

ARIZONA MODEL RAILROADING SOCIETY, INC.

CONSTITUTION



February 19, 2011

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

TABLE of CONTENTS		PAGE
ARTICLE	I NAME	3
ARTICLE	II PURPOSE.....	3
ARTICLE	III PRINCIPAL OFFICE	3
ARTICLE	IV DIVISIONS.....	3
ARTICLE	V MEMBERSHIP.....	4
ARTICLE	VI DIRECTORS.....	5
ARTICLE	VII OFFICERS.....	6
ARTICLE	VIII COMMITTEES.....	9
ARTICLE	IX DUES and FEES.....	9
ARTICLE	X DIVISIONS OPERATION RULES AND REGULATIONS.....	9
ARTICLE	XI ELECTIONS.....	10
ARTICLE	XII MEETINGS	10
ARTICLE	XIII REMOVAL OF A MEMBER, DIRECTOR OR OFFICER.....	11
ARTICLE	XIV FISCAL POLICY	11
ARTICLE	XV AMENDMENTS TO THE CONSTITUTION	12
ARTICLE	XVI ADOPTION OF THIS CONSTITUTION.....	12

The use of the masculine gender in this Constitution equally refers to the feminine gender.

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

ARTICLE I NAME

The name of this organization shall be the ARIZONA MODEL RAILROADING SOCIETY, INC., (also known as “AMRS” or Society in this document) an Arizona 501(c) 7 non-profit corporation.

ARTICLE II PURPOSE

Section 1 The purpose of the Society shall be to actively promote the fun, excitement and educational value of model railroading; encourage friendship, sharing and development of skills among the Member’s and their enjoyment of model railroading; and to educate the membership and the public about model railroading and railroad operations and history. Encourage public participation through membership both new to the hobby and those with model railroad experience.

Section 2 To encourage, and actively support the construction, operation, and maintenance of the AMRS portion of the ADOBE MOUNTAIN DESERT RAILROAD PARK complex located within the Maricopa County, Arizona, ADOBE DAM REGIONAL PARK. Reach out to the community by providing the public a comfortable and enjoyable railroad park venue to host railroad related recreational activities.

Section 3 To encourage the building and operation of model railroad layouts and modules in any scale or gauge for the pleasure of the Membership, public education and for public exhibition primarily in, but not limited to, the State of Arizona.

ARTICLE III PRINCIPAL OFFICE

The principal office of the Society shall be 22822 North 43rd Ave. in the city of Phoenix, Maricopa County, State of Arizona, United States of America.

ARTICLE IV DIVISIONS

Section 1 The Society will consist of three (3) or more Divisions.

A. The N Scale Division, AMRS-N

The purpose of this Division shall be to promote the needs of N scale modelers, and N scale model railroading.

B. The HO Scale Division, AMRS-HO

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

The purpose of this Division shall be to promote the needs of HO scale modelers, and HO scale model railroading.

C. The G Scale Division, Arizona Garden Railway Society, AGRS

The purpose of this Division shall be to promote the needs of G scale modelers; outdoor Garden Railway modelers and G scale model railroading.

ARTICLE V MEMBERSHIP

Section 1 Membership shall be open to any person of good character, regardless of race, religion, color, sex, age, or national origin.

Section 2 Application for membership must be presented on the approved form, and accompanied by the required dues and fees.

Section 3 As indicated on the Membership Application, the member's 'PRINCIPAL' membership will be in a single Division indicated by the member on their application. This selection is for fiscal purposes only and members may participate in any and all Divisions and scales as they desire.

Section 4 Classes of membership

A. **REGULAR MEMBER**, a person between the ages of eighteen (18) and sixty four (64). While in good standing shall have full voting and participation rights.

B. **SENIOR MEMBER**, a person who has attained the age of 65 or older. While in good standing, shall have all the rights and privileges of Regular Member.

C. **FAMILY MEMBERSHIP** is available to promote Model Railroading as a shared experience for the whole family. Family Membership is defined as a Principle Member eighteen (18) years of age or older, and optionally the spouse and family members under the age of eighteen (18), if any. The Principle Member will be fully responsible for the actions of all persons on their Family Membership. Additional family members may be added at nominal cost in accordance with the dues structure given in the Bylaws. One member in the Family Membership while in good standing will have full voting and participation rights. Family members who are under the age of 18 must be supervised at all times by the family member who is 18 years or older.

D. **ASSOCIATE BUSINESS MEMBERSHIPS**, a business owner or designated person from the business who has attained the age of eighteen (18) or older. The business may have up to two (2) additional members eighteen (18) years of age or older on their membership as an Associate Member. The additional members

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

must be associated with the business. The owner or designated person from the business will be fully responsible for the actions of all persons on their Associate Business Membership. All members on the Associate Business Membership will have full access to the Club Facilities. One member from the Associate Business Membership while in good standing will have full voting and participation rights.

