

# **GEORGIA GARDEN RAILWAY SOCIETY CONSTITUTION**

## **ARTICLE I - Name**

This organization shall be known as the **Georgia Garden Railway Society (GGRS)**.

## **ARTICLE II - Objectives**

The primary purposes of the GGRS shall be to advance, improve, encourage, and stimulate the quality of garden railways and to promote the appreciation of railroads and their history in America.

## **ARTICLE III - Membership**

Individuals interested in or engaged in activities concerned with or related to garden railroading or large-scale model railroading are eligible for membership.

## **ARTICLE IV - Organization and Governance**

**Section 1: Executive Board.** The Executive Board shall be the executive authority of GGRS. The Executive Board shall be comprised of seven members in good standing of the GGRS elected by the membership to positions as outlined in GGRS Bylaws.

**Section 2: Membership.** The membership shall consist of members in good standing within the types of membership outlined in GGRS Bylaws. A member in good standing is defined as a person authorized to vote within a type of membership for which the type of membership dues has been paid or membership has been authorized by the Executive Board.

## **ARTICLE V – Elections**

**Section 1: Election of the Executive Board.** Elections for the Executive Board shall be held each year as outlined in GGRS Bylaws. Candidates for positions on the Executive Board must be members in good standing at the time of their nomination by the Elections Committee.

**Section 2: Vacancies.** In the event of a vacancy on the Board, an interim representative may be appointed by the Board to fill that vacancy until the next regular annual election.

## **ARTICLE VI – Meetings**

Meetings of GGRS shall be planned by the Executive Board as outlined in GGRS Bylaws with at least one business meeting of the membership held annually. The Executive Board shall meet regularly as outlined in GGRS Bylaws. Special meetings of the Executive Board or of the membership may be called by the President of the Executive Board or by a majority of the members of the Executive Board with at least a 2 week notice by electronic communication to all members of the Executive Board or the membership as is warranted.

## **ARTICLE VII – Program Coordinators and Committees**

**Section 1: Standing Program Coordinators and Their Committees.** GGRS Bylaws shall outline the number, types, and duties of standing program coordinators and/or standing committees needed to effectively manage the business and affairs of the Society. The Executive Board shall appoint the coordinators for such programs and/or committees.

**Section 2: Special Program Coordinators and Their Committees.** Special program coordinators and/or special committees may be appointed by the Executive Board to undertake special assignments. Such coordinators and committees shall be appointed on an ad hoc basis and shall serve no longer than the term for which they were appointed.

## **ARTICLE VIII - Income and Benefits**

No part of the net earnings of GGRS shall inure to the direct benefit of any members, sponsor, donor, creator, trustee, officer, employee, or without limitation, any other private individual, or to the benefit of any corporation, any private individual or any substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation; provided, this shall not prevent payment of reasonable compensation for service actually rendered to or for GGRS in its purposes. GGRS shall be maintained as a 501(c)(7) and therefore donations are not tax deductible. Upon dissolution, all of the assets of GGRS shall be turned over to such nonprofit, tax-exempt, charitable, scientific, or educational organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 or any successor provision thereto as the final membership of GGRS shall select. GGRS shall not divert any part of its income or corpus to any member, sponsor, donor, creator, trustee, officers, or employees; by lending any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest; by paying any compensation in excess of reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase or security of other property for more than adequate consideration for money or money's worth; or by engaging in any other transaction which either directly or indirectly results in such diversion or its income or corpus. GGRS shall not make any accumulation of its income

unreasonable in amount or duration or use any income for purpose other than objects hereinbefore set forth or invest income in any manner as to jeopardize the fulfillment or carrying out of its objectives In General, GGRS shall not act in any way or engage in any activity which might affect its right to full tax exemption or the right of donors to GGRS to full tax deduction of their contributions to GGRS, and GGRS shall be so operated as to be entitled to and receive all tax exemptions, federal or local, which may, from time to time, be granted to charitable, scientific or educational associations or foundations.

