

**SAN ANTONIO NTRAK ASSOCIATION, INC.
STANDARD OPERATING PRACTICES and RULES**

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ARTICLE I: THE ASSOCIATION

Section 1. NAME

The association shall be known as SAN ANTONIO NTRAK ASSOCIATION, INC. (a.k.a. the Association or the club).

Section 2. OBJECTIVE

The Association's objective shall be the formation and maintenance of a not-for-profit Association for the purpose of promoting and practicing the hobby of N-scale model railroading.

Section 3. FISCAL YEAR

The fiscal year of the Association shall be from January 1 to December 31.

Section 4. AMENDING THE STANDARD OPERATING PRACTICES

STANDARD OPERATING PRACTICES may be amended by presentation of proposed changes at two consecutive business meetings and a 51% majority vote of eligible members present. The vote will be taken at the second of the two consecutive meetings.

Section 5. DISSOLUTION

The Association may be dissolved at any duly called meeting by a 2/3 majority vote of those members eligible to vote. In the event of dissolution, disposition of the Association's assets shall be subject to approval of a 2/3 majority of those members eligible to vote. Such disposition must be in accordance with the original Association Certificate of Formation:

"Property held by the corporation on a condition requiring return, transfer, or conveyance because of the winding up or termination shall be returned, transferred, or conveyed in accordance with that requirement; and the remaining property shall be distributed only for tax-exempt purposes to one or more organizations that are exempt under Section 501(c)(3), or described by Section 170(c)(1) or (2) of the Internal Revenue Code as provided in a plan of distribution adopted by the corporation under the Texas Business Organizations Code (BOC) unless the certificate of formation provides otherwise."

Section 6. ELIGIBILITY OF MEMBERS TO VOTE

All members-in-good-standing, as defined in ARTICLE IV, Section 2 below, are eligible to vote on the basis of one (1) vote per member. A member must be present at a meeting when a vote is taken or affix his/her own signature to a mail-out ballot when they are used.

ARTICLE II: MEETINGS

Section 1. QUORUM

A Quorum shall consist of one third (1/3 or 33.33%) of voting members-in-good-standing being in attendance at a duly called meeting. Any meeting at which a quorum is not present may not transact Association business.

Section 2. ADJOURNMENT

Any meeting of the members, whether or not a quorum is present, may be adjourned by the President if there is no further new business to discuss. No further business may be transacted following adjournment.

Section 3. CLASSES OF MEETINGS

Meetings of the Association shall be classified as follows:

a. ANNUAL MEETINGS shall be held in conjunction with the regular business meeting in the third month (March) of the fiscal year for the purpose of electing a Governing Body.

b. BUSINESS MEETINGS shall be held monthly for the purpose of transacting Association business. The time and place of business meetings may be set or changed from time to time by a majority vote of the membership.

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c. SPECIAL MEETINGS shall be held, following timely notification of members, on those occasions deemed necessary by the Governing Body.

d. WORK SESSIONS shall be held as deemed necessary by the Governing Body, or any Regular Member(s), to perform tasks or planning which may become necessary to further accomplish the Association goals and/or activities. No other business may be conducted at such work sessions.

ARTICLE III: GOVERNING BODY

Section 1. BOARD OF DIRECTORS

The Board of Directors (Board) shall consist of five members and shall be responsible for governing the activities and meetings of the Association, according to the Standard Operating Practices and Rules, and subject to the approval of the members-in-good-standing.

Section 2. ELECTIONS

Elections of members of the Board shall occur at the Annual Meeting of the Association or, if a vacancy occurs, at the first Business Meeting following the creation of such vacancy. Nominations shall be accepted from the floor, subject to acceptance of the person nominated, and after nominations have been closed, voted upon by a quorum of the voting members-in-good-standing present. A majority (51%) of votes is necessary for election. Board members may not be elected without their consent.

Section 3. TITLES AND DUTIES

The following positions shall be selected annually by and from the duly elected Board, following the election of the Board. Members may not be selected without their consent.

a. PRESIDENT

Shall preside at all Annual, Business and Special Meetings, and at all Board Meetings. He/She shall appoint all committees and temporary or special offices, subject to the approval of the membership, and shall be a member ex-officio of all committees he/she appoints. He/She shall be responsible for the overall conduct and planning of all Association activities.

b. TREASURER

Shall have custody and keep account of all Association assets. He/She shall present to the Board, at Board meetings, and to the Membership at Business Meetings, a statement and accounting of such funds and properties as may be required. He/She shall preside at any meetings for which the President is absent. He/She shall be responsible for the collection of dues and fees, the membership list, and shall be responsible for certification of members-in-good-standing for voting purposes and determination of a Quorum.

c. SECRETARY

Shall keep accurate minutes of all Association and Board meetings and shall be responsible for notification of Association members regarding meetings and activities. He/She shall handle Association correspondence, including publicity, and shall be responsible for informing members of any changes to Association Standard Operating Practices and/or Rules. He/She shall preside at any meeting from which the President and Treasurer are absent.

d. MEMBERS-AT-LARGE

Shall be the titles of the remaining two Board members with special duties from time to time, as deemed necessary by the Board.

