

Bylaws of the International LEGO® Train Club Organization

Article 1 : Name

How we are known, web presence

The name of this Organization shall be the International LEGO® Train Club Organization, also referred to as the ILTCO. The Club shall use the Internet domain [iltco.org](http://www.iltco.org) for identity purposes, and has a website at the URL of <http://www.iltco.org>.

Article 2 : Purposes

The ILTCO goals, charitable nature.

Section 2.01 : The ILTCO Goals

The purposes of this Organization shall be:

1. the promotion of good fellowship and communication among LEGO model railroading enthusiasts; and
2. the promotion and dissemination of knowledge about LEGO model railroading, through online resources, meetings, publications, and libraries; and
3. the supporting of the formation and growth of LEGO Train Clubs; and
4. the cultivation of L-Gauge as a recognized model railroading hobby standard; and
5. the establishment of comprehensive communications with The LEGO® Group / LEGO® Direct, NMRA, hobby publishers, train show organizers, and the like; and
6. the representation of the interests and concerns of the LEGO Train community.

Section 2.02 : Non Profit Nature and Charitable Purpose

The ILTCO is organized as a non-profit organization.

The property of this Organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Organization shall inure to the benefit of private persons.

Article 3 : Individual Membership

Individual members, types and qualifications, non-discrimination

Section 3.01 : Classes of Membership

There shall be three classes of Individual Membership: Active, Fellow and Honorary. The Assembly must approve all memberships. Where these bylaws refer to Individual Member without a distinguishing qualifier, the provision shall apply to all Individual Members, including Active, Fellow and Honorary.

Section 3.02 : Acceptance Procedures for Individual Membership

The procedure and application for accepting all new classes of membership shall be determined by the Assembly or sub-committee and recorded in the ILTCO Policies and Procedures document.

Section 3.03 : Active Membership

Active Membership may be granted to applicants:

1. Who are natural persons; and
2. Who are of the age of majority in their country (18 in the USA); and
3. Who positively affirm the ILTCO goals; and
4. Who either
 - a. Are members of Active Organizations; or
 - b. Have demonstrated an interest in LEGO Trains as a hobby

Active Members shall be entitled to one vote on all matters placed before the Active Membership. The Assembly may place business before the Active Members and hold a vote by ballot, in accordance with the provisions in these Bylaws.

Section 3.04 : Fellow Membership

Any Active Member who has pre-eminently distinguished him or herself in LEGO railroading shall be eligible for Fellow Membership.

An Active Member must be nominated for Fellow member status by at least three members of the Assembly or Executive Committee. This status will then be bestowed by the affirmative vote of a simple majority of the Assembly. The Assembly shall not bestow such status on any Active Member until at least 1 year after the date of adoption of these bylaws.

Fellow Members shall be exempt from any dues and assessments.

Section 3.05 : Honorary Membership

Any non-ILTCO member who has rendered meritorious services in one of the ILTCO designated areas of interest shall be eligible for Honorary Membership. Honorary members are entitled to all rights and privileges of the ILTCO except the right to vote or to hold office.

An Honorary Member must be nominated for Honorary member status by at least three members of the Assembly or Executive Committee. This status will then be bestowed by the affirmative vote of a simple majority of the Assembly. The Assembly shall not bestow such status on any individual until at least 1 year after the date of adoption of these bylaws.

<do we need an ineligibility section?>

Section 3.06 : Termination or Suspension of Individual Membership

An Individual Member may terminate his or her membership by voluntary withdrawal in writing to the Executive Committee, or the Assembly. All rights, privileges, and interests of such

member shall cease on resignation from the Membership. Resignations shall be effective upon fulfillment of all obligations to the date of withdrawal.

An Individual Member may be suspended or terminated for due cause. Sufficient cause for such suspension or termination of Membership shall be any of the following

1. violation of the provisions of these Bylaws or any lawful rule or practice duly adopted by ILTCO; or
2. nonpayment of dues or other financial obligations; or
3. Wilful misrepresentation or falsification of any material statement of fact; or
4. Any other conduct prejudicial to the interests of the ILTCO, as so identified by the Executive Committee

The Assembly will determine the procedures to be followed for suspension and termination. A former member so suspended or terminated may be reinstated by resolution of the Assembly.

Section 3.07 : Individual Membership Policy

It is the policy of ILTCO not to discriminate in its qualifications for membership against any person by reason of his or her sex, race, religion, creed, sexual orientation, or other physical condition, or national origin.

