Revision Date: February 2023

**Mission Statement:** Our mission is to build and operate and HO scale model railroad depicting the cities and industries of Central Arizona during the period of 1950-1965. The two main railroads are the Southern Pacific and Santa Fe.

**Article I -- Name and Purpose**

1. The club shall be known as the Gilbert Model Railroad Club, Inc., hereafter referred to as the "Club". The purpose of this Club as a nonprofit corporation shall be as follows:

1.1 The construction of, operation of and maintenance of a diorama depicting the importance of the railroad to the origin and history of Gilbert for the education and benefit of the patrons of the Gilbert Historical Museum, located at Gilbert and Elliot Roads in Gilbert, Arizona.

1.2 The construction of, operation of and maintenance of an HO scale model train layout depicting railroad operations in central Arizona during the period of 1950 through 1965, as these operations involved Gilbert and the surrounding areas for the benefit of visitors to the Gilbert Historical Museum and the members of this Club.

1.3 Promotion of the hobby of model railroading to the general public and in particular to the visitors to the Gilbert Historical Society.

1.4 Research and preservation of the history and importance of the railroad in central Arizona and Gilbert, Arizona.

1.5 Encouragement of model railroading by assisting with or construction of model railroad layouts at such other sites or locations as may be decided upon by the members of the Club.

**Article II -- Membership**

2. The Club will be a membership organization. Membership shall be available to all interested individuals subject to the rules, conditions and limitations herein set forth.

2.1 Classes of Membership

2.1.1 Regular member. Any person 18-years or older may apply as a regular member.

2.1.2 Seasonal member. Any person 18-years or older who does not reside in the area or will not be actively attending club sessions over an entire calendar year may apply as a seasonal member.

2.1.3 Junior member. Any person 12-17 years old may apply as a junior member subject to the following conditions.

2.1.3.1 A junior member must at all times when in attendance at the Club layout, be accompanied by a member who shall be responsible for the safety and conduct of the junior member.

2.1.3.2 A junior member may not operate or use the power tools set forth in the Club’s Rules and Regulations.

2.1.3.3 A junior member shall have no voting rights.

2.1.4 Inactive member. A member with an authorized Leave of Absence (LOA).

2.1.4.1 A member may submit in writing a request for a LOA stating their reason for the leave. A LOA must be approved by a majority vote of the club officers.

2.1.4.2 Each request will be considered on a case-by-case basis. There must be a compelling reason for a LOA.

2.1.4.3 A LOA would be considered for a period of time lasting more than several months. During that time period, the member would not be required to pay dues. The member would have no voting rights. Key holders will be required to turn in their keys.

2.1.4.3.1 The club’s officers may, at their discretion, place a member on a LOA when unexpected circumstances keep the member from participating in club activities.

2.1.4.3.2 If a club officer takes a LOA, then the officer must step down and the rules of the Corporate Bylaws under Article V will apply.

2.1.4.3.3 To return to active membership, the member must begin payment of dues at which time voting rights will return. Former key holders may reacquire keys under the rules stated in the RRSP Item VII – Member Access to GMRC Train Layout.

2.1.4.3.4 The club officers will periodically review LOA’s. If it appears that the member cannot return to active membership within a reasonable time period, the club officers can terminate the member’s LOA along with their club membership.

2.2 Membership Process

2.2.1 Application. The Club will provide an application form to be completed and submitted by the applicant for acceptance as a member.

2.2.2 Probationary Period. The applicant will serve a probationary period of two months, during which time the applicant’s contribution to the Club will be observed and evaluated by the regular members.

2.2.2.1 As a condition of probationary membership, all candidates will receive a copy of the club’s Bylaws, RRSP’s and an acknowledgment form. The acknowledgment form must be signed and returned to the Secretary in a reasonable amount of time. The acknowledgment serves as proof that the probationary member received, read and understands the aforementioned documents.

2.2.2.2 During the probationary period the applicant will not be responsible for payment of dues.

2.2.2.3 During the probationary period the applicant will have no voting rights.

2.2.2.4 During the probationary period, the applicant’s abilities and attitudes will be observed and evaluated by club members in order to determine the applicant’s acceptability for membership.

2.2.2.5 During the probationary period, the Club Advocate will monitor the applicant’s activities to assist and evaluate the applicant for membership. If an applicant is not meeting the requirements of membership during the probationary period, the Club Advocate will provide counseling and advise the applicant accordingly.

2.2.3 Acceptance as a member. At the conclusion of the two-month probationary period, the regular members will vote on acceptance of the applicant as a member. A two-thirds majority of the regular members attending, including proxy vote from those unable to attend, shall be required for acceptance as a member.