- Section 5 All members are expected to act in a cooperative, courteous, and mature manner at all times.
- Section 6 All Members are expected to participate in Society activities in order to enhance their enjoyment of the Society and promote the Society's goals and welfare. Members with physical or other limitations are encouraged to participate to a reasonable degree appropriate with their capabilities.
- Section 7 Prospective Members shall serve a probationary period of 90 days, during which time they are required to participate in Society events in accordance with the provisions set forth in the By-Laws. At the end of the probationary period, the Membership will vote on accepting the prospective Members at the next general meeting following the end of the probationary period. In the event that they are not accepted by the Membership with a simple majority of the Members or wish to resign from the Society, their dues for the period beyond 90 days shall be refunded. The Initiation Fee is not refundable.
- Section 8 Normal communications with Members shall be by e-mail except as specified in ARTICLE XII and ARTICLE XIII. In the event that a Member does not have e-mail or chooses to have messages and notices sent by Unites States Post Office, The Board may charge these Members extra for USPS service.

ARTICLE VI DIRECTORS

- Section 1 The Board of Directors of the Society shall be composed of two representatives from each of the N, HO, and G Divisions who shall be elected by the membership of their respective Division. In the event that a candidate is not available in a given division, an at-large representative can be elected onto the board from the general membership. A maximum of two at-large representatives from the general membership may serve on the board at a time. If required, the election of at-large representative shall be voted on by the General Membership following the election of the Division Board Members. All divisions shall have at least one representative serving on the board at all times. These representatives shall be known as Directors.
- A. The Board of Directors is empowered to establish By-Laws to implement this Constitution and to provide for good housekeeping

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

and the safety of the AMRS property and any structures there upon, members and visitors.

- B. The Directors shall work diligently to further the aims of the Society, and represent their respective Divisions. They shall direct the Society Officers in such matters as policy, long-range objectives, and such other matters as seem correct and proper.
- C. At the first board meeting following the Annual Meeting, the Directors shall select a Chairman from their membership, who will preside at the meetings of the Board.
- D. At the first board meeting following the Annual Meeting, the Directors shall select a President, Vice President, Secretary and Treasurer from their membership or from the Membership at large.
- E. The Directors shall serve as Committee Chairpersons or Committee members to further the needs of the Society.

Section 2 The Directors of the Society may hold office concurrently in their respective Divisions.

Section 3 The Directors shall be elected for staggered terms of two years. The intent is that both of the representatives of a Division will not leave the Board at the same time.

Section 4 Directors will serve at their will and pleasure. If they resign prior to the end of their term of office, they shall do so in writing.

Section 5 There shall be no restrictions as to reelection and/or reappointment, of any Director.

ARTICLE VII OFFICERS

Section 1 Officers of the Society consist of a President, a Vice President, a Secretary, a Treasurer and the Division Superintendents. The President, Vice-President, Secretary, and Treasurer shall be appointed by the Board of Directors and may be Members of the Board of Directors or selected from the Membership at large. When selected from the Membership at large, they are not voting members of the Board. Superintendents are elected by the Members of their respective scale divisions and if not a board member, do not have voting privileges at board meetings.

- A. The Officers of the Society may hold office concurrently in their respective Divisions.
- B. The Officers described in Section 1 shall serve for a nominal one year term except for those who have been appointed to fill the unexpired term of a prior officer.

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

- C. All Officers will serve at their will and pleasure. If they resign prior to the end of their term of office, they shall do so in writing.
- D. There shall be no restrictions as to reelection and/or reappointment, of any Officer.
- E. All Officers will have full voting rights during any Society Meeting.

Section 2 PRESIDENT

- A. He shall conduct the day-to-day operation of the Society.
- B. He shall manage and enforce all the Societies Policies and Rules.
- C. He shall manage and be responsible for the AMRS general operating budget as set forth in ARTICLE XIV of the Constitution.
- D. He shall protect all Assets of the Society.
- E. He shall have the ability to approve projects that conform to the conditions set for in ARTICLE XIV of the Constitution. Each project will be presented to the Board of Directors at their next meeting.
- F. He shall preside at the Society Membership Meetings.
- G. He shall appoint members to serve on various committees as required.
- H. He shall fill all vacancies among the Society Officers and Committees by appointment. Said appointments to be temporary until confirmed by the Board of Directors at their next following meeting. Said confirmed appointments will be in effect until the next following Annual Meeting.
- I. He shall represent the Society at any function and /or meeting which are advantageous to the betterment of the Society.