Article 4 : Organizational Membership

Classes, qualification, duties, termination, non-discrimination

Section 4.01 : Classes of Organizational Membership

There shall be two classes of Organizational Membership: Affiliated Organizations and Active Organizations. The Assembly must approve all Organizational Memberships. Where these bylaws refer to Organizational Member without a distinguishing qualifier, the provision shall apply to all Organizational Members, both Active and Affiliated.

Section 4.02 : Acceptance Procedures for Organizational Membership

The procedure and application for accepting all new classes of Organizational Membership shall be determined by the Assembly or duly authorized sub-committee and recorded in the ILTCO Policies and Procedures document.

Section 4.03 : Affiliated Organizations

Any organization that shares the purposes of ILTCO and meets the following conditions is eligible for consideration as an Affiliated organization:

Each Club must:

1. Have a membership of at least three (3) adult members, where all such qualifying members are not co-resident or closely related; and
2. As described in the ILTCO Policies and Procedures document, provide an initial (non-public) club membership roster; and
3. Create a club web presence; and

4. Have at least one public LEGO train display already delivered, or scheduled to be delivered within the next two hundred seventy (270) days; and
5. Be together for at least ninety (90) days

The Assembly must approve affiliated organization membership. Affiliated organizations will be assessed dues in accordance with the provisions in these Bylaws. The rights and benefits of Affiliated organization membership will be approved by the Assembly and recorded in the ILTCO Policies and Procedures document.

Section 4.04 : Active Organizations

Any organization is eligible for consideration as an Active organization provided the following conditions are met.

Each Club must:

1. Maintain a visible active presence in the community; and
2. Have a membership of at least five (5) adult members, where all such qualifying members are not co-resident or closely related; and
3. As described in the ILTCO Policies and Procedures document, provide an initial (non-public) club membership roster; and
4. Maintain a club web presence with a registered and meaningful domain name; and
5. Present at least two public LEGO train displays during each calendar year period; and
6. Be together for at least one year; and
7. Maintain two representatives in good standing in the ILTCO Assembly.

The Assembly shall approve the rights and benefits of Active Organizations Membership.

A finding of ineligibility on application may be rectified by the organization and the organization may subsequently reapply when circumstances change.

Section 4.05 : Termination or Suspension of Organizational Membership

An Organization may terminate their membership by voluntary withdrawal in writing to the Executive Committee, or the Assembly. All rights, privileges, and interests of such Organizational member shall cease on resignation from the Membership. Resignations shall be effective upon fulfillment of all obligations to the date of withdrawal.

An Organization may be suspended or terminated for due cause. Sufficient cause for such suspension or termination of Organizational membership shall be violation of the provisions of these Bylaws or any lawful rule or practice duly adopted by ILTCO, or any other conduct prejudicial to the interests of the ILTCO, including nonpayment of dues or other financial obligations. The Assembly may determine the procedures to be followed for suspension and termination. A former Organizational member so suspended or terminated may be reinstated by resolution of the Assembly.

In addition to being suspended or terminated as stated in the above paragraph, an Organizational member may have its designation changed from Active to Affiliate if it fails to satisfy the criteria that apply to Active Organizations, such as (but not limited to) failing to maintain membership,

web presence or failing to present the required number of display(s) within the required time period.

Failure by the Assembly to so terminate or suspend membership or to change designation upon first opportunity to do so shall not be construed as a waiver of right to do so at a subsequent date of the Assembly's choosing.

Section 4.06 : Organizational Membership Policy

It is the policy of the ILTCO not to discriminate in its qualifications for Membership against any person by reason of his or her sex, race, religion, creed, sexual orientation or other physical condition, or national origin.

Organizations, which discriminate against members for any of the above reasons, are not eligible to be Affiliate or Active Organizations of the ILTCO.

Article 5 : Dues

Dues, the levy and payment thereof

Section 5.01 : Annual Dues

The annual dues for each class of Individual and Organizational Membership shall be determined by the Assembly and shall be payable as the Assembly directs.

Section 5.02 : Forfeiture of Membership

Any Individual or Organizational Member in arrears, after two dues notices having been sent, shall cease to be a Member 90 days after the date of the second notice. A Member may be reinstated upon payment of the annual dues in effect at the time of reinstatement. Notices sent to last known email address are deemed sufficient.

