

Ottawa Valley HOTRAK By-Laws

1. Name and Logo

- 1.1. The official name of the Club is Ottawa Valley HOTRAK. The club may also be referred to as HOTRAK or OVHOTRAK.
- 1.2. The Club Logo will be the black and white and colour versions as found on the club website at <http://www.hotrak.ca> under **Resources > Templates**.¹

2. Purpose

- 2.1. The purpose of HOTRAK is: a) to pool and enhance the skills, resources and energy of its members in a joint effort to regularly assemble temporary HO modular model railroad layouts upon which Club members will conduct model railroad operations; and b) to provide a positive club climate where members enjoy the camaraderie of a shared interest and pursue discovery and knowledge of the many aspects of our hobby.

3. Membership

- 3.1. Membership in the Club shall be open to those who share the Club's purpose and who abide by the Club's Bylaws and rules.
- 3.2. This Bylaw establishes five categories of Membership in HOTRAK, which are further described in the Club's Governance Policies and Procedures Manual (GP&P):
 - Full Member
 - Associate Member
 - Probationary Member
 - Junior Member
 - Student Member
- 3.3. The Executive, normally in consultation with Full Members, may revoke any membership.

4. Governance

- 4.1. The operating year and the fiscal year of the Club shall be from July 1 to June 30 of the following year.
- 4.2. Responsibility for the direction of the Club's activities and affairs shall rest ultimately with the members, meeting at the Annual General Meeting (AGM) of the Club or in special meetings called to discuss specific questions.
- 4.3. Responsibility for the day-to-day implementation of the Club's activities and affairs shall be vested in an Executive Committee of seven members elected annually for one year terms at the Annual General Meeting. A new Executive shall take office as of July 1 following their election.
- 4.4. Due notice of an Annual General Meeting or a special meeting shall be provided to the members at least two weeks prior to such a meeting.
- 4.5. A quorum at an Annual General Meeting (AGM) shall be 40% of Full Members through either attendance at the AGM or registration with the Club Secretary of a proxy for use at the meeting.
- 4.6. The Club shall finance its activities through collection of membership dues and fees, the amounts of which shall be set annually in consultation with the members at the AGM.

¹ File locations on the website may move, but the described navigation path should remain. As of June 2021, the image urls are <http://hotrak.ca/assets/images/hotrak-logo-colour.jpg> and <http://hotrak.ca/assets/images/hotrak-logo-blackwhite.jpg>.

- 4.7. An Annual Club Budget for the following fiscal year will be presented to, and approved by, the membership at the AGM. The Executive will present a budget status report to the membership approximately half way through the year.
- 4.8. The activities of the Club can be complex, and the Executive Committee shall develop a variety of rules, standards and procedures which will regulate and facilitate these activities. These may include, amongst others, more detailed membership rules, procedures for such processes as set-up, take-down and storage of modules, criteria for inclusion of modules in Club layouts and standards for equipment which can be used for club layouts. Such rules, standards and procedures are set down in several documents. Many are incorporated in the Governance Policies and Procedures Manual adopted in parallel with the 2021 revision of these By-laws; others can be found in documents on HOTRAK's website.

