



Florida Garden Railway Society

BY-LAWS

FLORIDA GARDEN RAILWAY SOCIETY

Revised May 23, 2009

PREAMBLE

The society is incorporated under the name Florida Garden Railway Society, Inc. The purpose of the Florida Garden Railway Society (FGRS) is to promote the hobby of garden railroading by providing a social and educational forum to build friendships and exchange knowledge of all aspects of the hobby.

ARTICLE I - ORGANIZATION

Section 1: The Board of Trustees of the Corporation will be referred to herein as the FGRS Board of Directors.

Section 2: The FGRS is divided into several geographically defined divisions.

Section 3: A division of the FGRS may be established when a group of members agree to organize within a certain geographical area for the convenience of the members. Individual members must choose a division to join.

Section 4: Division Requirements:

- a. 20 or more members
- b. Approval in concept by the FGRS Board of Directors
- c. An FGRS bank account approved by the FGRS Board of Directors.
- d. An annual financial report submitted to the FGRS treasurer within thirty (30) days after the end of the calendar year.

e. A director elected by the membership of the division. The director automatically becomes a member of the FGRS Board of Directors for the duration of his/her term of office.

f. An advisory board consisting of at least a secretary and treasurer elected by the members of the division.

g. A "rules of procedure" document, if necessary to expand on the FGRS By-laws. Such rules must be approved by the FGRS Board of Directors.

h. If the size of a division drops below twenty (20) members, the Director, while remaining a member of the FGRS Board of Directors, loses his/her voting rights on the Board until the twenty (20) member minimum is restored. If the membership remains below twenty (20) members for more than six months, the FGRS Board of Directors may consider revoking the charter of the division.

ARTICLE II - MEMBERSHIP

Section 1: Individual membership shall apply to one person.

Section 2: Family membership shall apply to all persons residing withing the same household.

Section 3: The membership expiration date for all dues paying members shall be the last day of December each year.

Section 4: Current dues are payable by January 1. Dues payment must accompany all applications for membership.

Section 5: Members failing to pay their dues by January 31 shall be removed from the membership rolls.

Section 6: New members who join after September 30 and pay a full years dues will not be required to pay dues for the following year.

Section 7: Life Memberships may be granted by the President, with the advice and consent of the FGRS Board of Directors. These memberships should be limited and reflect appreciation for extraordinary service to the FGRS, usually reserved for, but not limited to, deserving members leaving the state, or otherwise becoming inactive members.

ARTICLE III - MEETINGS

Section 1: Business meetings shall be held to transact such business as necessary.

Section 2: There shall be a *minimum* of one business meeting conducted each calendar year. The meeting shall provide for the election of officers.

Section 3: FGRS Board of Director's meetings shall be called at the discretion of the President. Board meetings may be held by telephone.

Section 4: Other meetings shall be held at the discretion of the FGRS Board of Directors and may be business, informational, promotional and/or social in nature.

Section 5: Notification shall be published in the *FGRS Newsletter* or on the official FGRS web site no less than seven (7) days prior to the meeting.

Section 6: A quorum shall be defined as a simple majority of the FGRS Board of Directors.

ARTICLE IV - FINANCE

Section 1: The FGRS Board of Directors will maintain a treasury.

Section 2: Dues shall be proposed and approved by the FGRS Board of Directors. Dues shall be divided between the state treasury and the divisions. The treasurer shall send to the divisions a portion of members' dues as determined by the FGRS Board of Directors. This disbursement shall be made by October 15 based on membership as of September 30.

Section 3: The President may approve non-routine expenditures up to the amount of one hundred (\$100.00) dollars.

Section 4: Any non-routine expenditure in excess of one hundred (\$100.00) dollars must be approved by the Board of Directors.

Section 6: When a member has an approved routine expenditure, the treasurer shall reimburse that member for those expenses upon presentation of the appropriate receipts for the expenditure. Such routine expenses include, but are not limited to, postage, envelopes, mailing labels, stationery, name tags, newsletter and member roster paper and printings, rental fees for meeting places, and deposits for society functions.

