

**CONSTITUTION
OF THE
SOUTHERN ARIZONA SOCIETY OF MODEL ENGINEERS**

AMENDED ON APRIL 21, 2014

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. The President, Vice-President and Secretary shall carry out their duties as enumerated below for a period of one (1) year, the Treasurer for a period of two (2) years, and they 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..