

BYLAWS OF THE CHATTANOOGA SOCIETY OF MODEL ENGINEERS, INC.

Amended 3 October 2009

The name of this Corporation is the CHATTANOOGA SOCIETY OF MODEL ENGINEERS, INC., and is hereinafter referred to as the Corporation.

ARTICLE 1: OFFICES

1. The Corporation shall have and continuously maintain in the State of Tennessee a registered office and a registered agent whose office is identical with such registered office. The registered office may be, but need not be, identical with the principal office in the State of Tennessee, and the address of the registered office may be changed from time to time by the membership..

ARTICLE 2: MEMBERSHIP

1. A natural person may become a member of the Corporation by making application and paying the appropriate amount of dues. Membership is annual, from 1 February thru 31 January.
2. Voting members. Voting members are eligible to propose and vote on all matters considered at Corporation meetings and to vote for Officers of the Corporation, whereas non-voting members are not.
3. All members are entitled to attend and participate in Corporation meetings and events, and to receive all general communications of the Corporation.
4. Any member may withdraw from membership, but no dues paid by that member will be refunded.
5. A member ceases to be a member if his dues are not paid within 30 days of the due date.
6. Expulsion. Membership in this Corporation is a privilege that may be taken away for any threatening, demeaning, or dangerous behavior. Any member may be expelled from the Corporation or have his class of membership changed by a resolution approved by the voting members.
7. Management of the Corporation. The affairs of the Corporation shall be managed by the voting members
8. The Corporation has three classes of membership:
 - a) Regular Members. Regular Members are voting members who are at least 16 years of age and have paid full membership dues. Regular Members may visit Corporation facilities and participate in Corporation activities at all reasonable times. (Reasonable times are defined by the property owner(s) hosting the Corporation's facilities and activities.)
 - b) Associate Members. Associate Members are non-voting members who have paid a discounted membership dues. Associate Members may pay differing rates for dues and have differing privileges based upon familial relationships and age. Associate Members may visit Corporation facilities and participate in Corporation activities only under the supervision of a Regular Member
 - c) Spouse and Family Members. Spouse and Family Members enjoy the same privileges as Associate members. They are not voting members.

ARTICLE 3: DUES

1. New member will pay full years dues with application. Their first renewal will be pro-rated based on when they joined in the first year.

2. Annual renewal membership dues are due for delivery into the Secretary's hand by January 31st. Renewing members will complete and sign a member renewal form annually, to be sent with payment.
3. The amount of such dues shall be set for each membership class by the voting members. Voting rights are limited to regular members who are current in their dues.

ARTICLE 4: ELECTED OFFICERS

1. President. The President shall preside at all business meetings of the Corporation. The President shall: (a) be an ex officio member of all committees, (b) execute the Charter and the Bylaws, (c) appoint the chairman of all committees, (d) with the Secretary or Treasurer sign all written contracts and obligations of the Corporation, and (e) countersign any check or transfer of funds exceeding \$500. The President may vote only to break a tie.
2. Vice President. In case of temporary absence or disability of the President, the Vice President shall perform all the duties of the President.
3. Secretary. The secretary shall keep an accurate list of all the members of the Corporation, keep minutes of the proceedings of the Corporation which shall at all reasonable times be open for inspection by the members of the Corporation, prepare and distribute notices of the Annual meeting and ballots for elections, and be the custodian of the Seal of the Corporation. In case of temporary absence or disability of both the President and the Vice President, shall perform all the duties of the President.
4. Treasurer. The Treasurer shall have charge and custody of all financial records and books of account, shall send notice to all debtors of the Corporation of amounts due the Corporation, shall receive, receipt and deposit all money belonging to or receivable by the Corporation and shall disburse the same in such a manner and amount as directed by a vote of the membership. He shall keep an accurate record of all the money of the Corporation received and distributed by him and shall make full and complete reports thereof to the Annual meeting of the Corporation and all meetings of the membership. He shall in general perform all duties incident to the office. All funds of the Corporation shall be deposited in the name of the Corporation in a bank selected by the Officers. Said funds are to be withdrawn in accordance with resolutions adopted by the membership. Treasurer will review the Corporation financial records with another member appointed by the President each January. In case of temporary absence or disability of the President, Vice President and the Secretary, shall perform all the duties of the President.
5. Compensation of Officers. Officers shall not receive any salaries or compensation for their services.

