

# GtwLUG Bylaws

As amended on May 16, 2026

## Article 1 – Name & Purpose

The name of this organization is the Gateway LEGO User's Group, which can be abbreviated to GtwLUG. The term Group in this document is synonymous with Gateway LEGO User's Group.

The Gateway LEGO User's Group is a non-profit, charitable organization of Adult Fans Of LEGO (AFOLs) who educate the community about sculpting with mathematically based media from the LEGO company. Creations are used to show the community the possibilities of what is possible with LEGO including, but not limited to: encouraging children's creativity, creating art to inspire everyone, and advancing STEM (Science, Technology, Engineering, and Mathematics).

GtwLUG AFOLs will meet regularly to assist and encourage each other in individual and group builds. They will also display their creations at various public venues.

No part of the assets of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization shall be empowered to pay reasonable compensation for services rendered.

## Article 2 – Legal

LEGO® is a registered trademark of the LEGO Group of companies, which does not sponsor, authorize, or endorse the GtwLUG or its activities.

## Article 3 – Membership

1. Membership shall be open to Adults who are 18 years old or older. Membership shall be open to any applicant interested in LEGO and formally approved by the Board of Directors. Membership shall be denied to applicants who have been proven guilty of fraud, theft, destruction, verbal abuse, physical abuse, or other dishonorable acts. If an applicant is denied membership, they shall be informed in writing as to the reason and have any annual dues that they may have paid refunded. Members who have been previously denied membership or expelled from the club can be admitted as new members with approval of the Board of Directors.

2. Membership will be revoked for non-payment of dues if they are delinquent by the end of the fourth regular meeting after the beginning of the year. Any member who willfully violates the by-laws as set forth in paragraph 1. of Article 3 shall be subject to investigation and possible suspension or expulsion at the direction of the Board of Directors.
3. The Gateway LEGO User's Group is an equal opportunity and equal access organization. The Gateway LEGO User's Group prohibits any form of discrimination in the Group's programs or activities on the basis of race, national origin, color, creed, religion, sex, age, disability, veteran status, sexual orientation, gender identity, or associational preference.
4. The board shall maintain a list of current members and their voting eligibility as defined in Article 6 paragraph 3.

## **Article 4 – Meetings**

Regular Meetings shall be held approximately monthly at such time and place as shall be designated from time to time, typically posted on our public website. All meetings shall be guided by "Robert's Rules of Order". A quorum at Regular meetings shall be at least 3 officers and 6 members.

Board meetings will be held regularly to perform the business of the Gateway LEGO User's Group and to address emergent activities, issues, and responsibilities in a timely manner. A quorum at Board meetings shall be 50% or more of the officers.

All meetings may be virtual or in-person at the discretion of the Board.

## **Article 5 – Dues**

1. The dues shall be \$0.00 per calendar year.
2. If a member joins and pays at the July meeting or later, then their dues shall be considered paid for the remainder of the current year and the entirety of the following year.

## **Article 6 – Officers**

1. Eligibility: Officers of the Group shall be filled solely from the ranks of regular members. Members-at-large need to have been members for at least one year and all other officers need to have been members for at least two years.
2. Elections: All officers shall be elected by means of a secret ballot and by majority vote of the members, except the Members-at-large who will be elected by the top votes received. Elections will occur at the February meeting. If any position is not filled by the

majority (or a tie for members-at-large), a run-off election between the two candidates with the most votes will be held immediately. All newly elected officers shall take office and assume their duties at the March meeting.

