

COASTAL RAIL BUFFS, INC. BYLAWS

As adopted by the Members of the Club
July 22, 1986
and amended through August 21, 2014

ARTICLE I

Section 1. Name

The Club is organized as a corporation, not for profit, under the laws of the State of Georgia, as **COASTAL RAIL BUFFS, INC.**, and henceforth will be referred to herein as: **The Club**.

Section 2. Objectives and Purposes of The Club

- A. To provide education for the general public in all facets of model railroading, including the interrelationship of the prototype railroads of the past, present, and future to model railroading.
- B. To promote the greater fellowship of model railroading among model railroaders.
- C. To sponsor, organize, conduct and participate in conventions, displays, meetings and other functions relating to model railroading.
- D. To promote the hobby of model railroading to all ages.
- E. To advance the hobby of model railroading whenever and wherever possible; and to do all things necessary to accomplish the aforementioned purposes.
- F. The Club specifically recognizes the historic importance of real railroading upon Savannah, Georgia; and indeed, our whole nation. Within the scope of the aforementioned objectives and purposes. The Club pledges assistance and co-operation in preserving railroad historic heritage.

Section 3. Address of The Club

The principal place of the business of The Club shall be the City of Savannah, Chatham County, Georgia and its Post Office address shall be 655 Louisville Road.

ARTICLE II

Section 1. Officers of The Club

- A. The governing and management of The Club shall be under the Board of Directors, which shall consist of the President, the Vice President, the Secretary, the Treasurer, the Director of Operations, the Director of Public Relations, and one Director~~s~~ at Large.
- B. Election of the Officers and the Director~~s~~ at Large shall be held during the last month of the current fiscal year and the installation of those duly elected shall take place during the first month of the ensuing fiscal year.
- C. The term of office for each Officer/Director shall be one year. There shall be no rule against the re-election of any Officer/ Director; but no member shall hold more than one elected position at a time.

Section 2. Election Procedure

- A. Nominations for the annual elections shall be in the month of November. The current Board of Directors shall act in the capacity of a nominating committee and present recommended choices to the membership at the November meeting. Unless a recommended nominee shall decline to serve, that person shall be on the slate of nominees at the December election.
- B. Nominations from the floor will also be accepted at the November meeting. Any nomination from the floor, duly made and seconded, if not declined, shall also be on the slate of nominees at the December election.

- C. A list of the nominees shall be published in the December issue of The Club newsletter which must be mailed out to the membership at least one week prior to the December meeting.
- D. Voting shall be by secret ballot. The ballot shall be prepared by the Board of Directors. Counting of the ballot shall be conducted by two Directors and two members from the floor, all of whom shall be appointed by the chair.

Section 3. Duties of Officers

- A. The **President** shall preside over all meetings of The Club and shall have general supervision over the affairs of The Club and over the other Officers.
- B. The **Vice President** shall perform such duties as may be assigned by the President; and shall assume the duties of the President in their absence, disability or inability to discharge their duties for any reason. In addition, the **Vice President** shall function as the Director of Facilities; and shall be responsible for all matters pertaining to the building and/or grounds serving as The Club headquarters, including, but not limited to, repairs, renovations and general maintenance. The **Vice President** shall appoint and supervise the superintendents of the Commissary and Building Maintenance Divisions when The Club activities reach a level requiring these two divisions.
- C. The **Secretary** shall issue notices of all regular and special meetings, shall keep appropriate minutes of such meetings, shall keep all the records and papers of The Club, shall certify all memberships, shall notify members, in writing, of any change of status; and perform such other duties as may be assigned by the Board of Directors. When it becomes the responsibility of the **Secretary** to post written notice to the membership, the **Secretary** may use The Club newsletter for that purpose.
- D. The **Treasurer** shall have custody of all monies, securities and assets of The Club, shall collect dues and any monies due The Club; and shall give an accounting of such monies, securities and assets at each business meeting; and shall maintain a depository for monies and funds as directed by the Board of Directors. The **Treasurer** shall disburse funds to cover all expenditures of The Club at the direction of the Board of Directors.
- E. The **Director of Operations** shall have overall responsibility for construction, operation and maintenance of The Club layouts through the respective layout Division Superintendents. In addition, the **Director of Operations** shall be responsible for the erection, operation and disassembly of The Club owned operating displays at The Club shows and open houses. This Director shall be responsible for maintaining The Club standards, as published, at the direction of the Board of Directors. This Director shall appoint and supervise the Superintendents of the various scales in use by The Club.
- F. The **Director of Public Relations** shall be responsible for all matters pertaining to public relations and promotional activities, including, but not limited to, The Club publications such as the newsletter, promotional flyers, and The Club informational brochures; initial contact and co-ordination with management of facilities, (other than The Club premises) for special events including shows, swap meets, and the like; preparation and dissemination of press releases, notices of special events, and other contacts with the local news media and model railroad publications. The Director of Public Relation shall appoint and supervise the Superintendent of the Publications and Promotions Division.
- G. The **Board of Directors**, in addition to the governing and management of The Club, shall determine the amount of dues to be levied for each class of membership and may impose a special assessment by class of membership; but not more often than once each fiscal year.

