

SAN ANTONIO MODEL RAILROAD ASSOCIATION, Inc.

By-laws

Revision 3
June 11, 2010

Table of Contents

<u>Chapter</u>	<u>Subject</u>	<u>Page No.</u>
Chapter I	By-laws, Changes and Amendments	3
Chapter II	Membership	3
Chapter III	Dues and Assessments	4
Chapter IV	Meetings	4
Chapter V	Quorum	5
Chapter VI	Voting and Elections	5
Chapter VII	Association Officials	5
Chapter VIII	Duties of Officials	6
Chapter IX	Committees	7
Chapter X	Special Interest Groups (SIG's)	9
Chapter XI	Finances	9
Chapter XII	Adoption of the By-laws	10

BY-LAWS

Chapter I **By-Laws, Changes and Amendments**

Section 1. The purpose of the By-Laws is to establish the framework within which SAMRA, Inc., will conduct its ongoing activities. The By-Laws establish the officers and standing committees that are necessary to plan, oversee and otherwise direct the ongoing activities within the framework of the approved Articles of Incorporation. The By-Laws also establish the rights, duties, and power of the members and make legal provisions for a ballot on any and all matters which, in the judgment of the membership may be necessary and proper.

Section 2. Changes to the By-Laws can be made after being read at a regular General Membership Meeting followed by a majority vote of the members present.

Chapter II **Membership**

Section 1. Any person interested in railroading is eligible for consideration as a member in San Antonio Model Railroad Association, Inc., (SAMRA). They are encouraged to join the National Model Railroad Association (NMRA) and also the Lone Star Region (LSR) of the NMRA , but membership in these organizations is not required. The Board of Directors (BOD) will determine the acceptability of any one for Membership. Such determination will occur during closed sessions of the monthly BOD Meetings as required.

Section 2. Any person over the age of eighteen (18) who applies and is approved by the BOD and pays all dues becomes a Regular Member of SAMRA, Inc. Regular Members have all the privileges usually associated with membership in organizations including but not limited to participation in all SAMRA, Inc., activities, voting at elections and on business matters at the regular business meetings, holding office and serving on committees.

Section 3. A Family Membership consists of a sponsoring regular member, his or her spouse, and/or their children. Each sponsored member's dues is one half that of the dues of a Regular Membership and would include all privileges of full membership, except as otherwise specified. Any family member under the age of sixteen (16) must be accompanied by a parent or guardian.

Section 4. Any youth between the age of eight (8) and eighteen (18), that is interested in railroading, is eligible for Youth Membership. The dues and privileges will be the same as a regular membership, except as otherwise specified. Youth Members under the age of sixteen (16) must be accompanied by a parent or guardian, or Regular Member. At the discretion of the BOD, after a minimum of one (1) year membership, and at the minimum age of sixteen (16), the Youth Member may be allowed to attend functions unaccompanied.

Section 5. Sustaining Membership.

- a. Any SAMRA Regular Member may participate as a Sustaining Member by paying annual dues of no less than (50%) of the regular annual dues rate.

- b. Donations In Kind. The BOD may recognize as a Sustaining Member any Regular Member who has made a substantial donation or donations to SAMRA.
- c. Recognition. Sustaining Members will be recognized annually for their participation in the program.

Section 6. Department that is judged to be prejudicial to the best interest of SAMRA, Inc. and its membership may result in the dismissal of the member(s) so involved. Such action must be petitioned of the BOD and approved by a majority vote of the members at the next General Membership Meeting.

Chapter III **Dues and Special Assessments**

Section 1. Annual dues will be assessed to Members. The rate of dues will be determined by the BOD at their regular November Meeting of each calendar year, and become effective in January of the following year. Dues are payable at the first General Membership Meeting of each calendar year, or may be mailed to the Treasurer prior to that date. Dues may be paid on a quarterly basis by making prior arrangements with the Treasurer. Regular Members who have not paid all dues, or made arrangements for quarterly payments by the close of the March General Membership Meeting, will be automatically dropped from membership status.

Section 2. New Regular Members joining after March 31st of the calendar year will be assessed dues figured by the number of quarters remaining in the year. From April 1st through June 30th, three quarters ($\frac{3}{4}$) of the annual dues will be assessed. From July 1st through September 30th, one half ($\frac{1}{2}$) of the annual dues will be assessed. From October 1st through December 31st, one quarter ($\frac{1}{4}$) of the annual dues will be assessed.

Section 3. Special assessments will only be imposed after all other resources are exhausted. Good faith effort will be made in open meeting, by telephone, or by mail, to notify all Regular Members of the need for Special Assessments prior to the Regular Membership Meeting during which such need is to be discussed and voted upon. A majority of Regular Membership present is required for approval of any Special Assessment. Any Regular Member failing to pay an approved Special Assessment within two (2) months will be dropped from Regular Membership, and will therefore relinquish any office and/or committee membership held, all voting rights and all other privileges of a Regular Member.

