

# BY - LAWS of the ABILENE SOCIETY OF MODEL RAILROADERS

## ARTICLE 1 - Name

Section 1. The name of this organization shall be ABILENE SOCIETY OF MODEL RAILROADERS (hereinafter referred to as "A.S.M.R."). The principal offices shall be determined from time to time by the A.S.M.R.'s Board of Directors.

## ARTICLE 2 - Organization

Section 1, Purpose - The purposes for which this society is organized are to encourage and stimulate the hobby of model railroading; to provide a structured group to co-operate with the City of Abilene and other entities in their endeavors to preserve our railroad heritage and to participate in any civic events that relate to our railroading heritage.

Section 2, Not For Profit - The A.S.M.R. is qualified as a non-profit, tax exempt entity pursuant to section 501 (c) (4) of the Internal Revenue Code of 1954, as of now or hereafter amended. Consequently, no part of the net earnings of the A.S.M.R. shall inure to the benefit of any of its members or any other individual; and the A.S.M.R. shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 3, Dissolution - Upon dissolution of the A.S.M.R., the residual assets of the organization shall be distributed to a private, non-profit, exempt organization, devoted to the preservation of model railroading. Selection of which organization may be designated prior to dissolution of the A.S.M.R.

## ARTICLE 3 - Membership

Section 1, Members - The membership of the A.S.M.R. shall be open to all individuals who are actively engaged in, or have an interest in the hobby of model railroading regardless of scale size. The classes of members shall be as follows:

- (a) Individual members.
  - 1. Adult members.
  - 2. Junior members.
- (b) Associate members
- (c) Organizational members.
- (d) Sponsoring members.

Section 2, Membership Application - Any individual or organization actively engaged in, or interested in the hobby of model railroading may become a member by filing an application, in such form as the Board of Directors shall prescribe.

Section 3, Membership Age - (junior member) No person under the age of fourteen (14) may become a member of the A.S.M.R. without a sponsoring parent or guardian who also becomes a member. The adult member is expected to attend A.S.M.R. activities with the sponsored member and insure that sufficient supervision is exercised to prevent misconduct, and/or damage to A.S.M.R. layouts and property, or harm to the sponsored member themselves.

Section 4, Voting - Each active adult member shall be entitled to one vote. Should an individual who is under the age of fourteen (14) become a junior member, as set out in Section 3, Membership Age, above, then only the parent or guardian who is the sponsoring member will have voting privileges.

Section 5, Dues - All individual, associate, organizational, or sponsoring members shall be subject to payment of such dues as the Board of Directors may establish, except as noted in Section 7, Suspension of Dues, below. Should an individual who meets the requirements as set out in Section 3, Membership Age, above, become a

junior member and is actively involved in club activities on a regular basis, then a \$2.00 monthly fee will be imposed on the junior member. Active involvement will include running trains and/or participation in other activities.

Section 6, Dues Arrearage - The Treasurer will routinely make the Secretary aware of members who fall behind on their monthly dues. The Secretary will send a letter to remind the member to pay, starting with the third month the member becomes delinquent. If the member does not respond to the Secretary and/or Treasurer within fourteen (14) days after the letter is sent to make arrangements to catch up on their dues arrearage, their name will be submitted to the Board of Directors by the Secretary. With the Board of Directors approval, they will be dropped from membership. If they wish to rejoin at a later time, they must apply to the Board of Directors to be reinstated. (See also Section 9, Dropout Reinstatement, below).

Section 7, Suspension of Dues - Dues may be suspended in special situations; where a member will be unavailable for participation in A.S.M.R. activities for an extended period of time, such as a military TDY, or incapacitation due to accident, illness, etc. The member must submit their due suspension request in writing to any Board Member, for subsequent approval by the ASMR Board of Directors. The request should specify the period of time the member expects to be away and should be submitted in advance of the anticipated commencement of the suspension period. "After the fact" suspensions will be approved only in situations where the absence was sudden, unexpected and/or seriousness enough (such as incapacitation) to prevent an advance submission. A member who does not request a suspension of dues in writing, or whose request is denied by the Board of Directors, will be required to make up dues for any period(s) of absence when dues were not paid, if they expect to continue as a member in good standing. (See also Section 6, Dues Arrearage, above).

Section 8, Suspension of Voting and Membership Termination - The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of dues and/or financial obligations to A.S.M.R. for a period of three (3) months or longer. The Board of Directors may, also, at its discretion terminate membership of any member for continual failure to pay dues. Termination of membership for any other reasons shall be governed by majority vote in an open meeting by the general membership. (See also Section 6, Dues Arrearage, above).

Section 9, Dropout Reinstatement – A member who drops out of the A.S.M.R. or who is officially dropped from membership by the Board of Directors, must pay a reinstatement fee in the amount of thirty (\$30) dollars, if reinstated. A member who resigns in good standing or who has had an approved suspension of dues will not incur the reinstatement fee. Good standing is defined as the member being current on their dues when notice of their resignation from membership is given. Reinstatement of membership shall be governed by majority vote in an open meeting by the general membership. (See also Section 6, Dues Arrearage and Section 7, Suspension of Dues, above).

