

BYLAWS of
The NATIONAL ASSOCIATION OF S GAUGERS, INC
Amended November 2024

ARTICLE I

1. The Corporation may have offices at such other places as the Board of Trustees (BOT) may from time to time select, or as the business of the corporation may require. 2. The post office address of the National Association of S Gaugers (NASG), to which the Secretary of State of the State of New York shall mail any process against the Corporation, can be found on the NASG website, www.nasg.org

ARTICLE II – AUTHORITY and PURPOSE

1. The authority of the written bylaws is derived from the Constitution of the NASG under ARTICLE VIII, entitled "Bylaws," and further by the statutes of the State of New York.

2. The purposes of the bylaws are:

- A. To set down rules which are to be followed in regulating the general affairs of the corporation.
- B. To set down rights, duties, and powers of the membership and officers in relation to the corporation and among themselves.
- C. To make legal provision for a ballot on any matter which in the judgment of the membership may be necessary and proper.

ARTICLE III – MEETINGS

1. Annual Conventions

- A. The host for an annual convention shall be selected by a majority vote of the BOT from submitted bids. All subsequent aspects of a planned convention shall then be coordinated through the NASG Convention Committee.
- B. The annual convention shall not be hosted by the same organization that hosted the previous year, unless, in the judgment of the Board of Trustees, no other bona fide bid has been received by the limiting date.
- C. The annual convention shall begin no earlier than 1 June and normally end no later than 15 September each year. The annual convention shall not be held on the

same dates as or within one week and with one weekend intervening of the annual conventions of the NMRA and TCA, except in the case of the NASG annual convention being held jointly or concurrently with either the NMRA or TCA national conventions. 1

- D. Any region of the NASG, under the direction of the respective region vice president and the Convention Chair, may organize and sponsor a regional convention sanctioned by the NASG.
 - A. All conventions sanctioned by the NASG shall be organized in accordance with applicable NASG convention procedures, as detailed in the NASG Convention Manual.
 - B. Members of the sponsoring club who are not members of NASG may work at the convention.
 - C. The NASG will, as a matter of assistance, make available to the group hosting the annual convention an advance of funds to enable the host organization to be able to properly organize and prepare for the convention. The amount and date of the advance is to be determined by the Board of Trustees (BOT) for each convention, in accordance with the convention manual. The convention host shall advise the BOT as early as possible of the amount and date it will be needed. In the event the hosting group finds that, at the close of the convention, a financial loss was incurred, the NASG Board of Trustees shall consider, after the host organization has submitted financial documentation to the Treasurer, equally sharing the loss with the host organization up to the amount advanced to the host organization. If the amount exceeds twice the amount advanced to the host organization, the NASG Board of Trustees may, after reviewing the documentation, increase the NASG funding to help defray the loss.
 - D. NASG will provide funding for the Model Contest awards in an amount to be determined by the Contest Committee and approved by the BOT; said amount to be considered a payment and not part of the advance.

2. Board Of Trustees (BOT) and Executive Council Meetings

- A. The BOT meeting shall be scheduled on the first or second full day of the convention. The convention host must make a time period available subject to the President's approval.
- B. Every effort shall be made to obtain maximum attendance at meetings of the Board of Trustees, and the Executive Council. Members that cannot attend must designate a proxy before the beginning of the convention and immediately so

inform the President. If the BOT member fails to designate a proxy, the President may designate a proxy. Another BOT member must not be designated a proxy.

- C. BOT business may also be conducted throughout the year via recordable electronic media such as email, mutually agreeable on-line/electronic formats, or conference call.
 - D. BOT members are expected to work within the guidelines in the Policies and Procedures Manual.
3. Annual Business Meeting of the Membership

- A. The Annual Business Meeting of the Membership shall be scheduled in the week of the Convention, but after the BOT meeting and before the last day of the convention. It shall be scheduled at a time when no other Convention activity is scheduled.
- B. Only NASG members in good standing shall be in attendance at the annual business meeting and have a voice in the meeting.
- C. The order of business at the Annual Business Meeting of the membership shall be as follows:
 - i. Calling the meeting to order
 - ii. Introduction of the BOT
 - iii. Reading of the summary of the BOT meeting
 - iv. Reading of the Treasurer's Report
 - v. Reading of the summary of the last previous annual meeting
 - vi. A report of old business
 - vii. Request for new business
 - viii. Voice from the floor
 - ix. Adjournment

ARTICLE IV – REGIONAL ORGANIZATION

- 1. There shall be three NASG regions as follows:
 - A. Eastern/Northeastern Region (Membership Number Designation E) - The States of Delaware, Connecticut, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia, West Virginia, The District of Columbia - The Provinces of New Brunswick, Newfoundland and Labrador, Nova Scotia, Ontario, Prince Edward Island, Quebec – Continental Europe – Continental Africa