ARTICLE V - BALLOTING

Section 1: Each paid individual or household membership shall have one vote.

Section 2: Nominations for elected officers shall be submitted by October 1st. Candidates, nominated by the membership, who have agreed to serve as an officer if elected, shall be placed on the election ballot. The proposed slate of officers shall be published in the November issue of the *FGRS Newsletter*. Divisions should complete their division elections by December 31.

Section 3: Voting shall be by the procedure defined in Appendix B. Ballots shall be included in the November *FGRS Newsletter* sent to all members in good standing.

Section 4: The member ballots must be received by the election committee by November 20.

Section 5: The preparation, distribution, collection, safekeeping and overseeing the ballot tally shall be the responsibility of the election committee that shall have been appointed by the President. Candidates may not serve on the election committee.

Section 6: A simply majority of the ballots cast shall decide the winners.

Section 7: Election results shall be announced and published in the December issue of the *FGRS Newsletter*.

ARTICLE VI – RECALL

Section 1: Any three FGRS members in good standing shall have the right to introduce in writing to the FGRS Board of Directors, a motion for recall of any member of the FGRS Board of Directors, except Division Directors, for just cause.

Section 2: Directors of the various divisions may be recalled in accordance with the rules established by the divisions.

Section 3: A two-thirds majority of the entire FGRS Board of Directors is required to remove the person from office.

Section 4: Any officer vacancy resulting from a recall action shall be filled in accordance with Article VII, Section 8. In the event a division director has been recalled, the division doing the recalling must elect a new director within sixty (60) days.

ARTICLE VII - OFFICERS

Section 1: The President shall be elected by the FGRS membership. The President shall be any member in good standing over the age of 18 years. The Vice-President must be a Division Director or Member-at-Large and will be elected by the Board of Directors.

Section 2: Elected officers of the FGRS shall be:

- a. President
- b. Secretary
- c. Treasurer
- d. Directors of each division (elected by members of respective divisions)
- e. Member-at-large from each division (elected by members of respective divisions)
- f. Membership Director
- g. Librarian

Section 3: The Newsletter Editor and Web Master shall be elected by the Board of Directors

Section 4: Each individual Board member shall have one (1) vote, regardless of the position(s) he/she represents.

Section 5: Elected officers on the FGRS Board of Directors must be over the age of eighteen (18) years.

Section 6: Members of the FGRS Board of Directors may belong to any division.

Section 7: Terms of Office. The terms of office for President, Secretary and Librarian will be for two years, with their elections being held on odd- numbered years. The terms office for Membership and Treasurer for year of 2010 will be for one year only. The terms of office for Membership and Treasurer will then be for two years with their terms beginning for the year 2011. The terms of office for all other officers will be for one year. All terms of office begin on calendar date January 1 through December 31 of their respective terms. There are no limits on the number of terms that an elected officer may serve.

Section 8: In the event the President is unable to complete the term of office, the Vice President shall succeed the President. The Treasurer is the second alternate in the line of succession. In the event that one of the other elected officers is unable to complete their term of office, the President shall appoint a member in good standing to serve temporarily until a special general election can be held. Such special election must be held within sixty (60) days of the appointment.

Section 9: Duties of officers and directors are defined in Appendix A of these By-laws.

Section 10: The Vice President, in the President's absence, shall chair all meetings of the FGRS Board of Directors.

ARTICLE VIII - COMMITTEES

Section 1: Special committees shall be created or disbanded at the discretion of the President as the need arises. The President may appoint a chairperson for special committees.

ARTICLE IX - COMMUNICATIONS

Section 1: The official publications of the FGRS shall be entitled *Florida Garden Railway Newsletter* and the FGRS Web Site.

Section 2: The editorial content of the newsletter, web pages, fliers, postings and any other communications attributable to the FGRS shall be submitted to the Newsletter Editor and/or the FGRS Web Master for approval prior to publishing such content.

ARTICLE X - AMENDMENTS

Section 1: In accordance with Article VIII of the Articles of Incorporation, the power to adopt, alter, amend or repeal the By-laws shall be vested in the FGRS Board of Directors.