ARTICLE III

Section 1. Membership in The Club

- A. Membership in The Club shall be open to all persons, regardless of sex, race, color, creed, age, or physical infirmity, who have an interest in participating in the hobby of model railroading or any interrelationship with prototype railroads as defined in The Club Articles of Incorporation who desire to further their knowledge of the hobby; and are willing to share their knowledge or expertise with others. Membership in The Club shall be by a majority vote of those active members in attendance at a regular scheduled meeting.

- B. There shall be five classes of membership: (1) Regular, (2) Family, (3) Student/Military, (4) Associate, and (5) Honorary Life. Regular, Family, Student/Military and Honorary Life members in good standing shall have all the rights and privileges of membership in The Club including the right to vote, hold office, or to participate in the construction and operation of The Club's permanent layouts. Associate members shall enjoy all rights and privileges except the right to vote or hold office, or to participate in the construction and operation of The Club's permanent layouts.
- C. **Dues** for Family members shall be equal to one Regular member's dues for one individual in the family, plus one half (1/2) Regular member dues for each of all other members in the family. Dues for Student/Military and Associate members shall be equal to one half (1/2) Regular member dues. Honorary Life members shall be exempt from dues so long as they live.
- D. In the event of a dispute as to the constitution of a "family", the Board of Directors shall establish a definition for said term.
- E. The membership may, upon nomination by any member in good standing, approve by majority vote of the quorum, the conferring of an Honorary Life membership on any individual in honor of exemplary and outstanding service to The Club. Only one such motion may be approved in any single fiscal year.
- F. Any member who shall become two months in arrears in the payment of dues shall be declared inactive; and shall not then have the right to vote or hold office or to participate in Club activities. Such member shall be notified in writing of their "inactive status" by the Secretary. If, after the lapse of two months after notification by the Secretary, the inactive member fails to pay the dues in arrears, the person shall be dropped from the membership rolls of The Club.
- G. In the event a regular Club member, in good standing, becomes unable to pay membership dues because of severe personal financial difficulty, and upon request by the member, the Board of Directors may approve a temporary waiver of such dues. Under this provision the member may enjoy all the rights of other regular members with the exception of holding office. If there are other members within their family their dues shall also be waived under this provision, provided they are also actively involved in The Club. The Board of Directors shall reconsider the members eligibility for the waiver on a regular basis; and shall remove the waiver when the Board feels that the member is again able to pay dues. No more than three regular members shall be allowed this waiver at any given time.
- H. Failure to abide by The Club rules shall be sufficient cause for expulsion from The Club.

Section 2. Membership Meetings

- A. The Club shall meet the third Thursday of each month unless otherwise ordered by the Board of Directors.
- B. Special meetings may be called by the Board of Directors provided that at least five days notice is given to the members. Notice of a special meeting will be published in The Club newsletter when the dates are appropriate to regular publication dates. If this is not possible, notification shall be by postal card.
- C. At all meetings a Quorum shall consist of fifteen per cent (15%) of the active members; and a simple majority of such Quorum shall be sufficient to take action on any matter duly presented, unless otherwise specifically provided for in these Bylaws.
- D. The affirmative vote of not less than two thirds (2/3) of the total active members shall be required to amend the Articles of Incorporation, or to dispose any of The Club's physical assets.
- E. Except for those transactions where the value is less than One Hundred Dollars (\$100.00), the approval of the Board of Directors shall be required for each and every transaction. The Board of Directors may authorize the Secretary and/or Treasurer to pay recurring small expenditures on a regular basis.

