

**CONSTITUTION AND BY-LAWS
OF THE
SOUTHERN ARIZONA SOCIETY OF MODEL ENGINEERS**
AS AMENDED ON SEPTEMBER 3, 2003

CONSTITUTION

ARTICLE I

- Section 1. The name of the association shall be the Southern Arizona Society of Model Engineers, Inc., a non-profit organization hereinafter called the Society.
- Section 2. The purpose of the Society shall be:
- A. To increase the satisfaction of the members in the hobby of model railroading through the construction and operation of a scale model railroad.
 - B. To increase the social interaction of the members through group activities sponsored by the Society.
 - C. To increase the modeling abilities of its members through education programs, including clinics and informational discussions.

ARTICLE II

BOARD OF DIRECTORS

- Section 1. The business and property of the Society shall be managed and controlled by the Board of Directors, hereinafter called the Board, which Board shall consist of the President, who is chairman, the Vice-President, the Treasurer, the Secretary and four (4) Directors. The four (4) elected Directors, enumerated above, shall be chosen from the membership by election for a term of two (2) years, alternating such that only two (2) Directors are elected each year, or until their successors are chosen.
- Section 2. No person shall become a member of the Board of the Southern Arizona Society of Model Engineers until he has been a regular member for one (1) year and is at least nineteen (19) years old.
- Section 3. It shall be the duty of the Board to meet as required for the purpose of passing on all matters of Society business and finance. The decision of the Board with regard to the business of the Society shall be ratified or overruled at the next regular business meeting by a majority of the members present. The minutes of the Board meetings shall be read at the next regular business meeting of the members, or be published in the Society's newsletter.
- Section 4. Quorum: Six (6) members of the Board, one of whom must be the President or Vice President, shall constitute a quorum for the transaction of business, and a majority of the votes of such a quorum shall be sufficient to pass any measure before such meeting. The Chairman of the Board shall vote only to break a tie vote.
- Section 5. Vacancies: In case of a vacancy on the Board, the President shall fill such vacancy by appointment, and the member appointed to fill such vacancy shall hold office for the unexpired term.

ARTICLE III

DUTIES OF OFFICERS

- Section 1. Officers (President, Vice-President, Secretary and Treasurer) shall execute their office as enumerated below for a period of one (1) year, and shall be chosen from the membership with the following qualifications:
- A. Any person nominated for an office shall be a member for a period of one (1) year, unless insufficient numbers of members are available to fill all positions.
 - B. Succession of Officers:
 - 1. No officer shall be allowed to succeed himself more than one (1) time, before he must step down from that office, except as provided below.
 - 2. In the event no other candidate is available, an officer may succeed himself more than one (1) time.
 - C. President and Vice-President:
 - 1. The office of President shall be filled by a person elected from the existing current officers available, or the Directors whose terms are expiring. This shall not include the two (2) Directors whose terms are unexpired.
 - 2. If no member is available, the office of President shall be filled from Regular members per this ARTICLE and section.
 - 3. The candidate(s) for President and Vice-President shall qualify under the provisions of Article II, Section 2 of this Constitution.
- Section 2. President: The President shall be the Chief Executive, and Chairman of the Board of the Society, and shall establish such committees and appoint committee chairmen as are necessary to carry out the purpose of the Society.
- Section 3. Vice-President: The Vice-President shall be responsible for public relations and membership development, and shall assume the duties of the President in case the office of the President shall become vacant, or in case of the absence of the President, or his inability to discharge the duties of his office. He shall also be the head of the nominations committee as provided for in ARTICLE IV.
- Section 4. Treasurer: The Treasurer shall have custody of all money, funds and financial paperwork of the Society, unless otherwise determined by the Board, and shall render such accounts and present such statements to the Board and President as may be required of him. He shall deposit all funds of the Society, which may come into his hands, in such financial institutions as the Board may designate. The signature of the Treasurer, or one other member appointed by the Board, is needed for proper validation of all checks.
- Section 5. Secretary: The Secretary shall keep the minutes of all Board meetings and Society business meetings, post, or publish in the Society newsletter, typed copies of minutes of said meetings, and carry on or delegate all correspondence. At the discretion of the Board, a Corresponding Secretary may be appointed. This office shall be filled by a regular member of the Society.
- A. It shall be the additional responsibility of the Secretary to maintain copies of membership applications, and to update the Society's membership roster as changes occur.
 - B. It shall be the additional responsibility of the Secretary to maintain all non-financial paperwork of the Society, and to keep an updated copy of the CONSTITUTION AND BY-LAWS.

