



# NORTHERN OHIO GARDEN RAILWAYS SOCIETY

# Northern Ohio Garden Railways Society

OFFICIAL DOCUMENT OF CHARTER BY-LAWS

**Ver. 5.2**

*(This version supersedes all other versions of lesser number)*

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# Northern Ohio Garden Railway Society

By-Laws Ver. 5.2

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## Article I – Name and Purpose

**Section 1:** The name of the organization shall be the Northern Ohio Garden Railway Society (hereinafter referred to as the “Club”).

**Section 2:** The purposes of the Club are:

- To promote all large-scale garden and indoor model trains
- To provide education and information to its members and to the general public regarding large scale trains and generally running trains and having fun harmoniously.
- To promote, support, and fund the restoration of historic railroads in the U.S.
- To preserve the history of railroading in the U.S.
- Maintain a 501(c) (3) non-profit status



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## Article II – Membership and Dues

**Section 1:** New membership is available to any person, upon payment of current dues. Membership Chairman will determine the amount of dues when part-of-year entry is made. Hereinafter the term “regular member” means a member whose dues are currently paid. Membership is to consist of an individual or family group consisting of spouse and children to age 21 living at the same residence.

**Section 2:** The amount of the annual dues will be established by the Board of Trustees and ratified by the membership at a regular meeting prior to January 1 as needed. The objective is to maintain solvency for the Club.

**Section 3:** All members shall receive a newsletter via email. For those members without computer access, a copy can be sent via USPS.



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## Article III – Meetings

**Section 1:** Open trustee meetings will be scheduled, as needed, one hour prior to the regular meeting and end prior to the start of the regular meeting. It will be open to all members who wish to air concerns prior to the start of the regular meeting, and results will be reported at a later date.

**Section 2:** Monthly meetings shall be held to further the purposes of the Club. These meetings may include builds, train rides, tours, excursions, clinics, layout visits, shows, parties, picnics, etc. with the location to be determined by the hosting member or the Trustees. A potluck style meal may be provided and dinnerware, napkins, plates, and cups will be provided by the club. In addition, the host will be reimbursed \$150 for providing the main entrée. The reimbursement amount will be reviewed by the Trustees and changed as necessary.

**Section 3:** There will be, on an as needed basis, closed trustee meetings with minutes being taken. Results will be reported at a later date.



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## Article IV – Officers

**Section 1:** The Executive Board (hereafter known as the “Board”) shall consist of five trustees elected to staggered three-year terms.

**Section 2:** The term of office for a trustee shall be for three years beginning on July 1st and continuing until June 30th in the third year or until such time as a successor shall have been elected. Between annual elections, the Board shall have the power to determine, when a vacancy exists in any office, and to appoint a regular member to fill said vacancy. There are no term limits for the office of a trustee.

**Section 3:** Each of the five trustees will divide responsibility for the day-to-day operations of the club.

**Section 4\*:** The Treasurer is an appointed position. The Treasurer shall be the custodian of all funds of the Club. The Treasurer shall submit statements of cash receipts and disbursements to the Board and the members both quarterly and at the end of our fiscal year, with details of expenses to be clearly itemized and explained. On an annual basis, the membership will appoint qualified person(s) to review the financial status of the Club and present a report to the Trustees.

**Section 5:** In the event that all Trustees are unable to attend the regular meeting, a member designated by current Trustees will lead the business meeting, using direction from the Trustees.

\* Amended June, 2020



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## Article V - Committees

**Section 1:** The Board shall appoint appropriate committees, as needed, for the operation of the Club. The committee shall report their findings to the Trustees for review/action.



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## Article VI - Publications

**Section 1:** NOGRS shall regularly publish club-related information by newsletter and/or website. The name of the newsletter shall be *Train Talk*. Disposition of newsletter content is defined in subsequent Sections 2 through 4.

**Section 1a:** The official NOGRS website shall bear the domain name of "NOGRS". (Ex; NOGRS.org). Associated with the NOGRS domain, will also be provisions for an email address convention enabling membership uniform access to NOGRS electronic administration, messaging, on-line storage, financial transaction and communication. Naming convention is as follows; first name, last name initial @ domain. A master email name will be used to log into all supporting platforms. Technical guidelines will identify this name.

**Section 1b:** Maintenance, administration, modification and upgrades as well as publication, contribution, advertisements and general content to the NOGRS website will be under the auspices, but not limited to the NOGRS webmasters and an independent platform webmaster. The website, domain and email system will reside on commercial platform(s) approved by the Board of Trustees and will also be tended by the NOGRS webmaster and by approval of the Board.