2.2.3.1 An applicant who is denied membership may apply for a one-time two-month extension of the probationary period.

2.2.3.2 An applicant will be accepted as a member upon a favorable acceptance vote, together with payment of dues.

2.3 Revocation of Membership. A member may have their membership revoked for any of the following reasons:

2.3.1 Nonpayment of dues.

2.3.2 Use of alcoholic beverages, tobacco or narcotics at Club functions and in the Club facilities at the Gilbert Historical Museum.

2.3.3 Non-appearance at the club for two consecutive years by a Seasonal member.

2.3.4 Violation of Club or Museum Rules and Regulations.

2.3.5 Actions deemed detrimental to the Club as determined by a vote of the Club members.

2.4 Method of Membership Revocation.

2.4.1 If membership revocation is for cause as noted in 2.3.1, 2.3.2, or 2.3.3 as noted above, revocation can be done by board vote.

2.4.2 If membership revocation is for cause as noted in 2.3.4 or 2.3.5 as noted above, revocation of membership shall be voted upon by the membership after notice is given members of such a vote, including notice to the member for whom revocation is to be voted upon. A simple majority of the members present, including proxy votes for those who cannot attend the meeting, shall be required to revoke membership of a member.

2.5 Reinstatement of Membership. An individual whose membership has been revoked may apply for a one-time only six-month probation and reinstatement. The procedure for reinstatement shall be the same as for acceptance of a new member as set forth in paragraph 2.2.3 except subparagraph 2.2.3.1 shall not apply.

2.6 Previous Members Requesting Membership. A member who has previously resigned from the club but wishes to rejoin must follow the Membership Process as outline in section 2.2 above.

**Article III -- Dues and Fees**

3 Dues and Fees.

3.1 Dues and Fees shall be set forth in the Club’s Rules and Regulations.

3.2 Establishment of Dues and Fees. Dues and fees, or new fees, shall be established and may be changed by a vote of two-thirds of the regular members at any duly authorized meeting with notice being given to members of the intent to change dues or fees. Voting shall include proxy votes.

3.3 Notice of Intent to Change Dues or Fees. Notice of intent to establish or change dues or fees shall be sent to all regular members at least 30 days prior to the scheduled meeting for the vote, and all such changes shall be further limited as follows:

3.3.1 There shall be no more than one increase in dues permitted in any 12-month period. Furthermore, dues shall not be increased more than 50% at any such scheduled meeting.

3.3.2 No more than two special assessment fees are permitted in any 12-month period. The total of such two assessments shall not exceed $100.00.

3.4 Delinquency

3.4.1 Monthly dues are due and payable on the first of each month and considered delinquent if not paid by the date of the membership meeting in that month.

3.4.2 A member more than 15 days delinquent will forfeit his right to vote until his dues are current.

3.4.3 A member more than 60 days delinquent may have his membership revoked as set forth in paragraph 2.3.1.

3.4.3.1 Certain circumstances may be considered as an exception from this rule. See article 2.1.4 Inactive member. A member with an authorized Leave of Absence (LOA)

**Article IV -- Voting**

4. Voting procedures and requirements

4.1 Quorum. A quorum to transact business is defined as the number of members present at a regular meeting. A regular member who has submitted a proxy is deemed "present" for this purpose.

4.2 Majority Vote. Most Club business shall require a two-thirds vote of those attending, including proxy votes. For the test of a two-thirds vote, or majority, a proxy shall count as a person attending.

4.3 Eligibility. Only regular members and seasonal members are eligible to vote. Junior members and members on Leave of Absence are not eligible to vote.

4.3.1 Regular members must be in good standing, i.e. current on dues per paragraph 3.4 and its subparagraphs.

4.3.2 Seasonal members must maintain a current status on dues per paragraph 3.4 and its subparagraphs during their stay in Arizona.

4.4 Voting Methods

4.4.1 Election of officers must always be by secret ballot, unless there is only one candidate for the position.

4.4.2 Most other voting issues may be by show of hands or voice call and counting of proxies; however, a member may request a secret ballot for any issue. If one-third of the members present approve, the issue will be decided by secret ballot.

4.4.3 Proxy Voting: Members who cannot attend a meeting at which voting is to take place are encouraged to vote by proxy.

4.4.3.1 Acceptable Proxy Voting Methods:

4.4.3.1.1 Proxies shall be written, signed by the voting members and clearly indicate the specific issue(s) being voted on and clearly state the member’s choices and decisions.

4.4.3.1.2 An email message to an officer of the Club is an acceptable proxy and must be documented in hard copy at the time of the vote. The e-mail must clearly indicate the specific issue(s) being voted on and clearly state the member’s choices and decisions. The e-mail must be received before 5:00 pm MST on the day of the vote.