- F. Matters set forth in the Articles of these Bylaws and any specific matters to be decided at a regular or special meeting may be voted upon in person or by proxy which shall be mailed to all active members of The Club at least fifteen days prior to the meeting. If timing is appropriate with publishing dates the proxy may be included in the newsletter. If individually mailed, the postmark shall be included in the fifteen day minimum limitation. No member shall pass on to another member a signed "blank" proxy; and no member shall have more than one vote on any matter at any meeting.

ARTICLE IV

Section 1. Transition and Fiscal Year Change Provisions

- A. The existing officers of The Club shall assume the titles and positions of authority as defined in these Bylaws immediately upon approval of the Bylaws. The President shall appoint two active members to serve as Directors at Large for the remaining weeks and days of the current fiscal (calendar) year. Following the next election of Officers and Directors, after approval of these Bylaws, this paragraph shall have no further meaning or future effect; and any **Director(s) at Large**, will, thereafter, be nominated and elected pursuant to Article II.
- B. The fiscal year, at the time of presentation and approval of these Bylaws is the same as a calendar year. It is an express provision of these Bylaws that if the fiscal year of The Club is changed, that change can not serve to shorten an elected term of office. If a change of The Club's fiscal year is made, the current Officers/Directors shall, in any event, serve twelve (12) calendar months plus the extended period of time to the next month upon which the fiscal year ends. In this event, the calendar months referred to by name in Section 2., of Article I shall be adjusted accordingly.

ARTICLE V

Section 1. Special Provisions

- A. The Club, as an organization, shall support the National Model Railroad Association (NMRA); and shall encourage its individual members to also join and support the NMRA.

ARTICLE VI

Section 1. General Provisions

- A. The fiscal year of The Club shall be from January 1st of the current year thru December 31st of the same year.
- B. The Club shall maintain a general fund to which all dues and revenues shall be deposited; and which shall be used to conduct the proper business of The Club.
- C. The signature of the President, or in their absence, the signature of the Vice President or Secretary along with the signature of the Treasurer shall be required on all checks or withdrawal slips drawn against any funds The Club has on deposit in a bank designated by the Board of Directors, providing that such bank is situated in Chatham County, Georgia; and operates under a State or National Charter.
- D. An official audit of the expenditures, deposits and assets of The Club shall be made by a special committee, designated by the Board of Directors; and composed of at least three active members not holding any other office in The Club during the last month of the fiscal year. Such audit shall be certified to the Board of Directors, who shall make the report of the special committee known to the membership of The Club in the newsletter during the first publication of the ensuing fiscal year.

ARTICLE VII

Section 1. Amendments to the Bylaws

- A. These Bylaws may be altered, amended or repealed by the affirmative vote to do so, either in person, or by proxy, at any regular or special meeting of The Club provided that written notice of the proposed change is mailed to each active member at least twenty (20) days before the date of the meeting at which such action is to be voted upon. The newsletter may be used in lieu of direct mailing if publication falls within the twenty (20) day time requirement.

- B. Amendments or changes of these Bylaws may be proposed by the Board of Directors, or by a written proposal signed by not less than ten active members of The Club.
- C. These Bylaws are effective on the date of their approval by the active members; and will thenceforth remain in effect until altered, amended or repealed in accordance with the terms of Article VII, Section 1.

ARTICLE VIII

SECTION 1. Restriction on Income and Assets. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2 of the Articles of Incorporation of the organization. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision for these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX

Section 1. Dissolution. Upon the dissolution of the corporation, Assets of the Coastal Rail Buffs, Inc. will be transferred or conveyed to be one or more organizations engaged in similar exempt activities such as the Coastal Heritage Society or its successor or to the City of Savannah pursuant to Georgia State law 14-3-1403.

ARTICLE X

SECTION 1. Indemnification. The board of directors of the corporation shall have the power to indemnify a director, officer, employee, or agent in relation to any liability asserted against that individual for actions taken for and on behalf of the corporation, as determined by the board of directors.