

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 support and promote the hobby of large-scale model railways. The society encourages member interactions through meetings, workshops, and other activities all with the goal of increasing enjoyment of building, running and displaying large-scale model railways.

ARTICLE II: MEMBERSHIP

SECTION 1: The society is comprised of active members, those whose annual dues are current.

SECTION 2: Members are individuals or family members. Family members are adults and children living at the same address.

SECTION 3: Application for initial membership is made by submission of an application form, along with the appropriate dues and fees, to:

- a. Any **SDGRS** Member for transmittal to the Treasurer or Chairman of the Membership Committee.
- b. Direct mail to the Treasurer at the address given on the SDGRS Website or in a current SDGRS Newsletter.
- c. Application forms are not required for renewal of active memberships or reinstatement of lapsed members if information on file is current.

SECTION 4: Upon agreement of a three-fourth (3/4) vote of the Board:

- a. Any new or renewal membership application may be rejected or subjected to probationary conditions.
- b. Any member may be expelled for cause.

SECTION 5: The Board may designate special classes of Commercial Members. These are not included in the membership count or subject to members' dues. Any annual dues or advertising fees from commercial members shall be set by the Board.

SECTION 6:

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ARTICLE III: DUES

- SECTION 1:** The membership fee (dues) structure for the **SDGRS** will be set by the Board. The dues structure will be printed in a **SDGRS** MEMBERSHIP INFORMATION section of each issue of the **SDGRS** Newsletter and maintained on the **SDGRS** Website.
- SECTION 2:** Annual membership fees become due on January 1 of each year. Members remain active until March 1 at which time, if annual dues have not been paid, membership terminates. Lapsed members may apply to regain active status by payment of the appropriate dues.

ARTICLE IV: THE BOARD

- SECTION 1:** The activities of the **SDGRS** are organized by an elected Board. The Board consists of nine (9) active **SDGRS** 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:** The Board Members are responsible for the conduct, establishment, management, and control of the affairs and business of the **SDGRS**. The Board may accept gifts, contributions, and donations of money or personal property in the name of the **SDGRS**.
- SECTION 4:** The Board Members shall select from their numbers the President, Vice President and Treasurer of the **SDGRS**, and prescribe the duties of these officers. These officers cannot be from the same household.
- SECTION 5:** Other officials appointed by the Board include the Secretary, Newsletter Editor, Webmaster, and; if appropriate, their assistants. If these positions cannot be filled by Board members, the Board may appoint individuals from outside of the Board.
- SECTION 6:** The Board is responsible to oversee and approve contents, publication and distribution of the Newsletter and other Society publications.
- SECTION 7:** **SDGRS** Board oversight responsibility also includes supervision and control of content and access to the **SDGRS** Website and any official **SDGRS** use of Social Media Outlets.
- SECTION 8:** Resolutions of the Board shall go into effect at the time of passage.

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SECTION 9: Any Board Member may be expelled from the Board upon a unanimous vote of the remaining Board Members.

SECTION 10: Except as specified in Section 9 above, the resignation of a Board Member shall be submitted in writing or email and processed by the Board by email or at the next, regularly scheduled meeting.

SECTION 11: A simple majority vote of the remaining Board Members shall fill vacancies on the Board. A Board member appointed to fill a vacancy shall serve the remainder of the former member's term.

ARTICLE V: ELECTION OF BOARD MEMBERS

SECTION 1: An Election Committee consisting of at least three (3) active members shall be appointed at a June Board Meeting.

SECTION 2: The Election Committee shall poll the membership for interest in filling Board vacancies and then nominate, a number of candidates equal to or more than the upcoming vacancies on the Board. In addition, 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 Member Meeting in August. If there is no General Meeting in August, the deadline shall default to the deadline date for submission in the September issue of the **SDGRS** Newsletter. All candidates must be active **SDGRS** members.

SECTION 3: A ballot of all nominated candidates, a brief statement by each, and a description of voting procedures shall be placed in the September issue of the **SDGRS** Newsletter and on the **SDGRS** Website.