Section 2: Proposed amendments to the By-laws shall be submitted to the President in writing.

Section 3: The proposed By-law change shall be the first order of business at the next meeting of the FGRS Board of Directors.

Section 4: If a motion is put to a vote on the proposed By-law change, a two-thirds (2/3) majority vote of the members of the FGRS Board of Directors is required for the proposed By-law to be adopted.

ARTICLE XI - PROCEDURES

Section 1: The parliamentary authority for this organization shall be *Robert's Rules of Order, the Modern Edition, Article VII*.

ARTICLE XII - DISSOLUTION OF DIVISIONS

Section 1: If a division wishes to be dissolved or divided, the details must be worked out in advance with the advice, consent, and direction of the FGRS Board of Directors.

Section 2: The distribution of remaining funds and other assets of the division shall be carried out with advice, consent and direction of the FGRS Board of Directors. A final financial report shall be submitted to the state treasurer within thirty (30) days after closing a division bank account.

ARTICLE XIII - EQUIPMENT

Section 1: Equipment such as trains, track, transformers, structures, layouts, real property, tools, etc., acquired by the divisions shall be the responsibility of the divisions. No such equipment shall be maintained at the state level other than as required to facilitate the transfer of such equipment upon dissolution or breakup of a division.

APPENDIX A

Section 1: Elected Officers. Outgoing officers are to contact their respective replacement prior to January 1 of the new officer's term to transfer records and discuss pertinent issues.

a. **President:** Is the Chairman of the FGRS Board of Directors who is responsible for the overall operation of the FGRS. The president shall chair meetings of the FGRS Board of Directors and shall appoint all committee chairpersons, including the nominating committee. The President shall determine FGRS policy, subject to the approval of the FGRS Board of Directors.

b. **Vice President:** Duties are as assigned by the President. The Vice President performs the President's duties in the absence of the President.

c. **Treasurer:** The primary responsibilities of the Treasurer are maintaining a current accounting of the FGRS finances, the timely reconciliation of those accounts with monthly bank statements, the reimbursement of expenses and filing appropriate documents with the State of Florida and the IRS. The Treasurer is the second alternate in the line of succession if the President is unable to complete the term of office.

d. **Secretary:** The principle responsibility of the Secretary is keeping the records of the minutes of the FGRS business meetings, FGRS Board of Directors meetings and other duties as assigned by the President. The Secretary shall publish the minutes of the previous meeting in the *FGRS Newsletter*.

e. **Division Directors:** Division directors are responsible for the overall operation of their divisions and are responsible for division compliance with Article I, Section 4.

f. **Membership Director:** The primary responsibilities of the Membership Director are: maintaining a current membership roster, printing and distribution of that roster to the membership, collecting dues and turning them over to the Treasurer within ten days of receipt, and updating reports of payment of dues. He/she is responsible for maintaining a database containing names, addresses and telephone numbers of all members, providing for name tags for new members, and other duties as assigned by the President. The Membership Director shall provide the Newsletter Editor with information on approved applications for new members prior to each mailing of the *FGRS Newsletter* and will also provide him/her with changes of addresses, etc., for current members.

g. **Librarian:** The Librarian shall maintain the FGRS' library of books, videos, newsletters, etc., and make them available to the membership.

h. **Newsletter Editor:** The primary responsibilities of the Newsletter Editor are: collecting material from within the FGRS as well as from the hobby in general, collating and editing the material for publication and then publishing monthly issues of the *FGRS Newsletter*. The Editor shall be responsible for newsletter content, publication process, printing and mailing or other distribution. Assistance from the membership may be sought in any or all of these activities.

i. **Web Master:** The primary responsibilities of the Web Master are: collecting material from within the FGRS as well as from the hobby in general, collating and editing the material for publication and then publishing such material on the FGRS Web Site. Material shall include adaptation of the *FGRS Newsletter* for publication on the Web Site. The Web Master shall be responsible for Web Site content. Assistance from the membership may be sought in any or all of these activities.

APPENDIX B

Section 1: Balloting Procedures: All voting members will be sent a ballot. The Election Committee appointed by the President shall count the ballots.