEE

### Section 9.01 – Composition:

The Executive Committee shall consist of the President, Vice-President, Treasurer, Ambassador, Logistics Officer, Social Media Officer, and Website Officer. The President shall chair the committee.

### Section 9.02 – Authority and Duties of the Executive Committee:

- 1) The Executive Committee is authorized by the NILTC and the Board to represent the NILTC members, to review and present programs, policies, membership status, appointments of committees, issues and present the Executive Committee’s recommendation on matters to the Board for final approval.
- 2) The Executive Committee shall carry out the policies of the Board.

### Section 9.03 – Meetings:

- 1) Regular meetings: Shall be held quarterly
- 2) Special Meetings: Shall be held as required

### Section 9.04 – Quorum:

The quorum for the Executive Committee shall be a majority of members of the Executive Committee.

## ARTICLE X. – SPECIAL COMMITTEES

### Section 10.01 – Special Committees:

- 1) Special committees of the NILTC are those committees appointed by the Executive Committee for a special purpose, which shall be defined by the Executive Committee. When the purpose of the special committee is accomplished, it shall cease to exist.
  - a) Shall not be an even number and not be greater than five members.
  - b) The President will appoint the chair of the committee.

## ARTICLE XI. – NOMINATIONS AND ELECTIONS

### Section 11.01 – Nominations and Elections:

- 1) Candidates must be a Member in the category of Individual and be in good standing.
- 2) The individual shall submit their written consent and intent to run, to the NILTC official forum at least sixty (60) days in advance of the election.
- 3) Newly elected persons take office on 1 January following the election date.

### Section 11.02 – Voting and Eligibility:

- 1) Those members whose dues are paid in full and are not a silent member may vote in elections.
- 2) A majority vote elects.
- 3) If there is no majority in an election for a position, a runoff election will be held with the top two candidates from the previous vote.

## ARTICLE XII. – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised 11<sup>th</sup> edition, shall govern the NILTC in all cases to which they are applicable and in which they are not inconsistent with these bylaws and special rules of order the NILTC may adopt.

## ARTICLE XIII. – AMENDMENT OF BYLAWS

### Section 13.01 – Proposal of Amendments:

- 1) Proposed amendments shall be submitted to the Executive Committee and must specifically state what part of the bylaws to amend, why the amendment is needed, and what the future state should be.
- 2) Amendments may be proposed by any member with voting rights who is in good standing

### Section 13.02 – Notice:

- 1) Proposed amendments shall be posted on the NILTC official forum.
- 2) Members will have 14 days to provide feedback on the NILTC official forum. During this time, the amendment can be modified if needed.
- 3) Following the 14 days for feedback, the Executive Committee will vote on the amendment, within 30 days.
- 4) If an amendment as written would break any federal or state law, the amendment would need to be reworked before proceeding to a vote.

### Section 13.03 – Ratification:

- 1) Approval of amendments to the bylaws requires a two-thirds vote of the Executive Committee. Results of the vote to be posted to the NILTC official forum within seven days of the vote.
- 2) If approved by the Executive Committee.
  - a) The amendment is forwarded to the board for a vote to adopt. Vote to occur within seven days of the posting of the Executive Committee vote to recommend. Approval of amendments adoption to the bylaws requires a two-thirds vote of the Board.
  - b) If approved by the Board to adopt the new amendment.
    - i) The amendment goes into effect seven days after the results of the vote are posted to the NILTC official forum.
    - ii) If at least 25% of members in good standing express rejection, through the NILTC official forum within the seven-day period, the amendment would trigger a Full Club Vote.
  - c) If rejected by the Board to adopt the new amendment.
    - i) If at least 25% of members in good standing express support within seven days of posting, through the NILTC official forum, the amendment would trigger a Full Club Vote.
- 3) If not approved by the Executive Committee.
  - a) If at least 25% of members in good standing express support, through the NILTC official forum, the amendment would trigger a Full Club Vote

### Section 13.04 – Full Club Vote:

- 1) For this Article a full club vote would require a two-thirds majority to approve.
- 2) Only members in good standing can vote
- 3) Vote to occur within 14 days of event triggering the need
- 4) Quorum shall be a majority of all members in good standing
- 5) Vote can be through NILTC official forum or at a full club meeting
- 6) If the vote fails to occur, the vote would be scheduled as part of the agenda for the next full club meeting.
- 7) While awaiting the Full Club Vote the proposed change would be held and not take effect, assuming doing so does not break any federal or state laws.

## ARTICLE XIV. – DISSOLUTION

In the event of the dissolution of the NILTC, any remaining assets shall be distributed to another organization of similar purpose or to a charitable organization, provided the organization is exempt under the current version of Section 501(c)7 or 501(c) 3 of the Internal Revenue Code or the corresponding section of any future tax code.

## ARTICLE XV. – FINANCE

- 1) The operating expenses of the NILTC shall be covered by the collection of dues, donations, and additional functions as the safe harbor rules for NFPs allows.
- 2) The fiscal year shall be the calendar year.
- 3) Annual Budget for the next fiscal year shall be created by the Executive Committee no later than the end of the 3<sup>rd</sup> quarter, approval by the Board shall be no later than the end of November.
- 4) The Executive Committee shall establish orderly procedures for the collection of all income. Authority for approval of all expenditures shall be defined by the Executive Committee.
- 5) Accounts shall be in the NILTC's name only.
- 6) In the event of a vacancy in the office of the Treasurer, a special audit shall be made before the new Treasurer assumes office.
- 7) The books and accounts of the NILTC shall be kept in accordance with sound accounting practices.

## ARTICLE XVI. – MISCELLANEOUS PROVISIONS

Any member who has a financial, personal, or official interest in, or conflict (or the appearance of a conflict) with any matter pending before the Executive Committee, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will recuse himself or herself and refrain from discussing and voting on the matter. The Executive Committee, at its discretion, may ask the member to remain for the discussion portion only.