5. Amendments to the By-laws:

- 5.1. Amendments to the By-laws can only be made at a scheduled HOTRAK Annual General Meeting (AGM) in keeping with the process described below.
- 5.2. Any Full Member (including Executive Committee Members) may make a motion (the Mover), seconded by another Full Member, to amend these By-laws.
- 5.3. The Executive will call for submissions from Full Members for proposed amendments to the By-laws at least ten (10) weeks before the scheduled AGM.
- 5.4. A proposal for a motion to amend the By-laws shall be sent to the Executive up to eight (8) weeks before the scheduled AGM and be clearly identified in the subject line as a motion to amend the By-laws.
- 5.5. The Executive will examine and discuss the proposal and provide to the Mover its position on the proposed motion.
- 5.6. After consultation between the Mover and the Executive, the Executive or Mover will provide the proposed amendment to the Membership at least six (6) weeks before the AGM for a review and comment period of three (3) weeks during which Members will be expected to provide comments in support of or against the proposed motion, including any suggested wording changes.
- 5.7. Following the review period, the Executive and the Mover will review any comments received from the Membership and the Executive or the Mover will then give Due Notice to the Membership of the final wording of the proposal which will be voted upon at the AGM.
- 5.8. Due Notice shall be deemed to be the publication (via the Membership e-mail list) by the Executive or the Mover of the final text of the proposed amendment(s), the names of the Mover and Seconder, and the date, time, and place of the Annual General Meeting a minimum of two (2) weeks prior to the AGM.
- 5.9. The discussion at the AGM may result in proposed amendment to the motion, but such amendments to the motion cannot change or reverse the intent of the original motion and can only:
 - 5.9.1. Delete a word or words from the motion;
 - 5.9.2. Add a word or words to the motion;
 - 5.9.3. Delete and add (substitute different) words to the motion;
 - 5.9.4. Divide the motion into two or more separate motions.
- 5.10. The motion shall be voted on at the AGM and shall pass if it receives a two-thirds (2/3) majority vote of the attending Full Members in good standing (including proxies duly given as per Clause 4.5 above).
- 5.11. New motions about proposed By-law amendments which have not followed the above consultative process will not be allowed at the AGM.

6. Club Executive

- 6.1. The Executive shall meet regularly through the year and at least as often as Club operating sessions are held.

- 6.2. A quorum for an Executive Committee meeting shall be 50% of the Committee's members.
- 6.3. The powers of the Executive Committee include:
 - 6.3.1. Expenditure Authority: The Executive Committee may, without reference to the membership, expend up to \$300 per unbudgeted purchase and up to \$300 over the full budgeted amount for item(s) mentioned in an approved Club Budget.
 - 6.3.2. Membership: Acceptance of candidates to become Probationary Members;
 - 6.3.3. Module Construction: Approval or rejection of the design submitted by a member for module construction for use in Club operating sessions. This authority may be delegated to a sub-committee chosen by the Executive Committee;
 - 6.3.4. Standards compliance: Final decisions on any questions of compliance with Club standards and on resulting actions (work required, module banned from operating sessions, etc.);
 - 6.3.5. Disposal of Club Assets: The Executive will consult with the membership when disposing of club assets no longer needed;
 - 6.3.6. Operating session dates and venues: Final decision after consulting with the membership;
 - 6.3.7. Other Business: Other Club business of a day-to-day or emergency nature
- 6.4. The members of the Club Executive shall be as follows:
 - 6.4.1. President: shall be responsible for leadership and overall coordination of Executive and club activities.
 - 6.4.2. Secretary: shall be responsible for maintaining the record of club meetings, decisions and documentation.
 - 6.4.3. Treasurer: shall be responsible for implementation of all activities related to the Club's finances, including budgeting and reporting.
 - 6.4.4. Chief of Operations: shall provide preparation and implementation plans for Club operating sessions, and shall be responsible for developing procedures and tools for the same.
 - 6.4.5. Road Foreman: shall provide coordination and leadership to Club teams and members providing the 'hardware' or electrical and mechanical aspects of Club operations.
 - 6.4.6. Membership Coordinator: shall plan and deliver all functions related to Membership, including membership rules and approval procedures, as well as other duties.
 - 6.4.7. Special Advisor: one special advisor shall be elected to the Executive Committee, principally to encourage the input of member ideas to the Executive and to stimulate new ways of meeting Club objectives. The Special Advisor will be a voting member.
- 6.5. The Executive may, by mutual consent, make adjustments to the responsibilities of individual Executive Officers.
- 6.6. By decision of the Executive Committee, additional specific Club duties may be assigned to other Club Members as Executive Support Functions. Members providing such executive support functions will be considered ex-officio, non-voting members of the Executive Committee and may attend Executive Committee meetings when subjects relevant to their duties are being discussed.
- 6.7. Further details regarding all of the Executive Committee positions noted may be contained in in the Club's Governance Policies and Procedures Manual. The Executive Committee also has the power to adjust the responsibilities of specific Committee positions.

7. Code of Conduct

- 7.1. HOTRAK has a Code of Conduct governing interactions between its members, as set out in the Governance Policies and Procedures Manual.