SECTION 4: Voting is open to adult (over the age of 18) individual and family members who are active. Family member votes are limited to one per family living at the same address.

SECTION 5: The Election Committee shall conduct the election of Board Members at the Annual Meeting in October. Voting members unable to attend the Annual Meeting may vote by submitting a mail in or email ballot. All ballots must arrive at the **SDGRS** mailing address, or by email to the Chairman of the Election Committee, no later than one day prior to the Annual Meeting.

SECTION 6: If more candidates are on the ballot than there are vacant positions on the Board, the positions shall be filled by candidates in the order of those with the highest number of ballots. In the event of a tie for the final vacant position(s), the winner(s) shall be selected by chance.

SECTION 7: The winners of the Board Member election shall be announced prior to the conclusion of the Annual Meeting.

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SECTION 8: Following the election, the newly elected Board shall take office and hold a regular meeting to elect **SDGRS** officers, appoint officials, and conduct **SDGRS** business.

ARTICLE VI: OFFICERS AND OFFICIALS:

SECTION 1: **President**

- a. The President is the official spokesperson of the **SDGRS**.
- b. The duties of the office include:
 1. Presiding over all meetings of the Board and Members.
 2. Developing meeting agendas so that each membership and board meeting is well planned, organized and flows smoothly.
 3. Conducting voting on board resolutions.
 4. Informing the general membership about board resolutions, discussions and future event planning.
 5. Insuring that all **SDGRS** activities are carried out in accordance with the **SDGRS** Bylaws.

SECTION 2: **Vice President**

- a. The Vice President's responsibilities include:
 1. Assisting the president in leadership of the **SDGRS**.
 2. Maintaining awareness of the organization and activities of the Society as preparation for assuming the duties of president when the president is absent or unable to serve.

SECTION 3: **Treasurer**

- a. The Treasurer handles the finances of the **SDGRS** as required by **ARTICLE XII: FINANCES** of the Bylaws.
- b. The duties of the office include:
 1. The collection, disbursement, and record keeping of all revenues and expenditures.
 2. Reconciling Bank Statements with **SDGRS** financial records.
 3. Monitoring expenditures for consistency with the annual budget and reporting to the Board when any deviation greater than 10% is indicated.
 4. Preparation of a proposed annual budget for board review and approval.
 5. Making books, accounts, and supporting documents available for inspection upon request by the Board.
 6. Preparing, or supervising preparation of, required Federal and CA state tax forms to maintain **SDGRS** tax exempt status.

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ARTICLE VII: FINANCES

SECTION 1. The **SDGRS** shall be operated and maintained as a nonprofit organization following the Internal Revenue Code (IRC) and the California Revenue and Taxation Code (R&TC). The Board must assist the Treasurer to provide the required tax reports. The Board may approve expenditures for professional assistance in tax matters if required.

SECTION 2. All funds shall be maintained in checking or savings accounts maintained in the name of the San Diego Garden Railway Society (**SDGRS**).

SECTION 3. Revenue

- a. The revenue base for the annual Society operation is from member dues.
- b. The Board may organize various other fundraising events.

SECTION 4. Budget

- a. A budget for the upcoming calendar year shall be established and approved by the Board on or before December 31. The Treasurer shall prepare a proposed budget in November, coordinating with the Board, so that the proposal can be reviewed, amended if necessary, and approved by the Board at a suitable meeting before the December 31 deadline.
- b. Separate budgets may be established for special events such as: Public Exhibits, Regional Garden Railway Conventions and National Conventions

SECTION 5. Disbursements

- a. All disbursements shall be by check signed by the Treasurer or President except as noted below.
- b. Disbursements of funds not included in the budget, or beyond the amounts in the authorized budget, shall require approval of the Board.
- c. Receipts (or in the case of a lost receipt a Memorandum for the File) are required for all expenditures, unless otherwise stipulated by majority of the Board.
- d. Should it be deemed necessary, the Treasurer may request authorization from the board to establish a Petty Cash Fund. This fund to be limited to an amount set by the Board. All disbursements from the Petty Cash Fund must be documented with receipts or Memoranda for the File. A report of such disbursements will be included as part of the Treasurer's Report at the next-following Board Meeting.

