



BYLAWS

March 17, 2026

Mountain Empire Model Railroaders

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*Amended and Approved
March 17, 2026*

Article I

The name of this organization shall hereafter be known as, MOUNTAIN EMPIRE MODEL RAILROADERS (MEMRR).

Article II

Officer's – Corporate Management – Executive Committee

1. General

The affairs of the Mountain Empire Model Railroaders (MEMRR) shall be managed by an Executive Committee (Committee) comprised of the elected MEMRR Officers: President, Vice President, Secretary, Treasurer, and a representative from the George L. Carter Railroad Museum, each of whom shall be Full Members of the MEMRR and a legal resident of the State of Tennessee.

2. Executive Committee Actions

A majority of the Committee members shall constitute a quorum for the transaction of business matters. The act of a majority of Committee members shall be considered an action taken by the entire Committee, except as provided by law, the Article of Incorporation, or these Bylaws. Each Committee member present shall have one vote on such matters that come before the Committee.

3. Initial Appointments

The initial Committee shall be comprised of the existing MEMRR club officers elected by membership and a representative from the George L. Carter Railroad Museum, selected by such. The initial Officers are:

President – Mr. Robert Grygotis

Vice President – Mr. Scott M. Stodola

Secretary – Mr. Gary Giddens

Treasurer – Mr. Michael S. Tarter

*The **Duties of the Officers** can be found in Appendix A*

4. Elections

- a. **Officer's:** The Officers of this corporation shall be elected by popular vote of the membership at the November business meeting each year to a one (1) year term beginning January 1st of each year. Adult Full Members are eligible to serve in any of the Officer positions, President, Vice President, Secretary, Treasurer.
- b. **Nominations:** In October of each year, the President of the MEMRR will appoint a nominating committee consisting of up to three (3) MEMRR members. The nominating committee shall make nominations for individuals to fill the Officer positions. These positions are to be filled by election by the membership of all current members listed on the roll. The Membership shall be provided a list of nominations at least two weeks (14 days) prior to the annual election. Votes will be taken by electronic means.

5. Vacancies

Except as otherwise proved by law, any vacancy in the Committee occurring by reason of withdrawal, death, removal, disqualification, inability to act, or resignation of an Officer, shall be filled by election by the membership at a scheduled membership meeting. The vacancy and election must be announced to the membership no less than one month in advance. The successor shall serve the unexpired portion of the term of the predecessor.

6. Removal

Any Officer may be removed at any time, with or without cause, by a majority of the Committee attending a meeting for such purpose. Any Officer may resign at any time by giving notice to the Committee.

7. Conflict of Interest

If any vote, either during a regular meeting, special meeting, or any other corporate action takes place, and a Committee Member has a conflict of interest, such interest shall not invalidate their vote, provided that the Committee Member discloses to the Committee of the possible conflict and the Committee approves the action after consideration. A Committee Member has a potential conflict of interest if the Committee Member has an existing or potential business, financial, or personal interest or holds an elected or appointed position that could impair or might reasonably impair the exercise of independent, unbiased judgement in the discharge of their responsibilities to the MEMRR. A conflict will be deemed to exist if the business, financial, or personal interest or elected or appointed position is held by the Officer or by a family member (spouse, parents, sibling, children, or another close relative), or any organization in which the Officer or family member as defined, is an Officer, Director, employee, trustee, or material stakeholder. If the Officer in question disputes as to whether a conflict of interest is present, the matter shall be decided by a majority vote of the other Committee Members.

8. Compensation

Executive Committee Officers shall not receive any compensation for their service, but the Committee by resolution may authorize reimbursement of expenses incurred in the performance of their duties. Nothing herein shall preclude an Officer from serving the MEMRR in any other capacity and receiving compensation for such services, subject to Committee approval.

Article III

Committees shall be drawn from the general membership with appointments made by the President based on interest of the individual members and needs of the club. Committee Chairpersons shall be appointed from Adult FULL members. Committee membership may include all membership classifications.

Article IV

Membership is open to any individual with a sincere interest in model railroading and shall be governed by the duties, rights, responsibilities, and obligations as described in **APPENDIX B: Table of Membership Classifications, Dues, Rights, Responsibilities and Obligations**. All members are responsible for keeping email information current to receive all official communications of club activities. All membership levels include a digitally available copy of the club newsletter known as *The Signal Bridge*.

