

BYLAWS OF THE CENTRAL ARIZONA MODEL RAILROAD CLUB

(Adopted: February 23, 2005)

(Amended: November 14, 2007) (November 11, 2009) (November, 2011) (August 12, 2015).

Article I. Name and Location.

Section 1. The name of the organization shall be the Central Arizona Model Railroad Club, a non-profit organization. (Hereafter referred to as CAMRRC or as the Club.)

Section 2. CAMRRC is located in Yavapai County, Arizona.

Article II. Objectives and Purposes.

Section 1. The objectives of the Club shall be to promote the fellowship of model railroading among model railroaders, to advance and promote the hobby of model railroading, to provide a meeting ground for the sharing of knowledge and interests among model railroaders, and to provide a communication source to keep members abreast of current events in the model railroading hobby that will be beneficial to them.

Section 2. The purpose of the Club shall be to support community events that promote the hobby of model railroading and to inform the community of CAMRRC through events including, but not limited to, the annual "Beat the Heat" swap meet.

Article III. Membership.

Section 1. Classes of Membership.

- * Regular membership is open to any individual 18 years of age or older.
- * Honorary membership may be granted by a majority vote of the Board of Directors. Honorary members may include a regular member's spouse, an individual under the age of 18, or a student through the age of 22, who are sponsored by a regular Club member. Honorary members have no voting privileges and will be exempt from paying dues.

Section 2. Requirements for acceptance into membership.

- * Completion of the CAMRRC application form.
- * Payment of the first year's annual membership dues. The annual membership dues will be prorated based on the month the applicant is accepted into membership.

Section 3. Information Packet

The Secretary shall provide a membership information packet to prospective members who complete and submit an application form. Each membership packet will consist of, in the least, the following items:

- * Copy of the then current Club Bylaws.
- * Copy of the latest Club newsletter.
- * Copy of the latest Club membership roster.

Article IV. Membership Dues.

Section 1. The amount of the membership dues shall be determined by a majority vote of the regular membership utilizing the voting process established in Article IX of these Bylaws. Proposed dues changes shall be presented to the membership at least one meeting prior to an anticipated membership vote.

Section 2. A member will be considered as having lapsed his/her membership and be automatically terminated if such member's dues remain unpaid for 90 days after the beginning of the annual membership year or acceptance into the Club. However, the Board of Directors may grant, at their discretion, an additional 30 days of grace to such members.

Article V. Officers.

Section 1. The officers of CAMRRC shall be a President, Vice-President, Secretary, and Treasurer.

Section 2. Duties.

- * President -- The President shall be the chief executive officer of the Club, shall preside at all meetings of the membership and all meetings of the Board of Directors, and shall act as the chairman of the annual "Beat the Heat" swap meet.
- * Vice-President -- The Vice-President shall, in the absence or disability of the President, act as and have all the powers of the President in the conduct of the affairs of the Club. The Vice-President shall have such other powers and duties as may be assigned by the President and shall act as the co-chairman of the annual "Beat the Heat" swap meet.
- * Secretary -- The Secretary shall keep the minutes of all meetings (general membership and Board of Directors), record the votes in all elections, maintain the records of membership, and perform all other duties as may be assigned by the President. The Secretary shall take all necessary actions to facilitate the annual election.
- * Treasurer -- The Treasurer shall be responsible for administering Club funds as directed by the Board of Directors and maintaining the financial records of the Club. The Treasurer is in charge of the preparation and filing of such reports and financial statements and tax returns as may be required by law. The Treasurer will prepare and submit a proposed annual operating budget.

Section 3: All terms of officers will run for two (2) years on a calendar year basis of January 1 to December 31 of the following calendar year. The terms of officers shall be staggered; the President and Secretary will be elected one year, then the following year the Vice-President and Treasurer will be elected. The first year of implementation of this scheme the President and Secretary will be elected to two-year terms and the Vice-President and Treasurer will complete their two-year terms (serving one more year). The following year the Vice-President and Treasurer will be elected to their regular two year terms establishing the staggered provisions stated above. Each year two officers and one director will be elected. Officers are elected at the Annual Meeting held during the month of October. A ballot containing the names of all members nominated for election to officer and Board positions shall be sent to all regular members before the Annual Meeting.

Section 4. A vacancy in the office of President shall be filled by the Vice-President.

Section 5. A vacancy in an office other than that of the President will be filled on an interim basis by a majority vote of the remaining Board of Directors. The interim appointment will last until the next regularly scheduled annual election at which time the regular membership will elect a member who meets the qualifications established under Section 7 of this Article. The elected replacement officer will serve the remainder of the replaced officer's term or a complete term, as established by Section 3 of this Article, depending on when the officer vacancy occurred.

Section 6. Other ex-official offices may be created as needed. These positions will be filled by direct appointment of the Board of Directors with specified or unspecified terms of office. Examples of such positions are Club photographer, Club historian, newsletter editor, librarian, and Webmaster.

Section 7. A member cannot be considered for a Club office, as defined in this Article, until he or she has been a member of the Club in good standing for at least one (1) year.