Article 6 : Meetings of the Membership

The ILTCO is an electronic organization, the mailing list, and convention particulars

Section 6.01 : Electronic Communication

ILTCO is an electronic facilitated organization; and as such, physical meetings will not be required and shall not be held. Meetings of the ILTCO, Executive Committee, Assembly, and other formed sub-committees, will be conducted via electronic mailing lists. The bylaws explicitly do not define and do not recognize a physical quorum to carry out business.

Section 6.02 : Assembly Mailing List

All of the ILTCO Active Members shall have read-only access to the Assembly mailing list. The Representatives of the Assembly and the Executive Committee members shall have read/write authorization. This open forum is thus considered a record of the discussion and proceedings of the Assembly.

Section 6.03 : The ILTCO Web Pages

Announcements and public records shall be made available on the ILTCO web pages. A notice sent by electronic mail to a member's last known email address shall be deemed sufficient.

Section 6.04 : Convention

An ILTCO annual convention may be established by the ILTCO as membership numbers and interests deem possible and as the Assembly shall direct. In the interim ITLCO update meetings may be held at other ILTCO related conventions as convenient and as the Assembly or Executive Committee shall direct. Since physical quorums are not defined, no organizational business of the ILTCO can take place at such physical meetings.

Article 7 : Assembly

Purpose of the Assembly, representation appointment removal and vacancy, quorum, no compensation, coverage of expenses

The Assembly shall have supervision, control, and direction of all the affairs of the ILTCO, in accordance with the provisions of these Bylaws.

Section 7.01 : Appointment of Representatives

Each Active Organization shall have the power to appoint, select or elect, by whatever manner they choose, two Representatives to the Assembly. Each Representative shall have one vote in the Assembly. The two Representatives that a particular Active Organization appoints shall not live in the same household.

Upon application of membership for an Active Organization, two Representatives shall be named by that Active Organization to serve in the Assembly. Representatives shall serve a term of any length determined by their respective club, not to be less than 6 months.

Active Organizations may change their Representatives at any time. The representative change may be submitted to the Assembly by any member of that Active Organization and must comply with the Active Organization consensus process. This process shall be determined by the Assembly or duly authorized sub-committee and shall be recorded in the ILTCO Policies and Procedures document.

Representatives shall, upon appointment, enter immediately into the performance of their duties and shall continue in office until their successors shall be duly appointed, or unless they resign, are removed, or are otherwise unable to fulfill their term.

No employee of The LEGO® Company or any affiliated or subsidiary company shall be eligible to be a Representative.

Section 7.02 : Vacancies on the Assembly

Vacancies that occur on the Assembly by reason of death, resignation, or otherwise, of a Representative for that office, shall be filled by the choice of the Active Organization from which the vacancies originated within at most 30 days from the occurrence of the vacancy.

Section 7.03 : Removal of Representatives from the Assembly

Representatives may not be removed from office except for due cause. If a Representative is absent from three consecutive votes or a total of 5 votes in any calendar year for reasons that the Assembly fails to declare sufficient, his or her resignation shall be deemed to have been tendered and accepted.

Any Representative that has been removed may not be re-appointed by their Active Organization for a period of at least one year. This may also jeopardize the status of that Active Organization, based on the provisions of *Section 4.04 : Active Organizations*, specifically clause 6.

Section 7.04 : Quorum of the Assembly; Proxy Votes

For the purposes of ballots and votes, no quorum shall be deemed to be present or active unless at least three-fourths of the members of the Assembly shall have participated in the vote. Votes shall be carried out as non secret ballot in which the Representatives signify their vote by email or other electronic means.

Each Representative entitled to vote may cast a second “proxy vote”, but only on behalf of the other Representative of his or her Active Organization. In order to cast a proxy vote both Representatives must copied on the actual electronic correspondence that the vote is contained within.

Section 7.05 : Compensation of Representatives

Representatives shall not receive any compensation for their services as Representatives, but the Assembly may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe procedures for the approval and the payment of such expenses to the Active Organization on behalf of the Representative. If such expenses are reoccurring the authorized prescribe procedures may be added to the ILTCO Policies and Procedures document.

The Assembly shall determine compensation or expense reimbursement, if any, for non-ILTCO members requested to place business before the Assembly.

Article 8 : Officers

Number of Officers, Election, Vacancy and Succession, Appointed Officers

Section 8.01 : Number of Officers and Term of Office

There shall be five (5) elected officers of the ILTCO; President, Senior Officer, and three (3) Officers. These five officers shall collectively be known as the Executive Officers, and shall collectively constitute the Executive Committee

All Executive Officers shall have a term of office of (2) years.

