



By-Laws

Emerald Coast Garden Railway Club

Article I – Name and Purpose

The Emerald Coast Garden Railway Club (hereafter ECGRC) is an organization dedicated to the education, promotion and enjoyment of all aspects of Garden Railroading. This includes, but is not limited to, the diverse and complimentary areas of modeling prototypical railroad equipment, structures and operation, the horticultural facets of garden model railroading, and the technical details associated with demonstrating garden railroading to the public.

Article II – Membership

1. **MEMBERSHIP ELIGIBILITY:** Any person interested in railroads, model railroading, and the objectives of the ECGRC may become a member of the

ECGRC. Membership in the West Florida Railroad Museum is a requirement of membership in the ECGRC.

2. TYPES OF MEMBERSHIP:

- A. Individual/Regular Membership: A family membership consisting of all members of the family residing at the same address (i.e. husband, wife or significant other, and dependant children), with up to two (2) votes per membership. A regular member has full rights and privileges in the ECGRC as outlined in these bylaws. Minors (under 18 years of age) may not vote and must be accompanied by parent/guardian. Parent/guardian may cast votes in lieu of minor member. All communications to minor age members must also be copied to the parent/guardian (i.e. copies of this document, meeting minutes, etc.).
- B. Honorary Member: Honorary membership may be conferred on regular members who have had significant involvement in the affairs of the ECGRC. Such membership does not confer the right to hold office or vote. Honorary membership must be approved by a majority vote during a regular business meeting of the ECGRC.

Article III – Dues

1. ECGRC dues are payable in advance at the following rates:

Individual/Regular Membership	\$36.00 per year
Honorary Membership	No Fee

2. ECGRC membership runs from January 1 each year. Dues in arrears for 60 days will be removed from the membership upon public notice. Those who join on other dates will pay prorated dues at the rate of \$3.00 per month for each of the remaining months of the calendar year, after which dues will be due in full on January 1st of the following calendar year.
3. Annual West Florida Railroad Museum dues are independent of the ECGRC dues structure, and must be kept current. (See also Article II, paragraph 1).

4. Annual membership dues cannot be substituted by merchandise or services. Dues must be paid by cash, check, or money order payable to Emerald Coast Garden Railway Club only. Payment must be accompanied by a completed ECGRC Application (used to maintain up to date membership records).

Article IV – Governance

1. Governance: Governance of the ECGRC is the responsibility of the regular membership through regular monthly business meetings. The Executive Board may independently conduct meetings to act on ECGRC business, formulate recommended policies, plan for the future, resolve conflicts and perform such other duties as may be necessary. The content of the meeting shall be recorded and turned over to the Secretary (in the Secretary's absence at said special meeting), and included in the next business meetings minutes.
2. Calling Meetings: General membership meetings will be regularly scheduled on a periodic basis voted on at a regular membership meeting with a majority vote accepting the schedule, normally the second Saturday of the month with flexibility for conflicts such as other ECGRC events. The President or other designated representative will adjust monthly meeting dates and provide adequate notice to the general membership to avoid conflicts with other ECGRC activities.
3. Special Meetings: The president may convene a special meeting or work session as required, and must provide the general membership adequate notice to permit highest possible attendance.
4. Minutes: Meeting minutes will be recorded by the Secretary or another person as designated by the Secretary or President. Minutes will be promptly published to the general membership and kept on file for ready reference. Minutes will be read at the next monthly membership meeting.
5. Consensus by telephone and/or email: As circumstances dictate to handle an emergency or very time-sensitive matter, a telephone call or email sent for surveying, canvassing, or voting will be allowed and regarded as a general vote at a regular ECGRC membership meeting. Minutes and results of the telephone or email surveying, canvassing, or voting will be fully recorded and reported at the next general membership meeting. The President or designated

representative will determine the need and justification for the telephone or email surveying, canvassing, or voting. Telephone or email surveying, canvassing, or voting shall be performed by the Secretary or representative as designated by the President.

