

SAN DIEGO GARDEN RAILWAY SOCIETY BYLAWS

ARTICLE I: NAME AND PURPOSE

The name of this organization is the San Diego Garden Railway Society (**SDGRS**). The purpose of the **SDGRS** is to have fun building and running large-scale model railways.

ARTICLE II: MEMBERSHIP

SECTION 1: The society is comprised of individuals and families who hold an active membership.

SECTION 2: Applications for initial membership or renewal are made by submitting an application form, plus the appropriate dues and fees, to the Chairman of the Membership Committee.

SECTION 3: Any member may be expelled for cause upon agreement by a three-fourth (3/4) vote of the Board.

ARTICLE III: DUES

The dues structure for the **SDGRS** will be set by the Board. Dues are paid annually in advance. Active members are those who are current.

Unless renewed, membership terminates on the last day of the month following the month the dues are to be renewed. After six months, a lapsed member must reapply for membership and pay the appropriate dues and initiation fees.

ARTICLE IV: THE BOARD

SECTION 1: The activities of the **SDGRS** are organized by an elected Board. The Board consists of nine (9) members.

SECTION 2: Board members serve a term of two (2) years. The terms of the Board members are staggered so that five (5) members are elected in odd-numbered years and four members are elected in even-numbered years. Board members may be reelected for an unlimited number of terms.

SECTION 3: Vacancies on the Board shall be filled by a majority vote of the remaining Board Members. A Board member elected to fill a vacancy shall serve the remainder of the term.

SECTION 4: ELECTION OF THE BOARD MEMBERS:

- A. A nominating committee consisting of three (3) or more members shall be elected by the Board no later than the July General Meeting, or if there is no General Meeting in July, then by July 15th.
- B. The nominating committee shall nominate, at a minimum, a sufficient number of candidates to fill the upcoming vacancies on the Board. Other candidates may be nominated by any **SDGRS** member. A list of nominees shall be submitted to the Board prior to or during the General Meeting in August, or if there is no General Meeting in August, by August 15. All candidates must be active **SDGRS** members.
- C. A ballot listing all nominated candidates shall be placed in the September issue of the **SDGRS** Newsletter along with instructions on voting procedures, and mailed to all members.
- D. Voting is open to individuals and families who are active members. Each adult family member is entitled to one vote, with a limit of two vote per membership per family living at the same address.
- E. The election shall take place at the Annual Meeting in October. Voting members unable to attend the Annual Meeting may vote by requesting and submitting an absentee ballot. All ballots must arrive at the **SDGRS** mailing address no later than one day prior to the Annual Meeting.
- F. An election committee of at least three (3) members shall be appointed by the Board to prepare ballots and to conduct the election. The winners of the election shall be announced prior to the conclusion of the Annual Meeting.
- G. In the event of a tie and all candidates cannot be elected, the winner(s) shall be selected by chance.

SECTION 5: Following the election, the newly elected Board shall take office and shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. The officers of the **SDGRS** are chosen annually by the Board at this meeting.

SECTION 6: The Board Members are responsible to conduct, manage, and control the affairs and business of the **SDGRS**, and to accept gifts contributions, and donations of money or personal property in the name of the **SDGRS**.

In addition, the Board shall have the responsibilities of

- (1) selecting from their number a President and Vice President;
- (2) selecting a Treasurer, and a Newsletter Editor, and to adopt resolutions;- Prescribing the duties of these officers;
- (3) appointing a Recorder to keep attendance records and proceedings records of the meetings of the Board and;
- (4) to produce and distribute the SDGRS Newsletter.

SECTION 7: DISBURSEMENTS:

- A. On or before December 31, the Board shall establish a budget for the upcoming calendar year. All disbursements – funds not included in the budget or beyond the authorized budget- shall be authorized by the majority vote of the Board after review of the Treasurer’s Report. No member may commit the **SDGRS** to expenditures of funds without a majority vote of the Board.
- B. Receipts are required for expenditures, unless otherwise stipulated by majority of the Board.
- C. All disbursements shall be by check signed by the Treasurer or President. All funds shall be maintained in the name of San Diego Garden Railway Society (**SDGRS**).

SECTION 8: Resolutions of the Board shall go into effect at the time of passage.