Section 8.02 : Initial Executive Officers

The initial five Executive Officers shall be drawn from the membership of the Organizing Committee. The Organizing Committee shall elect a President and Senior Officer, with the remainder of the committee becoming Officers.

Section 8.03 : Subsequent Election of Officers

After the expiration of the term of office of the initial officers, Executive Officers shall be elected.

All candidates for President must be either Assembly members with at least one (1) year seniority or current Officers. The President shall be elected by the affirmative vote of a majority of the Assembly.

All candidates for Senior Officer or Officer must be Active Members. The Senior Officer and Officers shall be elected by the affirmative vote of a majority of the Assembly.

No employee of The LEGO® Company or any affiliated or subsidiary company shall be eligible to be President, Senior Officer or Officer.

All Executive Officers shall enter into the performance of their elected duties 30 days after the election and shall continue in office until their successors shall be duly elected and qualified, unless they resign, are removed, or are otherwise unable to fulfill the term.

Section 8.04 : Vacancy and Succession

If the President cannot fulfill his or her duties, resigns, is removed, or is otherwise unable to fulfill the term the Senior Officer shall be the successor to the President.

If the Senior Officer cannot fulfill his or her duties, resigns, is removed, or is otherwise unable to fulfill the term, then an existing Officer shall be appointed by the President to replace him or her. This appointment shall have effect until the next scheduled election is held.

If any other of the Officers cannot fulfill his or her duties, resigns, is removed, or is otherwise unable to fulfill the term then a replacement shall be appointed by the remaining Executive Committee. This appointment shall have effect until the next scheduled election is held.

Section 8.05 : Appointed Officers

The Executive Committee may appoint Additional Officers, as it deems necessary, with such authority and duties as it may designate, to serve at its pleasure, from among the Individual Members of the ILTCO. Such Additional Officers are not themselves members of the Executive Committee.

Additional Officers appointments must be approved by 3 of the 5 members of the Executive Committee.

Section 8.06 : Compensation of Officers

Officers shall not receive any compensation for their services as Officers, but the Assembly may by resolution authorize reimbursement of expenses incurred in the performance of their duties. Such authorization shall prescribe procedures for the approval and the payment of such expenses to the Officer. If such expenses are reoccurring the authorized prescribe procedures may be added to the ILTCO Policies and Procedures document.

Article 9 : Representation of the ILTCO

Executive Committee to approve spokespersons, Use of trademarks

Section 9.01 : Representation in Policy Matters

No member may represent the ILTCO in policy matters without the approval of either the Assembly or the Executive Committee.

Section 9.02 : Trademarks and Visual Representation

Use of the name, logo, seal, trademark, acronym, or other graphic representation of the ILTCO, including new artwork and graphic designs intended to represent the ILTCO, in any manner by any Member, Section, or Committee or his/her designee must have the prior approval of the Assembly or the Executive Committee.

Article 10 : Amendments

Process for Amendment, process applies to this article too.

Section 10.01 : Amendment of Bylaws

The Assembly may alter, amend, or repeal any provision of these Bylaws or make any additional Bylaws. Such alteration, repeal, or addition shall be proposed by a representative to the Active Members, Assembly and Executive committee to be considered for a period of 30 days. At the end of this period an affirmative vote of at least two-thirds of the entire Assembly must be achieved in order to ratify the alteration, repeal, or addition.

Section 10.02 : Procedures for Amendment of Bylaws

Amendments to this Article of the Bylaws may be made only by the same voting procedure described in Section 1 of this Article.

Article 11 : Dissolution

The process of dissolution of the ILTCO. Should the ILTCO be dissolved, assets go to charity.

Section 11.01 : Dissolution by Resolution

The ILTCO may be dissolved by Resolution. Such Resolution shall be presented by the Executive Committee to the Individual Members and shall require an affirmative vote of a three-fourths majority of the membership. The resolution shall outline the date for termination and the charity to which the remaining assets, if any shall be directed.

Section 11.02 : Disposition of Assets

Upon the dissolution or winding up of the ILTCO, its assets remaining after payment, or provision for payment, of all debts and liabilities, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated for charitable purposes.

Section 11.03 : Retention of Name and Identifying Marks

The name, acronym, distinctive trade dress, logo and artwork of the ILTCO are significant and meaningful. Therefore, no other organization shall be allowed to use the organization name, acronym, distinctive trade dress, logo or artwork of the ILTCO without express permission. This Section shall survive any subsequent dissolution of the ILTCO.