

BYLAWS OF
Austin Model Railway Society

Article I: Name and Organization

The name of this organization shall be **Austin Model Railway Society**, hereinafter referred to as the “Society.” The principal office of the Society shall be in Travis County in the State of Texas and the Society shall maintain a registered office and registered agent in said State. The Society shall be a Texas not-for-profit corporation.

Article II: Purposes and Objectives

Educate the general public on the ongoing value of railroads to the development of the nation by promoting the history of railroads throughout Texas and the rest of the United States.

Share with the general public the enjoyment of model railroading by building a layout that displays the many facets of the hobby.

Promote the enjoyment of the hobby of model railroading by providing a place for hobbyists of all skill levels to meet, work together, and improve their modeling ability while learning about building and operating a model railroad.

Article III: Membership

Membership shall be open to any person who is interested in railroading, willing to share his/her knowledge with others, pays an initial fee and monthly dues, and is a member of NMRA.

The member shall provide an email address for correspondence and voting, and their NMRA membership number.

To be “in good standing,” members must not be in arrears in fees, special assessments and dues payments by more than 2 months.

Wherever the term “member” is used, it refers to a member in good standing.

A member may be removed from the Society, after a two-week notice is given, by a 2/3 vote of the members voting.

Article IV: Officers

Terms of office for all officers will be for two calendar years beginning January 1. For the first year the term of vice president-programming and secretary will be one year, to provide for staggered terms.

Election of the officers will be in November or at any time to fill a vacant position. An officer must receive a simple majority vote of the members voting.

The officers of this Society shall be, in order of succession, president, vice president-programming, vice president-layout, secretary, and treasurer.

The president shall act as the primary spokesperson for the Society, provide the primary Society leadership, preside at all meetings, appoint all committee members, serve as an ex-officio member

of all committees, and authorize all monetary disbursements of the Society in accordance with Article VII.

The vice president-programming will chair the program committee, and will be the liaison to the Cen-Tex Division of the Lone Star Region of the NMRA and other groups with interest in model railroading or railroading.

The vice president-layout will chair the layout design and operations committees.

The secretary shall record and report the minutes of all meetings where Society business is conducted, notify members of all meetings, maintain Society documents and records, maintain member rolls and attendance records, write all correspondence on behalf of the Society, and perform such other duties as may be required.

The treasurer shall be responsible for the receipt and disbursement of Society funds; maintain an accurate record of all transactions; maintain the records, accounts, and other information pertaining to any and all monies transacted by the Society; collect and record all fees, special assessments and dues paid by Society members; provide a treasurer's report at each Society meeting; and submit all tax forms as required.

Article V: Meetings and Voting

The number, type, and location of all meetings of membership of the Society will be made by the program committee.

Members shall be notified of all meetings in advance.

Voting is permitted by electronic means including, but not limited to, email, surveys, forum posts, etc.

Communications to/from members will be by email and/or the Society web-forum.

Unless otherwise noted, all issues brought to a vote require a simple majority of the members voting to pass.

A quorum to conduct business of the Society shall be 35% of the membership.

Proxies may be submitted to the Secretary for any business meeting, stating the name of a member who may vote the proxy.

Article VI: Standard Operating Procedures

By a simple majority vote of the members voting, the Society may adopt standard operating procedures relating to matters not covered in these bylaws.

Article VII: Fiscal Practices

The Society fiscal year shall begin on the first day of each January, and terminate on the last day of December of that same year.

Upon joining the Society, each new member shall pay a one-time membership fee.

The membership fee shall be applied to Society-budgeted operating expenses as set by a 2/3 majority vote of the members voting.

The membership fee is non-refundable.

A member who resigns from the Society during their first year of membership, and rejoins during the same year does not have to pay another membership fee to rejoin, but is required to pay dues and special assessments that accrued during the time of absence.

Budgeted operating expenses of the Society shall be paid by monthly dues from each member as set by a 2/3 majority vote of the members voting.

Members shall be required to pay extraordinary or one-time expenses as deemed necessary through special assessments. The amount and purpose of all special assessments shall be set by a 2/3 majority vote of the members voting.

The executive committee shall provide a yearly budget of operating expenses for approval of the membership by a 2/3 majority vote of the members voting.

The president must approve of all payments less than \$200.00.

The executive committee must approve of all payments over \$200.00.

A simple majority of the members voting must approve of all payments over \$500.00.

Article VIII: Committees

Program committee: chaired by the vice president-programming, is responsible for scheduling all meetings and programs.

Layout-design and operations committee: chaired by the vice president-layout, is responsible for the design, standards of construction and operation of the layout.

Budget committee: chaired by the treasurer, shall prepare an annual operating budget to the executive committee for approval.

Executive committee: chaired by the president, shall consist of all five officers.

Bylaws committee: chaired by the secretary, shall maintain the Society's bylaws.

Ad hoc committees: as needed and appointed by the president.

Article IX: Personal Conduct

While on Society premises or participating in a Society function, a member shall not allow the member's personal conduct to endanger the person or property of another individual or the Society, nor shall a member behave in a manner that is detrimental to the function or reputation of the Society.

Article X: Amendments

These bylaws may be amended by the affirmative vote of two-thirds of the members voting. All proposed amendments shall be presented to the Society by email and/or Society web-forum.

Article XI: Dissolution of the Society

This organization may be dissolved by a vote of three quarters of all active members.

In the event of the dissolution of the Society and after all debts have been paid, all assets are to be distributed in proportion to the total assessments of each member.