

BYLAWS
NORTHERN COLORADO GARDEN RAILROADERS
-- ADOPTED 4/18/2002 --
-- Amended 1/18/2012 --

ARTICLE I - Name and Purpose

Section 1. The name of this organization shall be the Northern Colorado Garden Railroaders (hereinafter referred to as the "Society").

Section 2. The definition of "Garden Railroaders" is individuals who either operate, or have an interest in, model railways in an outdoor setting, in any scale. Northern Colorado is defined as the area along the Colorado Front Range, north of Denver and eastward, identifying the geographic range of most of the Society's members, but does not exclude members from outside the area.

Section 3. The Society shall be considered a hobby club. The purposes of the Society are:

- to promote model railroading in garden settings;
- to provide education and information to its members and to the general public regarding garden railroading including selection and modification of railway equipment, garden model railway construction, and gardening techniques and materials;
- to work in conjunction with community groups and organizations to promote the hobby to the public;
- to assist other organized Garden Railroad Clubs, Societies, etc. in promoting the hobby.

ARTICLE II - Membership and Dues

Section 1. Membership is available to any person upon payment of annual dues as set and agreed upon by the membership. Hereinafter the term "member" means a person whose dues are currently paid.

Section 2. Payment of dues by a member covers any other person(s) in his or her immediate family, inviting participation in Society activities, but shall provide only one vote per paid membership in conducting Society business.

Section 3. Dues for the following year will be recommended by the Executive Committee and submitted to a vote of the members, concurrent with the election of officers. Dues are payable as of January 1, and are considered delinquent after February 1. New members who join after February 1 shall have their dues apportioned to reflect 1/12 of the annual rate for each full month remaining through the end of the calendar year.

Section 4. The President, with the approval of the membership, may designate any person an honorary member for up to one year, with extension permitted if approved by the membership. Honorary members shall be carried on the newsletter distribution list and shall be welcome to participate fully in all Society activities, but shall not be entitled to vote or hold office.

Section 5. Any member may be expelled and his or her membership terminated for conduct for which the Executive Board determines to have disturbed the order, dignity, business or harmony of the Club, or to have impaired its good name, good will, or prosperity. The Executive Committee shall offer to meet with the individual(s) to give them the opportunity to explain the circumstances of their conduct. If the Executive Committee decides to recommend expulsion, then the matter shall be decided by simple majority of the members present at the next general meeting. Expelled members shall receive a pro-rated refund of their dues for the current year.

ARTICLE III - Meetings

Section 1. Meetings are held monthly at locations and times established by the Executive Committee in consultation with the membership.

Section 2. The January Meeting shall be designated as the Society's Annual Meeting. At this meeting, the Executive Committee will present a summary report of major activities from the previous year, a financial report, proposed budget, and recommendations for the coming year.

Section 3. Other meetings can be held, as needed, to further the purposes of the Society. These meetings may include Committee functions, clinics, layout tours, shows, parties, picnics, swap meets, etc.

Section 4. Any member attending or hosting a Society event agrees to release the Society from liability related to the event.

ARTICLE IV – Officers

Section 1. The officers of the Society shall be: President, Secretary/Treasurer, and one Director. The officers shall constitute the Executive Committee established by Section 1, Article V. The immediate past-President will serve as a nonvoting member of the Executive Committee.

Section 2. The term of office for each officer shall be for 2 years, with the President and Director being elected during odd-numbered years and the Secretary/Treasurer being elected in even-numbered years. New officers shall be installed at the Society's Annual Meeting in January, but may meet with the incumbent Executive Committee members prior to that event for planning purposes.

Section 3. Officers may not hold an office for more than two consecutive terms, but may return to an office after an interim term has elapsed.

Section 4. The President shall have general supervision over all the affairs of the Society, shall preside at all meetings of the Society and of the Executive Committee, shall appoint all Committees except the Executive Committee, shall fulfill all the functions of the office prescribed elsewhere in these bylaws, and with the approval of the Executive Committee shall take action on all matters not covered in these bylaws which will advance the purposes of the Society.

Section 5. The Secretary/Treasurer and Director, in order of their offices, shall assume the duties of the President in his or her absence or inability to serve.