Chapter IV **Meetings**

Section 1. Regular meetings of the General Membership will ordinarily be held on the second Friday of each month. Exceptions to this may be made when the BOD and the membership agree on an alternate date to the mutual benefit of SAMRA, Inc. Ample notice of such change shall be made.

Section 2. The BOD will ordinarily meet the Tuesday before the General Membership Meeting. The BOD shall conduct SAMRA, Inc. business as deemed necessary at such meetings.

Section 3. The rules contained in "Roberts Rules of Order - Revised" shall govern meetings in all cases where applicable.

Section 4. The consumption of alcoholic beverages (beer, wine, liquor, etc.) or the use of mind

altering chemicals or drugs, except on advice of competent medical authority, on the premises where SAMRA, Inc. customarily conducts activities is prohibited. Exceptions to the rule on alcoholic beverages may be authorized by the BOD with the consent of the membership.

Chapter V **Quorum**

Section 1. At regularly scheduled General Membership Meetings, a majority vote will decide all issues. Unless otherwise specified a Quorum shall consist of those members present.

Section 2. At the BOD meetings a majority vote will decide all issues. At least two-thirds of the BOD, a total of six (6) members must be present to conduct business in the name of SAMRA, Inc

Chapter VI **Voting and Elections**

Section 1. Regular Members in good standing shall be entitled to vote and their vote will be counted.

Section 2. An accurate record of issues discussed and/or votes taken shall be recorded and maintained on file for all General Membership and BOD meetings by the Secretary/Editor or his/her substitute in the minutes of any meeting in which a vote is taken.

Section 3. Good faith effort will be made to notify all Regular Members of any assessment or any proposal to amend the Articles of Incorporation of SAMRA, Inc. A majority of the voting membership present at a meeting shall be required to amend and/or change the Articles of Incorporation and By-Laws, and to approve the expenditure of SAMRA, Inc. funds, or the disposal of any SAMRA, Inc. real property or other assets.

Chapter VII **Association Officials**

Section 1. The officers of the association shall be a President, Vice-President, Secretary/Editor, and Treasurer. These officers shall be elected to hold office for a term of two (2) years. These officers shall be elected at the General Meeting in the month of May on an election year.

Section 2. There shall be four (4) Directors-at-Large to, to be elected alternately, two per year for a term of two (2) years. Two shall run in the General Election and two shall run in a Special Election in the off years.

Section 3. The Board of Directors (BOD) shall consist of the President, Vice President, Secretary/Editor, Treasurer, the immediate Past President, and the four (4) Directors-at-Large, for a total number of nine (9) members, all of whom must be a minimum of eighteen (18) years of age. The President shall act as the BOD Chairperson.

Section 4. No person shall hold more than one office at any time. There shall be no restriction on reelection.

Section 5. The BOD will declare vacant the office of any elected official who is unable to perform the duties of the office, for whatever reason, and will appoint a member to complete that term.

Section 6. Nominations and Elections shall be conducted in the following manner:

a.) The Nominating Committee shall nominate and receive acceptance from at least one member for each position for each office becoming vacant in the upcoming election in May of that year.

b.) At the April General Membership Meeting the initial slate of nominees will be announced, and any additional nominations will be accepted from the floor. Additional nominations, if any, shall also be accepted from the floor at the May General Membership Meeting.

c.) At the May General Membership Meeting, the election of officials shall take place. Balloting will be by Secret Ballot.

d.) The greatest number of votes cast for a candidate will elect. In the event of a tie, the BOD shall determine the winner in a closed session at the time of the tie.

e.) The newly elected officials shall take office immediately prior to the closing of the May General Membership Meeting.

Chapter VIII **Duties of Officials**

Section 1. The President of SAMRA, Inc. shall preside at all Regular Membership and BOD meetings. He or she is the BOD Chairperson. The President, with the advice of and consent of the BOD shall appoint all non-elected officials/chairpersons of committees as deemed necessary.

Section 2. The Vice-President shall advise and assist the President in all possible areas; preside in his/her absence; assume the office and duties of the President if it is vacated; carry out the duties of the Program Chairperson; schedule the location of future meetings in a timely manner; and assume the duties of the Secretary/Editor in such cases as required by the absence of this officer.

Section 3. The Treasurer shall keep all financial records of SAMRA, Inc. These will include funds received and paid out; and banking records as required by the BOD. (Funds from non-member sources must be maintained in a separate account.) The Treasurer will collect dues and assessments and report delinquent members to the President and Secretary/Editor for appropriate action.