6. Filling Vacancies:

A. Vacant positions of elected offices or positions will be voted on at the next available general membership meeting. A temporary appointment may be made by the President. Such an appointment for an elected office or position will require a confirmation of vote of the general membership at the next regularly scheduled membership meeting.

B. Vacant appointed positions, such as committee positions, will be filled via appointment by the President.

7. Forming Committees: The Executive Board will be the only standing committee. Other committees, such as Track Planning, Election Chairperson, Special Event Coordinator(s), and the like, will be established and appointed by the President as required for the orderly operation of the ECGRC.

8. Technical Information Backup: All executive and appointed positions requiring signatures, user names and passwords, etc., shall have as a minimum, one alternate member with signature ability and/or user name and password information, so that under any circumstance ECGRC business may continue without interruption.

9. Rules of Order: Parliamentary procedures as set forth in Robert's Rules of Order, Current Revised Edition, shall be used as a guideline for all business meetings of the ECGRC.

10. Member Reimbursements. The treasurer has no authority to reimburse individual club members for expenses not approved by majority membership vote at a regular business meeting. The Executive Board, by majority vote, may incur club expenses of an emergency or time sensitive nature, whenever circumstances dictate. The Board shall report such expenses, with explanation, to the membership during the next scheduled business meeting. The treasurer shall not reimburse any expense without proper documentation of said expense. Proper documentation as a minimum being defined as: complete detailed description of item(s), cost per item, and total cost, name, address, and contact information of seller, and seller's signature (for non commercial transactions). For commercial transactions such as ant killer for the yard, gas for the riding

train, etc., a standard store receipt is acceptable. Provide a separate receipt for any purchases intended to be reimbursed by the ECGRC.

Article V – Executive Board

1. Executive Board: The Executive Board will consist of President, Secretary/Treasurer, Publicity Chairman, Immediate Past President, Web Master, and Member at Large. The Executive Board will stand as the first business line for the ECGRC insuring its affairs are conducted appropriately and timely. ECGRC matters previously approved by the ECGRC Membership will be executed by the Executive Board in a timely manner. The Officers must be ECGRC members in good standing, and have demonstrated an active interest in the ECGRC.

A. Duties

1. President

- a. Act as the chairperson for the Executive Board and oversee the activities of ECGRC officials and appointees
- b. Call meetings – General Membership and Executive Board
- c. Appoint ad hoc committees, committee members, and committee chair person(s) as appropriate
- d. Oversee coordination of all ECGRC activities
- e. Act as spokesperson for the ECGRC

2. Secretary/Treasurer

- a. Serve as a member of the Executive Board
- b. Attend all Executive Board and General Membership meetings, Keep accurate records of the proceedings of all meetings of the
- c. Executive Board and General Membership meetings
- d. Document motions made and the resolution of the motions.
- e. Promptly prepare and publish all meeting minutes and distribute to members via email or Postal Mail (whichever is appropriate).
- f. Handle all general ECGRC correspondence

- g Maintain an up-to-date copy of the ECGRC B-Laws. (An up-to-date copy must be sent to the Web Master for posting on the ECGRC web site.)
- h Maintain financial records of income, expenses, and reserve accounts.
- i With the President, maintain a free, interest or non-interest bearing checking account to preserve ECGRC funds.
- j Safeguard all ECGRC monetary and property assets.
- k Maintain up to date ECGRC Membership Roster based on Application records. Distribute membership roster to members as necessitated by changes in membership.
- l Track membership dues and notify members of renewals
- m Report on ECGRC funds at the monthly membership meetings
- n Annually, prior to the January business meeting, publish an accounting of all ECGRC financial activities for the past year to be distributed by email prior to the January business meeting. Mail copies as required to members without email.
- o Maintain a list of all ECGRC owned assets, with location(s)

3. Publicity Chairman

- a. Serve as a member of the Executive Board
- b. Maintain and update the ECGRC Literature/Flier in a timely manner
- c. Maintain an up-to-date Calendar of Events published on the web site
- d. Coordinate with media resources to advertise ECGRC activities and events.
- e. Explore new avenues of ECGRC presence.