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ARTICLE VIII: COMMITTEES

- SECTION 1:** The Board may appoint committees, made up of Board members or active members of the **SDGRS**, for any duration of time and for any purpose that is deemed necessary or advisable.
- SECTION 2:** All committees report to the Board.
- SECTION 3:** No committee shall represent the **SDGRS** advocating or opposing any project or controversial matter without approval of the Board.
- SECTION 4:** The President or Chairperson of the Committee may call committee meetings. The President of the Board shall be an ex-officio member of all committees.

ARTICLE IX: MEETINGS

SECTION 1: Board Meetings

- a. Regular Board meetings are usually held along with General Member meetings. They may also be called at other times and places agreed upon by the President and a simple majority of Board Members
1. A simple majority of board members must be present for business to be conducted.
 2. The meetings shall generally follow the Roberts Rules of Order format.
 3. Board meetings are open to active **SDGRS** members. Non-board members may attend with approval of the presiding officer. Those wishing to communicate to the Board may make a brief statement (less than three (3) minutes at the beginning of the meeting. If more time is appropriate it will be scheduled during the new business segment of the meeting.
 4. Under exceptional circumstances, a Board Meeting or parts thereof maybe held in private.
- b. Board business may also be carried out by information exchange and voting by email or by telephone.
1. Once an email resolution is approved, by a majority of the board it will have the same force and effect as though a regular meeting were held.
 2. Where the telephone is used to conduct Board business, a Memorandum for the File will be prepared by the call initiator which documents the names of the call participants, the subject(s) discussed, and any decision(s) reached.

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3. The approved email resolution, as well as the above-mentioned Memorandum for the File, will be submitted to the **SDGRS** Secretary for attachment to the minutes of the next Regular Board Meeting

SECTION 2: General Member and Open House Meetings

- a. General Member meetings are usually held monthly to conduct routine business, share relevant experiences, exchange information and stories, run trains, build or maintain railways, swap or sell railroad related items, or in-other-words, have fun. The time and place of each meeting will be published in the monthly **SDGRS** Newsletter and on the **SDGRS** Website.
- b. Open House meetings are those which are held in the same month as a General Member meeting. No business is conducted; the program is organized by the host and may be anything of interest to the Garden Railway community. They are publicized the same as Member meetings.

SECTION 3: Annual Meeting

- a. An annual meeting will be held in October to conduct a Board Member Election as specified in **ARTICLE V**.
- b. The meeting agenda shall include:
 1. A summary report of yearly **SDGRS** activities, membership, and financial status by the President, Officers, and relevant Officials and Committee Chairman.
 2. A call for new business discussions from the membership.
 3. The Board Member election.
 4. Counting of the ballots and announcement of election results.
 5. A meeting of the new and incumbent board members.
 6. Other activities such as: a picnic, swap meet, or other railroad related activities as arranged by the Board.

ARTICLE X. BYLAW CHANGES OR AMENDMENTS

SECTION 1: Changes to the Bylaws are made as follows:

- a. The Board appoints a Bylaws revision committee.
- b. The committee prepares a draft revision of the bylaws. Copies of the existing and revised draft are submitted to each board member for review and evaluation.
- c. Upon acceptance of the revised Bylaw draft by at least seven (7) members of the Board, the revised Bylaws draft will be submitted to the **SDGRS** membership as an email attachment to the

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- same email that contains a monthly Newsletter attachment. The same Newsletter will contain a notice of the attached Bylaws revision and a procedure for voting to approve the revision.
- d. The vote will be held at the next general membership meeting following the same procedure used to elect Board members.

ARTICLE X. APPROVAL

SECTION 1: This version of the Bylaws was approved by the **SDGRS** Members on xx/xx/xxxx in San Diego, California. It replaces a version adopted in 03/22/1992.