## **ARTICLE IX – Amendments**

Amendments to the Constitution shall be addressed as outlined in GGRS Bylaws.

**Approved by the membership effective April 24, 2019**

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Terry E. Manning, President

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Russ Bundy, Secretary

# **GEORGIA GARDEN RAILWAY SOCIETY BYLAWS**

## **ARTICLE I – Organization of the Executive Board**

**Section 1: Supervision.** The Executive Board (hereinafter referred to as the Board) of the **Georgia Garden Railway Society (GGRS)** shall provide such supervision as may be necessary to promote the best interests of GGRS objectives as outlined in the GGRS Constitution.

**Section 2: Removal.** Any Board member missing three consecutive meetings of the Board and/or membership meetings shall constitute a vacancy in that position except as outlined in Article VI, Section 4. Board meetings may be attended by telephone or electronic means.

**Section 3: Policies.** The Board shall be responsible for the management of GGRS and shall approve expenditures and carry out the established policies of GGRS. It shall report its transactions to the membership and suggest policies, procedures, and programs for consideration by the membership.

**Section 4: Budgeting.** The Board shall establish an annual budget. The budget for the next calendar year shall be presented to the membership at the last business meeting of the prior calendar year (usually in August or September) for their approval.

**Section 5: Organization of the Board.** The Board shall be comprised of seven members. Three of the seven members shall be elected to serve the specific administrative officer positions of President, Secretary, and Treasurer. The remaining four positions shall be elected as Executive Board Members-at-Large.

**Section 6. Meetings of the Board.** All meetings of the Board must be announced to all members of the Board at least 2 weeks prior to the meeting. Four members of the Board shall constitute a quorum. All decisions of the Board must be approved by a majority of the quorum in attendance.

**Section 7. Miscellaneous Policies and Procedures.** The Board shall maintain a set of policies and procedures to address program management areas not addressed in the Constitution or Bylaws. These shall be used as a reference resource to aid in indoctrinating new members and new Board members and to assist members becoming involved in new program areas.

**Section 8. Vacancies.** In the event of a vacancy on the Board, an interim representative may be appointed by the Board to fill that vacancy until the next regular annual election. Such appointment shall be reported to the membership.

## **ARTICLE II - Duties of the Members of the Executive Board**

**Section 1: President.** It shall be the duty of the President of GGRS to preside at all meetings of the Board and of the membership. He or she shall be responsible with assistance from the Board for the preparation of the agenda for such meetings.

The President shall perform such other duties as usually pertain to the office of a Chief Executive Officer. The President or their designee shall act as the official spokesperson for the society. In the absence of the President, the President shall designate the Secretary or Treasurer to preside at a meeting.

**Section 2: Secretary.** The Secretary shall record the minutes of the Society and prepare such summaries or copies of minutes for dissemination as the Board shall direct. The Secretary shall conduct correspondence and carry out other such duties as directed by the Board.

**Section 3: Treasurer.** The Treasurer shall receive all dues and monies of the GGRS, dispense funds on behalf of the Board, and shall maintain written records thereof subject to the call of the President, the Board, or designated auditors. Under the direction of the Board, the Treasurer shall prepare at least quarterly financial reports for dissemination to the Board and at least annually to the membership. The Treasurer shall assist as needed in audits of financial records. The Treasurer is authorized to approve expenditures as outlined in the existing budget and unbudgeted expenditures not to exceed \$100. Unbudgeted claims of \$100 or more shall be referred to the Board for approval.

**Section 4. Members-at-Large.** Members-at-Large shall number 4 (four) of the 7-member Board. Among themselves and in conjunction with the other members of the Board, Members-at-Large shall accept positions as the coordinators of various program areas to which each may have an interest. They shall assist the other members of the Board to assign the coordinators of any program areas not headed by Board members and to determine if such persons shall serve an ad hoc position on the Board.

