

New England Model Engineering Society, Inc.

Bylaws

I: PURPOSE

- A. The New England Model Engineering Society, Inc. (hereinafter referred to as NEMES) has been formed to preserve, perpetuate knowledge, and enhance the knowledge and skills of the industrial revolution and subsequent industrial and scientific advancements, and to provide a platform for the education of future generations with hands on experience with the working of these devices not available in the usual settings through the manufacture and operation of mechanical devices, including but not limited to replicas, scale and otherwise, of mechanical devices of historical significance, actual scientific instruments, manufacturing equipment, and new or experimental designs of any of the above items.
- B. Membership shall be promoted in a manner which will encourage racial, sexual, ethnic, and religious equality by working together toward common goals.
- C. NEMES is a corporation organized exclusively for charitable, educational, religious and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c of the Internal Revenue Code (or the corresponding provision of any future Internal Revenue Service law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, or officers, or any 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 set forward in the preceding paragraphs of this section.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c3) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under section 170(c2) of the Internal Revenue Code, or the corresponding provision of any future United States Internal Revenue law.

II: MEMBERSHIP AND DUES

- A. Categories of membership in NEMES consist of the following:
1. A full member shall be any person at least eighteen (18) years of age without regard to race, sex, ethnic or religious affiliation.
 2. A junior member shall be any person at least twelve (12) years of age and at most seventeen (17) years of age without regard to race, sex, ethnic or religious affiliation.
- B. A full member shall have all the rights and privileges of the club, including the right to hold office, vote, possess keys and use the organizations facilities at any time. All full members shall pay all dues, assessments, and an initiation fee. ~~Junior members do not have voting privileges, or the right to hold office in the organization.~~ Junior members may only hold office under the tutelage of a full member.

- C. Application for membership shall be completed upon a duly prescribed application form. Upon the receipt of an application form, the application shall be voted upon at the next business meeting. A majority vote of the active members present shall be required to become a member and upon receipt by the treasurer of the applicable dues.
- D. Dues shall become due and payable on June 1st of each calendar year. Any member whose dues remain unpaid after November 1st will have their membership terminated
- E. Any member whose membership has been terminated for any reason shall surrender to the Treasurer all property of the organization in his or her possession, including but not limited to keys, tools, books, or videos.
- F. All members shall abide by these by-laws and the regulations of the club. All members shall receive a copy of these by-laws from the secretary upon request.
- G. Dues shall be set by a two-thirds (2/3) majority vote of the voting members present at the annual business meeting.
- H. It is not the intent of NEMES to restrict the number of members in any category of membership at any time. However, NEMES reserves the right to restrict the number of members in any category, at any time it is deemed to be in the best interests of NEMES, by a two-thirds (2/3) majority vote of those voting members present at any regular meeting of NEMES. All voting members must be notified by the secretary when a motion comes before the membership for the purpose of restricting membership.

III: OFFICERS AND THEIR DUTIES

- A. NEMES officers shall be elected by a simple majority vote of the voting members present at the annual meeting of NEMES, and shall serve a one (1) year term of office. Officers shall consist of President, Vice President, Secretary, Treasurer, and one (1) Director at Large.
- B. Each NEMES officer shall fill those duties as is usual to his office. These duties shall include, but not be limited to the following:

President: Shall preside at all regular and special meetings of NEMES, and enforce all by-laws and regulations.

Vice President: In the absence of the President, the Vice President shall assume those duties of the President. In the event of the demise or resignation of the President, succeed to that office for the remainder of the Presidents term.

Secretary: Shall keep a record of all regular and special meetings of NEMES, maintain a membership list of all members, and conduct all correspondence concerning NEMES.

Treasurer: Shall have charge of all finances of NEMES. The Treasurer shall keep all accounts, deposit all funds of the organization in a bank to be approved by the Board of Directors, and disburse all funds upon receipt of approved vouchers of invoices. The Treasurer shall notify each member as to dues or assessments owed, and upon payment shall give each member a receipt, in the form of a membership card to NEMES. The Treasurer shall present at the annual meeting of NEMES a complete financial report for the preceding year. The Treasurer shall provide all financial information as may be required by government agencies, including tax related information.