Section 6. The Secretary/Treasurer shall be the custodian of all funds of the Society and shall submit a summary statement of account balances, cash receipts and disbursements to the membership each month in the newsletter and at regularly scheduled meetings. The President shall have access to the Society's bank account statements and records, and shall review the Society's bank accounts monthly.

Section 7. The Secretary/Treasurer shall maintain a record of all meetings of the Society and meetings of the Executive Committee. The Secretary/Treasurer shall maintain the Society's mailing list and shall provide mailing labels to the other officers from time to time as may be necessary for the other officers to fulfill their responsibilities. Annually, in March of each year, he or she shall publish a list of members showing each member's name, address, telephone number, and email address. However, no information will be published without the consent of the member concerned.

Section 8. The Director shall maintain an inventory of all tangible permanent club property (e.g., track, media library, rolling stock). The Director may designate other club members to store and maintain said property as he/she sees fit. The Director shall also maintain a list of club equipment available for loan to club members, and shall manage a process to track the loaned equipment. Club property may be loaned to non-members with the approval of the Executive Committee. The Director (or his or her designate) shall be responsible for the sale of club hats and shirts.

Section 9. In the event of death, resignation, lapse of membership, failure to perform duties, or unexcused absence from three consecutive Executive Committee meetings by one of its members, the remaining members of the Committee may declare the position vacant and appoint a successor at the earliest possible date for the unexpired portion of the term for that office.

ARTICLE V - Committees

Section 1. The officers of the Society as defined in Section 1 of Article IV shall constitute the Executive Committee. The immediate past-President will serve as a nonvoting member of the committee. The Executive Committee shall be responsible for management of the Society, and each of the officers of the Society shall have an equal vote in decisions of the Executive Committee. At least two members of the Committee must be present in person, by proxy or by other methods which could include, but not limited to, electronic means as typified by e-mail, internet teleconferencing or by conference telephone calls. These meetings shall be used to transact business. The Executive Committee meeting dates shall be published in the newsletter. Members may attend these meetings, but shall not vote. The Executive Committee shall also be responsible for preparing an annual budget to be submitted to the members in the December newsletter, for discussion and approval at the Annual Meeting in January.

Section 2. In September of each year, the President, with the approval of the Executive Committee, shall appoint a Nominating Committee consisting of not less than three members of the Society. The Nominating Committee shall solicit nominations from the membership. In the event that nominations are not received from members, the Nominating Committee shall nominate candidates for the office, selecting one or more candidates for each office of the Society and shall report its selections to the President by October 1. The report by the Nominating Committee shall include a brief biographical sketch for each candidate and shall be published in the November newsletter of each year. The election ballot shall be included as a part of the November newsletter, which is mailed in October, with the closing date being the date of the regularly scheduled meeting in November.

Section 3. The President shall appoint a Review Committee no later than November of each year, consisting of at least two members who are not officers, to review the Society's financial and property records in December of each year, and to report the results of that review to the membership at the annual meeting in January.

Section 4. The President, with the approval of the Executive Committee, shall establish any additional Committees as may be necessary or desirable to advance the purposes of the Society. Members are encouraged to volunteer according to their interests and abilities.

ARTICLE VI - Publications

Section 1. The Society shall make available a monthly newsletter. The name of the newsletter shall be "The NCGR Timetable".

Section 2. The newsletter shall, if practicable, be available in both electronic and printed form.

Section 3. In general, the newsletter shall describe the upcoming activities, report on the most recent events, and include a summary financial statement as required by Article IV, Section 6. The newsletter may include such other material as necessary or appropriate to advance the purposes of the Society.

Section 4. Members may use the Society's logo to identify their affiliation with the Society, but shall not modify it, use it to promote personal gain, nor to infer endorsement of any program or action not specifically approved by the Executive Committee. The personal information maintained by the Society shall be used for club business only, and is not to be used to conduct personal business.

ARTICLE VII – Finances

Section 1. A bank account shall be held in the name of the Society, as a repository for monies paid as dues, monetary contributions received, proceeds from sale of club merchandise, and any other funds which come into the possession of the Society in support of its purposes as stated in Article 1, Section 3.

