

TUCSON GARDEN RAILWAY SOCIETY

Amended and restated BY-LAWS

Revised April 22, 2020

ARTICLE I

General Provisions The name of this organization is the Tucson Garden Railway Society, Incorporated (TGRS). The purpose of TGRS is to educate the public about large-scale model railroading. This includes, but is not limited to, demonstrating, building and operating large scale layouts. It also includes conducting classes or seminars and providing displays at non-TGRS functions.

Corporate Purpose and Place of Business The Society (TGRS) has been organized for the transaction of any and or all lawful business for which a 501(C)(3) non-profit corporation may be incorporated under the laws of the State of Arizona as they may be amended from time to time, and section 501(C)(3) of the Internal Revenue Code and it's regulations as such Section and regulations now exist or may hereafter be amended or under corresponding laws and regulations, and regulations that may hereafter be adopted. The specific purpose of TGRS and this corporation shall be to operate exclusively for charitable, educational and scientific purposes and specifically for educational purposes. To fulfill this purpose, TGRS will set up and display model railroads, including various industrial and residential buildings as part of the display at various venues in and around the City of Tucson and provide members of TGRS at the displays to explain how the model railroads and model buildings are constructed, and how the power that is used on the model makes the engines and display function. As part of these displays, TGRS will also have displays that explain the history of railroads and their role in the growth of America and Arizona, and explanations of steam powered engines versus diesel powered engines as well as the difference between narrow gauge railways and standard gauge railways and the historical reason for the use of narrow gauge railways. TGRS will also conduct demonstrations of model railroads and the history and use of railroads in the United States to school groups in the Tucson metropolitan area. TGRS shall not engage in any activity that would jeopardize its status or classification as a 501(C)(3) non-profit corporation, or operate in a manner that would permit it to be classified as a private foundation within the meaning of Section 509 of the Internal Revenue Code and regulations that now exist or may be hereinafter adopted. The place of business of TGRS shall be Tucson, Pima County, Arizona, and whose post office address shall be an officer or director of TGRS as from time to time will be determined by the Board of Directors of TGRS.

ARTICLE II

Officers The officers of TGRS are the President, Vice-President, Secretary, Treasurer, Newsletter Editor and Webmaster. Each officer shall serve a term of two fiscal years, assuming office on July first. An officer may resign from office by submitting a written resignation to the Secretary (or in the case of the Secretary, to the President). If an Officer position becomes vacant, the President may appoint a replacement officer at his/her discretion.

President - The duties of the President are to:

1. Conduct, manage and control the affairs of TGRS
2. Preside over all meetings of TGRS
3. Establish the time and place for all general meetings and board meetings of TGRS
4. Serve as the official spokesperson of TGRS

5. Activate the message tree when necessary
6. Appoint committees and/or administrators as required.
7. Perform any other duties voted to him/her by the general members
8. Fill, with approval of the Board of Directors, Board vacancies which occur between elections.

Vice President - The duties of the Vice-President are to:

1. Perform the duties of the President in the absence of the President
2. Establish programs for the education or entertainment of the general members at meetings
3. Schedule and coordinate activities at non-TGRS functions
4. Perform any other duties assigned to him/her by the President

Secretary - The duties of the Secretary shall be:

1. Maintain a roster of all members of TGRS including postal mail and e-mail addresses and telephone numbers. The Secretary may be assisted in this effort by a Membership Administrator appointed by the President.
2. Record and maintain the minutes of all meetings.
3. Maintain all awards, citations and history of the TGRS. The Secretary may be assisted in this effort by an historian appointed by the President.

Treasurer - The duties of the Treasurer are to:

1. Collect and keep account of all receipts of TGRS
2. Keep account of all expenditures of TGRS
3. Disburse all funds for TGRS in accordance with the Approval Policy established by the Board of Directors.
4. Submit all necessary business and tax forms
5. Accept donations of money made to TGRS
6. Make a financial report to the members at scheduled general meetings
7. Prepare an annual budget for TGRS
8. Make the books, accounts and supporting documents available for inspection upon request by any officers of TGRS
9. Consult with the board to establish a recommended dues structure for approval by the general membership

Newsletter Editor - The duties of the Newsletter Editor are to:

1. Publish and mail a monthly newsletter;
2. Solicit articles or advertising for the newsletter from members;
3. Inform all members of the time and place of all meetings established by the President;
4. Prepare news releases and interact with local newspapers, radio and television outlets to make the public aware of Society activities. In this effort, the Newsletter Editor will be assisted by a Publicity Coordinator appointed by the President.

Webmaster - The duties of the Webmaster are to:

1. Maintain the club's website including renewal of domain name (tucsongrs.org), renewal of host site, troubleshooting site issues, updating software on the web site and other any duties relating to the club's web site.
2. Maintenance of club roster and mailing list and troubleshooting email problems.

ARTICLE III

Board of Directors The Board of Directors (board) shall establish the general policies and procedures of TGRS. Any policy change which affects these by-laws shall be approved by the general membership. The Articles of Incorporation may be amended by the Board of Directors. The board shall also perform general planning for TGRS activities. The board shall be comprised of the elected officers, plus four members at large who are elected by the general membership at the same time the officers are elected. One of the at-large members shall be the outgoing President, unless that person declines.