B. Central/South Eastern Region (Membership Number Designation C) - The States of Alabama, Arkansas, Florida, Georgia, Illinois, Indiana, Iowa, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, North Carolina, Ohio, South Carolina, Tennessee, and Wisconsin – The Province of Nunavut

C. Western Region (Membership Number Designation W) - The States of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Kansas, Montana, Nebraska, New Mexico, Nevada, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Utah, Washington, Wyoming - The Provinces of Alberta, British Columbia, Manitoba, Northwest Territories, Saskatchewan, Yukon - Mexico - Central America - South America - Continental Asia - Continental Australia - New Zealand - Pacific Rim and Pacific Island Nations

2. The Board of Trustees shall reserve the right to apportion members of the NASG located in areas not supportive of a regional organization into existing regions

ARTICLE V – NOMINATIONS, NOTICES, BALLOTS and VOTING

1. Nominations for elected officials shall be submitted by each candidate to the Chairman of the NASG Elections Committee, as set forth in the Constitution. Any member in good standing, other than trial members, may run for any position on the Board of Trustees except members who have been found guilty of misuse, misconduct, detrimental performance, or malfeasance in office.

2. The Elections Committee Chairman shall complete a list of candidates, reserving the right to place additional names into nomination. The Elections Committee shall then forward the list of nominees, including a brief resume on each candidate, to the BOT.

3. The Elections Committee shall prepare a written ballot. The ballot shall include the name of each candidate, a list of his qualifications, and provision for write-in candidates, and be recorded by the Secretary.

4. Questions to appear on the ballot shall be determined by the BOT, and may also be determined by petition from the membership, as set forth in these Bylaws.

5. Once the ballot is approved by the BOT, it shall be mailed to arrive on or before April 15 each election year either by first-class mail or by sending with The Dispatch, as determined by the BOT. The ballot will be addressed to each voting member as of April 1 of the election year, at their last known address as shown on the records of the Treasurer. In election years when the ballot is sent with the The Dispatch, for any new members between The Dispatch mailing and April 1, the Membership Secretary will mail out ballots to those members. The notice for a general election shall be included on the ballot. The ballot shall have the address of where to send it and any other necessary actions, including name and return address on the envelope for purposes of verification of membership.

6. Only completed mail ballots returned to the Elections Committee Chairman postmarked before midnight, May 15 and received before midnight May 30 of the election year, shall be counted. The Elections Committee, consisting of three members, shall independently tabulate the ballots. If the results differ, the Elections Committee shall resolve the differences. The Elections Committee shall then notify the BOT of the preliminary election results.

7. Neither the Secretary, nor any member of the Elections Committee, shall divulge any of the election results prior to May 31 of the election year. The preliminary election results shall be announced between June 1st and June 4th. Unsuccessful candidates have until June 11th to request a recount. The BOT shall immediately be informed of any recount request. Any recount must be completed by the Elections Committee within one week of the request and the results certified to the BOT. No further recount will be considered. The ballots shall be destroyed within two weeks of the results being certified to the BOT.

ARTICLE VI – OFFICERS

1. The President shall perform the usual duties of such office. The President shall preside at the Annual Business Meeting of the Membership and at meetings of the Executive Council and the Board of Trustees. The President shall sit as chairman of the Board of Trustees, and as such, coordinate the overall functions of the NASG.

2. The Executive Vice-President shall aid and assist the President in any way possible. The Executive Vice-President shall preside at meetings at which the President is not in attendance.

3. The Region Vice-Presidents shall be the representatives of their respective regions to the NASG Board of Trustees. The role of the Region VPs is to vote upon motions before the Board of Trustees (BOT) while acting as representatives for their constituent members in their respective regions. They are also expected to assist the members in their region with any NASG-related problem, and to forward suggestions from the members of their region for BOT consideration. In order to accomplish this, each Region VP is responsible for following, within practical limitations, the list of duties below:

A. Membership Renewals

With the assistance of the Membership Secretary, contact persons in each region who have failed to renew their membership. Determine the reason, and if possible, encourage each person to renew. Report findings to the Membership Secretary and the BOT.

B. S Model Railroading Clubs and Organizations

Regularly contact known S clubs and organizations collecting feedback concerning how the NASG can better serve "S" hobbyists within each region, and for the purpose of promoting the NASG. Provide this feedback to the BOT for possible action.

C. VP Support Group

Communicate periodically with each other in order to become more effective. Exchange ideas and suggestions and provide mutual support for each other. Develop coordinated proposals for BOT consideration. These proposals could range from ad hoc projects to new ad hoc committees and/ or changes to the By-Laws and/or Constitution.

