

SAN DIEGO GARDEN RAILWAY SOCIETY BYLAWS

ARTICLE I: SCOPE AND PURPOSE

- SECTION 1: The name of this organization is the San Diego Garden Railway Society (SDGRS).
- SECTION 2: All powers of the SDGRS conferred upon it by virtue of its Unincorporated Association shall be executed in accordance with the provisions and exercises of authority herein conferred by these Bylaws and applicable law. The scope of these Articles is to establish the terms, methods of election, and responsibilities of the elected officials and membership.
- SECTION 3: The purpose of the SDGRS is to educate about and support and promote the hobby of large-scale model railways. The SDGRS encourages member interactions through meetings, workshops, and other activities all with the goal of increasing learning, enjoyment of building, running and displaying large-scale model railways.
- SECTION 4: SDGRS is organized exclusively as a nonprofit organization for educational and civic purposes. It has no political interest or alliances. The actions and activities of SDGRS qualify it as an exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended.
- SECTION 5: No part of the assets or net earnings of the SDGRS shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private individuals. Nonetheless, the SDGRS shall be authorized and empowered to pay reasonable compensation for goods and services rendered, and to make payments and distributions in furtherance of the SDGRS' objectives.
- SECTION 6: The period of duration of the SDGRS is perpetual. The legal address of the SDGRS shall be the designated address of the California resident elected as Treasurer of the Board of Directors for their term.

ARTICLE II: MEMBERSHIP

- SECTION 1: The society is comprised of active members, those whose annual membership dues are current.
- SECTION 2: A membership consists of adults and children living at the same address.
- SECTION 3: The Board of Directors may, from time to time at its discretion, adopt requirements for applications for membership except as hereafter provided.
- a. Membership shall be open to all persons, regardless of age, race, gender, religion, national origin, or sexual orientation or any other basis protected by State or Federal laws, who collects, operates, or professes an interest in garden railways and their related items.

- SECTION 4: Application for initial membership is made by submission of an application form, along with the appropriate dues and fees, to:
- a. Any SDGRS Board 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 membership or reinstatement of lapsed members if information on file is current.
- SECTION 5: Upon agreement of three-fourths (3/4) vote of the Board (7 of 9 members):
- a. Any new or renewal membership application may be rejected or subjected to probationary conditions.
 - b. Any member may be expelled for cause.
- SECTION 6: 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.

ARTICLE III: DUES

- SECTION 1: The membership fee (dues) structure of the SDGRS will be set by the Board. Dues will be reviewed in October for the next year. 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 by January 31st of each year. Members remain active until March 31st 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, and may incur a \$5.00 late fee.

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 one year and four (4) members are elected in the next year. Board members may be reelected for an unlimited number of terms.
- SECTION 3: The Board is 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 shall select from its members the President, Vice President, and Treasurer of SDGRS, and prescribe the duties of these officers. These officers cannot be from the same household or related.

- 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 for the oversight and approval of content, publication and distribution of the SDGRS newsletter and other SDGRS publications.
- SECTION 7: The Board's oversight responsibilities also include 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.
- 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 member appointed to fill a Board 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 meeting of the Board.
- 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 a SDGRS member. A list of nominees shall be submitted to the Board prior to, or during, the general membership meeting in August. If there is no general membership meeting in August, the deadline shall default to the deadline date for submission noted 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 (if the candidate wishes to submit one), 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 individuals and family members (18 years of age or older) 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 election shall be announced prior to the conclusion of the Annual Meeting.

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 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 the 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 VII: 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 and recording 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 ten percent (10%) is indicated.
 4. Preparation of proposed annual budget for review and approval by the Board.
 5. Making books, accounts, and supporting documents available for inspection upon request by the Board.

6. Preparing, or supervising preparation of, required Federal and California state tax forms to maintain SDGRS tax exempt status.

ARTICLE VII: FINANCES

SECTION 1: The fiscal year shall begin January 1st of each year.

SECTION 2: Remuneration

- a. Members of the Board shall serve without compensation. Reimbursement of expenses authorized by the Board will be made upon presentation of bills and/or receipts.
- b. No member of SDGRS shall buy, sell, contract, pledge, or render SDGRS liable for any purpose or amount without approval of the Board of Directors.
- c. The President and Treasurer of SDGRS are empowered to sign checks. Either one of the two officers signature is required.
- d. Members of SDGRS shall not be entitled to any individual or collective interest, participation, share, right and/or property right, in and to assets of the SDGRS. Such assets shall be and constitute the indivisible property of SDGRS; no pecuniary profits or payments of a like nature shall ever be declared to be paid to the members of SDGRS.

SECTION 3: 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 4: All funds shall be maintained in checking or savings accounts maintained in the name of the San Diego Garden Railway Society (SDGRS).

SECTION 5: Revenue

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

SECTION 6: Budget

- a. A budget for the upcoming calendar year shall be established and approved by the Board on or before December 31st. 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 31st deadline.
- b. Separate budgets may be established for special events such as public exhibits, regional and national garden railway conventions.

SECTION 7: Disbursements

- a. All disbursements shall be by check signed by the Treasurer or President except as noted below.
- b. Disbursement 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 is to be limited to an amount set by the Board. All disbursement 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.

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 wishing to communicate to the Board during the meeting may make a brief statement (no more than three (3) minutes) during the open forum portion of the meeting. If more time is appropriate, it will be scheduled during the new business segment of the meeting.
 - 4. At the end of each board meeting, should the Board need to discuss confidential, private, or privileged information matters, the Board may go into Executive Session during which non-board members may not attend. The minutes or recording of proceedings of an Executive Session must be read and acted upon only in Executive Session.
 - b. Board business may also be carried out by information exchange and voting by email or by telephone, or by electronic online meetings.
 - 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 was held.
 - 2. Where the telephone or electronic online meeting is used to conduct business by the Board, a Memorandum for the File will be prepared by the

- call or meeting initiator which documents the names of the call participants, the subject(s) discussed, and any decision(s) reached.
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. Hosts of Open Houses will receive a stipend for hosting, the amount to be determined for all hosts and agreed to by the Board.

SECTION 3: Annual Meeting

- a. An annual meeting will be held in October to conduct a board member election as specified in these Bylaws.
- 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 Bylaws 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 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 XI: DISSOLUTION

SECTION 1: Dissolution

- a. If it becomes necessary to dissolve the SDGRS, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the SDGRS, distribute all residual assets of the SDGRS to one or more organizations which themselves qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.
- b. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or such organization or organizations organized and operated exclusively for such charitable or educational purposes, as that court shall determine.

ARTICLE XII: APPROVAL

SECTION 1: This version of the Bylaws was approved by the SDGRS members on 07/23/2022 in San Diego, California. It replaces a version adopted on 08/19/2018.

Electronically signed by:

Chuck Klein	President
Gene Cook	Vice President
Andy Kann	Treasurer