

North Texas Garden Railroad Club Bylaws

June 2010

ARTICLE I: THE CLUB

Section 1: **NAME:**

The corporation shall be known as The North Texas Garden Railroad Club, Inc.

Section 2: **OBJECTIVE/PURPOSE:**

The objective of the organization shall be:

- a) To advance, improve, encourage and stimulate the quality of garden railroading through the fellowship of like-minded hobbyists.
- b) To promote and expand the hobby of Garden Railroading.

Section 3: **AMENDING THE BY-LAWS:**

By-laws may be amended by the vote of two-thirds of the membership present and voting after a published notice via email and the club website at either an annual or special meeting of the membership. Procedures for calling annual or special meetings are detailed in Article II: Meetings.

Section 4: **DISSOLUTION:**

The Club may be dissolved at any duly called meeting (see Article II: Meetings) at which a quorum of 51% of members-in-good-standing are in attendance and subject to a two-thirds (2/3) majority vote of those members. In the event of dissolution, disposition of the Club's assets shall be subject to approval of a two-thirds (2/3) majority of those members eligible to vote. Such disposition must take into consideration the applicable laws and be done in a manner fair and equitable to the members of the Club. All debts and obligations of the NTGRC must be provided for before assets can be distributed.

Section 5: **DEFINITIONS:**

Management Team referenced in the Articles of Incorporation shall be known as the Board in these By-laws.

ARTICLE II. MEETINGS:

Section 1: **MEETINGS:**

Meetings will be conducted under Robert's Rules of Order. Meetings of the organization shall be classified as follows:

- a) **BOARD MEETINGS** are held monthly to conduct the routine business of the NTGRC unless a quorum is not available. Three members of the board shall constitute a quorum and a quorum shall be present to conduct business. All decisions of the Board must be approved by three of its members. Any member may attend Board Meetings.
- b) **MONTHLY MEMBERSHIP MEETINGS** may be held monthly for the purpose of camaraderie and enjoying garden railroading and its many facets. Such meetings may be in private homes, at public shows, and may include operating sessions or clinics/workshops depending on weather and availability of accommodations. The host or hostess of the meeting may choose the format of the meeting. The board may, at its discretion, distribute information to the attending members. The Activities Committee coordinates meetings and more than one may be held per month.
- c) **ANNUAL MEMBERSHIP MEETING** shall be held once a year at a date determined by the Board or in June if the Board does not set another month. Time and location of the annual meeting shall be announced to the membership at least 2 months in advance of being held. The agenda shall include the election of new board members and reports from all officers and standing committees. Other items may be added to the agenda by either the board or the membership as desired.
- d) **SPECIAL MEMBERSHIP MEETING** may be called as required to conduct urgent NTGRC business. Time and location of the special meeting shall be announced to the membership 3 weeks in advance of being held. Such meeting can be called by either the Board or by at least four regular members.

ARTICLE III: GOVERNING BODY.

Section 1: **EXECUTIVE AUTHORITY** (Required by Articles of Incorporation)

The Board shall have administrative powers only, within the limits set forth here.

- a) Board members shall not receive any compensation for their services nor shall they profit in anyway from association with the organization.
- b) The Board shall have authority to approve the necessary purchases for the regular operation of the Club up to \$600 in any three month period. Major purchases, such as vehicles, property or large projects which have a line item cost of over \$600 or a total project cost of over \$1000 should be presented to the membership for a vote. A membership vote should also be required prior to entry into any binding long term non-financial contract (more than 1 year). Legally required expenditures such as state and federal filing fees, taxes, insurance, etc. would be exempt from these limitations. At no time will the Board expenditures or commitments exceed the available funds in the Club Treasury.

Section 2: **ELIGIBILITY**

Candidates for any elective position in the NTGRC must be members in good standing at the time of their nomination. The Board shall be comprised of five members in good standing of the NTGRC as defined in Article V: Membership.

Section 3: **ELECTIONS:**

Elections for Board Members shall be held each year. The Board shall be comprised of five members in good standing of NTGRC. The Board will choose what position each will have for that year (President, Vice-President, Secretary, Treasurer, and At-Large.) The At-Large member will assist other officers as needed.

- a) **ELECTION COMMITTEE:** Prior to the Annual Membership Meeting the Board shall appoint an Election Committee. The Election Committee shall be composed of no less than 3 members in good standing of the club excluding current Board Members. The Election Committee shall elect its own Chairperson and shall prepare a slate of candidates for open Board positions. The Committee Chairperson shall report the slate to the membership at least thirty-days (30) prior to the scheduled election. Nomination of Board Members shall also be allowed from the floor during the Annual Membership Meeting.
- b) **ELECTION RESULTS** will be reported to all members following the Annual Meeting. New Board Members will take office effective July 1. Board members are elected as individuals not families/households with two votes.
- c) **VOTING:** Members (or families) in good standing are eligible to vote. Each membership shall have two votes. All voting members shall be at least 16 years of age or older. Voting will be by written ballot. Ballots may be submitted by mail, email or at a Business Meeting. Board members will be elected by majority of votes cast.

Section 4: **BOARD OFFICERS:**

After the election of new Board Members, the Board shall elect the following officers from among its members.

