

**SAN ANTONIO MODEL RAILROAD ASSOCIATION, Inc.**

**By-laws**

Revision 7

Approved

October 13, 2017

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# **BY-LAWS**

## **Chapter I**

### **By-Laws, Changes and Amendments**

Section 1. The purpose of the By-Laws is to establish the framework within which San Antonio Model Railroad Association, Inc., (SAMRA) will conduct its ongoing activities. The By-Laws establish the officers and standing committees 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, 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 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 anyone 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 is approved by the BOD and pays all dues and fees become 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) 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 additional 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 monthly in the Splitswitch for their participation in the program.

Section 6. Non-local Membership. Out of area visitors who wish to participate in SAMRA activities may apply for a Temporary Resident Membership at one and a half times the current monthly dues rate, for a minimum of three months. Temporary members may participate fully in all SAMRA activities; however they may not vote, hold office or sit on any committee. Nor may they remove any books, videos or other materials from the Bob Clarke Museum. The initiation fee is waived for non-local members.

Section 7. Deportment 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 to 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 Budget Review in October and shall be announced not later than the November meeting of each calendar year, to 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. Upon joining SAMRA, new regular members shall pay one year's dues. On the first day of their anniversary quarter they will be required to pay the balance of their second year membership, up to the first of January. For example a member who joins in July, August or September would pay one year in dues. On one July of the following year they would be required to pay half the current dues. This would pay them up to the first of the year, after which they would pay dues as in Chapter III, Section one above.

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.

Section 4. A non-refundable initiation fee will be charged all new regular members joining after December 2015. This Initiation fee shall be determined by the BoD as part of the Budgetary process and will be paid by the applicant in addition to the regular dues. Former members who have not participated in SAMRA for more than three years are also subject to the initiation fee before being considered for membership reinstatement.

### **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 over the age of eighteen, shall be entitled to hold office or 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 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 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 elected 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. Ballots will be finalized following the April General Membership Meeting. A space for write-ins will be placed on the ballots.
- c. At the May General Membership Meeting, the election of officials shall take place. Election will be by secret ballot. Any member, over the age of eighteen, in good standing may hold office or vote. Ballots will be made available at the Museum approximately two (2) weeks prior to the May General Membership Meeting to facilitate Early Voting. Ballots must be filled out and secured upon receipt. Dates and times for voting will be determined by the Election Committee and published in the April Splitswitch.
- 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 or remove 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 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.

- a. All committees shall operate as democratic organizations. Unless otherwise noted, decisions shall be by majority vote.
- b. 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.
- c. Unless otherwise specified, Committee Chairpersons shall be appointed or removed by the President as stated in Chapter VIII, section 1 above. Unless otherwise stated, committee members shall be appointed by the Committee Chairperson, subject to approval of the BOD.

Section 2. The By-Laws Committee

- a. This Committee shall consist of the Chairperson, one (1) Director-at- Large and one (1) non-BOD member. 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 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 all approved changes to the By-Laws are incorporated into the document within six (6) weeks of the change or amendment approval and 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 Election Committee.

- a. This Committee shall consist of three (3) members and the Chairperson who shall appoint two (2) members from the General Membership.
- b. The Election 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 General Membership meeting and prepare ballots to be used by the members in voting for officers. The committee will also facilitate an Early Voting procedure and a method to secure completed ballots until they can be tabulated at the May General Member meeting. All votes will be tabulated at the May General membership Meetin
- 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 not later than November 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 or Museum Director, and those members considered necessary to fulfill the responsibilities of Museum operations. The Museum Director 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 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.
- d. This committee shall be responsible for the receipt and disposition of all material donations.
- e. The Museum Committee shall have a line item appropriation in the SAMRA Budget for the purpose of fulfilling the goals as established by the BOD and to meet the not for profit charter of SAMRA, Inc.

#### Section 6. The Jamboree Committee.

- a. This Committee shall consist of the Chairperson and those members considered necessary to the planning, publicity, and conducting of events.
- 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 and maximize returns.
- d. The actual date of the Jamboree and other train shows shall be selected by the Chairperson and recommended to the BOD for consideration and approval.

Section 7. The Layout Management Committee (LMC).

- a. The LMC Committee shall consist of the Chairperson and six (6) members, approved by the BOD, considered necessary for the planning and oversight of the construction, operation, and maintenance of the Museum Layout. When available, the immediate past LMC Chairperson may serve on the Committee as one of the six (6) members.
- b. 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.
- c. The LMC shall have a line item appropriation in the SAMRA Budget for the purpose of purchasing raw materials, track, buildings kits and electrical components necessary to build a quality layout. Raw materials are defined as unfinished items for fabrication into the layout infrastructure, for modification or expansion, or to create scenery effects.

Section 8. Special Committees. Additional committees, their Chairpersons and members may be appointed by the President 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)**

- a. 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.
- b. Any member or group of members may petition the BOD or request at a regular general membership meeting to establish a SIG.
- c. Upon approval, a charter will be established to govern the functioning of the SIG and submitted to the BOD for approval.
- d. SIG's shall be financially self-sustaining.
- e. All members of the SIG shall be SAMRA members in good standing
- f. Section 2. Charter. The Charter shall contain, as a minimum, the following:
  - g. Name. The name of the SIG will recognize the specific area of focus of the group.
  - h. Purpose Statement. This statement will describe the general reason(s) for the establishment and operation of the SIG.
  - i. Operating Guidelines.
    - i. SAMRA SIG activities shall be consistent with the SAMRA 501©(3)charter.
    - ii. 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.
    - iii. 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 an annual budget for the next fiscal year and present it at not later than the November General Membership Meeting. SAMRA's fiscal year shall be from January 1<sup>st</sup> to December 31<sup>st</sup>.



Section 3. Committee Chairpersons have 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 Three Hundred Dollars (\$300.00) 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 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 accordance 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 or emergency facility maintenance.
- 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, shall only be made by the membership at a General Membership Meeting.

## **Chapter XII**

### **Adoption of the By-laws**

These revised By-laws were amended and adopted by vote of the members at a Regular General Membership Meeting on October 13, 2017 as set forth in Chapter IV, Meetings, and Chapter VI, Voting and Elections, and will remain in force until amended. This revision changes the way new members dues are assessed during the first and subsequent periods of their membership. They supersede all prior By-laws and Constitutions.