

BYLAWS OF THE OPERATIONS SPECIAL INTEREST

ARTICLE 1. NAME AND ORGANIZATION

- **Section 1. Name:** The name of the organization is Operations Special Interest Group, Inc., hereinafter referred to as Operations Special Interest Group, OpSIG, or OPSIG.
- **Section 2. Status:** The Corporation is a non-profit, non-stock, non-sectarian, and non-partisan entity organized under the laws of the State of Connecticut.
- **Section 3. Purpose:** The Corporation operates exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 2. SPECIFIC OBJECTIVES

The specific objectives of the Corporation are:

- To act as a forum for the exchange of information and ideas related to the art and science of railroad and model railroad operations.
- To provide leadership in planning, coordinating, and expanding knowledge of operating railroads.
- To promote, develop, and encourage public participation in the hobby of model railroading.

ARTICLE 3. MEMBERSHIP

- **Section 1. Eligibility:** Membership is open to any individual interested in model railroad operations, subject to the payment of annual dues.
- **Section 2. Admission:** The Board may decline membership by a simple majority vote and must provide written notice via email if an application is declined.
- **Section 3. Good Standing:** A member is in good standing if their dues are paid in full and their membership has not been suspended or removed by the Board.
- **Section 4. Voting Rights:** Each member in good standing is entitled to one vote on all membership matters and Director elections.
- **Section 5. Dues:** Annual dues and the dues structure are established and revised by Board resolution via a simple majority.
- **Section 6. Discipline:** Membership may be suspended or terminated for cause by a simple majority vote of the Board, following principles of fairness and due process.

ARTICLE 4. BOARD OF DIRECTORS

Section 1. Authority: The business affairs of the Corporation are managed by the Board of Directors, who have fiduciary duties of care and loyalty.

- **Section 2. Composition:** The Board shall consist of five (5) Directors.
- **Section 3. Qualifications:** Directors must be members in good standing and at least eighteen (18) years of age.

BYLAWS OF THE OPERATIONS SPECIAL INTEREST

- **Section 4. Terms and Limits:**
 - Directors serve three-year terms.
 - Elected terms begin on July 1st of the election year.
 - A Director may serve no more than two consecutive terms and must take a one-year break before regaining eligibility.
- **Section 5. Meetings:** Board meetings are primarily virtual. A quorum is required for a meeting. A simple majority of Directors currently in office constitutes a quorum.
 - The President will preside over all board meetings.
 - If the President is not available, the Vice President will lead the meeting.
 - If the Vice President is not available, the Secretary will lead the meeting.
 - If the President, Vice President, and Secretary are not available, the meeting will be canceled or rescheduled.
- **Section 6. Notice:** At least seven (7) days notice must be given for each meeting. An agenda is to be included in the notice when a topic/item will require a board vote.
- **Section 7. Removal and Vacancies:** Directors may be removed for cause by a majority +1 vote of the full Board. Vacancies are filled by Board appointment until the next regular election.
- **Section 8. Compensation:** Directors serve without compensation but may be reimbursed for reasonable authorized expenses.

ARTICLE 5. OFFICERS

- **Section 1. Roles:** The Board annually elects a President, Vice President, Secretary, and Treasurer. The President, Vice President, and Secretary must be members of the Board of Directors. The Treasurer must be an OpSIG member in good standing.
- **Section 2. Authority to Bind:** Only the President, or individuals expressly authorized by the Board, have the authority to legally bind the Corporation to contracts or financial commitments.

ARTICLE 6. COMMITTEES

- **Section 1. Formation:** The Board or President may establish standing or special committees as required.
- **Section 2. Elections Committee:** A dedicated committee manages nominations and elections for Directors independently to ensure fairness and transparency. The committee shall consist of one Director and two non-Director Members. The President shall appoint the chairperson of the Committee. A quorum of the Election Committee shall consist of a simple majority vote of those members

BYLAWS OF THE OPERATIONS SPECIAL INTEREST

present and voting. Reasonable notice of the date, time, and place of each meeting shall be given by mail, phone, or otherwise.

- **Section 3. Achievement Program:**

- I. *Formation and Purpose* - The AP is a Committee of the Operations Special Interest Group. Its activities shall be directed by a Board of Trustees comprised of ten OPSIG members. The purpose of the AP is to oversee, maintain, support and publicize an Achievement Program for OPSIG members.
- II. *Chairman* - A majority of the Trustees will vote to pick a chairman from among them. The Chairman will serve a term of two years commencing on January 1 of each odd numbered year.
 - a. The Chairman's duties will be to arrange meetings from time to time as may be deemed necessary and appropriate, and to advise trustees of any and all material developments, changes, or issues with the program.
 - b. In the event of any voting matter that results in a tie for whatever reason, the Chairman will cast the tiebreaking vote.
 - c. 45 days prior to the end of the term of a Chairman, the Chairman shall advise the Trustees of the commencement of an election process. Any Trustee may be a candidate for Chairman. A majority vote of the then serving Trustees is required to elect a new Chairman; in the absence of securing a majority for any candidate, the Chairman whose term has expired will continue as Acting Chairman until such time as a majority can be secured.
- III. *Trustees* - Trustees will remain in office until such time as they are unable or unwilling to serve, or in the reasonable discretion of the Chairman have not been available as called upon from time to time to advise, attend meetings, or vote.
 - a. Replacement Trustees, as may be needed for time to time, will be nominated by existing Trustees or members of the OPSIG Board of Directors. New Trustees must be approved by majority vote of the then-existing Trustees; the unfilled Trustee position will remain unfilled until such time as a majority vote in favor of a candidate is secured.
- IV. *Termination and Revocation* - The AP shall continue indefinitely unless terminated by action of the OPSIG Board of Directors. A termination requires the vote of four of five such directors. In termination event the OPSIG Board of Directors will agree not to pursue an Achievement Program for two years following the termination date.

ARTICLE 7. MEETINGS OF MEMBERS

BYLAWS OF THE OPERATIONS SPECIAL INTEREST

- **Section 1. Annual Meeting:** An Annual Meeting is held each year with at least sixty (60) days' notice provided to the membership. The meeting is to be conducted in July of each year. The notice of the meeting will be via electronic distribution and include an agenda with any specific items requiring a membership vote.
- **Section 2. Quorum:** A quorum is defined as either 10% of the membership or twenty-five (25) members, whichever is less.

ARTICLE 8. ETHICS AND COMPLIANCE

- **Section 1. Conflict of Interest:** Directors and Officers must disclose potential conflicts and recuse themselves from voting on related matters.
- **Section 2. Code of Ethics:** OpSIG adheres to standards emphasizing integrity, accountability, and responsible stewardship.
- **Section 3. Tax-Exempt Compliance:** The OpSIG will adhere to 501(c)(3) regulations. The Corporation is prohibited from engaging in political campaign activities.
- **Section 4. Dissolution:** Upon dissolution, all assets will be distributed to 501(c)(3) organizations that promote model railroading. Dissolution will require a majority +1 vote by the Board of Directors in two consecutive executive sessions. The sessions must occur within 60 days and be separated by no less than 30 days between sessions.

ARTICLE 9. AMENDMENTS AND CONSTRUCTION

- **Section 1. Amendments:** These Bylaws may be amended by a membership vote, provided sixty (60) days' notice of the proposed changes is given.
- **Section 2. Construction:** In the event of a conflict, **the Articles of Incorporation** shall govern.