

# Circus Model Builders, Inc.

## BYLAWS

### ARTICLE 1 TITLE AND INCORPORATION

The name of the Organization shall be CIRCUS MODEL BUILDERS, INC. (CMB), chartered and incorporated on March 1, 1965, under the Non-Profit Corporation Laws of May 5, 1933, Public Law No. 289, as amended, in the Commonwealth of Pennsylvania in the United States of America.

### ARTICLE 2 PURPOSE AND OBJECTIVES

#### 2.1 PURPOSE

The Organization was formed to assemble persons whose common hobbies are building or owning miniature models of circus equipment for the diffusion and exchange of ideas, plans and specifications, and to perpetuate the circus as an amusement and educational institution.

#### 2.2 OBJECTIVES

Provide its members with a library of information and plans, a publication of a magazine, entitled Little Circus Wagon and the creation of an internet website. Encourage its members to exhibit models and artifacts for public viewing.

### ARTICLE 3 MEMBERS

#### 3.1 MEMBERSHIP

Membership shall be open to any person who expresses or demonstrates an interest in the Circus as an institution or in circus model building as a hobby. Circus Model Builders, Inc does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, or sexual orientation.

#### 3.2 CATEGORIES OF MEMBERSHIP

The Board of Directors may establish different classes or categories for membership and may define the qualifications for such categories. These classes may include, but are not limited to the following: Regular, Family, Student, Junior, Auxiliary, and Honorary. There shall not be more than ten (10) Honorary Members at any one time.

#### 3.3 MEMBERSHIP CARDS

Membership cards are issued as a courtesy for identification only.

#### 3.4 EXPIRATION OF MEMBERSHIP

Any membership will be considered expired if it is not renewed, with the payment of dues, by January 31.

#### 3.5 VOTING RIGHTS OF MEMBERS

Only Regular, Family or Student Memberships shall have the right to vote in elections or on motions of business at a meeting of the general membership. Only one vote is allowed per each membership.

### 3.6 MEMBERSHIP DUES

The Board of Directors may assess annual dues, as it deems appropriate and necessary for the conduct of the business of the Organization.

### 3.7 GENERAL MEMBERSHIP MEETINGS

A general membership meeting shall be held at the Annual Convention. The Board of Directors shall determine the time and place for this meeting. The Board of Directors upon fifteen (15) days notice may call special meetings of the membership. At all regular and special meetings of the membership, those members present shall constitute a quorum and majority of those members present shall constitute a majority.

## ARTICLE 4 BOARD OF DIRECTORS

### 4.1 BOARD MEMBERS

A Board of Directors who shall be elected by the membership shall manage the Organization on behalf of the membership. The board will consist of the President, Vice President, and the six (6) Lot Managers. The Secretary, and Treasurer shall be nominated by the President and/or Vice President and elected by the Board and will be voting positions. In addition, the Board of Directors may appoint other persons to serve on the Board in an ex-officio capacity. Such appointments may include the Editor of, the Little Circus Wagon, the Webmaster, and the Superintendent of Construction. Ex-officio appointees shall have no voting privilege.

### 4.2 VACANCIES

Vacancies on the Board of Directors may be filled by appointment by the President and approved by the Board from eligible members of the Organization. If the President fails to appoint a replacement to a vacant position on the Board of Directors within sixty (60) days from the date of receiving notice of said vacancy; then the Board of Directors may act independently of the President and elect an eligible member to fill said vacancy.

### 4.3 QUORUM OF THE BOARD OF DIRECTORS

A simple majority of the Directors shall be considered a quorum of the Board.

### 4.4 PROXY

Persons holding a proxy from a Board Member shall be counted in determining a quorum. A written proxy must be submitted to the Secretary prior to the start of the Board meeting. A proxy must be signed and dated by the authorized Board Member and must designate the person to act as their proxy. The proxy must designate the term or meeting that the proxy is in effect. The proxy may be a general proxy for all subjects or may be for specific topics.

### 4.5 ELIGIBILITY

All Directors shall be eighteen (18) years of age or more and shall currently hold either a Regular, Family or Student membership.