**Section 5: Resignations.** Any Board member may resign by providing written notice stating their termination date to the Board.

## **ARTICLE III – Duties of Program Coordinators**

**Section 1. Hosted Member Meetings Coordinator.** The Hosted Member Meetings Coordinator shall schedule members to host meetings at their homes or businesses at which the general membership are invited to attend to tour railway layouts, share a potluck luncheon, attend clinics or lectures, and participate in business meetings.

**Section 2: Exhibits Coordinator.** The Exhibits Coordinator (also known as the Train Show Coordinator) or their designee shall coordinate with appropriate managers of regional train shows the scheduling of GGRS participation at regional events.

**Section 3: Event Coordinators.** An Event Coordinator shall be assigned to each exhibit scheduled by the Exhibits Coordinator or the Board and to any scheduled special event or excursion. An Event Coordinator for an exhibit shall supervise the staffing, building, maintenance, storing, and displaying of exhibits to which the Event Coordinator is assigned. An Event Coordinator for a special event or excursion shall supervise the reservations, promotion, transportation, and onsite activity of events to which the Event Coordinator is assigned. An Event Coordinator may chair an Event Committee to assist him/her to fulfill his/her duties. As the member designated as an Event Coordinator will likely differ for different events, the title for an Event Coordinator shall also reference a descriptive name of the event (such as “Event Coordinator for the Trains, Trains, Trains Show”).

**Section 4: Membership Coordinator.** The Membership Coordinator shall maintain a current membership list of the GGRS in conjunction with the Treasurer and ensure the Website Coordinator is provided the list (or additions to the last list) at the end of each quarter for updating the GGRS website. The Membership Coordinator shall direct a program for recruitment of new members and advise appropriate Board members and Program Coordinators of the addition of new members and pertinent new member information. The Membership Coordinator may chair a Membership Committee to assist him/her to fulfill his/her duties.

**Section 5: Newsletter Coordinator.** The Newsletter Coordinator (also referred to as the Editor or Newsletter Editor) shall solicit material for and publish a regularly occurring membership newsletter to be distributed electronically as directed by the Board. The Editor may chair a Publications Committee to assist him/her to fulfill his/her duties.

**Section 6: Website Coordinator.** The Website Coordinator (also referred to as the Webmaster) shall maintain the GGRS website and solicit material for the website according to policies adopted by the Board. He or she shall ensure that at least one other member of GGRS (not a family member) has full access to the website to assist in maintaining each area of the site in a current status. The GGRS newsletter shall be posted to the site within 2 weeks of release by the Newsletter Coordinator. The Website Coordinator shall chair a Website Committee to assist him/her to fulfill his/her duties.

**Section 7. Audit Coordinator.** The Audit Coordinator shall with one other member assigned by the Board (neither being a Board member) conduct an audit of the Treasurer’s records of all income, expenses, and records of the GGRS covering the first 6 months of the calendar year (January to June) to ensure adherence to budget guidelines and compliance with generally accepted financial practices. The Audit Coordinator shall report the results of such audit to the Board no later than July 31.

A second audit shall be conducted between December 1 to December 31 to assess records for the last half of the calendar year and the results shall be reported to the Board prior to the annual business meeting usually held in January. The summary results of audits shall be reported to the membership.

**Section 8. Communications Coordinator.** The Communications Coordinator shall work with Board members and Program Coordinators to maintain a database of emails for members and other interested parties outlined by the Board and to distribute information as directed by the same such as invitations, newsletters, schedules, and similar correspondence of benefit to the general membership.

**Section 9. Policies and Procedures Coordinator.** The Policies and Procedures Coordinator shall be responsible for updating and making recommendations for the enhancement and maintenance of the GGRS Policies and Procedures Manual at the direction of the Board and to be kept current on the GGRS website.