ARTICLE IV

SOCIETY ELECTIONS OF OFFICERS AND DIRECTORS

- Section 1. The Vice-President shall be the chairman of the nominating committee, made up of one (1) Director appointed by the President and one (1) volunteer regular member not holding office at the time of nominations. This committee shall meet in January of each year for the purpose of nominating a slate of Officers to be presented to the membership at the regular February business meeting.
- Section 2. Additional nominations "from the floor" will be accepted for Officers at the February business meeting, so long as such nominees meet the requirements of ARTICLE III, Section 1.
- Section 3. Elections of Officers and Directors shall be by secret written ballot. The ballot of the President or Presiding Officer shall be held aside until all other ballots are counted, and will be counted only in the event of a tie vote for any officer. Elections will be held in accordance with the provisions of ARTICLE V, Section 1.A. It is the responsibility of the nominations committee to count all ballots.
- Section 4. Absentee ballots will be accepted by the nominations committee if received before the election and signed by the absent party. All ballots will be available for one (1) month for examination, then discarded. It will be the responsibility of the newly elected Secretary to retain these ballots.

ARTICLE V

MEETINGS

- Section 1. There shall be one business meeting of the Society each month. Other meetings may be called by the Board, Chairman of the Board or a majority of the Board Members, as appropriate.
- A. There shall be an Annual Business Meeting of the members in March of each year. The agenda shall include the election of Officers and Directors for the next fiscal year, according to the provisions in ARTICLE IV.
- Section 2. Quorum: At any regular business meeting of the Society, or a meeting duly called, 1/3, rounded up, of the current voting membership shall constitute a quorum in order to transact business. The membership shall be notified at least one (1) day in advance for duly called meetings.

ARTICLE VI

DISSOLUTION

- Section 1. Dissolution of the Society, at any time, shall be made only upon the affirmative vote of three-fourths (3/4) of the eligible membership. In the event of dissolution, the property of the Society shall be sold as designated by such three-fourths (3/4) of the membership, and the proceeds of such sale shall be donated to a recognized charitable organization.

ARTICLE VII

AMENDMENTS TO THE CONSTITUTION

- Section 1. These Articles, or any part of them, may be amended or repealed, consistent with State, County and/or City Law, by:
- A. Publishing the proposed changes in the RAILJOINER or a special mailing to the membership at least one (1) week prior to the meeting at which the proposed change(s) will be considered and by a two-thirds (2/3) vote of the voting membership.

ARTICLE VIII

RULES OF ORDER

- Section 1. Unless otherwise covered by preceding Articles, or By-Laws to this Constitution, Robert's Rules of Order shall prevail.

ARTICLE IX

RULES FOR THE BY-LAWS

- Section 1. By-Laws for the transaction of the business of this organization may be adopted, or amended at any time, by a simple majority, affirmative vote of the members in good standing at a regular or special meeting of the Society, providing the meeting meets the requirements of ARTICLE V, providing that the members present shall constitute a quorum, and that the President or Vice-President is present.
- A. All amendments or additions to the By-Laws will be incorporated as a part of the minutes of the aforementioned meetings.
 - B. All changes to the By-Laws shall be incorporated and published as a new edition to the By-Laws.
- Section 2. By-Laws shall be binding to the same degree as the provisions of the Constitution.

BY-LAWS

Adopted On 05 May 1999

The following By-Laws of the Society shall be the governing rules as set by the Officers, Board and the committee members of the Constitution and By-Laws Committee and by the members of the Southern Arizona Society of Model Engineers, Inc., as provided for in ARTICLE IX of the Constitution.

Section 1. Fees and Dues:

- A. Fees and dues shall be payable, on the date of the regular business meeting of each month, as per the following schedule:
 - 1. Regular Members \$10.00 per month
 - 2. Junior Members \$10.00 per month
 - 3. Honorary Members None
 - 4. Applicants for Membership \$10.00 Initiation fee plus \$10.00 per month.
- B. Rules regarding delinquent dues:
 - 1. Any member who is two (2) months behind in dues will be immediately suspended with a notice of suspension being forwarded to him by the Treasurer at that time.
 - 2. Any member who is four (4) months behind in dues will be dropped from the Society membership with a notice of termination being forwarded to him by the Treasurer at that time.
 - 3. A copy of all delinquency correspondence shall be forwarded to the Secretary for maintenance of membership records.
 - 4. Delinquency shall be established by non-payment of dues by the date of the regular monthly business meeting.
- C. Any past member who has dropped out of the Society, for whatever reason except a leave of absence, shall pay all back dues owed at the time of his Society termination, before he can submit an application for regular membership in the Society, as described in Section 2, below.
- D. In case of undue hardship, or financial hardship, the Board of Directors will be able to hold in abeyance, or cancel, without any prejudice, the dues of any member.

Section 2. Membership.