#### 4.6 SPECIAL MEETINGS

Special meetings of the Board may be conducted electronically, either by telephone or by "e-mail". Special Meetings may be called either by the President or any two Board Members. If conducted by telephone, a "conference call" system shall be utilized where all Directors can hear all conversations. If conducted by email, all Board members shall be copied or copies mailed to Board members that do not have access to "email". The Secretary will maintain minutes of such Special Board meetings, including the voting record. A simple majority of all Board Members is required to approve any action at a meeting, which is held by electronic methods.

#### 4.7 REMUNERATION

Directors shall serve without any direct or indirect remuneration. Directors or appointed officers may be reimbursed for reasonable expenses incurred in the performance of their duties.

#### 4.8 REMOVAL

The Board of Directors may, by a resolution passed by at least two-thirds (2/3) of the votes cast in a meeting of the Board of Directors of which notice specifying the intention to pass such a resolution has been given, remove any Director from office. Written notice must be provided to the Board Member who is being considered for removal, at least 10 days prior to the meeting.

#### 4.9 CONFLICT OF INTEREST

Any Director or "immediate family member" of a Director who in any way directly or indirectly has an interest in a proposed or existing contract or transaction of the Organization shall make a full and fair declaration of the nature and extent of the interest at a meeting of the Board of Directors. After making such a declaration no Director shall vote on such a contract or transaction nor shall he/she be counted in quorum in respect to such contract or transaction. Failure by a Board Member to declare a conflict of interest will be grounds for removal of that person as a Board Member.

#### 4.10 INDEMNIFICATION and INSURANCE

The Organization shall indemnify and hold harmless each Director and Officer, his/her heirs, executors and administrators, who is or was a Director, or officer or of the Organization against any and all liability and reasonable expense that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding. The Directors may arrange for the issue of an insurance policy indemnifying the Directors, and officers against liability.

#### 4.11 RULES OF ORDER

All meetings and other proceedings of the Organization shall be conducted in accordance with Robert's Rules of Order Newly Revised (currently 10<sup>th</sup> Edition).

### ARTICLE 5 OFFICERS OF THE ORGANIZATION

#### 5.1 OFFICERS

The officers of the Organization shall be the President, Vice-President, Immediate Past President, Secretary, and Treasurer. The Secretary, Immediate Past President, and Treasurer shall be voting officers.

## 5.2 TERM OF OFFICE

The term of office for the President, Vice President and Lot Managers for LOTS 2, 4, and 6, shall be for four (4) years, starting with the election in 2008. The term of office for Lot Managers for LOTS 1, 3, and 5, shall be for four (4) years starting with the election in 2010 and for every election after that date. The same person may serve in the same position for two consecutive terms. A person who is appointed to fill a vacancy and who serves for more than two years will only be eligible to serve one additional term. The term of office for the Secretary, and Treasurer will be for one year. Election will be by the Board of Directors and conducted at the Annual Convention. The number of times a person can be elected to any of these three offices is not limited. If a person holds more than one voting position on the Board of Directors, that person forfeits the voting rights to all positions except the first position and cannot issue a proxy for any of the forfeited positions.

## 5.3 DUTIES OF OFFICERS and DIRECTORS

### PRESIDENT

The President shall be the Chief Executive Officer and shall act as the Chairperson of the Board of Directors in which capacities he/she will be responsible for timely and effective communications with other members of the Board of Directors and the membership in general.

### VICE-PRESIDENT

The Vice-President shall assume the duties of the Presidency in the absence, of the President; and carry out such duties as are assigned by the Board of Directors or the President.

### IMMEDIATE PAST PRESIDENT

The person who has most recently served as President of Circus Model Builders will fill this position and remain in this capacity until there is a change in the person serving in the President position.

### SECRETARY

The Secretary shall act as Secretary to the Board of Directors and maintain an accurate record of Board Meetings and general membership meetings and control of all correspondence. The Secretary shall receive all reports of Committees, Lots, and Rings; and be the custodian of the Corporate Seal.

### TREASURER

The Treasurer shall exercise general supervision over the financial administration of the Organization and maintain an accounting system that provides for accurate recognition of all receipts and distributions. Deposit all funds and other valuables in financial institutions as may be directed by the Board of Directors. Disburse funds in accordance with the directions of the Board of Directors. Prepare regular reports (at least quarterly) to the Board of Directors. Prepare all required financial reports, including Federal tax returns. The Treasurer shall maintain an accurate record of membership and shall publish a membership roster at intervals determined by the Board of Directors. Prepare and distribute to all members annual renewal notices and other required materials. Receive dues from members and deposit the money in a timely manner, with appropriate counts of membership by type.