Director at Large: Shall attend all meetings of the board of directors

- C. Each NEMES officer shall be a Director of the corporation and shall perform those duties as required by the Commonwealth of Massachusetts Article of Organization. The five (5) officers of NEMES shall form the full board of directors.
- D. At the regular business meeting immediately preceding the annual meeting, the floor will open for nominations for candidates for each office to be filled at the annual election to be held at the annual business meeting. The secretary will announce the names of the candidates in the club newsletter and will provide the official ballots listing the names of all nominees for each office in alphabetical order. A space will be provided for each office to allow for write-in votes.
- E. Newly elected officers will take office at the close of the meeting at which they are elected and shall continue in office until succeeded. All officers will surrender to their successors forthwith, all records and properties of the organization within their possession at the end of their term.
- F. Vacancies occurring during the term of any officer, except the President, shall be filled from the membership of the organization by temporary appointment by the Board of Directors. At the next business meeting, nominations for the remaining term of the vacant office will be taken, and an election held at the second business meeting. In the event the vacancy is for the office of President, the Vice President shall assume the office of President and the office of Vice President shall be declared vacant.
- G. An officer may be removed by a two-thirds (2/3) vote of the members present at any meeting of NEMES. An officer may be removed for any reason, including, but not limited to, willfully violating any clause of these bylaws or any motion passed by the membership or the board of directors, misuse of NEMES property or funds, gross misconduct, and/or dereliction of duty. When a motion to remove an officer is made, a vote to remove the officer will be held at the next regularly scheduled business meeting. The full membership will be notified by mail of the vote. Both parties will be allowed to present their case before the membership at the meeting before the vote. If an officer is removed, he/she must immediately vacate the office in accordance to the clauses in these by-laws. Once an officer is removed from office, he/she is ineligible to serve as an officer for two (2) years from the date of his/her removal. Any office vacated in such a manner shall be filled by the procedures described in these by-laws.

IV: MEETING AND FISCAL YEAR

- A. Regular business meetings of the club shall be held of the first Thursday of each month, except in the case of a holiday, in which case the Board of Directors shall have the power to change the meeting date provided written notice is given at least two (2) weeks prior to the date of the original and the new meeting dates. Notice shall be considered communicated if it is in the minutes of the preceding business meeting and/or the newsletter.
- B. The annual business meeting shall be held the first Thursday in June, at which time the election of officers will be held.
- C. A quorum at any business meeting shall consist of a minimum of thirty (30) percent of the members of the organization. Except as noted herein, all motions before the general membership for action must be passed by a simple majority vote of those voting members present at any regular or special meeting of NEMES.
- D. Special meetings may be called by the President, or in his absence, the Vice President, at any time. The Secretary shall notify all voting members of any special meetings so scheduled.
- E. The fiscal year of the organization shall begin the first day of January and shall end the last day of December of that year.

V: AMENDMENT OF BYLAWS

- A. These bylaws may be amended at a regular business meeting in May and November, providing the following procedures have been followed.
1. The proposed amendment shall be stated in the newsletter at least two (2) weeks prior to the business meeting at which it is to be read.
 2. The proposed amendment shall be read at the business meeting immediately preceding the meeting at which it can be voted upon.
- A. A two-thirds (2/3) affirmative vote of the active membership present at the business meeting shall be required to pass the proposed amendment.

VI: ARTICLES OF DISSOLUTION

- A. In the event of the voluntary dissolution of the New England Model Engineering Society, Inc. all personal property of each member located on or in the facilities of the NEMES shall be immediately returned to the member.
- B. Notwithstanding any other provisions of these Articles of Dissolution and upon the dissolution of the corporation, the Treasurer of the corporation shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or two such organization or organizations formed and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Treasurer of the Corporation shall determine.
- C. Any such assets of the corporation not so disposed of shall be disposed of by the appropriate court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized exclusively for such purposes.