Section 4. The Secretary/Editor shall keep the current roster of the Regular Membership. He or she shall keep the minutes of all meetings; maintain the history and scrapbook; and prepare correspondence required for the conduct of SAMRA, Inc. business after coordination with the other association officials. He or she will also insure that any association publication, such as the "Splitswitch" is completed and mailed in accordance with the directives of the BOD. In fulfilling this task he or she may appoint, with the advice and consent of the BOD, an individual who will be assigned the responsibilities and duties of the Publisher. The Secretary/Editor, while maintaining all content control and responsibility for the newsletter, shall use the publisher for the actual creation and distribution to the Regular Membership.

Section 5. The immediate Past President shall perform the duties specified in these By-laws. If the immediate Past President is unable to perform the duties specified in these By-laws, the BOD shall appoint

a replacement from any past president or member.

Chapter IX **Committees**

Section 1. General Rules Governing SAMRA Committees.

- d. All committees shall operate as democratic organizations. Unless otherwise noted, decisions shall be by majority vote.
- e. The term of office for Committee Chairpersons and other members shall be two (2) years, concurrent with the SAMRA President's term of office, unless otherwise stated. Exceptions may be made for Special Committees.
- f. Unless otherwise specified, Committee Chairpersons will be appointed by the SAMRA BOD and committee members will be appointed by the Committee Chairperson.

Section 2. The By-Laws Committee.

- a. This Committee shall consist of the Chairperson, one (1) Director-at- Large appointed by the BOD, and one (1) non-BOD member to be appointed by the BOD. The Chairperson shall be the Immediate Past President (if unable to serve, see Chapter VIII, Section 5).
- b. The Committee shall meet and review the entire By-Laws document in February of each year, or at the request of the SAMRA President. They shall make recommendations for changes to the By-Laws that they see necessary. A report of their findings and recommendations shall be made either (1) at the April BOD Meeting or (2) as requested by the President.
- c. The Committee shall ensure that all approved changes to the By-Laws are incorporated into the document within six (6) weeks of the change or amendment approval and that a revised version of the document is presented to the BOD members by the second meeting following said approval.
- d. A current copy of the By-Laws shall be maintained by the President, the Secretary, and the By-Laws Committee Chairperson. A current copy shall also be clearly displayed in the SAMRA, Inc. facility at all times.
- e. It shall be the responsibility of the Committee Chairperson to maintain a copy of all obsolete copies of the By-Laws in SAMRA, Inc.'s files.

Section 3. The Nominating Committee.

- a. This Committee shall consist of three (3) members. The Chairperson shall be appointed by the BOD. The Chairperson shall then appoint two (2) members from the General Membership.
- b. The Committee shall prepare a slate of nominees with at least one (1) candidate for each office and present it at the April General Membership Meeting. The Committee shall also keep a record of all nominations from the floor during the April and May General Membership Meetings and prepare ballots to be used by the members in voting for officers at the May General Membership Meeting.
- c. After the vote at the May General Membership Meeting, the Committee shall tally the votes and announce the successful candidates for each position.

Section 4. The Finance Committee.

- a. This Committee shall consist of the Chairperson, the Treasurer, and other members as appointed by the Chairperson with the concurrence of the BOD. The Chairperson shall be the current Vice President or, if unable to serve, another Member as appointed by the

BOD.

- b. The Committee's primary responsibility shall be to prepare an annual budget for approval at the April General Membership Meeting.
- c. The budget must provide adequate reserves for extraordinary expenses such as air conditioning repairs and other building maintenance.

Section 5. The Museum Committee.

- a. This Committee shall consist of the Chairperson and those members considered necessary to fulfill the responsibilities of Museum operations. The Museum Director shall be the Chairperson and shall be appointed by the President with the advice and consent of the BOD. The Museum Director (Chairperson) and committee members shall serve an indefinite term of office at the discretion of the BOD. The committee members will be recommended by the Chairperson to the BOD and General Membership for approval.
- b. The Committee shall be responsible, under the direction of the BOD, for all museum and other SAMRA, Inc. displays in accordance with stated association goals.
- c. The Museum Director (Chairperson) shall ensure that organization structures necessary to fulfill these goals are established and function according to the expectations of the BOD. He or she shall review these structures and recommend changes as circumstances dictate.

Section 6. The Jamboree Committee.

- a. This Committee shall consist of the Chairperson and those members considered necessary to the planning, publicity, and conduct of events. The Chairperson shall be selected by the BOD and will select the necessary Committee Members.
- b. The Committee shall be responsible for the organization and operation of all aspects of the annual SAMRA, Inc. Jamboree and other SAMRA, Inc. train shows.
- c. The Chairperson shall be granted sufficient authority, in the name of SAMRA, Inc, to take those actions necessary to ensure success.
- d. The actual date of the Jamboree and other train shows shall be selected by the Chairperson and recommended to the BOD and General Membership for consideration and approval.