Section 4. TERMS OF OFFICE

The term of office for the Board members shall be two (2) years, and elections shall be staggered to prevent a complete change of Board members in any one year. Members who have served two consecutive terms may run again in the event that there are not enough members willing to run for the vacant offices.

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Section 5. BOARD MEETINGS

Meetings of the Board shall be held once each quarter, or more often if necessary. The frequency, time and place will be at the convenience of the members of the Board. However, the needs of the Association shall take precedence over convenience. Presence of a majority of the Board members shall constitute a quorum at such meetings, which shall be restricted to the conduct of routine Association business relating to the duties of the Board members. Special meetings may be held upon notification of all members of the Board. Adjournment of Board meetings shall be at the vote of a majority of Board members present or at the withdrawal of sufficient members to leave less than a quorum.

ARTICLE IV: MEMBERSHIP

Section 1. ELIGIBILITY FOR MEMBERSHIP

Membership is open to any person actively engaged, or desirous of becoming engaged, in the hobby of N-scale model railroading, subject to the limitations of membership classifications and responsibilities cited below. The Association has partnered with the Texas Transportation Museum (TTM), another 501(c)(3) organization, for the purpose of sharing facilities; and all Association members shall be required to have and maintain current TTM membership.

Section 2. CLASSIFICATION OF MEMBERS

The following classification of Members, with limitations as specified, shall be used.

a. REGULAR MEMBERSHIP -

- Shall be membership not otherwise classified as Youth Membership or Family Membership below
- Shall have full membership rights and responsibilities
- Shall count toward quorum and may vote at any association meeting

b. YOUTH MEMBERSHIP –

- Shall be single membership for persons that are under eighteen (18) years of age.
- Shall have full membership rights and responsibilities
- Shall count toward quorum and may vote at any association meeting
- Shall abide by TTM restrictions regarding youth members while involved in Association activities on Texas Transportation Museum (TTM) property or under TTM jurisdiction
- While involved in Association activities outside of TTM property or jurisdiction, Youth Members must always be accompanied/supervised by a parent/legal guardian. Alternatively, they may be supervised by a Regular Member or adult Family Member (from another family/household) who has written permission of the parent/legal guardian and the supervising Member must accepted responsibility for the Youth Member in writing.

c. FAMILY MEMBERSHIP –

- Shall be membership for multiple persons who are part of the same family unit/household.
- Shall have full membership rights and responsibilities
- Shall count as only 1 member toward quorum and may vote at any association meeting
- Shall abide by TTM restrictions regarding youth members while involved in Association activities on Texas Transportation Museum (TTM) property or under TTM jurisdiction
- While involved in Association activities outside of TTM property or jurisdiction, Family Members under the age of 16 must always be accompanied/supervised by a parent/legal guardian. Alternatively, they may be supervised by a Regular Member or adult Family Member (from another family/household) who has written permission of the parent/legal guardian and the supervising Member must accepted responsibility for the Youth Member in writing.

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e. PROBATIONARY MEMBER - shall be a temporary designation for new members . They shall have all rights and responsibilities of Members. The probationary period will end in accordance with Article IV, Section 5. APPLICATION FOR MEMBERSHIP

Section 3. RIGHTS OF MEMBERS

Members-in-good-standing, including probationary members, subject to limitations of membership classification above, shall enjoy the following rights and privileges:

- a. Voting on Association business on the basis of one (1) vote per Membership.
- b. Operation of equipment on the Association layouts.
- c. Participation in Association activities.
- d. Attendance/participation at Association meetings and other functions.
- e. Participation in any Association Member restricted online discussion forum.

Section 4. RESPONSIBILITIES OF MEMBERS

Members of the Association, including probationary members, shall have the following responsibilities, subject to limitations of membership classification:

- a. Maintenance of member-in-good-standing status by paying dues as specified.
- b. Adherence to Association Rules.
- c. Attendance at Association meetings and other functions.
- d. Participation in Association activities.
- e. Promoting Association goals and activities.
- f. Voting on Association business.
- g. Acceptance of the "Majority Rule" concept when counter to one's own desires.
- h. Cooperation with others.
- i. Honesty, integrity and respect for the rights and property of others.
- j. Reasonable opposition or objection to Association activities or policies or goals in a timely manner, instead of after-the-fact complaining.
- k. Performance of duties or tasks to which one may be assigned, or for which one may volunteer.

Section 5. APPLICATION FOR MEMBERSHIP

Application for membership shall be made by payment of dues and fees as specified in Association Rules. Final acceptance of membership shall be after a probationary period of (6) months following application. An applicant's probationary period will automatically end after six months unless a majority (51%) of the voting members-in-good-standing present vote otherwise. If the probationary member is not voted into full membership his/her dues will be refunded on a prorated basis.

Section 6. SUSPENSION/DISMISSAL

Members in arrears in payment of dues for three months are subject to automatic suspension. Members in violation of Association Rules or who have not fulfilled responsibilities of membership are subject to suspension or dismissal as determined by a majority (51%) of the voting members-in-good-standing present.

