

LDSIG BYLAWS

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ARTICLE 1. NAME ORGANIZATION

SECTION 1. DEFINITIONS AND TERMS

Use of the following terms within the Bylaws shall have the following definitions.

Location or Place: Location or Place shall mean either a physical or virtual location as determined by the Board of Director.

Mail or Mail-In: Mail or Mail-In shall mean either Postal service postage or electronically

Good Standing: A member is in good standing so long as said member is, according to the books and records of the corporation, entitled to receive one or more issues of the Layout Design Journal.

SECTION ~~21~~. ORGANIZATION NAME

The name of the organization shall be Layout Design Special Interest Group, Inc. hereinafter to be called Layout Design Special Interest Group or LDSIG.

SECTION ~~32~~. ORGANIZATION STATUS

It shall be a non-profit, non-sectarian, non-partisan, non-stock corporation.

ARTICLE 2. NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be:

1. To act as a forum for the members' exchange of information and ideas, and to develop improved ways for hobbyists to learn the art and science of layout design.
2. To provide leadership for planning, developing, coordinating, and expanding the knowledge of planning model railroads; and
3. To promote, develop, support and encourage participation by the public in model railroading.

ARTICLE 3. MEMBERS AND DUES

SECTION 1. MEMBERS

Membership shall be open to all with an interest in railroading.

SECTION 2. VOTING

Each member in good standing shall have one vote on any matter on which a vote of members is taken.

SECTION 3. DUES

Members shall pay dues as established from time to time by resolution of the Board of Directors.

Membership includes four ~~mailed~~ issues of the Layout Design Journal.

~~SECTION 4. GOOD STANDING~~

~~A member is in good standing so long as said member is, according to the books and records of the corporation, entitled to receive one or more issues of the Layout Design Journal.~~

ARTICLE 4. DIRECTORS

SECTION 1. NUMBER

The Board of Directors shall consist of five (5) members.

SECTION 2. QUALIFICATIONS

Any Member in good standing, provided he or she is at least eighteen (18) years of age, may serve as a Director of the corporation.

SECTION 3. POWERS

The business affairs of the corporation shall be managed by a Board of Directors who shall exercise or direct the exercise of all organizational powers. The Officers and members of the Board of Directors shall use their best efforts to carry out in good faith the purposes and exercise the powers so as to further the experience and appreciation of model railroading and in particular layout design.

SECTION 4. DUTIES

It shall be the duty of the Directors to:

1. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
2. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
3. Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
4. Meet at such times and places as required by these Bylaws; and
5. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or electronically transmitted to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

The term of office for any elected Director will be for three (3) years, and terms shall be staggered so that one or two Director(s) is(are) elected each year. In the year 2004 five Directors shall be appointed by the incorporator, two for a term expiring in 2005 two for a term

expiring in 2006 and one for a term expiring in 2007. A Director may serve as many consecutive terms as he or she is elected to.

SECTION 6. COMPENSATION

Directors shall serve without compensation, but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at such place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. MEETINGS

Meetings of the Board of Directors may be called by any member of the Board, or, if different, by the persons specifically authorized under the laws of Connecticut to call meetings or special meetings of the Board. Such meetings shall be held at the place designated by the person or persons calling the meeting.

SECTION 9. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

1. Meetings

At least one week's prior notice shall be given by the Secretary of the corporation to each Director of each meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, E-mail or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. Meetings may be held by conference call, [electronic audio/video](#).

2. Waiver of Notice

Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the laws

of Connecticut, a written waiver of notice signed by said director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice to said director.

SECTION 10. QUORUM FOR MEETINGS

A quorum at any Board meeting shall be a majority of the entire Board of Directors. An act by the majority of the Board present at any meeting at which there is a quorum shall be the act of the whole Board, except as otherwise provided by law or by these bylaws. The vote by majority of those present at any duly constituted Board Meeting shall be sufficient to authorize action.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in his or her absence, by the Vice President, or if no such person has been so designated, or, in his or her absence, by a person chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the then current edition of Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 13. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any Director may resign effective upon giving written notice to the President, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of Connecticut.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of Connecticut.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Should a Director miss three consecutive meetings of the Board without good cause, he or she shall be considered to have resigned.