3. Voting: All members of the club shall be eligible to vote in elections or other membership votes if they have attended one regular meeting other than a meeting in which elections are held and participated in one club display in the calendar year prior to the meeting in which the election occurs. Should two or fewer club displays have occurred over the past calendar year, the requirement to participate in one to be eligible to vote will be waived. A member participates in a display by having a MOC or set on display for the entirety of an event, staffing an event, or otherwise assisting with an event in a manner approved by the board of directors. If a member is unable to meet the criteria for voting rights but has otherwise been active in the club at an equivalent or greater extent than these criteria calls for over the past calendar year, they may petition the board for a waiver in order to vote in elections and other club votes. Votes may be cast electronically or in person at the discretion of the Board.
4. Nominations: Nominations of officers shall be made in October and November. A committee of the Vice President and two members appointed by the President will seek and accept nominations for the elections. This committee will also prepare printed ballots for use at the election and confirm that ballots are only distributed to members who are eligible to vote.
5. Terms: All officers are elected to two-year terms. In odd numbered years the President, Secretary, and two of the Members-at-large will be elected. In even numbered years, the Vice President, Treasurer, and the remaining two Members-at-large will be elected. The exception to this rule is the February 2019 election, when all officers will be elected to terms as follows:
  - a. The President, Secretary, and two Members-at-large with the most votes received will be elected to two-year terms.
  - b. The Vice President, Treasurer, and two other Members-at-large will be in office only until the elections of 2020.
  - c. If there is a tie for the Members-at-large voting that impacts who will be elected to two-year terms, lots will be drawn to determine term length.
6. Positions:
  - a. President
  - b. Vice President
  - c. Secretary
  - d. Treasurer
  - e. (4) Members-At-Large
7. Line of Succession:
  - a. In the absence of the President at any meeting, the duties of their office shall be discharged by the other officers of the club in the order named above in Article 6, Section 6.
  - b. In the event of the vacancy of the office of President, the Vice-President shall assume the duties of President automatically,

- c. Any vacancy created in any other office or Members-at-large shall be filled by appointment by the President in accordance with Article 6, section 1 within 45 days. Said appointment is to be confirmed by a simple majority vote of the Board of Directors at the next regularly scheduled Board meeting and will be valid only until the next regularly scheduled election. At the next election, if any portion of the term remains, a special election subject to the election rules of this article will be held to elect a replacement who will serve only until the end of the original term.
8. Removal:
- a. Officers may be removed for cause via petition.
  - b. Any club member may circulate a petition for removal, but no officer shall be subject to more than one removal effort per term and no more than two successful removals shall be allowed during any 12-month period.
  - c. To initiate a removal, the organizing club member shall communicate in writing the name of the officer they wish to have removed and the reason for removal to the secretary. The secretary will contact the officer subject to removal and request a counter-statement from them be returned within 14 days. Upon receipt of the counter-statement or after 14 days if no counter-statement was returned, the secretary shall draft a recall petition within 14 days with the name of the officer subject to removal, the stated reason for removal, the counter-statement from the officer subject to removal if provided, and a list of the eligible voters from the last club election. This petition will be shared with the organizing club member and the officer subject to removal.
  - d. For a removal to be successful, the organizing club member must return the removal petition to the secretary with at least 67% of the eligible voters from the last club election having affirmed their support by attaching their signatures to the petition within 60 days of the petition being drafted and shared.
  - e. Club members may also signal their approval of the petition via an electronic message to the secretary and organizing club member. The secretary will confirm that the club member has seen both the statement for removal and the counter-statement from the officer subject to removal before accepting the affirmation.
  - f. The secretary will be responsible for verifying that the returned petition meets the conditions for removal and that the signatures and electronic affirmations are authentic. Should that determination be made, the secretary will inform the full board of the vacancy immediately and the whole club will be informed at the next club meeting.
  - g. If the secretary is the organizing club member, the officer subject to removal, or is otherwise unable or unwilling to fulfill these duties, the president will take on their responsibilities as outlined in this section or delegate them to another officer.
  - h. Vacancies created through removal are filled via the Line of Succession procedure in this Article. However, the removed officer cannot be appointed to a vacant position until after the next club election.

- i. If an officer resigns from the board while a removal petition is active, they are not eligible to be appointed to any board vacancies until after the next club election.
- j. Removed officers are still considered members of the club in good standing.
- k. The secretary shall maintain records of all successful and unsuccessful removal efforts.
- l. Abuse of the removal process may be considered as grounds for removal from the club.

## Article 7 – Officer Duties

The Board of Directors shall direct the affairs of the group as set forth in approved “Policies and Procedures”. If there is any disagreement between the “Policies and Procedures” and the By-Laws, the By-Laws shall prevail.