**Section 10. Workshops Coordinator.** The Workshops Coordinator shall arrange short workshops, lectures, programs, or demonstrations for inclusion on the agenda of Hosted Member Meetings.

## **ARTICLE IV - Duties of the Membership**

**Section 1: Duties.** The membership shall vote on any changes or additions to the Constitution, Bylaws, and GGRS policies and elect members to the Board. The membership shall participate in program activity and contribute to achieving the objectives of the Society.

**Section 2: Procedures.** The membership of the GGRS present at a scheduled meeting shall constitute a quorum. A member in good standing shall have one vote.

## **ARTICLE V - Membership and Dues**

**Section 1: Dues.** The rate of dues for all types of membership in the GGRS shall be voted upon by the membership at the last regularly scheduled business meeting of the calendar year (usually August or September). Dues shall be payable in the last quarter of the calendar year (October – December) for the following year. Dues are not prorated for part of a year; however, the dues of a new member joining after August 31 shall cover his or her membership through the following year. Members who are 2 months delinquent in dues (February 28) shall be notified by mail or electronic communication of such delinquency and will have until March 31 to pay back dues, or delinquent members will be dropped from the roster.

**Section 2: Types of Membership.** There shall be three (3) types of membership.

- A. Family Membership** - two or more persons at the same address with no more than two votes at an event per membership.
- B. Donor Membership** - open to businesses and private individuals who wish to provide unique support to GGRS as recognized by the Board; up to two persons at the same address with up to two votes per membership.
- C. Honorary Membership** - given to individuals for a designated period (usually one year or lifetime) by a majority vote of the Board for significant contributions to the society. A Board member may only be designated honorary membership by majority vote of the membership at a scheduled meeting.

**Section 3: Guests.** Guests are welcome to attend up to two membership meetings a year but shall be encouraged to become dues paying members.

## **ARTICLE VI – Meetings**

**Section 1. Hosted Member Meetings.** To advance, improve, encourage, and stimulate the quality of garden railways, members of GGRS shall be encouraged to host monthly meetings of the membership scheduled by the Hosted Member Meetings Coordinator. Such meetings shall generally be scheduled during the warm weather months of the year when outdoor railways are most likely to be in operation by the members having them and when a potluck picnic type of gathering for a large group can be most effectively managed by the host (April through September), although indoor layouts offer the opportunity to meet during other months if the host can accommodate such a gathering.

Hosted Member Meetings shall generally highlight tours of a host members' layout and may include a short clinic or lecture to promote the appreciation of railroads and their history in America or to address an interesting aspect of garden railroading. The host shall be afforded the opportunity to give a brief history of their layout and to point out unique aspects of it. Members may also be afforded the opportunity to buy or swap plants and/or trains, track, equipment, structures, and figurines associated with model railroading. A short business meeting shall be included in the agenda if warranted.

**Section 2. Business Meetings.** Business meetings of the membership are used to announce upcoming events and to address issues proposed by the Board or members that require membership approval or that would benefit from member input. Short business meetings shall be included on the agenda of most Hosted Member Meetings.

**Section 3. Annual Business Meeting.** An Annual Business Meeting of the membership shall be held each year in which to elect and install Board members, receive the results of annual audits, present the GGRS Railroader of the Year award for the previous calendar year, and address other issues planned by the Board or

presented by the membership. The Annual Business Meeting shall usually be held in January on a date and at a place established by the Board.

**Section 4. Executive Board Meetings.** Executive Board Meetings (also called Board Meetings) shall be scheduled regularly as needed to address business and administrative aspects of managing GGRS. Generally, near the end of a Board Meeting the Board will plan the date of the next Board meeting based on a consensus of when most of the Board can conveniently meet. Inability to schedule attendance on an agreed future date for only one or two members as the result of a stated conflict at the time the scheduled date is decided (such as a planned vacation, planned business trip, or conflicting time with another group's meeting) shall not constitute a missed meeting for purposes of removal from the Board as outlined in Article I, Section 2, of the Bylaws.