**Section 1c:** Because of the dynamic nature of electronic publications and unlike a newsletter, website content may be updated on an irregular interval. Access to the website will be open at all times. A regular monthly notification will be sent to the membership announcing updates. This will be called the "Webletter". Access to website content will be unrestricted save one exception, members' contact information will be password protected. The publication of member information may be further restricted by member request.

**Section 1d:** Within the digital communication environment, "Flash Bulletins" will be broadcast to the membership via email with automatic subscription. Subscription to these broadcasts may be disallowed by member's request or via an "Unsubscribe" option published within the email. This article also allows for the provision for mass telephone texting notification protocol. This application will follow the same guidelines as for "Flash Bulletins". Subscription to this service will be by member request only. The installation and exercise of this system is subject to Trustee approval and as of the date of this amendment has not yet been implemented.





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## Article VI – Publications (*Cont'd*)

**Section 2:** The Newsletter Editor is an appointed position. He or she shall prepare and distribute the newsletter only after a three or more Trustee approval. The Trustees have 48-hours to respond. If there is no response within 48-hours, approval will be assumed and the publication will be sent out. He or she shall encourage and request from membership articles, photos, and ideas for publication in the newsletter.

**Section 3:** In general, the newsletter shall describe the monthly activity and list future activities that have been scheduled or planned. The newsletter may also include materials from the minutes of the Trustees meetings, upcoming events, items for sale, updated members' information, and other news as necessary. The Treasurer's report will be available at each meeting and/or upon request, not to be published.

**Section 4:** The Membership Committee Chairman and the Newsletter Editor shall jointly maintain the Club's mailing list and provide mailing labels to the other officers as needed. The Newsletter Editor and the Webmaster shall publish and distribute to the membership via the web site a list of the members, including name, address, telephone number and email address. However, no information will be published without the consent of the member concerned, and no Club information shall be given to non-club members.



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## ARTICLE VII – Voting

**Section 1:** Only regular members shall be entitled to vote. There will be one vote per paid membership.

**Section 2:** The election of trustees and any amendment of these by laws shall be submitted to the members for a vote, whether personally or by electronic device as stated in both the newsletter and web site.

**Section 3:** In a meeting or by direct communication, nominations will be taken for open positions before the nominations closing date, to be published in the newsletter and on the web site.

**Section 4:** The Nominating Committee shall prepare, distribute, receive, tabulate, and report the results of any ballot to the Trustees. The Nominating Committee, with the approval of the Trustees, shall establish procedure for conducting any vote. These procedures shall allow a minimum of one meeting between the date a ballot is announced and the cutoff date for return of the ballot.

**Section 5:** On all matters to be voted upon, whether in person or by proxy, a simple majority of the votes cast shall decide the question or the winner in the case of the election of trustees. In the event of a tie, there will be a revote by the next meeting.



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## Article VIII – Amendment

**Section 1:** These by laws may be amended by any member in good standing by submitting a written request to the Trustees. The Trustees will establish a committee to review, publish, distribute ballots, collect, tally, and report the results to the Trustees.

**Section 2:** Any proposed amendment that is to be voted on shall be published in the newsletter and on the website a minimum of one meeting in advance of the voting.



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## Article IX – Discipline

**Section 1:** Charges of dishonesty, working against the principles and purposes of the Club, and/or injuring the standing of a member, may be filed in a written statement signed by five members in good standing and sent to the Trustees.

**Section 2:** The defending member shall be notified in writing of the action and shall have the privilege of being present at a special or regular meeting of the Trustees. At that time, the items will be considered and if deemed proper, presented to and voted upon by the membership using our standard voting procedures.

**Section 3:** Members are responsible for both their children and guests at Club functions. Each member will be responsible for damages incurred by either the member and/or their guest(s) and on-going problems will be discussed before the Trustees.



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## Article X – Final Disposition (Dissolution)

**Section 1:** Should the membership decide to dissolve the Club, the assets of the Club are to be distributed to nonprofit organization(s) in accordance with current statutes. The organization(s) will be decided by a majority vote of members, using our standard voting procedures.



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## RATIFICATION

All content and amendments to this document have been approved and adopted by membership vote concluding June 25<sup>th</sup>, 2020 and ratified by the Board of Trustees effective July 1, 2020 as represented by...

*Paul Applegate*

*Ralph Boyer*

*Tim Cole*

*Allen Nickels*

*Dennis Roth*

*This document amended January 28<sup>th</sup> 2022 to correct TOC numbering. Subject material of this document has not been modified with the exception of this note.*