4.4.3.1.3 A member may not assign his proxy vote to another member to be voted as that other member sees fit.

**Article V -- Officers of the Club**

5. Gilbert Model Railroad Club Officers

5.1 Elected Officers of the Club

5.1.1 President

5.1.2 Vice President

5.1.3 Treasurer

5.1.4 Secretary

5.1.5 Club Advocate

5.1.6 Such other elected officers as may be established or eliminated as the members of the Club desire.

5.2 Term of Office

5.2.1 Officers shall serve a 12-month term beginning on January 1st of the following year.

5.2.2 There are no term limits and an officer may continue any number of successive terms.

5.3 Election Schedule

5.3.1 At the October meeting, the Vice President will select at least one member from the general membership to form a ‘Nominating Committee’ for the purpose of creating the slate of officer candidates for the following year.

5.3.2 At the November meeting, the nominating committee will submit their slate of officer candidates to the membership. The floor will then be open for any last-minute nominations.

5.3.3 At the December meeting, officer elections will be held.

5.3.4 On January 1st of the following year, the elected officers will assume their positions.

5.4 Officer Vacancy. If at any time an officer is unable to perform the duties of his office, the President may at his discretion appoint a replacement to serve for no more than 90 days.

5.4.1 If an Officer Vacancy occurs more than 90 Days before the next scheduled election, the President will call for a special election to be held as soon as practical to fill such vacancy for the remainder of the officer’s term. The members will nominate and vote on a candidate to fulfill the open position until the next scheduled election.

5.5 Officer Removal. An officer shall be removed only for cause according to the following protocol:

5.5.1 An officer whose membership has been revoked pursuant to paragraph 2.3 and 2.4 and its subparts shall automatically be removed from office.

5.5.2 Removal of an officer from the board (but not revoking membership) shall be done according to the following protocol:

5.5.2.1 30-days written notice shall be given to any officer who is proposed to be removed from office. Said notice shall be given by any two other officers.

5.5.2.2 After said 30-day notice, a members meeting shall be held to vote on said removal. A vote of two-thirds of the members attending said meeting, including valid proxy votes, shall be required to affect a removal of an officer from his position.

**Article VI -- Duties of Officers**

6. Duties and Responsibilities of Elected and Appointed Officers of the Club:

6.1 President

6.1.1 The President shall be a regular member of the Club at least one year and in good standing.

6.1.2 The President shall preside over all meetings of the Club.

6.1.3 The President shall be authorized to sign on behalf of the Club.

6.1.4 The President shall be a signer of the Club’s bank accounts.

6.1.5 The President or his appointed agent shall be responsible for providing notices to applicants as set forth in paragraph 2.2.2.3.

6.1.6 The President shall appoint, with approval of the Board, such positions as deemed necessary by the club membership, which are not Elected Officer Positions, such as:

* + - 1. Swap Meet Coordinator.

6.1.6.1.1 Swap Meet Coordinator will organize items to be sold at the swap meet, coordinate members to attend swap meet to sell excess inventory and return all monies or unsold items to The Club.

6.1.6.2 Assistant Treasurer

6.1.6.2.1 Assistant Treasurer will gain a full understanding of all Club Financial processes and reporting to IRS/Govt. Authorities as required by law.

* + - * 1. Assistant Treasurer will fill in if Treasurer is unavailable or incapable of completing their duties.
        2. Assistant Treasurer will coordinate an annual internal audit of all Club Financial records. Report to be delivered at the January meeting of the subsequent year of the audit. The auditor will be a club member, not the Treasurer or Assistant Treasurer. The auditor can request assistance from one other member of the club.
      1. Web Master
         1. Web Master will handle and coordinate the Club website with supporting vendor, with Board/Club approval as needed for expenses.
         2. Web Master will coordinate the upload/download or adjustments as needed to maintain a valid and current set of information on the Club website.
      2. Club Archivist
         1. Club Archivist will manage the storage of all club records, whether on the club computer or the club website.
         2. Club Archivist will coordinate with the Web Master, Secretary, Treasurer, Assistant Treasurer or other individuals as needed to acquire records for storage or provide records upon request.
      3. Club Team Leaders
         1. Club Team Leaders will be assigned duties as outlined in the Club RRSP document.

6.2 Vice President

6.2.1 The Vice President shall be a regular member of the Club at least one year and in good standing.

6.2.2 The Vice President shall assume the duties of the President during his or her absence or when delegated to do so.

6.2.3 The Vice President shall be a signer on the Club’s bank account.

6.2.4 The Vice President shall present the new slate of candidates for officer positions to the Club membership at the November nomination meeting.

6.2.5 The Vice President will research and offer suggestions to the President and the Board. names of those members with skills needed to fill the roles of the positions to be assigned by the President, with Board approval.

6.2.6 The Vice President shall assist the President in the enforcement of the Club rules and regulations.

6.3 Treasurer

6.3.1 The Treasurer shall be a regular member of the Club at least one year and in good standing.

6.3.2 The Treasurer shall maintain a complete record of Club funds and accounts with support from the Assistant Treasurer and Club Archivist.