Section 3 VICE PRESIDENT

- A. He shall assist the President in the performance of his duties.
- B. He shall assume the duties of the President during his absence.
- C. If the Office of President is vacant for any reason, the Vice President will succeed to that office, subject to the approval of the Board of Directors.
- D. He shall submit an annual Budget to the Membership at the Annual Meeting for their approval.
 - i. He shall appoint, and be the Chairman of the Budget Committee. The Committee shall consist of the Superintendents of the HO, N, and G divisions, together with the Society Treasurer.

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

- ii. He shall present the proposed Budget to The Board of Directors, for their review, at their meeting next preceding the Annual Meeting.

Section 4 SECRETARY

- A. He shall keep proper written records of all Society Meetings, and maintain a permanent record thereof.
- B. He shall conduct the correspondence of the Society, and maintain a permanent record thereof.
- C. He shall keep the records of the Society, including but not limited to, a membership roster.
- D. He shall perform all such other proper duties as assigned to him by the President, Board of Directors, and /or a vote of the Membership.
- E. He shall keep and be responsible for all historical records and materials of the Society.
- F. He shall assist with requests from interested parties for information about the Society, railroading, and model railroading.

Section 5 TREASURER

- A. He shall collect all monies due the Society, maintain financial records, and disburse funds.
 - i. He shall pay all proper and approved bills submitted to the Society, within budget limitations.
 - ii. He shall provide receipts to Members and others when cash monies are transferred.
- B. He shall transfer all monies and records to his successor, and arrange for all required changes in bank and other signature documents within thirty (30) days from the start of his successor.
- C. He shall supply the Board of Directors with a financial report prior to or at the Board Meeting each month, so that the budget may be maintained.
- D. He shall have account balances available to the Membership on request, at all Membership meetings.

Section 6 SUPERINTENDENT

- A. Within his Division he shall have duties similar to that of the President and shall conduct the day-to-day operation of the Division.
- B. He shall participate in Board meetings as a non-voting member unless elected to the Board.

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

- C. He shall attend Membership Meetings and there represent the Division.
- D. He shall preside at all Division Membership Meetings.
- E. He shall communicate with Division members.
- F. He shall set the vision and direction for the Division.
- G. He shall manage and enforce AMRS and Division policies and rules, and protect Division and AMRS assets.
- H. He shall manage and be responsible for his Division budget as set forth in ARTICLE XIV of the Constitution.

ARTICLE VIII COMMITTEES

Committees shall be created as required, to fill a Society need, and /or to perform a specific function.

ARTICLE IX DUES and FEES

- Section 1 Member dues, rights and privileges as determined by the Board of Directors from time to time and approved by the General Membership shall be specified in the By-Laws.
- Section 2 Member's dues are payable at the beginning of the Society's fiscal year as defined in ARTICLE XIV Section 1 of the Constitution except as noted in Section 4 of this ARTICLE.
- Section 3 Members who are suspended from membership are required to repay (renew) their initiation fee unless a reasonable cause is presented to and approved by the Board of Directors.
- Section 4 It is not the intent of the Society to restrict membership on a financial basis. Therefore, if payment of the structured dues would create a financial hardship on a member, the Board of Directors is empowered to waive all or part of the member's dues, upon receipt of a written request to do so. This request shall be confidential, known ONLY to members of the Board of Directors, Officers, and Membership Committee.

ARTICLE X DIVISION OPERATING RULES and REGULATIONS

- Section 1 Each Division may adopt Operating Rules & Regulations, as they see fit, to govern and facilitate operation of their respective Division. However, they may not in any way conflict with this Constitution.
- Section 2 Division Operating Rules & Regulations may specify requirements members must meet in order to participate in Division activities. These must be exercised and administered uniformly among all members in accordance with Article V Section 1.

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

ARTICLE XI ELECTIONS

- Section 1 Each Division shall elect its Society Board Member (s), Superintendent, and such other as specified in their Division Rules & Regulations, at the Annual Membership Meeting
- Section 2 Those members eligible to vote are as delineated in ARTICLE V, Section 4 of this Constitution.
- Section 3 A simple majority of those members present and voting will elect.
- Section 4 New Officers take effect at the Board Meeting following the Annual Meeting

ARTICLE XII MEETINGS

- Section 1 MEMBERSHIP MEETINGS shall be held once each month, in a location and time determined by the Board and published on the web site at least 30 days before the meeting and/or via e-mail. In the event of a conflict, the web site is considered the official time and date. Once published, changes to meeting times, dates or locations must be published to the membership at least 30 days in advance of the new meeting date.
 - A. The April meeting shall be designated as the ANNUAL MEETING.
 - B. At least twelve (12) members in good standing must be present to constitute a quorum for the start of a meeting where business is to be transacted.
- Section 2 BOARD MEETINGS shall be held near the end of each month at a date, time and location publicly announced at membership meetings and and/or posted on the website.
 - A. At least four (4) board members in good standing must be present to constitute a quorum for the transaction of business.
 - B. A motion carries before the Board if it receives a majority of Board Members present. A majority is defined as 50% plus one. Thus, a tie vote does not carry.
- Section 3 SPECIAL and EMERGENCY MEETINGS of either the Membership and /or Board shall be at the time and place designated by the President and /or the Chairman of the Board.
 - A. In the case of a Special Meeting ten (10) day notice must be given to the Membership and /or Board.
 - B. In the case of an Emergency Meeting twenty four (24) hour notice must be given to the Membership and /or Board.