1. **FULL MEMBER** is defined as one who is 18 years of age or older and pays "Full Member" dues as set by the club in **APPENDIX C: Table of Membership Classifications, Dues, Rights, Responsibilities and Obligations**, and is willing to assist with the building and/or operation of the museum layouts and the museum.
2. **FAMILY MEMBER** is defined as an additional member of the immediate family, FULL MEMBER if 18 years of age or older or as a YOUTH MEMBER if 12 to 17 years of age. FAMILY MEMBERS shall reside at the same address as the FULL MEMBER. FAMILY MEMBERS should be interested in model railroading and be willing to support club activities. FAMILY MEMBERS will have one vote per adult 18 years of age or older.
3. **YOUTH MEMBER** is a non-voting member and is between the ages of 12 and 17 must be sponsored by a FULL MEMBER. The FULL MEMBER will accept full responsibility, financially and otherwise, for the sponsored youth. A responsible FULL MEMBER must be present when any youth under the age of 16 is operating on a layout.
4. **STUDENT MEMBER** is a voting member who is a full-time student enrolled in any private or public technical school, college, or university. Proof of student status is required to establish and maintain student membership.
5. **DISTANT/REMOTE MEMBER** resides 75 miles or more from Johnson City and intends to occasionally participate in MEMRR meetings and activities.

6. **EMERITUS MEMBER** is one who has been a long-time active member who is voted to this lifetime voting status by 2/3's vote of the membership present.
7. **HONORARY MEMBER** is one who has been awarded special non-voting membership for outstanding contribution by a non-member. To be established by 2/3's vote.
8. **PROVISIONAL MEMBER:** All new members in any of the membership categories requiring payment of membership dues; will be considered a provisional member lasting the initial 120 days of membership to allow for proper vetting of the candidate by the MEMBER VETTING COMMITTEE (See ARTICLE XVI); the provisional member's activities may be restricted as described in APPENDIX B: Table of Membership Classifications, Dues, Rights, Responsibilities and Obligations. All provisional members must complete a period of orientation and training during this time. A provisional member's request for membership will be acted on by the MEMBERSHIP VETTING COMMITTEE immediately following the expiration of the 120-day waiting period with the committee's recommendation presented at the next Business Meeting following the completion of the 120-day waiting period.

APPENDIX C: Table of Membership Classifications, Dues, Rights, Responsibilities and Obligations

Article V

Election of officers in the event of a vacancy must be announced to the membership no less than one month in advance. Proposed changes to the bylaws must be provided to the membership no less than two (2) weeks in advance. Membership will consist of all individuals listed on the roll. Changes to the aforementioned documents of the club will require a vote "in the affirmative" of one more than half the membership voting. Members will be notified of special called meetings no less than one week in advance of the proposed "called meeting" date.

Article VI

The regularly scheduled business meeting of this organization shall be Tuesday evening following the third (3rd) Monday of each month. Members will be notified by email of all meetings no less than one week in advance of the proposed date. Passage of regular business items will require a majority vote of the members present at the meeting when the item is on the floor.

Article VII

Each member will pay his or her dues no later than January 31st. At that time non-paid members will have their membership suspended and be removed from the distribution of the newsletter (herein known as *The Signal Bridge*). An extension may be granted upon approval by the President and the Treasurer. The dues will be fixed at the November meeting for next year and published in the minutes.

Article VIII

The President may appoint an Audit Committee once a year to audit the books and physical assets of the Treasurer and to count the “cash on hand” kept by the Treasurer. The audit report will take place after the January business meeting and thereby present the incoming administration an accurate and verified base for the new fiscal year to run January 1st to December 31st.

Article IX

All club funds will be kept and maintained by the Treasurer. All expenditures must be submitted to the Treasurer for reimbursement upon receipt of appropriate receipts. Approved expenditures shall not exceed original estimates by more than 10% unless prior approval by the Treasurer and one other executive officer. (Executive Officers are President and Vice President). No expenditure will be reimbursed without receipt(s) and all receipts must be signed and dated by the purchaser.

Article X

The Mission of this Corporation/Club is to further the interest in model railroading and railroad history by supporting the activities of the George L. Carter Railroad Museum Inc. (AKA Johnson City Railroad Experience) to inform and educate the public on the heritage and importance of railroads in the development and success of Johnson City and the Appalachian Region. This club has been organized and will operate exclusively for the pleasure, education, and recreation of its members and the public.

See Appendix E

Article XI

Each FULL MEMBER is encouraged to provide time each month working in and for the benefit of the museum. Each member must sign in and out in the logbook located in the breakroom. Privileges for operating will be prioritized based on volunteer contribution.

Article XII

Dissolution

1. The MEMRR may be dissolved in the following ways: by two thirds (2/3) vote of the membership, OR action by the State of Tennessee.
2. In the event of dissolution of the MEMRR, after payment of any outstanding debts, the remaining assets will be transferred to one or more qualifying 501(c)(3) organizations of which organization(s) have a charitable purpose which is at least generally of similar historical nature.