Members at large may resign from the board by submitting a written resignation to the Secretary. Officers who resign their office are also resigning their board positions. If an at-large Board position becomes vacant, the President may appoint a replacement at-large board member at his/her discretion.

Board meetings shall be called by the President when sufficient cause exists to justify a meeting. Board meetings shall be held at a time and place determined by the President, but may be in conjunction with regular monthly meetings.

ARTICLE IV

Membership The TGRS is open to any individual 18 years old or older, and their immediate family members regardless of age. Application for initial membership is made by submitting an application form and appropriate fees. Membership shall be maintained so long as dues are kept current. Lifetime honorary memberships may be granted by a majority vote of the general membership. Any member may be expelled for cause upon agreement by a three-fourths vote of the members by secret ballot. No individual may be denied membership in TGRS by reason of his or her race, religion, creed or sexual orientation.

ARTICLE V

Dues The dues structure for TGRS shall be established by the board and approved by the general membership. Dues are to be paid annually in advance. Dues are payable after June 1st and become delinquent on July 31st.

Unless renewed, active membership may be terminated on the last day of the month following the month the dues are to be paid. A past due member may reactivate his/her membership by paying past dues.

A member may voluntarily deactivate his/her membership by notifying the Secretary. No dues will be refunded. A voluntarily deactivated member may reactivate his/her membership by paying dues for the current year in which he/she reactivates.

ARTICLE VI

General Meetings Meetings shall be held at a time and place determined by the President. The Editor shall notify the general members of the time and place of meetings via newsletter. Meetings will normally be held monthly unless decided otherwise by the Board of Directors. All matters which require approval of the general membership shall be voted upon only at general meetings. Votes will be taken by a show of hands unless otherwise specified (i.e. secret ballot). A simple

majority of the current membership present at a meeting shall constitute a quorum. Members under 16 years old must be accompanied by an adult at all TGRS activities.

The President shall conduct the meeting (or in his/her absence, the Vice-President). The meetings may be held in conjunction with social activities or other TGRS activities. The President may also request volunteers for ad hoc committees at meetings.

The President may request financial reports, other officer's reports or ad hoc committee reports at general meetings. Annual reports shall be given at general meetings by the Treasurer and Vice-President when scheduled by the President.

When entertainment or educational programs are scheduled for meeting by the Vice-President, he/she shall notify the Newsletter Editor in sufficient time for the general members to be notified in meeting announcements.

Special meetings of ad hoc committees may be held at such time and place the committee chairman may decide. The general membership need not be informed of ad hoc committee meetings. Participation in ad hoc committees by general members will be on a voluntary basis.

ARTICLE VII

Elections All officers and board members of TGRS shall be elected by a vote of the general membership. The President shall appoint an ad hoc nominating committee at the March general meeting of each odd numbered year. (If there is no March general meeting, then by March 12th.)

The nominating committee shall nominate, as a minimum, a sufficient number of candidates to fill all of the offices of TGRS. The nominating committee shall also nominate four at-large board members. The nominating committee shall solicit nominations and volunteers from the general members. All candidates must be active TGRS members.

A list of nominees shall be submitted to the general members in April. Nominations from the floor will be accepted during April and May inclusive of the May general meeting, and thereafter the nominations shall be closed.

A newsletter listing all nominated candidates shall be distributed prior to the May general meeting.

A vote of all active members present shall be taken for each office at the May general meeting. The candidate receiving the most votes assumes the office. In the event of a tie vote, a candidate will be selected by chance drawing.

ARTICLE VIII

TGRS Property TGRS may acquire property related to its purpose. A property custodian shall be appointed by the President. The property custodian will maintain a list of all TGRS property and keep a record of the physical location of all TGRS property.

It shall be the responsibility of individual members to notify the property custodian when they relinquish possession of TGRS property.

ARTICLE IX

Conflict of Interest The Directors and Officers of TGRS may not be interested directly or indirectly in any contract, written or verbal, appointment of an advisor, agent or the hiring of any employee relating to or incidental to the operations conducted by TGRS.

ARTICLE X

Fiscal Year The fiscal year shall commence on July 1st of each year and end on June 30th of the following year.

ARTICLE XI

Prohibition Against Financial Gain, and Dissolution No member, director, officer, or employee of, or member of a committee or person connected with TGRS or other private individual shall receive at any time any of the donations, earnings or pecuniary profit from the operations of TGRS; and no such person or persons shall be entitled to share in the distribution of any of TGRS's assets upon the dissolution of TGRS.

All members of TGRS shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of TGRS, whether voluntary or involuntary, the assets of TGRS, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, to organizations organized and operated exclusively as 501(C)(3) non-profit corporations as determined in the Internal Revenue Code (or corresponding provisions of any future United States Internal Revenue Code law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of TGRS is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for 501(C)(3) purposes.

ARTICLE XII

Prohibited Acts No substantial part of the activities of TGRS shall be the carrying on of propaganda or otherwise attempting to influence legislation, and TGRS shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-Laws, TGRS shall not carry on any other activities not to be carried on (a) by a corporation exempt from Federal income tax under Section 501(C)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code

ARTICLE XIII

By-Laws These by-laws become effective when approved by a majority vote of the general membership. Any changes made to these by-laws must be approved by a two-thirds majority vote of the members present at a regular monthly meeting which has been previously designated in the newsletter as one at which the proposed changes will be discussed and voted upon.