6.3.2.1 The Treasurer will monitor and report on both the Club treasury as well as the funds available to the Club through the Gilbert Historical Museum.

6.3.3 The Treasurer shall be a signer of the Club’s bank accounts.

6.3.4 The Treasurer shall render a complete financial statement to the Club membership at the first business meeting each year or whenever directed to do so by the President with support of the Assistant Treasurer and internal auditor.

6.3.5 The Treasurer shall report to the President the name of any member who is delinquent in the payment of dues or assessments.

6.3.6 The Treasurer shall assist the President in the enforcement of the Club rules and regulations.

6.4 Secretary

6.4.1 The Secretary shall be a regular member of the Club at least one year and in good standing.

6.4.2 The Secretary shall maintain all Club records with support from the Club Archivist.

6.4.3 The Secretary shall record minutes of meetings.

6.4.4 The Secretary shall oversee management of the club web site with support from the Web Master.

6.4.5 The Secretary shall assist the President in the enforcement of the Club rules and regulations.

6.5 Club Advocate

6.5.1 The Club Advocate shall be a regular member of the Club at least one year and in good standing.

6.5.2 The Club Advocate shall be a representative of the general membership of the club.

6.5.3 The Club Advocate will monitor the activities of probationary applicants and evaluate the applicant’s acceptability for membership. If an applicant is not meeting the requirements for membership, the Club Advocate will notify the applicant of such deficiencies and provide guidance and assistance to aid the applicant.

6.5.4 The Club Advocate will monitor activities of the members assigned specific duties by the President and report any discrepancies to the President should an assignee have any issues performing their duties.

6.5.5 The Club Advocate will monitor activity on the layout and confirm that all processes and procedures are properly and completely followed.

6.5.6 The Club Advocate shall assist the President in the enforcement of the Club rules and regulations.

**Article VII -- Bylaw Amendment and Review**

7. Bylaw Amendment and Review

7.1 The Bylaws of the Club shall be reviewed annually at the January membership meeting of the Club.

7.2 The Bylaws may be reviewed, and amendments prepared as hereafter set forth.

7.3 Procedure for Amendment. Should it be determined that the Bylaws are in need of amendment, a proposal for review and amending the bylaws may be made by a member at any regular or special meeting of the members. If a majority of members in attendance, including proxy votes, agrees that the Bylaws should be reviewed, a committee shall be formed to propose changes in the Bylaws. Said committee shall submit a written record of the proposed changes.

7.3.1 Such proposed changes shall be sent to all members no less than two weeks prior to a scheduled meeting to discuss such changes.

7.3.2 At the meeting held to discuss such changes a meeting shall be scheduled no more than two months later or less than one month later to vote upon such changes.

7.3.3 It shall require two-thirds of those attending the scheduled voting meeting, including proxies, to approve of such changes.

**Article VIII -- Meetings**

8. Annual and Other Meetings

8.1 Membership meetings will be held each month as designated in the Rules, Regulations, Standards and Procedures, Item VI - Standard Meeting Schedule.

8.1.1 The January membership meeting will be the annual meeting.

8.2 The annual nomination of officers will be held during the November membership meeting.

8.3 The annual election of officers will be held during the December membership meeting.

8.4 A special meeting may be called by any two officers with at least two weeks’ notice to the members.

**Article IX -- Purchases**

9. Supplies and Equipment

9.1 All purchases of supplies or equipment shall have prior funding appropriations without consideration of the reimbursement source.

9.1.1 Any member may present a forecast of expenditures required for improvement of the layout.

9.1.1.1 The Officers of the Club will review all forecasts and provide a pre-approval of funds based upon the limits listed in the Club Rules and Regulations. A simple board majority will approve/deny funding requests.

9.1.1.2 The general membership of the Club will review and approve/deny forecasts for any amounts above the Maximum listed in the Club Rules and Regulations. A 2/3 vote of attending members will approve/deny funding requests.

9.2 Members working on an approved project with an approved forecast may make purchases of supplies or equipment for the project up to the approved amount as authorized by the board or club member majority approval as outlined in 9.1.1.1 or 9.1.1.2.

**Article X – Club Rules**

10. Rules, Regulations, Standards and Procedures

* 1. The club shall establish a separate document containing such Rules, Regulations, Standards and Procedures as the membership deems necessary to enable the club to accomplish its goals and objectives.
  2. Any issues or questions to these Bylaws or the Club Rules will be voted on by the Board and/or Club membership. Permanent changes will be incorporated into the proper document at the next formal review and update.

These bylaws were adopted and accepted by the members of the club at a meeting held on the 22nd day of February, 2022 by a majority vote. The undersigned were the duly authorized incorporators and acting officers of the Club at that time.

President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Vice President \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Treasurer \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Secretary \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Club Advocate \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_