Article XIII

Pro-rated dues will be for new members who sign up during the year and are as follows:

Jan. through Mar.	100%
Apr. through June	75% (for balance of the current year)
July through Oct.	50% (for balance for the current year)
Nov. and Dec.	100% (this will include the following year's dues)

Pro-rated dues are for new members only, not existing members that failed to pay their dues on time. Members that fail to pay at the beginning of the year will pay the full amount.

Article XIV

The organization will maintain a MEMBERSHIP VETTING COMMITTEE to review, monitor and make recommendations for membership on all people seeking membership status that require payment of dues and are considered Provisional Members. The MEMBERSHIP VETTING COMMITTEE shall consist of members appointed by the President. The committee members will be responsible for monitoring, mentoring and evaluating the people seeking membership status and who are considered Provisional Members. The committee will make a recommendation on the Provisional Member's request for membership following the completion of the 120-day provisional membership period.

Recommendations will be decided by the majority vote of all the committee members. Should there be a tie due to abstention of one or more committee members, the recommendation will be decided by the vote of the President (or Vice-President in the absence of the President). Recommendations are to include Approval of Membership Status, Refusal of Membership Status, Extension of Provisional Status for one additional 120 day period.

The recommendations will be presented to the MEMRR membership at the business meeting following the committee vote.

APPENDIX A

Duties of the Officers of the Organization

President

Prepare the meeting agenda and preside over the Monthly Business Meeting.

Appoint Committees for various tasks, as necessary.

Maintain contact with Train Show Committee.

Prepare a quarterly column on club activities and news and submit it to the Newsletter Editor for publication in the "*Signal Bridge*."

Assign individuals to specific tasks, Committee Members, Chairman, and Coordinators.

Provide contact points for local media, civic organizations and political leaders.

Is responsible for promotional aspects of the club, i.e., club logo, club brochures, media news releases, etc.

Vice President

Assume the duties of the President in his/her absence.

Is responsible for monthly club programs (i.e., short videos of interest, spring fling, Christmas get together, etc.)

Is the Membership Coordinator and will maintain an up-to-date list of all members. Will receive all membership applications and forward all paid dues to the Treasurer.

Secretary

Take minutes at Monthly Business Meeting and Coordinator's Meeting (the President may appoint a Recording Secretary to perform this function).

Send copies of minutes to the Communication Coordinator within 5 days of the meeting.

Originates official club correspondence (i.e.: thank you cards/letters, condolences, etc).

The Secretary shall back up the Treasurer in their absence at the business meeting.

Treasurer

Maintain club funds and account for the same in writing.

Collect annual club dues from members and forward all applications to the Vice President.

Prepare monthly financial report (income and expenditures).

Prepare Annual Financial Report.

Receive updates of the Active Membership Roll from the Vice President/Membership Coordinator.

Order club shirts, caps, patches, and other club items.

The Treasurer shall back up the Secretary in their absence at the business meeting.

APPENDIX B

Application for Membership

Name:

Address:

Phone:

Email:

Sponsor:

End of provisional status date: _____

Membership level applied for:

- Full (Adult)
- Family Member (additional Member is applying for):
 - Youth 12 through 17 years old
 - Name(s): _____
 - _____
 - Student - Program Enrolled in is: _____
 - Adults 18 years or older

- Youth (12 through 17 years old) *A FULL MEMBER or SPONSOR is required to be present while in the museum if under 16 years old.*

Do you have a member to sponsor you?

- Student (enrolled in higher education program)
 - Program Enrolled in is: _____
- Distant Remote

How did you learn of Mountain Empire Model Railroaders?

What scale(s) are you interested in?

What are your modeling strengths?

What would you like to learn about modeling?

Do you have a home layout?

Are you interested in building/maintaining a layout?

APPENDIX C

Table of Membership Classifications, Dues, Rights, Responsibilities and Obligations

Member Class	Full (w/Family Option)	Student	Youth	Distant Remote	Emeritus	Honorary	Provisional
Definitions	Full Membership with rights, privileges, and obligations as per below; 18 of age or older; (others residing in the same household may be enrolled as members for an additional fee for each with FULL member privilege if adult or youth privileges if under 18 years of age)	College student with proof of enrollment	Ages 12-17 with Full member providing sponsorship (may be enrolled as part of a Full membership with Family option)	Limited membership; must live more than 75 miles from Johnson City to be eligible	Lifetime honorary membership upon 2/3 vote of membership	1 yr Honorary membership upon majority vote of membership	New Member within the 120-day vetting period
Dues	\$30 (+\$6 each adult/youth)	\$18	\$12	\$12 (+\$6 each adult/youth)	Free	Free	Where Applicable
PRIVILEGES							
Signal Bridge (electronic edition)	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Hold Office	Yes	Yes	No	No	Yes	No	No
Voting Rights	Yes	Yes	No	No	Yes	No	No
Running Rights *Must Meet The Requirements of Article XI	Yes	Yes	Yes With Supervision	Yes	Yes	Yes With Supervision	Yes With Supervision
Social Functions	Yes	Yes	Upon Invitation	Yes	Yes	Yes	Yes
Committee Membership	Yes	Yes	Yes	No	Yes	No	Yes
Appointed Positions	Yes	Yes	No	No	Yes	No	Yes
RESPONSIBILITIES							