## LOT MANAGERS

Each Lot Manager shall act as the Director of the Organization within a specific geographical area defined as a Lot. Provide leadership and oversight to the Rings for activities that are sponsored by the Rings are conducted in a manner, which furthers the goals, objectives, and principles of the Organization. Make annual visits to Rings when reasonable. Submit an annual report to the Secretary of activities within the Lot.

## ARTICLE 6 ELECTIONS

### 6.1 ELECTION CYCLE

An election will take place every two years starting with the 2008 election (see Article 5. I-Term of Office). Directors and Officers shall take office on January I following their election to office.

### 6.2 ELECTION COMMITTEE

An Election Committee appointed by the President shall conduct each election, and composed of three members, one of who shall be designated Chairperson. No more than two members shall be from the same Lot.

### 6.3 ANNOUNCEMENT OF COMMITTEE

The appointees to this Committee shall be announced in the publication of the Little Circus Wagon not later than the issue number one in the year of the next scheduled election.

6.4 The Election Committee shall be responsible for the determination of the due dates for the nominations and control of the election procedure as defined in this Bylaw.

### 6.5 NON-ELIGIBILITY OF ELECTION COMMITTEE MEMBERS

No member of the Election Committee is eligible to seek office while serving on this Committee

### 6.6 ELECTION PROCEDURES

The Election procedure may be conducted by First Class Mail or by providing ballots with The Little Circus Wagon.

### 6.7 PRIOR NOTICE OF INTENT

Any eligible member may express an interest in running for office and may do so by sending a notice of intent to the Election Committee at any time prior to the deadline for the call for nominations.

### 6.8 SPECIFIC REQUIREMENT FOR NOMINEES FOR LOT MANAGER

A member may nominate a candidate for Lot Manager only with respect to the Lot in which the member resides.

### 6.9 WILLINGNESS TO SERVE

The Election Committee shall contact all nominees to ascertain their willingness to serve on the Board of Directors.

## 6.10 NOTIFICATION OF RESULTS

It is the responsibility of the Election Committee to inform the President by written confirmation, of the results of the election, and to inform the membership of the complete results, including votes cast for each candidate, by publishing the results in the next-available issue of the Little Circus Wagon.

## ARTICLE 7 LOTS

### 7.1 NUMBER OF LOTS

The Organization shall be divided into six (6) districts or jurisdictions on a geographical basis and for administrative purposes, and each district or jurisdiction shall be known as a Lot.

### 7.2 GEOGRAPHICAL DISTRIBUTION

The geographical distribution of Lots shall be as follows:

- Lot 1 CT, ME, MA, NH, NY, RI, VT, and all areas outside the Unites States
- Lot 2 DC, DE, MD, NJ, PA, VA, WV
- Lot 3 IL, IN, KY, MI, OH, WI
- Lot 4 AL, FL, GA, MS, NC, SC, TN
- Lot 5 AR, IA, KS, LA, MN, MO, NE, ND, OK, SD, TX
- Lot 6 AK, AZ, CA, CO, HI, ID, MT, NM, NV, OR, UT, WA, WY

### 7.3 LOT GATHERINGS

A Lot Gathering may be sponsored by one or more Rings and held at such time as the Lot Manager shall approve and is not in conflict with an Annual Convention. The bid shall be submitted to the Lot Manager. Financial support for a Lot Gathering is the responsibility of the sponsoring Ring(s) and none shall be extended from the Board of Directors.

## ARTICLE 8 RINGS

### 8.1 NUMBER OF RINGS

Lots may be divided into local groups which shall be called Rings, any number of which may exist within the jurisdiction of a Lot.

### 8.2 ESTABLISHMENT OF RINGS

Five (5) or more members submitting a request to the Lot Manager and by furnishing the names of the Founding Members, their membership numbers and the proposed name of the Ring may form a Ring. On receipt of the request, the Lot Manager shall forward the application to the Secretary for approval. Upon approval, the Secretary shall issue a Ring number, and list the new Ring in the Corporate Records.

### 8.3 MEMBERSHIP IN A RING

Membership in a Ring is open only to persons holding a current membership, of any type, in the Organization.

#### 8.4 AUTONOMY OF RINGS

All Rings shall have autonomy with respect to activities, shall elect their own officers and enact their own Bylaws provided such Bylaws do not contravene nor conflict with the Bylaws of this Organization.