SECTION 14. NOMINATIONS AND ELECTIONS

Nominations for the members of the Board of Directors will be by the Elections Committee, a committee consisting of one Director and two non-Director members of the Layout Design Special Interest Group. The committee shall present the slate to the Board of Directors annually in April of each year. Notice of these nominations shall be mailed communicated to the Members not less than twenty-five calendar days prior to the Annual Meeting election. Elections ~~shall be held at the Annual Meeting~~ may be held in person, mail-in or electronically.

1. The Elections Committee shall solicit nominations from the membership and nominees' qualification statements for screening by the Committee.
2. The Elections Committee shall prepare ballots for the election of Directors by mail. The ballots shall provide for write-in candidates by the membership and be accompanied by nominees' statements. The elections committee, at its sole discretion, may edit candidates' statements for brevity and accuracy.

Note: It is currently the policy that candidates' statements will be edited only for length.

3. No less than 90 days before the annual meeting election deadline, the Elections Committee shall distribute the ballots and nominees' edited qualification statements by mail to the members or include them in a timely LDSIG publication.
4. The ballots will indicate the receipt deadline to be counted for that election.

5. The ~~candidate~~candidate(s) receiving the highest number of votes shall be elected to the Board.

SECTION 15. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The Directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of Connecticut.

ARTICLE 5. OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. They shall be appointed by the Board annually at the first ~~meeting of the Board following the Annual Meeting but not later than fourteen days following the Annual Meeting~~board meeting following the election results.

1. In the event of death, resignation, or incapacity of the President, the Vice President shall become the President for the remainder of the term.
2. Other vacancies shall be filled, as provided in Article 5, Section 5, Vacancies, of these Bylaws.
3. The Board of Directors, by a two thirds (2/3) vote of the entire Board at a meeting duly called for the purpose, may for any cause whatsoever at any time remove one or more members of the Board of Directors elected by the members.
4. Any vacancies on the Board shall be filled by vote of the Board of Directors for the unexpired term.

SECTION 2. QUALIFICATIONS

With the exception of the office of President, any member in good standing may serve as an officer of this corporation, provided he or she is at least eighteen (18) years of age. Only a Director may serve as President of the corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the Board following the Annual Meeting of the corporation. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be named and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF OFFICERS

The various officers shall have the powers and duties that customarily appertain to their respective offices, including those hereinafter provided for and, in addition, such powers and duties as the Board of Directors may from time to time designate and confer.

1. **President**

The President shall preside at all meetings of the Board and of the Membership. The President shall have general charge and supervision of the affairs of the corporation, and shall be responsible for seeing that the resolutions and actions of the Board are carried into effect.

2. **Vice President**

The Vice President shall supervise such committees as the Board may designate. The Vice President shall preside at any meeting where the President does not preside.

3. **Secretary**

The Secretary shall act as secretary of all meetings of the Board and shall keep the minutes thereof and shall see that all notices required to be given are duly given or served. In the absence of the Secretary the minutes shall be taken by a person designated by the presiding officer.

4. **Treasurer**

The Treasurer shall have the care and custody of the funds of the corporation and shall handle and disburse the same under the direction of the Board of Directors. All funds of the corporation shall be deposited in the name of the Corporation in such banks as the Board of Directors may designate. The Treasurer shall keep or cause to be kept proper books of account showing all monies received and distributed and all assets and liabilities of the corporation and at least once each year provide a statement of income and expenses of the Corporation to the Board of Directors. The books of record shall be audited at least once a year by a person or entity appointed by the Board of Directors.

ARTICLE 6. COMMITTEES

SECTION 1. CHAIRMANSHIP OF COMMITTEES

The President shall appoint the chairperson and they may appoint the members of each committee, which may include individuals who are not Directors. With the exception of the Elections Committee, each committee shall serve at the pleasure of the President and shall have such authority and shall perform such duties as the Board of Directors shall from time to time hereafter determine.

The chairperson of each committee has the authority to appoint as many committee members as necessary for the committee's function. The committee members and those persons serving the committee in any capacity shall serve at the pleasure of the chairman.

*Note: It is currently the policy that the President may also appoint and remove committee members. It is not the **sole** prerogative of chairpersons.*

SECTION 2. ELECTIONS COMMITTEE

The Elections Committee shall consist of one Director and at least two non-Director Members. The President shall appoint the chairperson of the Committee. A quorum of the Elections Committee shall consist of a majority ~~vote of those of the~~ members ~~present and voting~~. Reasonable notice of the date, time, and place of each meeting shall be given by mail, phone, or otherwise.