Section 2. The Secretary/Treasurer shall be the custodian of the account. At least one other member of the Executive Committee shall also be an authorized signature on the account.

Section 3. Disbursements not specifically pre-approved in the budget may be made only with the approval of the Executive Committee.

Section 4. The Secretary/Treasurer shall be authorized to maintain a petty cash fund of \$50.00 for payment of incidental expenses.

Section 5. Any non-budgeted disbursement of more than \$100.00 for a single purchase must have the approval of a simple majority of the members present at any regularly scheduled meeting. Club disbursements covered by funds collected in advance from members for a specific purpose (e.g. club shirts) do not require a vote for approval of the membership.

Section 6. In the event that a major purchase is deemed to be prudent by the Executive Committee and there is an element of urgency which precludes waiting until the next regularly scheduled meeting, the members of the Executive Committee may proceed with such a purchase subject to subsequent approval of the membership, as in Section 5, at the next regularly scheduled meeting. Should that approval not be obtained, it shall be the responsibility of the Executive Committee to either rescind the purchase or reimburse the Society for that expenditure.

Section 7. The annual budget shall be submitted to the membership in December for review and again in January for approval by a simple majority of the members attending the January meeting.

ARTICLE VIII - Voting

Section 1. Only members sixteen years of age and over shall be entitled to vote.

Section 2. The yearly election of officers and any amendment of these bylaws shall be considered special issues which require notification of the membership at least one month prior to a vote, and provide for mail or e-mail absentee voting. The Secretary/Treasurer, with the approval of the Executive Committee, shall establish procedures for conducting any direct mail/electronic vote. These procedures shall allow a minimum of 2 weeks between the date a ballot is mailed and /or submitted to a proper electronic voting method and the cut-off date for return of the ballot. Absentee votes shall be counted if they are received prior to the scheduled closing date on the ballot, which shall correspond with a regularly scheduled meeting. Members who will be present

at the meeting where the election or question is to be decided may cast their vote at that meeting. The election or question shall be decided by a simple majority of the votes cast.

Section 3. In the election of officers, the right to write in names not otherwise on the ballot shall be preserved.

Section 4. The Secretary/Treasurer, with the assistance the President, shall prepare, distribute, receive, tabulate and report the results of any direct mail/electronic ballot.

Section 5. Unless there is a consensus among the members of the Executive Committee that a question should be submitted to the full membership or delayed for further consideration, questions which arise during the normal conduct of Society business, at a special or regularly scheduled monthly meeting, shall be decided on the basis of a simple majority of votes cast by members in attendance.

Section 6. Any member may request a secret ballot on any issue.

Section 7. In the event of a tie, a majority of the incumbent Executive Committee shall have the right to cast the deciding vote.

ARTICLE IX - Amendment

Section 1. These bylaws may be amended by a simple majority of regular members who return ballots in a direct mail/electronic vote.

Section 2. Any member may propose amendment of these bylaws. Any proposed amendment shall be reviewed by the Executive Committee and then submitted to the membership together with the Executive Committee's recommendation. If the Executive Committee does not recommend an amendment, the member proposing the amendment shall be afforded an opportunity to withdraw his or her proposal. Any proposed amendment that is to be voted on shall be published in the newsletter a minimum of one month in advance of voting on the amendment.

ARTICLE X – Dissolution

Section 1. The Society may be dissolved at the recommendation of the Executive Committee with the approval of a simple majority of the membership.

Section 2. Any tangible property which belongs to the Society shall be disposed of in order as follows: returned to individuals who donated it and request such return; sold at auction to club members and other interested individuals, with proceeds from the auction being deposited in the Society's bank account; or donated to any other organization which is approved by a simple majority of the members present at the last regular meeting of the Society.

Section 3. After settlement of approved claims for outstanding expenses incurred on behalf of the Society, in accordance with Article VII, any and all monies which remain in the Society's bank account are to be donated to any 501(c) 3 organization(s) approved by a simple majority of the members present at the last regular meeting of the Society.

4-16-2002 (Technical corrections 1-9-2003)
11-16-2005 Amended by vote of the membership
11-15-2006 Amended by vote of the membership
1-18-2012 Amended by vote of the membership