Section 10, Resignation - Any member may resign from membership in the A.S.M.R. upon giving notice to any member of the Board of Directors. Members who resign shall not be entitled to any refund of dues heretofore paid.

Section 11, Key Holders – Any member may be issued a key after they have payed a deposit and have been a member in good standing for at least one year.

#### ARTICLE 4 - Officers

Section 1, Board of Directors - The Board of Directors shall consist of a President; Vice – President; Secretary; Treasurer and the Immediate Past – President. This board shall establish annual dues, method of payment and application procedures.

Section 2, Offices - The officers of the A.S.M.R. shall be elected annually by the membership and shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers and assistant officers as may be deemed necessary.

Section 3, Election of Officers - Officers shall be elected at the annual meeting of the membership. The person then serving as President shall automatically become Immediate Past-President upon election of a new President. All officers shall be elected by a majority of the eligible voting members present.

Section 4, Duties - Except as hereinafter provided, the officers of the A.S.M.R. shall each have such powers and duties as generally pertains to their respective offices, as well as those that from time to time may be conferred by the membership or the Board of Directors.

- A. President: The President shall preside at all business meetings, but may at his or her discretion or at the suggestion of the Board of Directors arrange for another officer to preside at other meetings. The President shall perform such duties as are usually incumbent upon that officer and such, as may be directed by resolution or by the Board of Directors.
- B. Vice-President: The Vice-President shall have such duties and responsibilities as the President or Board of Directors may from time to time prescribe.
- C. Secretary: The Secretary shall record and maintain in good order, minutes of all meetings and all records and correspondence of the A.S.M.R. The Secretary shall also have such other duties as may be assigned by the membership or the Board of Directors.
- D. Treasurer: The Treasurer shall maintain in good order, all financial records of the A.S.M.R. The Treasurer shall also have such other duties as may be assigned by the membership or the Board of Directors.
- E. Immediate Past-President: The Immediate Past-President shall serve as an ex-officio member of the Board of Directors and shall act in an advisory capacity to the President and the Board of Directors.
- F. Temporary Officers: In case of the absence or disability of any officer of the A.S.M.R., or of any person authorized to act in his or her place during such periods of absence or disability, the President may from time to time delegate the power and duties of such officer to any other officer or any other member.

Section 5, Board Member Resignation - Any Director may resign by submitting written notice of resignation to any Board Member and any Director may be removed from office on a majority vote by active members. Any vacancy on the Board of Directors will be filled by a majority vote of active members in a regular or special meeting. Any nominee shall be notified in advance to ascertain his or her willingness to serve.

Section 6, Committees - The Board of Directors shall appoint such committees as necessary for planning and implementation of projects for the A.S.M.R.

## ARTICLE 5 - Meetings

Section 1, Scheduling - Meetings of the membership shall be held at such times and places as set by the general membership at the previous meeting. Special meetings may be held at any time and place as may be designated in the notice, upon call of the Board of Directors or upon petition by at least ten percent (10%) of active members.

Section 2, Notice - Notice of the meetings of the membership shall be given by phone, in person, in writing, or by e-mail from the Secretary or designee.

Section 3, Quorum - Five (5) active members shall constitute a quorum for conducting business in a regular or special meeting. Roberts Rules of Order, Newly Revised shall govern the parliamentary procedures of the A.S.M.R. when not in conflict with the By-Laws. The order of business may be altered or suspended at any meeting by a majority vote of the active members present.

Section 4, Frequency - The Board of Directors of the A.S.M.R. may hold regular and special meetings. Regular meetings shall be held not less than one time each calendar quarter. Special meetings may be called by the President or three (3) Board Members.

## ARTICLE 6 - Financial

Section 1, Signatures - Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other matter, all checks, drafts and other instruments for the payment of money and

all instruments of transfer of securities shall be signed in the name and on behalf of the A.S.M.R. by any Board Member.

Section 2, Deposits - All funds of the A.S.M.R. shall be deposited from time to time to the credit of the A.S.M.R. in such banks, trust companies or other depositories as the Board of Directors may select.

Section 3, Donations - The Board of Directors may accept on behalf of the A.S.M.R. any contributions, gifts, bequests, or devises for the general purposes or for any special purpose of the A.S.M.R.

#### ARTICLE 7 – Annual Reporting

Section 1, Fiscal Year - The A.S.M.R. shall be on the calendar year for financial reporting and other business.

Section 2, Reports - Not later than three (3) months after the close of each calendar year, the A.S.M.R. Treasurer shall prepare:

- A. A balance sheet, showing in reasonable detail the financial condition of the A.S.M.R. at the close of the previous calendar year; and
- B. A statement of the source and application of funds showing the results of the operation of the A.S.M.R. during the previous calendar year.

#### ARTICLE 8 – By-Laws

Section 1, Changes - The membership shall have the power to alter, amend, or repeal the By-Laws or adopt new By-Laws by a two-thirds vote of the members present at any duly called meeting of the Society.