The Elections Committee shall nominate candidates for the Board of Directors. The Committee shall select individuals who are broadly representative and reflective of the needs of all interests served by the Layout Design Special Interest Group.

SECTION 3. OTHER COMMITTEES

The Board of Directors may create additional committees from time to time for such purpose and with such powers and duties as the Board determines.

ARTICLE 7. MEETINGS OF THE CORPORATION

SECTION 1. ANNUAL MEETING

The Annual Meeting shall be held at a place designated by resolution of the Board of Directors. Members shall be notified by mail, or in the LDJ at least sixty days prior to the Annual Meeting of the actual day, time and location of the meeting. At this meeting the Members shall consider reports of the affairs of the corporation and transact such other business as may be properly brought before such a meeting.

SECTION 2. CONDUCT OF THE MEETING

Meetings of the membership shall be presided over by the President, or in his or her absence, the Vice President. If no such officer(s) has been so designated, or in the absence of both the President and Vice President, then a person chosen by a majority of the Directors present at the meeting shall preside over the meeting. The Secretary of the corporation shall act as secretary of all meetings of the membership, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by the then current edition of Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

SECTION 3. QUORUM

A quorum for the annual meeting for all membership meetings and those actions taken by mail-in ballot of the membership, shall be the lesser of 10% of the membership or 15 members.

*Note: It is currently the policy that the quorum for all membership meetings **except** the annual meeting shall be the lesser of 10% of the membership or 30 members.*

SECTION 4. OTHER MEETINGS OF THE MEMBERSHIP

Additional meetings of the membership may be called by the Board upon 60 days notice mailed to the membership to consider issues which may require the approval of the members.

SECTION 5. MEMBERSHIP ACTION BY MAIL-IN BALLOT

In place of an additional meeting of the members described in Article 7, Section 4, the membership may approve or disapprove of those matters requiring approval of the members by submission of a mail-in ballot. The Board shall prepare a ballot which describes the matter(s) for consideration, allows the members to indicate approval or disapproval, and provides a reasonable deadline for receipt to be counted. If the Board receives a sufficient number of ballots to constitute a quorum, the action decided by a majority of the ballots shall be considered as an action taken by a quorum of the members at a membership meeting.

Elections of Directors by mail shall be governed by Article 4, Section 14.

ARTICLE 8. CONFLICT OF INTEREST

SECTION 1. CONFLICT OF INTEREST

Directors shall disclose to the Board any conflicts of interest which arise, and no elected Director shall vote on any matter which would involve a conflict of interest. In the event that a Director questions whether a conflict exists, the issue shall be decided by a majority vote of the elected Directors present and voting, provided that the Director in question shall not vote.

ARTICLE 9. INTERNAL REVENUE CODE 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

ARTICLE 10. DISSOLUTION

SECTION 1. TRANSFER OF ASSETS

In the event that this organization should be dissolved for any purpose whatsoever, all assets of the Layout Design Special Interest Group, upon concurrence of the Board of Directors, will be transferred a 501(c)(3) organization that promotes model railroading. None of the assets will be distributed to any member, officer or Director of this organization.

ARTICLE 11. AMENDMENT OF BYLAWS

SECTION 1. PROCEDURE FOR AMENDING

These Bylaws may be amended at any duly noticed meeting by the favorable vote of the members, in good standing present and voting thereon, providing notice of such an amendment shall have been included in the notice of the meeting.

SECTION 2. PROPOSERS OF AMENDMENTS

Amendments to the Bylaws may be proposed by the Board of Directors or, by the lesser of 10% of the membership or 15 members.

SECTION 3. PROPER NOTICE

Written notice of a meeting at which amendments to the Bylaws are to be considered shall contain the proposed change(s) and shall be mailed to members at least 60 days prior to such a meeting.

ARTICLE 12. CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of the state of Connecticut and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

The undersigned being the initial incorporator of this corporation, hereby adopts the foregoing Bylaws, consisting of 9 pages, as the Bylaws of this corporation.

(signed) Vincent Gallogly

Date: 21 December 2004

The above Bylaws were amended by the membership in July 2007.

(signed) Bruce Metcalf, Secretary

The above Bylaws were amended by the membership in Sep 2023.