ARTICLE 5: ELECTIONS AND TERMS OF OFFICE

1. The President, Vice President, Secretary, and Treasurer shall be elected from the voting membership to serve two-year terms in office.
2. If any officer ceases to be a voting member or resigns his post or is removed by an act of the voting membership, the open post will be filled for the remainder of the term by any voting member appointed by the President and approved by the voting membership.
3. Request for nominations for election of officers shall be sent by the Secretary to all voting members within (+/-) 5 days of the first day of April for nominees to appear on the Proxy Ballot, they must be received by the Secretary, by the close of the April meeting, or April 21 if there is no meeting. Proxy Ballots shall be mailed to voting members within (+/-) 5 days of the first of May and must be signed and returned to the Secretary at CSME address before elections begin at

the May Annual meeting.

4. Election of officers shall be held at the end of the Annual meeting where voting members may vote directly or by Proxy Ballot. The officers-elected shall assume the powers, responsibilities, and duties of office upon installation at the Annual meeting.

ARTICLE 6: FISCAL YEAR AND MEETINGS

1. Fiscal Year and Annual Meeting. The fiscal year of the Corporation shall commence on the first day of the month of January and end on the last day of the month of December. The Annual meeting of the Corporation shall be held each year within the month of May unless a different date is authorized by the membership, at such a time and place as approved by the membership of the Corporation. At least fifteen (15) days written notice shall be given by the Secretary to all members of the Corporation as to the place and date of the Annual meeting.

2. The purpose of the Annual meeting shall be as follows:

- a) to receive reports from officers and committees;
- b) to handle any other business that may come before the membership;
- c) to elect officers for the next term of office;
- d) to install the officers elected in accordance with these Bylaws;
- e) to pursue the purposes of the Corporation.

3. Special Meetings. In addition to the Annual meeting, a special meeting of members of the Corporation may be called at any time by the President, Vice President, or any 2 voting members if the President and Vice President are unable to perform their function. Forty-eight (48) hours notice shall be given by the Secretary to all members of the Corporation as to the place, date, and purpose of the special meeting. (All regular monthly meetings and regularly scheduled work sessions as announced in the CSME newsletter qualify as Special Meetings under this article of the Bylaws.) The Presiding officer may reschedule or cancel a monthly meeting for good cause by giving at least forty-eight (48) hours notice.

4. Quorum. The presence of five (5) or more of the voting members including one elected Officer shall constitute a quorum for all purposes at meetings of the members of the Corporation. A resolution passes if it is approved by a majority of the voting members present at the meeting.

5. Proxies. If voting members cannot be present at a meeting, they may vote by written proxy, for each item voted on, which shall be included in the vote tally. However, a proxy vote does not count toward a meeting quorum.

6. Veto Power. Any property owner hosting the Corporation's facilities and activities may veto any resolution affecting his property.

ARTICLE 7: APPOINTED POSITIONS AND COMMITTEES

The President shall appoint the following:

1. Safety Officer. His duties will be outlined and approved by the membership
2. Newsletter Editor. The Newsletter Editor shall be responsible for editing and publishing the Corporation newsletter.
3. Other Positions or Committees. The President shall have the power to create such other positions or committees for such purposes, as he deems necessary.

ARTICLE 8: AMENDMENTS

The Corporation's Charter and Bylaws may be amended or repealed in whole or in part by the membership at any regular meeting, subject to approval at any Annual meeting, or special

meeting called for that purpose, by a majority of the voting members who are present and voting, provided that a quorum is present and provided further that reasonable written notice of such proposed amendment has been mailed to each voting member of the Corporation by the Secretary or published in the Corporation newsletter.

ARTICLE 9: RULES OF ORDER

Robert's Rules of Order for Deliberative Assemblies shall be the parliamentary standard of the association on all points not otherwise provided by these Bylaws.

ARTICLE 10: CORPORATE SEAL

The membership shall provide for a corporate seal which shall be in such form and design as directed by the membership.

ARTICLE 11: WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the laws of the State of Tennessee, or under provisions of the Charter or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

ARTICLE 12: LIABILITY AND INDEMNIFICATION

In the absence of fraud or bad faith, the officers of the Corporation shall not be personally liable for its debts, obligations, or liabilities; and the Corporation shall indemnify any officer or former officer of the Corporation, or any person who may have served at its request as a director or officer of another Corporation, whether for profit, or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of the membership, or otherwise.