Article VI. Board of Directors.

Section 1. The Board of Directors is charged with the management of the affairs and business of the CAMRRC. It shall establish policy and shall act upon proposals and recommendations submitted by a vote of the membership.

Section 2. The Board of Directors of the CAMRRC shall consist of the four (4) officers of the Club and three (3) Directors. The past-president will serve in an advisory role to the Board, without voting privileges, for one (1) year following his/her term.

Section 3. The Directors shall serve for three (3) years, and the terms of office shall be staggered so that one (1) director is elected for the full three-year term each year. The term of office is from January 1 through the third following December 31.

Section 4. Four (4) members of the Board shall represent a quorum for a Board of Director's meeting. Meetings shall be held at a frequency of no less than once a quarter. Any Club member can attend and participate in a Board meeting. Minutes of the Board meetings will be made available to the entire Club membership.

Section 5. A Director vacancy will be filled on an interim basis by a majority vote of the remaining Board of Directors. The interim appointment will last until the next regularly scheduled annual election at which time the regular membership will elect a member in good standing to the vacant Director's position. The elected replacement Director will serve the remainder of the replaced Director's term or a complete term as established by Section 3 of this Article, depending on when the Director's vacancy occurred.

Article VII. Membership Termination.

* A member may resign from the Club at any time upon written notice addressed to the Secretary.

* A member who is delinquent in his/her annual membership dues will be terminated in accordance with Article IV, Section 2, above.

* Any member found misappropriating Club funds or property is subject to immediate termination.* Termination is effective upon receipt of a written notification that is given personally or mailed to such member by the Secretary of the Club.

Article VIII. Amending the Bylaws.

Section 1. Any regular member in good standing may submit proposed amendment(s) or change(s) to these Bylaws at any meeting of the Club.

Section 2. Proposed change(s) to these Bylaws shall be presented to the membership at least one (1) meeting prior to an anticipated vote.

Section 3. A majority vote of the regular members in good standing is required to accept any amendment(s) or change (e) to these Bylaws.

Section 4. The Secretary shall distribute copies of the approved and revised Bylaws to all members.

Article IX. Voting.

All voting requiring a full membership vote will be conducted in the following manner.

* Ballots will be sent to all regular members in good standing two weeks prior to the actual vote.

* Those members unable to attend the vote may submit an absentee ballot provided it is delivered to the Secretary prior to the vote.

CAMRRC GRANT AND GIFTING GUIDELINES

Adopted and Added to Bylaws November 2011

A. PURPOSE

The purpose of these guidelines is to define how the Board of CAMRRC (club) will: (1) evaluate, fund and audit projects by club members that further the club and/ or the hobby of model railroading in this community, (2) make grants to third parties that further the hobby of model railroading in this community and (3) make gifts to local charities.

Since the Board has fiduciary responsibilities to the club it must be prudent in the distribution of these grants. The Board may make exceptions to this policy at its discretion.

B. GRANT/GIFT RECIPIENT REQUIREMENTS

1) Projects

The gifting for model railroad (RR) projects is primarily for helping an individual, or group of club members, achieve a specific goal that benefits the promotion of model railroading in our community.

2) Charities

Gifting to charities will limited to those that are IRS Section 501 (c) 3 nonprofit organizations and that make a difference in our community. They may be for the benefit of human activities or that of animals.

C. FUNDING

1) Annual Grant/Gift Budget

The amount of funds that will be available on annual basis for RR projects and charities will be based on previous year's net income. The amount granted/gifted annually shall be no more than 95% of the net income for all RR projects and charities. This dollar amount will be supplied by the club's Treasurer. The distribution split between the RR projects and charities will be in general 80% for RR projects and 20% for charities.

Any surplus in funds from either category at the end of the fiscal year can be shifted to the other at the Board's discretion.

2) Unapproved Gifts

Requests for gifts to a qualifying charity can be made by any CAMRRC club member. The board will review it and validate the need based upon the input provided. Some may or may not be supported in a given year based on priority and funds available. If a request is turned down once it does not mean it will be in the future unless the Board deems it ineligible for a gift based on its mission or tax status.

3) Maximum Funding

The amount funds awarded to each new RR project or charity request shall be no more than 30% of the available amount as determined above.

4) Multiple Requests

There will be a limit of three (3) to the number of times a specific project can request funding annually, once it has been awarded funds.

D) PROJECT REQUIREMENTS

1) Individual project

Each request shall be for a separate project there will be no bundling of multiple projects for any reason.

2) Objectives and Purpose

Each project shall have a written, clearly defined purpose and set of objectives which is signed off by all persons participating therein.

3) Access

Any project will be open to all other CAMRRC club members to view or participate in. There must be open and free access to the supported RR project. This is within reason, of course, and with the knowledge of the project requestors.

4) Audits

Accountability of funds awarded for the project must be made available by the requestor(s) when the Board makes a demand for a review. Random audits by the Board may be conducted by them of the physical project and its progress at their discretion.

5) Schedules

A time line for the project must be supplied with the original request for funding.