D. Model Railroad Shows & Conventions

i. Work in coordination with the Promotions Committee to build an NASG presence at major shows and conventions in the region.

ii. Work to build the visibility of S model railroading within the region through open houses, attending NMRA regional and division meets (displaying S scale), and other events, in cooperation with the Promotions Committee.

E. Additional Duties

Perform other tasks as authorized by the BOT.

4. The duties of the Treasurer shall be as follows:

A. To keep a record of all funds paid out and received by the NASG.

B. To balance the books and prepare a written report for the annual business meeting.

C. To maintain records of all separate transactions during each fiscal year. The fiscal year shall run from 1 July to 30 June.

- D. To present the annual budget to the Board of Trustees
 - E. To designate and supervise, in cooperation with the President, Membership Secretary, and when necessary, authorize the Membership Secretary to form a membership committee. The Membership Secretary duties include issuing membership credentials, maintaining membership records of the organization, and processing membership renewals and renewal reminders.
 - F. To set up and maintain such bank accounts as required by the NASG.
 - G. In collaboration with the Secretary, to sign, countersign, or attest official papers and documents.
 - H. In collaboration with the Secretary, to file necessary federal, state and local reports as required.
 - I. The Treasurer may select an individual or individuals to assist with aspects of the Treasurer's duties. The individual or individuals shall not have the BOT authority of the Treasurer.
 - J. To perform other such duties which may be required by law, Articles of Incorporation, or by these bylaws, and any other additional duties which the BOT may assign to them at their discretion.
5. The duties of the Secretary shall be as follows:
- A. To keep minutes of all BOT meetings, BOT Executive Council meetings, annual membership meetings, and any other meetings of the NASG members as a whole.
 - B. To supervise the Elections Committee to insure proper preparation and distribution of the ballot as set forth in these bylaws, unless the Secretary is a candidate for re-election. If so, the Treasurer will assume the supervision of the Elections Committee.
 - C. To insure proper upkeep of NASG archives.
 - D. In collaboration with the Treasurer, to sign, countersign, or attest official papers and documents.
 - E. In collaboration with the Treasurer, to file necessary federal, state and local reports as required.
 - F. Prepare and present a summary of the BOT meeting at the Annual Membership Meeting
 - G. To perform other such duties which may be required by law, Articles of Incorporation, or by these bylaws, and any other additional duties which the BOT may assign to them at their discretion.

ARTICLE VII – COMMITTEES

1. The duties of NASG committees shall be as delineated below. In every case, the committee chairman shall be responsible as coordinator and spokesman for his committee.
2. The Elections Committee shall be charged with the proper nomination of candidates for elected office. It shall review all nominees for office in the NASG and present the information in accordance with established policy. It shall further oversee the proper operation of NASG elections.
3. The Standards Committee shall be charged with the establishment of S scale (1:64 scale) Standards and the development and improvement of such Standards and Recommended Practices. The Standards Committee shall render assistance to S scale manufacturers as required.
 - A. Modular Standards shall be a subcommittee and is responsible for the maintenance and updating of Modular Standards and Recommended Practices.
4. The Convention Committee shall be charged with coordinating the annual convention with the host organization. The Convention Committee shall act as liaison between the host organization and the Board of Trustees, rendering all necessary assistance to both parties. It shall establish and maintain written procedures for organizing NASG conventions, therein delineating the duties and responsibilities of all concerned. The Convention Committee shall also aid in the organization of NASG regional conventions.
5. The Service Committee shall establish and coordinate services to be rendered to the membership.
6. The Contest Committee shall review and maintain existing NASG contest rules and procedures. It shall keep a record of the results of past NASG contests and member categories.
7. The Promotions Committee shall be charged with the development and maintenance of an effective program of S Gauge and NASG promotion.
8. The Financial Committee shall be convened as necessary to review NASG budgetary procedures and make recommendations to the Board of Trustees. Chaired by the Treasurer, it will aid in the preparation of the annual budget each year prior to the annual convention.
9. The Constitution Committee shall be convened when necessary to review proposed changes to the NASG Constitution.
10. The President may establish and disband Ad Hoc Committees, as deemed necessary. Ad Hoc Committees are subject to the same requirements as Standing committees. 7
11. Each committee chairman shall report to the President or his designate on the operation of his committee. A written report of the activities of the previous year of any NASG committee shall be forwarded to the President or his designate by the end of the fiscal year.
12. Any committee of the NASG which has been allocated funds during the previous year shall assist the Treasurer in preparing a full financial report.

ARTICLE VIII – BUDGET

1. The annual budget shall be prepared by the Treasurer and presented to the BOT at the annual meeting of the BOT. The budget shall contain provisions for funding committees, providing for operating materials and expenses, and for providing operating funds to the Executive Council and the President for proper operation of the organization.
2. The annual budget shall be approved, and additional funds necessary during the fiscal year allocated, by a majority vote of the entire BOT.
3. Funds shall be allocated annually to provide each Regular, Contributing and Honorary Member for the following:
 - A. Membership card
 - B. The organization's bi-monthly publication, The Dispatch.
 - C. Other items as deemed applicable.