4. Immediate Past President

- a. Perform functions as assigned by the President
- b. Serve as a member of the Executive Board

5. Webmaster

- a. Serves as a non-voting member of the Executive Board.
- b. Maintain and update the ECGRC web site in a timely manner

- c. Maintain up to date copy of By-Laws on the web site for member access, in a downloadable and printable format.
- d. Maintain up to date copy of ECGRC membership registration form for potential member access.
- e. Maintain up to date copy of West Florida Railroad Museum registration form for potential member access (See Article II, Paragraph 1 and Article III, Paragraph 3).

6. Member at Large

- a. Serves as a voting member of the Executive Board.

- 2. Terms: Terms of all elected offices will run for one year. Annual elections will be held in April at the regular general membership meeting or at an ECGRC Event where a major portion of the ECGRC membership will be in attendance. (The location and date of the voting shall be determined at the March general membership meeting). Nominations for Officers must be presented to the Election Chairperson at the March general membership meeting to allow ballots to be printed and mailed. ECGRC members may individually elect to exercise an absentee or proxy vote, but must indicate such action ahead of time and ensure their vote(s) are recorded with the Election Chairperson in time for the final ballot counting. Postal Mail or email ballot will be acceptable. Term of office shall be from May 1st through April 30th.
- 3. Transfer of Authority: All outgoing officers and committee chairs shall ensure a timely delivery of all records and property of the ECGRC to their successors.
- 4. Eligibility: No person under the age of 18 may hold any elective or appointment in the ECGRC. No two members of the same family may hold elected office during the same term(s). In the event that an office cannot be filled by nomination and vote, a second member of the same family may hold office by Presidential appointment, however only the duly elected member can be a voting member of the board.
- 5. Compensation: All elected offices or positions and all appointed positions will be conducted with no financial compensation, salary, wages, or expense account.
- 6. Conflict of Interest Avoidance: Whenever a director or officer has a financial or personal interest in any matter coming before the Executive Board, the

affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Executive Board members determine that it is in the best interest of the ECGRC to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

Article VI – Meetings of ECGRC Members

1. Monthly meetings of the general membership of the ECGRC shall be held as defined in Article IV Section 2 above. Scheduled monthly meeting dates shall be posted on the web site for general public access.
2. Special meetings may be held as required, as defined in Article IV Section 2 above.
3. Members in good standing may attend meetings and have voting privileges; absentee or proxy voting will be allowed
4. Quorum: A quorum to conduct an ECGRC business meeting shall be any five (5) or more regular members in good standing, and at least two (2) Executive Board members.
5. Majority vote of the attending quorum of the General Membership shall prevail except to change By-Laws which require a 2/3 majority general membership vote.
6. Guests: Guests will be welcome at ECGRC meetings.

Article VII – By-Laws Review and Amendments

1. The ECGRC Bylaws will be reviewed annually in February by the Executive Board, and if required, amendment(s) will be prepared for presentation to the General Membership.
2. Revision of the ECGRC Bylaws is by amendment. Amendments may be presented by any member in good standing. Amendments shall be presented to the General Membership prior to a general membership meeting via email and

at the general membership meeting for the first reading and discussion. Changes shall be incorporated and redistributed, and a ratification vote shall be taken at the next general membership meeting. A majority vote of the paid General Membership is required for ratification of amendments. Written absentee voting will be allowed by Postal Mail or email, proxy voting will be allowed. All email and postal mail votes must be received prior to the general membership meeting when the vote is conducted.

Article VIII – Dissolution

The ECGRC shall dissolve only in conformance with the laws of the State of Florida. In general, assets of the ECGRC will be liquidated as appropriate at market prices. General funds would be consigned to a General Membership approved non-profit organization, such as the West Florida Railroad Museum or the West Florida Model Railroad Club.

APPROVED February 10, 2020 General Membership meeting
Robert Cope, Secretary ECGRC