

**BY-LAWS FOR THE
FLORIDA GARDEN RAILWAY SOCIETY
FINAL AS OF JANUARY 28, 2018**

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 railway 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: In the past The FGRS was divided into several geographically defined regions. As we are in the rebuilding process FGRS will be under one umbrella name with geographical regions having the ability to run local events as they see fit. While acting independently all FGRS events will be shared with the Board of Directors/newsletter chairman in a timely manner so that all members will have the ability to receive communication about the event and join in/participate as well as gain approval as an official FGRS event.

FGRS will make best efforts to make sure there is representation from all areas of Florida on the Board of Directors that includes members at large.

The FGRS Board of Directors leaves open the opportunity to redefine the organization by division at such a time where the club reaches a minimum of 100 members and it is in the best interest of the FGRS club/brand and membership.

ARTICLE II – MEMBERSHIP

Section 1: Individual/Family membership shall apply to all persons within an immediate family residing within the same address.

Section 2: The membership expiration date for all dues paying members shall be the last day of December each year.

Section 3: Current dues are payable by January 1. Any different or updated information must be submitted with a membership application so the information can be updated in the membership log.

Section 4: Members failing to pay their dues by February 15th shall be removed from the membership rolls.

Section 5: New members who join after September 30 and pay a full year's dues will not be required to pay dues for the following year.

Section 6: Life memberships may be granted by the President, with the advice and agreement of a majority 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 which is defined as a meeting for all members who wish to attend, 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: Notification of the business meeting shall be published in the FGRS Newsletter or on the official FGRS website no less than (30) thirty days prior to the meeting.

Section 4: FGRS Board of Director's meetings shall be called at the discretion of the President. Board meetings may be held by telephone or via the internet.

Section: 5: A quorum shall be defined as a simple majority of the FGRS Board of Directors.

Section 6: Special meetings shall be held at the discretion of the FGRS board of Directors and may be business, informational, promotional, and/or social in nature.

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 reside with the FGRS. The FGRS Board of Directors leaves open the opportunity to redefine the distribution of dues at such a time where the statewide club reaches a minimum of 100 members and it is in the best interest of the FGRS club/brand and membership to revisit divisions under a Statewide FGRS flag.

Section 3: The President may approve non-routine expenditures up to the amount of two hundred dollars without FGRS Board of Director approval. Te President must copy the executive board (all voting members) on all expenditures.

Section 4: Any non-routine expenditure in excess of two hundred dollars must be approved by the Board of Directors. Any checks written by the club over \$200.00 must require the signature of the Treasurer and the President or another member of the Board of Directors with president approval.

Section 5: 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, stationary, name tags, newsletter and member roster paper and printings, rental fees for meeting places, event trailer storage, and deposits for society functions.

ARTICLE V – BALLOTING

Section 1: Each paid individual/Family Membership shall have one vote.

Section 2: Nominations for elected officers shall be submitted by October 1st of each year. Candidates nominated by the membership, who have agreed to serve as an officer shall be published in the December Newsletter sent to all members in good standing as well as on the website.

Section 3: The member ballots must be received by the membership chair by November 20th of each year.

Section 4: The preparation, distribution, collection, safekeeping and overseeing the ballot tally shall be the responsibility of the present Membership chair.

Section 5: Election results will be announced and published both in the December newsletter as well as on the website.

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 Board of Directors, for just cause.

Section 2: Any Board member recalled shall have the right to contest and be given due process/the opportunity to defend the recall against them if they so choose in front of the FGRS Board of Directors in person or in writing.

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.

ARTICLE VII – OFFICERS

Section 1: The President, and all members of the Board shall be elected by the FGRS membership in good standing and over the age of 18 years old. Officers of the FGRS Board of Directors shall be Appointed (A) and Elected (E).

Section 2: Elected officers of the FGRS shall be:

- a. Vice President (E)
- b. Secretary (E)
- c. Treasurer (E)
- d. Membership Chair (E)

Section 3: Appointed officers of the FGRS shall be:

- e. Member-at-Large (A) (An additional Member-at-Large may be appointed at the discretion of the President.)
- f. The Newsletter Editor (A)
- g. Event Chair (A)
- h. Webmaster (A)

Section 4: The incoming President shall be the Vice President (President-elect) from the past year. If no member comes forward and asks to serve in that position, the President may appoint the Vice President with approval by the Board of Directors.

Section 5: The Newsletter Editor, Event Chair and Webmaster shall be appointed by the President and approved by the Board of Directors

Section 6: Each individual Board member shall have (1) one vote, regardless of the position he/she represents.

Section 7: Term of Office. The terms of office for the President, Secretary and Treasurer will be for two years, with their elections being held in odd numbered years. All other board members will be for one year. The President may only serve one term and then must step down for one cycle, and serve as Immediate Past President and member of the Board of Directors.

Section 8: In the event that 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 officers is unable to complete their term of office, the President shall appoint a member in good standing to serve temporarily until a special election can be held. Such an election must be held within (60) sixty days of appointment if before June 30th of each year. If after June 30th the President may appoint a replacement to serve out the remainder of the year.

Section 9: Duties of the officers and directors are defined in Appendix A of this charter.

Section 10: The Vice President and then the Treasurer in the Vice-Presidents absence shall chair all meetings of the FGRS Board of Directors.

Section 11: The out-going President (Past President) will remain on the board for a two-year period in an advisory capacity as needed.

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 the Florida Garden Railway Society Newsletter and the FGRS Website.

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

ARTICLE X – AMENDMENTS

Section 1: The power to adopt, alter, amend or repeal the FGRS Charter shall be vested in the FGRS Board of Directors.

Section 2: Proposed amendments to the Charter and/or future by-laws shall be submitted to the President in writing.

Section: 3: The proposed 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 change, a two-thirds vote (2/3) majority vote of the members of the FGRS Board of Directors is required for the proposed change to be adopted.

ARTICLE XI - PROCEDURES

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

ARTICLE XII- EQUIPMENT

Section 1: Equipment such as trains, track, transformers, structures, layouts, real property, tools, etc., shall be owned, inventoried and the responsibility of the statewide FGRS.