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

ARTICLE XIII REMOVAL of a MEMBER, DIRECTOR, or OFFICER

Section 1 A MEMBER may be expelled, for cause, from Society membership by a two-thirds (2/3) vote of those members present at a membership meeting for:

A. Misconduct

Section 2 An OFFICER or MEMBER of the BOARD may be removed from office, for cause, by a two-thirds (2/3) vote of those board members present at a Board meeting.

A. Misconduct

B. Members of the Board who fail to appear at 4 consecutive meetings or a total of 6 meetings during their term, without being excused for a valid reason by the whole Board or the Chairman, shall be removed from office as ineffective. Meetings include the sum of Board Meetings and General Membership Meetings.

Section 3 NOTIFICATION

An Officer, Board Member and /or member subject to the provisions of this Article, shall be given a minimum ten days prior written notification from the Secretary of the pending action against him.

ARTICLE XIV FISCAL POLICY

Section 1 The Fiscal Year shall be from April 1 thru March 31 of the following year.

Section 2 Dues shall be payable in yearly or other periods determined by the Board and approved by the Membership

Section 3 Spending per Budget

A. Spending shall be in accordance with the AMRS Annual Budget.

B. Spending on non-divisional items in excess of \$200 shall require the authorization of the Board of Directors.

C. Division Superintendents may approve expenditures up to the limits of the Division budget. Expenditures in excess of the Division budget are subject to Board of Directors approval.

Section 4 Handling of Society Funds

A. All transactions of society funds shall be in accordance with sound accepted fiscal practices

B. All Society funds shall be deposited in a recognized banking institution.

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

- C. All cash or “in-kind” (goods) transactions, including donations will provide a receipt to the donor. There will be NO EXCEPTIONS.
- D. Check disbursements may be by signature of the Treasurer or in the absence of the Treasurer, the Secretary.

ARTICLE XV AMENDMENTS to the CONSTITUTION

Section 1 Proposed changes to this Constitution shall be submitted to the Board of Directors, in writing, not more than ninety (90) days, or less than sixty (60) days prior to the Membership Meeting at which they will be proposed for ratification.

A. After said amendment is approved by the Board, it shall be published to the Membership as specified in Article XII Section 1 prior to the designated Membership Meeting.

Section 2 It shall require a three fourths (3/4) affirmative vote of eligible members present and voting to adopt the amendment.

Section 3 Amendments incorporated into this Constitution.

Amendment 1 - deletes all references to a newsletter since we are not producing one on a regular basis.

Amendment 2 - Changes the Annual Meeting to April after the end of our fiscal year. This also cleans up some language about board meetings and general membership meetings.

Amendment 3 - Changes wording in the Associate Business Membership class giving the Membership one vote at meetings and that all members of the Membership must be employees of the business.

Amendment 4 - Removes Senior Family, Part-Year, Honorary, Life, and Perpetual membership classes. Sets new dues amounts for a Regular Membership at \$180/\$50 per year/quarter; sets new dues amount for a Senior Membership at \$120/\$35 per year/quarter; retains the Family Membership dues at \$200 and the Associate Business Membership at \$250.

ARTICLE XVI ADOPTION OF THIS CONSTITUTION

Copies of this Constitution were distributed to the Members present at the December 4, 2010 Membership Meeting and via email prior to the December 4, 2010 Membership Meeting, and they were informed of the intent to discuss and ratify this Constitution at the February 12, 2011 Membership Meeting. The Membership was also informed of this intent via e-mail prior to January 1, 2011.

At the February 12, 2011 General Membership meeting, the Membership adopted,

ARIZONA MODEL RAILROADING SOCIETY, INC.
CONSTITUTION

Amendment 1 by 97% of the Members present

Amendment 2 by 100% of the Members present

Amendment 3 by 100% of the Members present

Amendment 4 by 82% of the Members present

By a vote of the Board of Directors at the Board meeting held at the Sahuaro Central Museum at 9:00 a.m. on February 19, 2011, all prior Constitutions of the Society were abrogated and replaced by this Constitution and to be in effect immediately.

ATTEST:

Steven David, President of AMRS

DATE _____

Donald Brent, Secretary of AMRS

DATE _____