*Must Meet Requirements of Article XI	Yes	Yes	No	No	No	No	Yes
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APPENDIX D

History of Amendment and Ratification of Changes

- 3/17/2026 Amended and Approved by the General Membership
- 7/22/2025 -Amended Article VI and Approved by Attending Membership
- 2/18/2025 -Adopted and Approved by the General Membership
- 1/21/2025 -Proposed Amendments brought forward by the Bylaws Committee
- 2/20/2001 -Amended by the General Membership
- 3/21/2006 -Approved Amendments of 2/20/2001 and voted changes to bylaws in 2004 by the General Membership
- 5/16/2008 -Amended to its present form by the General Membership
- 9/18/2012 -Amended to its present form by the General Membership
- 4/21/2015 -Amended to its present form by the General Membership
- 5/16/2017 -Amended to its present form by the General Membership

APPENDIX E

Operating Hours

The following are the Operating Hours of the MEMRR at the Johnson City Railroad Experience:

Tuesday	10:00 am to 4:30 pm
Wednesday	10:00 am to 4:30 pm
Thursday	10:00 am to 4:30 pm
Friday	10:00 am to 4:30 pm
Saturday	10:00 am to 4:30 pm

Each Thursday evening from 5:00 pm until 8:00 pm there will be an MEMRR work night. This is to perform maintenance on the layout and assist with any projects that are being worked on.

This schedule is subject to change as local city events take place, and summer activities warrant longer hours on Friday and Saturday, or as museum changes hours.

This Appendix according to the operating hours as of October 2024 and when these hours are changed, all members will be notified.

APPENDIX F

Appointed Positions

Communication Coordinator

Sends new members the “Welcome Aboard” Letter. Based on their answers, directs them to work with the coordinator or work group that best meets their interests.

Attends the Coordinators Meeting, when required, to report on membership interests and programs desired by new members.

Periodically compile and report the new membership survey results at the monthly Business Meeting and at least once a year in The Signal Bridge.

Maintains an email list of all members and notifies all members of important upcoming events and announcements from the President and Vice President.

As requested, contacts inactive and former members to try and get them involved back in the activities at the museum and club.

Emails the Signal Bridge to all members once received from the Newsletter Editor.

Works to complete any assignments requested by the officers of the club.

Historian – as needed

Maintains the club archives.

Newsletter Editor

Publish a quarterly newsletter, “*The Signal Bridge*.”

E-mail “*The Signal Bridge*” club newsletter to the Communication Coordinator for distribution in digital format to the membership.

RIP Track – Bad Order Coordinators

Rolling Stock Coordinator – Repairs all rolling stock for the return to operation.

Motive Power Coordinator – Repairs all motive power for the return to operation.

Each respective Coordinator will maintain inventory of club owned property (to include rolling stock and motive power) & location of such property.

Social Media Coordinator

Will post ongoing information and videos to Facebook that represent the ongoing work and experience of the MEMRR.

Will post all public events on Facebook.

Will provide photos and a story or report to the Newsletter Editor.

New Member Liaison

Identify potential members that come into the museum and give them an overview of the club and the museum.

Give them a quick tour of the facilities.

Help prospective members get the proper paperwork filled out to join the club.

Introduces potential new members to other members of the club.

Once they decide to join, explain to prospective members the New Member Procedure (120-day vetting period).

Schedule time on Thursday night or Saturday to give them a complete tour and explain the following:

- How the club operates
- Operational characteristics of each layout
- Explanation of all the facilities and how to use them
- Give them copies of any material available on layout operations
- Memorandum of Understanding (MOU) with the Johnson City Railroad Experience

Other possible Appointed Positions:

- *Heritage Day Coordinator*
- *Layout Coordinator – G Scale*
- *Layout Coordinator – HO Scale*
- *Layout Coordinator – N Scale*
- *Layout Coordinator – O Scale*
- *Layout Coordinator - Tweetsie*
- *Operating Session Coordinator*
- *Purchasing Agent*
- *Scheduling Coordinator*
- *Vetting Committee*
- *Work Area Coordinator*