1. The President shall:
  - a. Preside at all meetings of the GtwLUG.
  - b. Chair Board meetings, but vote only to break a tie vote.
  - c. Find and coordinate venues for Regular and Board meetings.
2. The Vice President shall:
  - a. Assist the President in discharging his duties, including running Regular and Board meetings when the President is unable to attend.
  - b. Oversee the Membership committee.
  - c. Oversee the Nominating committee for upcoming Officer Elections.
3. The Corresponding Secretary shall:
  - a. Work with the Ambassador to act as the club’s contact with The LEGO Group.
  - b. Receive and respond to all correspondence for the GtwLUG.
  - c. Coordinate with the Webmaster, Social Media Focal and ambassador.
  - d. Keep accurate minutes of all GtwLUG meetings.
  - e. Maintain records of the GtwLUG including minutes.
4. The Treasurer shall:
  - a. Collect, record, and disburse all GtwLUG funds as directed by the Board of Directors.
  - b. Prepare and present to the Board of Directors an annual Financial Report by the third Board meeting of the following year.
  - c. Prepare and present to the Board of Directors an annual Budget by the third Board meeting of the upcoming year.
  - d. File any tax returns with the state and federal governments.
  - e. Ensure that the GtwLUG remains as a registered Corporation in the state of Illinois.
  - f. Work with the Quartermaster to manage non-monetary assets.
5. The Members-At-Large shall:
  - a. Aid the other officers in the execution of their duties, as needed.
  - b. Act as an interface between members and the board.

# Article 8 - Appointed Positions and Duties

All Appointments shall be renewed at least annually at the general meeting following elections of the board.

Any active club members (as defined in paragraph 6.3) are eligible to fulfill appointed positions.

Appointed positions are selected by means of volunteer/board approval or by board request/acceptance.

All appointed positions shall attend board meetings at the discretion of the board of directors.

All appointed positions serve at the pleasure of the board.

1. Ambassador
  - a. The Ambassador shall
    - i. Report to the Secretary
    - ii. Act as the clubs single point of contact with The LEGO Group
      1. Keep an active presence on the LEGO Ambassador Network (LAN)
      2. Communicate all information to and from The LEGO Group and GtwLUG membership in a timely fashion
    - iii. Notify the board of any time period of greater than a month when they will be inactive on the LAN
    - iv. Commitment period is one-year but a two-year term is preferable. Yearly renewal will still be performed if a two-year commitment is made.
  - b. The board shall appoint a new ambassador within no more than 30 days if a vacancy occurs or to ensure continuous communication with The LEGO Group.
2. Quartermaster
  - a. The Quartermaster shall
    - i. Keep an active record of all non-monetary club assets including but not limited to
      1. Support sets
      2. Display equipment (tables, table cloths, banners, non-LEGO train Equipment, etc.)
      3. Club owned sets/MOC's/parts (baseplates, MILS, track, Etc.)
    - ii. Regularly update records to include item description, quantity, location of storage and GtwLUG member in possession of items.
    - iii. Regularly provide changes or updates to the board.
    - iv. Notify the board of any suspected missing, stolen, or lost property.
  - b. The quartermaster role may be performed by a board-appointed committee.

- c. Any transfer of club property is to be reported to a quartermaster in a timely fashion and must be done so by either the member giving or the member receiving club property.
3. Any additional appointed positions are enumerated in detail within the GtwLUG procedures document.