ARTICLE IX – INITIATIVE and REFERENDUM

1. The membership shall have the right, by petition as provided for hereafter, to have any proposition submitted to the membership for a vote in any general election.
2. Each petition as mentioned in ARTICLE IX of the NASG Constitution shall contain the exact wording of the action or proposition and shall contain the signatures of not less than five percent of the voting members of the NASG at the time of presentation. Such petitions shall be submitted to the Secretary for distribution to the Board of Trustees.

ARTICLE X – AMENDMENTS

1. The NASG Bylaws may be changed by a two-thirds majority vote of the complete Board of Trustees, providing, however, that the amendment of the Bylaws is as follows:
 - A. Consistent with the laws of the State of New York and of the United States.
 - B. Consistent with the corporate charter.
 - C. Consistent with the Constitution of the NASG.
 - D. Consistent with reason.
 - E. Capable of being complied with.
 - F. Not in violation of a vested or contractual right.
2. The corporation, by amending its Bylaws, may make reasonable changes in the method of administration and doing business, but no change can be made which will deprive a member of substantial rights conferred, expressly or implied, by his contract with the corporation.

3. The Bylaws may also be amended by a vote of the majority of the members voting at the annual business meeting provided that a summary of the proposed amendment is contained in the notice for such meeting and provision is made for a ballot vote.

ARTICLE XI – MEMBERSHIP

1. **Individual Membership:** Any individual may become an Individual Member of the NASG upon application to the Treasurer or their representative and payment of dues of Thirty Dollars (\$30) per year. Each Individual Member is able to register for any officially sanctioned NASG Convention and will be granted one vote at the Annual Membership Meeting or in any other NASG matter. Individual Members will receive a one-year subscription to The Dispatch, may purchase specialty items from the Company Store, purchase the Annual Member Car, access the Member-only Portal on the NASG website, have access to the Mobley Library and any other privileges as determined by the BOT. (Amended 5/2024)

2. **Family Memberships:** Any individual may enroll themselves and additional immediate family members (spouse, or significant other, and children under 18) under a Family Membership upon application to the Treasurer or their representative and payment of Forty Dollars (\$40) per year. The Individual member will be entitled to all the benefits and privileges of an Individual membership. The family members will be entitled to all benefits of Individual membership other than voting rights. One copy of each issue of The Dispatch will be sent to the individual's address. (Amended 5/2024)

3. **Contributing Membership:** Any individual may become a Contributing Member of the NASG upon application to the Treasurer or his representative and payment of dues of Fifty Dollars (\$50.00) per year. Contributing Members will be entitled to membership benefits of one (1) Individual membership, plus Contributing Members may register family members (spouse, or significant other, children and/or grandchildren under the age of 18), or up to two (2) additional associates, at any officially sanctioned NASG Convention. Such registrants will have all rights of Individual membership at the convention except voting rights. Contributing Members will receive one copy of each issue of The Dispatch. Once a year, special recognition will be made of Contributing Members by publishing their names in The Dispatch. (Amended 5/2024)

4. **Business/Club Membership:** Any organization affiliated with S model railroading such as a manufacturer, vendor, dealer, publisher or club, may become a Business/Club member upon application to the Treasurer or his representative and payment of dues of Fifty (\$50.00) per year. The Business/Club member will be entitled to all of the benefits of one (1) Individual membership plus the organization's name will be listed once annually in The Dispatch and up to two (2) additional individuals associated with the organization can register for any officially

sanctioned NASG convention. Such registrants will have all rights of individual membership at the convention except voting rights. (Amended 5/2024)

5. **Trial Membership:** An individual never previously a member of NASG may apply for a one-time, six-month trial membership upon payment of dues of \$18. A Trial Membership has all the rights and privileges of an Individual membership, except for voting, holding office or chairing committees. (Amended 5/2024)

6. **Honorary Membership**

A. In recognition of meritorious service to S Gauge and/or the NASG, any person may be elected as recipient of the Bernie Thomas Memorial Award by a vote of the majority of the Board of Trustees. This award shall be presented annually and carry with it conference of Honorary Membership in the NASG, Inc., which shall be good for life.

B. In recognition of their past accomplishments and meritorious service to S Gauge, any recipient of the Bernie Thomas Memorial Award previous to the incorporation of NASG, Inc. shall be granted Honorary Membership in NASG, Inc., which shall be good for life. Election to Honorary Membership shall entitle that member to all benefits of Regular membership.

7. Advance payment of any class of dues is limited to a maximum of four years, including the current year. Membership dues paid in advance are not refundable.