Dates of Board Meetings do not have to be specially announced to the membership, but when known shall be announced at Business Meetings, put on the calendar of events of the website, and included in the newsletter to allow any member to attend if they wish. Such guests may be excluded from portions of a Board Meeting by a majority vote of the Board if issues of confidentiality or sensitivity will be addressed.

**Section 4. Special Meetings.** The President or a majority of the Board may call Special Meetings of the Board or the membership with at least a 2 week notice by electronic communication to all Board members in order to address special issues. Requirements for a quorum must be met to conduct official business.

## **ARTICLE VII - Elections**

**Section 1: Election of the Executive Board.** Elections for the Board and their installation as Board members shall be held each year at the Annual Business Meeting (usually in January). Candidates for positions on the Board must be members in good standing at the time of their nomination and must have paid dues for the new year at the time of the Annual Business Meeting in order to be included in the election process.

**Section 3: Election Committee.** Prior to an election, the President of the Board shall appoint an Election Committee in July or August. The Election Committee shall be comprised of two members not serving on the Board and who are not family members of any Board member and who have a familiarity with many of the members and the programs of GGRS. Two members of the same family membership may not serve on the Committee.

The Committee shall select its own Chairperson, and shall actively seek suggestions from the membership for names of possible candidates. The Committee shall prepare a slate of candidates for positions to be filled. All members interested in holding a Board position should be included on the slate, and as such, more than one member can be listed for each of the three administrative officers and more than four members can be listed for the positions of Member-at-Large. The Election Committee Chairperson shall

usually report this slate to the membership by means of the newsletter in November or December but at least thirty (30) days prior to the scheduled election.

**Section 4: Voting.** All members of GGRS in good standing attending the Annual Business Meeting may vote for the selection of members to the Executive Board, but no more than two votes are allowed for each Family Membership. A written secret ballot shall be used to conduct the election, except that an oral vote may be taken for any uncontested positions, i.e. if there is only one candidate for each administrative officer or only four candidates for the positions of Member-at-Large. Nominations may be made from the floor provided the Election Committee Chairman has been notified of the proposed nomination at least 2 weeks (14 days) prior to the scheduled election so as to facilitate the printing of ballots.

For any contested positions, each of the candidates shall receive up to 5 minutes to speak for themselves on their qualifications or to designate another member to speak on their behalf prior to the voting.

The Election Committee shall count the votes when necessary and verify the outcome prior to the end of the Annual Business Meeting. All elected Board members shall assume office on the day following the Annual Business Meeting. A Board Meeting should be scheduled by the elected members no later than 30 days from the election to effect the final transfer of records between outgoing and incoming positions and to plan for the activities of the new year.

## **ARTICLE VIII - Fiscal Year**

The fiscal and administrative year shall extend from January 1 to December 31.

## **ARTICLE IX - Rules of Order**

Parliamentary procedures as set forth in Robert's Rules of Order, Current Revised Edition, shall govern all business meetings of GGRS except as otherwise outlined in the GGRS Constitution and Bylaws.

## **ARTICLE X - Amendments**

Amendments to the Constitution or Bylaws shall be submitted electronically or in writing to the President of the Board citing the existing wording and any changes, explaining the justification for such change. The President shall in turn clarify the intent and meaning of the amendment with the submitter within 14 days, and within an additional 14 days forward the proposal as originally submitted, or as edited with the submitter's approval, to the Board for their remarks. Within 30 days of submission to the Board, the

proposal and the Board's recommendation shall be submitted to the membership allowing at least 30 days for their review.

A vote on the proposal will be conducted at the next business meeting of the membership following the 30 days for membership review. Two-thirds of the votes cast in the affirmative are required for passage of an amendment.

**Approved by the membership effective April 24, 2019**

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Terry E. Manning, President

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Russ Bundy, Secretary