## **Article 9 – General Laws and Regulations**

1. The Board of Directors shall review and establish policies and procedures for the administration of GtwLUG's activities and affairs.
2. The document "Gateway LEGO User's Group Procedures Manual" shall be reviewed by the Board of Directors within 3 months of the election of a new club President. In the event a President is re-elected, the review is still required.
3. GtwLUG is formed for the mutual benefit of its members and the community, and shall be administered in accordance with this precept. Each member shall exert effort to act in accordance with the LEGO "Play Well" Policy and strive to insure the Group's continuing success in the advancement and outreach of GtwLUG and LEGO building in general.
4. No member shall incur any expense in the name of the GtwLUG without express authorization from the Board of Directors.
5. No officer shall be relieved of their responsibility to the GtwLUG until such time as they have turned over to their successor all records, property, funds, and information pertinent to the GtwLUG, properly audited when required by the Board of Directors.
6. All funds and properties entrusted to retiring officers, chair persons, or members shall be internally audited or inventoried prior to release to incoming officers.
7. Minutes from each Board meeting shall be made available to the membership in a timely manner, and a brief summary shall be presented at the following regular meeting of the membership.
8. Any officer who fails to attend three consecutive Board meetings, without just cause, shall be removed from office. Such vacancy shall be filled for the unexpired term in accordance with Article 6, Section 6.

## **Article 10 – Amendments**

1. The by-laws may be amended by the following procedure:
2. Amendments may be proposed by any active member (as described in paragraph 6.3) in good standing and presented to the Board of Directors at a Regular meeting.
3. The Board of Directors will take up the item and approve (by a majority) or disapprove the motion within the next two Board meetings.

4. Once approved by the Board of Directors, the amendment will be presented to the membership at the next Regular meeting. Time at the meeting will be given to Board members and Regular members to discuss the pros and cons of the amendment. The presenter of the amendment may request additional time for consideration when presenting the amendment if approved by the club.
5. The active members (as described in paragraph 6.3) in good standing will vote on the amendment at the following meeting to allow time for consideration and for members who were not in attendance to have an opportunity to attend this following meeting. If the amendment is passed by a simple majority it becomes an amendment to the by-laws.
6. Amendments, once thusly approved, shall become effective immediately, unless otherwise stated in the motion presenting the amendment(s).

## **Article 11 – Dissolution and Disposition of Assets**

Notwithstanding any other provision of these articles, GtwLUG shall not carry on any other activities not permitted to be carried on by an association exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an association, contributions to which are deductible under section (c) 2 of the Internal Revenue Code of 1985 (or corresponding provision of any future United States Internal Revenue law).

Upon the dissolution of GtwLUG, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)3 of the Internal Revenue Code or corresponding section of any future Federal Tax code, or shall be distributed to the Federal Government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Competent Jurisdiction of the county in which the principal office of the Group is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article 12 – Indemnification**

Each Director, officer, or volunteer; or former Director, officer, or volunteer; of this Group, and his or her legal representative, shall be and hereby is indemnified by the Group against liabilities, expenses, counsel fees and costs reasonably incurred by him or her or his or her estate in connection with or arising out of any action, suit, proceeding or claim in which he or she is made a party by reason of being or having been a Director, officer, or volunteer of this corporation; shall in like manner be indemnified by this corporation; provided that in neither case shall the corporation indemnify such Director, officer, or volunteer with respect to any matters to

which he or she shall be finally adjudged in any such action, suit or proceeding to have been liable for gross negligence or willful misconduct in the performance of his duties as such Director, officer, or volunteer. The indemnification herein provided for, however, shall apply also in respect to any amounts paid in compromise of any such action, suit, proceeding or claim asserted against such Director, officer, or volunteer (including expensed, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors of this corporation shall have first approved such proposed compromise settlement and have determined that the Director, officer, volunteer involved was not guilty of gross negligence or willful misconduct; but in taking such action, any director involved shall not be qualified to vote thereon.

In determining whether or not a Director, officer, or volunteer was guilty of gross negligence or willful misconduct in any such matter, the Board of Directors may rely conclusively upon the opinion of independent legal counsel selected by the Board of Directors. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. The right to indemnification herein provided shall not be exclusive of any other right to which said Director, officer, or volunteer may be lawfully entitled.

No Director, officer, or volunteer of the corporation shall be liable to any other Director, officer, or other person or the corporation for any action taken or refuse to be taken by him or her as Director, officer, or volunteer with respect to any other matter within the scope of his or her official duties except such action, neglect or failure to act as shall constitute gross negligence or willful misconduct in the performance of his or her duties as Director, officer, or volunteer.