Section 7. REINSTATEMENT

Reinstatement of suspended/dismissed members shall be subject to a majority (51%) vote of the Association's voting members-in-good-standing present and must take into account all of the criteria for acceptance of new members. Application for reinstatement must include payment of the lesser of dues and fees assessed during the period of absence, or new member dues and fees.

ARTICLE V: ASSOCIATION RULES

Section 1. The following Association Rules are hereby adopted and are subject to revision by a vote of a majority (51%) of the voting members-in-good-standing present.

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Rule A. SECURITY

The Association premises are to be secured at all times when no member is present. It shall be the responsibility of the "Last Member Out" to ensure that the property is secured. This includes switching off any power or appliances which have been turned on and unplugging all wall plugs and turning off the air conditioning/heating system if applicable.

Rule B. HOUSEKEEPING

Each member shall be responsible for maintaining cleanliness of his immediate area of activity as well as for general cleanliness of the Association premises. If you made the mess, clean it up. The clubhouse shall be vacuumed or mopped, and restrooms cleaned at least monthly. Trash cans shall be emptied as needed.

Rule C. KEYS

Where permitted by the landlord, keys to the Association premises shall be issued to each Board Member in-good-standing, if desired. Other members may be issued a key only if approved by a majority (51%) of the Board. Members will pay for cost of duplication when required. Keys shall not be loaned to Probationary or non-members.

Rule D. DUES

Association dues shall be set on the recommendation of the Board and approval by 51% of the quorum present.

- a. Dues for Regular Membership will be considered the base rate
- b. Dues for Youth Membership may be set at a lower rate than Regular Membership
- c. Dues for Family Membership may be set at a higher rate than Regular Membership

Dues are per fiscal year and are payable on January 1st of each year and are delinquent on the last day of the month. Dues may be paid in 6 month increments at the rate of 50% of the annual dues rate. For new Members joining other than January or July dues will be prorated for the remainder of the calendar year. Members are responsible for paying TTM dues to maintain their TTM membership in accordance with ARTICLE IV: MEMBERSHIP, Section 1. ELIGIBILITY FOR MEMBERSHIP above. Members may not operate on an Association layout unless all dues are paid in full.

Rule E. INTOXICANTS

No alcoholic beverage or illegal substance shall be permitted or tolerated on Association premises or at Association activities. This will be cause for immediate and permanent dismissal!!!

Rule F. MODULE SPECIFICATIONS

T-TRAK Modules must meet the most recent Membership approved SAN ANTONIO NTRAK ASSOCIATION, INC MODULE SPECIFICATIONS.

Rule G. MOVEMENT OF MODULES

Part 1. OWNER'S RIGHTS

- a. No person shall set up, take down, move or modify another member's module without that member's specific permission as long as that person is an active member-in-good-standing as specified in Article IV, Section 2.
- b. Modules owned by members who have requested a classification change in accordance with Article IV, Section 2, may be utilized by the club as necessary for club displays. A reasonable effort will be made to maintain these modules in good working order for the good of the club as well as the module owner.

Part 2. TRAIN SHOWS

The Train Show Coordinator or Special Event Coordinator will coordinate with the Board and the members whose modules are involved in the event for tear down, transportation and set-up. Following set-up, all carrying cases, boxes and other personal property shall be stored in an out-of-the-way area.

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Part 3. CLUB LAYOUT

Modules may be temporarily removed from an Association layout for inclusion in a train show or other public display with the module owner's permission. Any member wanting to permanently remove their module from an Association layout should notify the Board. The member should also arrange for a substitute module before removing theirs, as a common courtesy to other members and to keep the layout operational. This can be by installation of a temporary "bridge" or other type of module.

Part 4. RECONFIGURATION OF CLUB LAYOUTS

The Board will arbitrate and resolve any conflicts that may arise from the reconfiguration of an Association layout.

Part 5. TRAINING

Each new member shall be given training in the procedures for set-up and breakdown of the layout during travel to and/or from events. It is the Members-at-Large responsibility to produce training guidelines and train new members.

Rule H. MODULE STORAGE

Members may store modules within the clubhouse facilities, space permitting, at no charge. Members who are considered delinquent (see Article V, Section 1, Rule D) are not authorized to store modules within the clubhouse. Unless written arrangement is made with the Board, a storage fee of \$25.00 per month will be charged for modules belonging to members considered delinquent. Modules having been stored for 6 months, without the applicable storage fee being paid, shall become the property of the club and will be eligible for auction to the club membership.

Rule I. MODULE CONSTRUCTION AND SCENICING

Module construction and scenicizing shall be done only in the clubhouse work area except as authorized by the Board. Module construction within the clubhouse is permitted but shall be limited to the work area. The work area shall be cleaned, and all modeling materials put away at the end of each work period. Article V, Section 1, Rule B applies.

These are the San Antonio N-Trak Association's Standard Operating Practices and Rules as modified and approved by the general membership during the general meeting of December 9, 2023.

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