#### 8.5 ANNUAL REPORTS

Each Ring shall be required to report annually, no later than January 31, to the Secretary providing the names of all of the officers and members of the Ring. The annual fee shall accompany this report.

#### 8.6 FAILURE TO REPORT

Failure of a Ring to report for one (1) full year shall be interpreted as an abandonment of the Ring and shall result in the forfeiture of its name and charter. Prior to the enactment of this penalty, the Secretary shall notify the Ring of its pending disenfranchisement which notification must be given prior to February 28 of the year in which the Ring has entered into default. The Ring in default may restore its integrity by complying with the reporting requirement no later than April 1 of the year in which it is in default.

#### 8.7 REASSIGNMENT OF A RING NAME

In the event that a Ring is not reactivated within two (2) years of the abandonment of its charter, the name of the abandoned Ring shall be available for selection by a new Ring.

### ARTICLE 9 ANNUAL CONVENTION

#### 9.1 ANNUAL DISPLAY

An Annual Convention to which all members are invited and is authorized to be held annually on a Lot-rotation basis.

#### 9.2 ENTITLEMENT TO HOLD AN ANNUAL CONVENTION

Whenever a Lot becomes entitled, through rotation, to hold an Annual Convention, any Ring or consortium of Rings within the Lot may submit a written bid to hold the Convention. The bid shall be submitted to the Board of Directors through their Lot Manager. The Board of Directors shall make its selection giving due consideration to location, facilities, possible attendance and composition of the Ring(s). Upon making the selection, the Board of Directors shall notify the person(s) designated in the bid as Chairperson(s).

#### 9.3 DEADLINE FOR SUBMISSION OF BIDS

The President of the Organization shall set a deadline date to submit bids for an Annual Convention. This deadline shall be sufficient in advance of the proposed Annual Convention to permit acceptance by the Board. Should a bid fail to materialize from an eligible Lot by the specified date, then the Lot next in line, by rotation, shall be requested to submit a bid. A Lot failing to submit a bid when rotation dictates shall revert to the last position on the rotation schedule to await its next turn in rotation.

#### 9.4 ACCOUNTABILITY

The sponsoring Ring(s) shall submit an itemized account of receipts and expenditures related to the holding of an Annual Convention to the Treasurer no later than the last day of the fourth month following the last day of the Annual Convention. The sponsoring Ring(s) is authorized and entitled to retain any and

all funds in excess of the total expenditures for the Annual Convention. The advance deposit (seed money) is required to be returned to the CMB Treasurer no later than 45 days after the conclusion of the Annual Convention.

#### 9.5 MEMBERSHIP SUPPORT

A sponsoring Ring must have the support of a majority of its members in its bid for an Annual Convention.

#### 9.6 ANNOUNCEMENT OF ANNUAL CONVENTION

The dates, and other information, of an Annual Convention to be held in the subsequent year shall be published in the Little Circus Wagon.

### ARTICLE 10 AMENDMENTS TO BYLAWS

#### 10.1 AMENDMENT BY BOARD OF DIRECTORS

The Bylaws may be amended, except for amendments described in Clause 10.2, with the approval of the Board of Directors at any regular or special meeting of the Board of Directors convened after notice of the purpose to the Board. Any proposed amendment, must be submitted to the Board in writing seven (7) days prior to being presented for vote to the Board. A 65% majority of the entire Board is required to amend the Bylaws.

#### 10.2 AMENDMENTS BY MEMBERSHIP

Amendments to the Bylaws of the Organization, relating to removal of Directors, quorum at Board meetings, or voting rights of members, shall only be made with the approval of the membership at any regular or special meeting of the membership convened after notice of the purpose to the membership. Proposed amendments must be submitted to the membership in writing at least fifteen (15) days prior to the same being considered for a vote by the membership.

#### 10.3 BALLOT

If the Board of Directors determines that submitting an amendment described in Clause 10.2 to the membership at a regular or special meeting is impractical, the Board may hold an election by mail or distribution of ballots with the Little Circus Wagon.

### ARTICLE 11 Termination of Organization

11.1 Upon termination of the organization, after payment of all debts or outstanding liabilities, the remaining assets will be contributed to similar organizations which hold a current 501 (c)(3) or 501 (c)(7) determination letter.