- a) **PRESIDENT:** Shall preside at all meetings. The President shall be responsible for the overall conduct and planning of the organization activities. Perform such duties as directed by the Membership or Board.
- b) **VICE-PRESIDENT:** Shall preside at any meetings from which the President is absent, welcome and introduce new members to the organization. Assist the President in administrating the organization and Board's affairs. Perform such duties as directed by the Membership or Board.
- c) **TREASURER:** Shall have custody, and keep account of all organizational finances. The Treasurer shall present to the membership a statement of such funds as may be required. The Treasurer shall be responsible for collection of Dues and Fees, and shall be responsible for certification of members-in-good-standing for voting purposes. The Treasurer shall deliver a monthly Treasurer's report, either verbal or written, to the Board and membership. The financial records of the organization will be maintained for three years and made available for review by members and officials as requested. They will be passed on to new board members. There shall be a semi-annual audit of the club's financial records by two club members, not including the Treasurer.

- d) SECRETARY: Shall keep minutes of all the Board meetings and activities. The Secretary shall handle club correspondence, excluding publicity. The minutes will be maintained for three years and made available for review by members and officials as requested. They will be passed on to new board members.
- e) MEMBER-AT-LARGE: Shall assist any other Board member as needed or perform such duties as directed by the Membership or Board.

Section 5: TERMS OF OFFICE:

Term of office shall be two (2) years split into a 2/3 ratio. Two Board Members will be elected in even years and three Board Members in odd numbered years. Board Members should be limited to two (2) consecutive terms of office (or portions thereof).

Section 6: VACANCY OF AN OFFICE:

Upon written notice from a Board Member of resignation, a new Board Member will be replaced at the next official business meeting by a majority vote from the eligible membership in attendance. This replacement Board Member will fill the remaining term of the departing Board Member.

ARTICLE IV. COMMITTEES AND REPRESENTATIVES:

NTGRC may have the following Standing Committees and Representatives. The Board shall appoint the Chairpersons for each Standing Committee and one Representative. More than one person may fill chairperson positions, or positions may be combined, as directed by the Board. All members holding Chairperson Positions will be encouraged to attend the Board meetings as non-voting members.

- a) TRAIN SHOW COMMITTEE: The Train Show Committee will coordinate the NTGRC's participation in shows and displays. Information will be provided to the Promotions Committee for distribution to the membership.
- b) ACTIVITIES COMMITTEE: The Activities Committee will coordinate the Monthly Membership meetings and other social activities such as parties, workshops, or workdays.
- c) PROMOTIONS COMMITTEE: The Promotions Committee will coordinate and oversee the promotion of the hobby of Garden Railroading. This includes the publication and distribution of brochures and posters, publication of the NTGRC newsletter, maintenance of the NTGRC website and other promotional materials. The committee shall be responsible for notification to Club members regarding meetings and activities via the newsletter. The committee shall be responsible for updating the hobby-shop information at least once a year and all publicity correspondence.
- d) COUNCIL REPRESENTATIVE: A member in good standing shall be responsible to attend the North Texas Council of Model Railroad Clubs Meeting and report back to the organization the status of the annual shows, the disbursements for the shows and the final results on the annual shows.
- e) SPECIAL COMMITTEES: Special Committees may be appointed by the Board to undertake special assignments. Such committees shall be appointed on an ad hoc basis and shall serve no longer than the term for which they were appointed. Such committees will have clear instructions with starting and ending dates predefined by the Board.

ARTICLE V. MEMBERSHIP:

Management of the affairs of the NTGRC is to be vested in the members of the corporation. The membership shall be the policy-making body of the NTGRC and shall consist of members in good standing.

Section 1: ELIGIBILITY FOR MEMBERSHIP:

Membership is open to any person or families interested in or actively engaged or desirous of becoming engaged in activities related to the hobby of Garden Railroading. Membership will be granted upon submission of a Membership Application and payment of dues.

Section 2: DEFINITION OF MEMBERSHIP:

All individuals residing in the same household shall be considered a FAMILY, for purposes of membership, that family having full membership rights and responsibilities. At least one family member must be sixteen (16) years of age or older. There shall be two votes per membership. Any information distributed via electronic mail will be sent to all family members who provide an email address.

Section 3: RESPONSIBILITIES OF MEMBERSHIP:

Members of the organization shall have the following responsibilities

- a) Paying dues as specified.
- b) Adherence to the organization's rules.
- c) Voting on the organization's business

Section 4: APPLICATION FOR MEMBERSHIP:

Application for membership shall be made by completion of an information form and payment of the current dues. No person shall be denied membership based on color, ethnicity, creed, gender or race.

Section 5: DUES

Membership dues shall be determined by the Board. Dues are payable in January of each year. New members joining after October 31st of any year will be granted paid membership until the following year ending on December 31.

Section 6: SUSPENSION/DISMISSAL OF MEMBERSHIP:

Members in arrears in payment of dues for three months are subject to automatic suspension. Members in violation of the organization's rules or who have not fulfilled the responsibilities of membership are subject to suspension or dismissal subject to approval of the organization's membership.

Section 7: MEMBERS-IN-GOOD-STANDING:

Members-in-good-standing are members who meet the following criteria:

- a) Dues are current
- b) Are engaged or interested in activities concerned with or related to garden railroading or large-scale model railroading

Section 8: COMPENSATION

Members may be reasonably compensated for services rendered. Such items as mileage, refreshments supplied at meetings open to the membership (up to \$25), and general out-of-pocket expenses are eligible for reimbursement. The board must pre-approve these and receipts or other supporting documentation must be provided.

These bylaws were accepted and approved at the 2010 Annual Membership Meeting by the general membership in attendance.

Effective Date: July 1, 2010

Adopted: June 5, 2010