- A. Any person who desires to become a regular member of the Society shall submit a Membership Application, together with the \$10.00 initiation fee and the \$10.00 first month's dues, to the Vice-President for consideration by the Board. The Board shall, not earlier than the first monthly business meeting nor later than the third monthly business meeting of the Society following receipt of the Application, forward its recommendation to the Society for approval or rejection of the applicant.
- B. During this introductory period, the applicant and members of the Society will have the opportunity to become better acquainted. The applicant will be afforded all of the benefits of membership, excepting the privilege of voting or the custody of a door key. The applicant shall also be responsible for paying monthly dues for each of the months of this introductory period.
- C. At the regular business meeting of the Society, at which the Board submits its recommendation regarding the applicant, the membership shall vote on the application by secret ballot. If more than 25% of the members voting are against an applicant, this shall constitute a rejection. Dues, which have been paid by a rejected candidate, shall be refunded; however, the initiation fee will not be refunded.

- D. Any person who has been rejected has the option of reapplying, if he so desires. He will be required to meet the requirements of Paragraphs A. and B. of this Section 2 of the By-Laws in such an event. Only one (1) such reapplication will be permitted within one (1) year from date of any rejection.
- E. The main body of the Society shall reserve the right to recall any member, or to reduce any member, officer or committeeman from his office, committee or membership in the Society, upon a proper complaint by a regular member or members, filed in writing with the presiding officer. Such complaint shall be read in public at the next regular monthly business meeting of the Society. The procedure to exonerate or convict the party shall be: First, by discussion of the complaint, then defense of the accused, and finally a secret ballot by the members present, excluding the accused member and the presiding officer. The presiding officer shall reserve the right of voting, only if a tie vote exists. A majority of the members voting will be required for exoneration or conviction. The results of the ballot shall be publicly announced to the accused and membership.

Section 3. Membership responsibilities and types.

- A. All members shall have such responsibilities as follows:
 - 1. Each member is responsible, and liable, for damage he may cause to club facilities and property, and for damage he may cause to other member's property.
 - 2. Keep current on his dues (unless specifically exempted by written direction of the Board).
 - 3. To act in a responsible manner befitting a member in this Society.
- B. Regular Membership:
 - 1. Limited to persons 19 years of age, or older, who are interested in the purposes of the Society.
 - 2. Limited to 40 active members at any one time.
 - 3. All regular members shall have such privileges as listed below:
 - 4. A vote in any and all business of the Society.
 - 5. Issuance of a key to the Society's meeting room.
 - 6. Unrestricted use of the Society's emblem.
- C. Junior Membership:
 - 1. Limited to those who are ages 13 to 18, inclusive.
 - 2. Must be sponsored by a regular member who is willing to be responsible and liable for his conduct and actions while a junior member.
 - 3. Junior members shall enjoy similar privileges and responsibilities as regular members, except they shall not be issued keys without specific approval of the Board of Directors, as ratified by a vote of the membership present at a regular business meeting of the Society.
 - 4. A Junior Member automatically becomes a Regular Member upon reaching the age of 19.
- D. Honorary Membership:
 - 1. Open to previous regular members, as defined in Section 3.B of these By-Laws.
 - 2. Shall be approved by a majority vote of current regular members at a duly called meeting per ARTICLE V of the Constitution.
 - 3. Honorary members shall receive all Society newsletters and bulletins.
 - 4. Honorary members shall not have any vote in Society business.
 - 5. An honorary member shall be readmitted to the Society with his previous seniority with regard to ARTICLE III, Section 1 of the Constitution, with no waiting period.
 - 6. Honorary Members will not be allowed to have a key to the Society's meeting/layout facility.

E. Leave of Absence:

1. Any member may take a leave of absence upon written application in writing to the Board.
2. Any member on leave of absence may regain his original status upon:
3. Submission of application to the Board of Directors.
4. Providing there is a vacancy in the Society membership at the time of his desired return, per Section 3.B.2 of these By-Laws.

Section 4. No member shall be allowed to attend Society functions while under the influence of alcoholic beverages or narcotic drugs.

Section 5. Tools, equipment and rolling stock:

- A. No tools or equipment, belonging to a member may be used by any other member without the consent of the owner.
- B. All rolling stock placed on the layout, unless specifically designated by the owner, shall be presumed to be in "pool service" for use by all members.

Section 6. Historian and Librarian:

The President shall appoint a member or members to act as Society Historian and/or Librarian, to assemble, collect, and preserve any and all pieces of club history; and to collect and categorize all books and magazines for membership use in the Society library.

Section 7. Publication of Documents:

Publication of any or all documents, or portions thereof, concerning the business of the Society shall be at the discretion of the Officers and Board of Directors. Publications shall be made available upon request of any member of the Society.

- A. The Society newsletter shall be called THE RAILJOINER.
- B. An Editor for Society publications shall be appointed by the President of the Society.
- C. The Society newsletter shall be published quarterly, at the beginning of March, June, September and December. The March issue shall contain the slate of Officers and Directors to be voted upon at the annual business meeting, and shall be sent out so it is received at least five (5) days before the March Business meeting.

Section 8. Parliamentarian.

The President shall appoint a member(s) to act as Parliamentarian to help clarify matters of misunderstanding pertaining to the Constitution and By-Laws, and to issue revised By-Laws within one month of the meeting wherein the By-Laws were duly changed.