Section 7. The Layout Management Committee (LMC).

- a. The Committee shall consist of the Chairperson and those members considered necessary for the planning and oversight of the construction, operation, and maintenance of the Museum Layout. The LMC Chairperson shall be appointed by the President with the advice and consent of the BOD. When available, the immediate past LMC Chairperson shall serve on the Committee.
- b. The LMC shall be responsible, under the direction of the BOD, to plan and oversee the construction, operation and maintenance of the Museum layout in accordance with SAMRA, Inc.'s stated goals. These shall include quality standards, historical time period, and scheduling.
- c. The Chairperson is responsible for all aspects of the planning and management of the construction of the layout and shall be granted sufficient authority to ensure success in the Committee's assigned responsibilities.

Section 8. Special Committees. Additional committees, their Chairpersons and members may be appointed by the BOD as necessary to complete special projects, fulfill special needs, etc. These committees will serve for the time deemed necessary to fulfill their duties as determined by the BOD.

Chapter X **Special Interest Groups (SIG's)**

Section 1. Formation. A SAMRA Special Interest Group (SIG) may be formed by SAMRA members who have a common interest in an area of the hobby.

- a. Any member or group of members may petition the BOD or request at a regular general membership meeting to establish a SIG.
- b. Upon approval, a charter will be established to govern the functioning of the SIG and submitted to the BOD for approval.
- c. SIG's shall be financially self sustaining.

Section 2. Charter. The Charter shall contain, as a minimum, the following:

- a. Name. The name of the SIG will recognize the specific area of focus of the group.
- b. Purpose Statement. This statement will describe the general reason(s) for the establishment and operation of the SIG.
- c. Operating Guidelines.
 - (1) SAMRA SIG activities shall be consistent with the SAMRA 501(c)(3) charter.
 - (2) SAMRA SIG members shall make decisions regarding group operations by consensus or other process agreed to by the members on a case-by-case basis.
 - (3) Other guidelines may be established to assist the SIG members in operating the SIG activities or as may be required by the BOD.

Chapter XI **Finances**

Section 1. The goal of maintaining sufficient funds to defray any unexpected expenses and to underwrite SAMRA, Inc. and all of its activities as self-supporting is the focus of SAMRA, Inc. financial policies. The BOD will form an opinion as to whether or not sufficient funds exist to support any proposed activity, and will include financial recommendations in any motion for fund recommendations when presented to the membership.

Section 2. The Financial Committee will prepare a yearly budget and present it at the April General Membership Meeting.

Section 3. Committee Chairpersons have the authority to spend SAMRA, Inc. funds as approved by the BOD.

Section 4. The Treasurer will reimburse any member or agency upon proper authority of the BOD.

Section 5. The BOD shall have the authority to spend up to One Hundred Dollars (\$100.00) for essential SAMRA, Inc. functions without General Membership approval, but said expenditures must be reported at the next General Membership Meeting.

Section 6. The SAMRA, Inc. Museum Director shall have the authority to spend sufficient funds set aside in the Museum Fund as required to fulfill SAMRA, Inc. responsibilities.

- a.) All such expenditures will be reported to the BOD in accord with BOD requirements.
- b.) The amount of the Museum Fund shall be established by the Finance Committee with approval of the BOD and General Membership.

Section 7. The Jamboree Chairperson shall have the authority to spend specified funds set aside in the Jamboree Fund, as required to fulfill SAMRA, Inc.'s responsibilities.

Section 8. All monies and/or assets collected under the supervision of SAMRA, Inc. from any source, by any member, will be reported to and controlled by the BOD only for SAMRA, Inc. purposes.

Section 9. Building Fund.

- a. This Fund will be maintained for future building(s) or additions and can include landscaping and parking lot improvements.
- b. Monies collected from Sustaining Membership dues above the Regular Membership fees will be directed to the Building Fund.
- c. Additional donations may be directed specifically to the Building Fund.
- d. The membership may vote to direct additional funds to the Building Fund.
- e. All disbursements from the Building Fund can only be made by the membership at a General Membership Meeting.

Chapter XII **Adoption of the By-laws**

These By-laws are adopted by vote of the members at a Regular Business Meeting on September 10, 2004, as set forth in Chapter IV, Meetings, and Chapter VI, Voting and Elections, and will remain in force until amended. They supersede all prior By-laws and Constitutions.

These By-laws were amended by vote of the members at a regular Business Meeting on November 14, 2008 and again on June 11, 2010.