SECTION 9: Any action required or permitted to be taken by the Board may be taken without a meeting if at least seven (7) members of the Board, individually or collectively, consent in writing or by voice vote to the President. Such action shall have the same force and effect

as though a regular meeting were held and shall be recorded in the minutes of the next Regular Board Meeting.

SECTION 10: Any Board Member may be expelled from the Board upon a unanimous vote of the remaining Board Members.

SECTION 11: Except as specified in **Section 10** above, the resignation of a Board Member shall be submitted in writing and processed by the Board at the following Regular Board Meeting.

ARTICLE V: OFFICERS:

SECTION 1: The officers of the Society are the President, Vice President, Treasurer, and Newsletter Editor

SECTION 2: The duties of the **President** are

- (1) to preside over all meetings of the Board and Members,
- (2) to vote on all matters before the Board, and in case of a tie, to cast the tie-breaking vote, and
- (3) to serve as the official spokesperson of the **SDGRS**.
The President must be a Board Member.

SECTION 3: The duties of the **Vice President** shall exercise the powers and authority and perform the duties of the President in the absence, disability, or assassination of the President. The Vice President must be a Board Member.

SECTION 4: The duties of the **Treasurer** are:

- (1) to collect and keep account of all receipts and expenditures;
- (2) to receive and disburse the funds of the **SDGRS**, and
- (3) to submit a proposed budget to the Board in December. When requested, to make complete reports to the Board concerning the accounts and financial matters entrusted to the office.

The **Treasurer** will make the books, accounts, and supporting documents available for inspection upon request by any member.

The **Treasurer** is appointed.

If a **Treasurer** cannot be selected from the members of the Board, The Board may appoint an individual from outside of the Board to be **Treasurer**.

ARTICLE VI: COMMITTEES

The Board may appoint committees for any duration of time and for any purpose that they deem necessary or advisable. All committees report to the Board. No committee shall represent the **SDGRS** advocating or opposing any project or controversial matter without the special confirmation of the Board.

Meetings of the Committees may be called by President or Chairperson of the Committee. The President of the Board shall be an ex-officio member of all committees.

ARTICLE VII: MEETINGS

SECTION 1: BOARD MEETINGS:

The Board shall convene at regular meetings at times and places called by the President. Any three (3) Board members may call a meeting of the Board, designating the time and place of the meeting in writing. Members of the Board must be notified by first class mail or personal service at least ten (10) days prior to the scheduled meeting. This requirement may be waived upon unanimous agreement of the Board Members.

SECTION 2: GENERAL MEETINGS:

General Meetings shall be held monthly for the purpose of conducting routine business, exchanging information and stories, running trains, building railways, or in other words-having fun.

SECTION 3: ANNUAL MEETING:

An Annual Meeting will be held in October to conduct elections. The agenda of this meeting shall include:

- (1) a summary report by the Chairperson of each committee;
- (2) the election of Board Members;
- (3) a call for new business for discussion from the membership;
- (4) and an announcement of those elected to the **SDGRS**.

SECTION 4: BUDGET MEETING:

A Budget Meeting shall be held in December to establish a Budget for the upcoming calendar year. The agenda of this Meeting shall include:

- (1) a report of the Treasurer, summarizing the receipts and disbursement during the past twelve months;
- (2) a presentation by the Treasurer proposing a budget for receipts and expenditures for the coming year;
- (3) and discussion and approval of the budget by the Board.

ARTICLE VIII. AMENDMENTS

The Board may adopt, amend or repeal the Bylaws at a yearly regular meeting of the Board provided that the Bylaws may not be amended or altered unless at least seven (7) members of the Board vote affirmatively and a majority vote of the general membership present at the next general meeting. The proposed Bylaw amendment shall be presented to the Board for a reading at a prior Board meeting so called by the President. In addition, the proposed amendment(s) shall have been published in the **SDGRS** Newsletter at least two weeks prior to a vote by the Board.

ARTICLE IX. APPROVAL

The original Bylaws were approved by the first Board on September 1, 1990 in the Solana Beach, California Members in attendance were: President, Raymond Lynn; Vice President, Larry Rose; Newsletter Editor, Greg Lorton; Past President, Larry Webb; Members, Doug Meek, Susie Nielsen, Joe Palmero, and Mike Pfulb.

Excused absentees who had submitted suggestions were: Treasurer Bob Gillett and member Patricia Curtis.

This version of the Bylaws was revised and approved on March 22, 1992 in San Diego, California with members in attendance.