

**CONSTITUTION of  
THE NATIONAL ASSOCIATION OF S GAUGERS, INC**  
Amended NOVEMBER 2023

**ARTICLE I – NAME and PURPOSE**

**SECTION 1.** The NATIONAL ASSOCIATION OF S GAUGERS, INC. was organized at Vienna, Virginia, on January 4, 1975 and incorporated as a nonprofit corporation under the laws of the United States of America and the State of New York on March 4, 1976. The full legal name of the organization is the NATIONAL ASSOCIATION OF S GAUGERS, INC., and is also known as the NASG. (Amended 08/2018)

**SECTION 2.** The purposes of the NASG, as set forth in the articles of incorporation, are:

- A. To promote and advance, through education, the hobby of standard, narrow and wide gauge model railroading in S, 3/16" scale (1:64 ratio) in the areas of scale and hi-rail. (Adopted 7/97, Amended 08/2018)
- B. To promote good fellowship and education of model railroading in S, 3/16" scale among all S Gaugers. (Amended 08/2018)
- C. To investigate, establish, review and define S Gauge standards in 3/16" scale model railroad equipment.
- D. To foster closer relationships among S Gauge manufacturers, suppliers, publishers and consumers.

**ARTICLE II – MEMBERSHIP**

**SECTION I.** The NASG is a membership organization, including both paid and honorary memberships. The types of paid memberships are delineated in the Bylaws and may include short-term trial memberships in the NASG, designed to attract new members (Amended 11/2023)

**SECTION 2.** All benefits, privileges and obligations shall be concurrent with the particular type of membership as set forth in the Bylaws. Honorary Members, however, shall not be required to pay dues. (Amended 11/2023)

**SECTION 3.** All memberships (other than honorary and trial memberships) shall be on an annual basis. For new members, membership shall begin on the first of the month in which an individual applies for membership. For all members, membership shall be renewable on the expiration date shown on each member's membership card. (Amended 11/2023)

## **ARTICLE III – OFFICERS and TRUSTEES**

**SECTION 1.** The officers of the NASG shall be as follows:

- A. President
- B. Executive Vice-President
- C. Regional Vice-Presidents
- D. Treasurer
- E. Secretary

**SECTION 2.** The President, Executive Vice-President, Treasurer and Secretary shall be determined by popular election of the NASG voting members, and each shall be elected to a term of approximately four years. Their terms of office shall begin on the first day of the annual convention following their election, and continue for a duration of four years, and until the first day of the annual convention following the election of their successors. The Bylaws shall set forth their duties. The terms of the President and Executive Vice-President shall be offset by two years. (Amended 08/2018)

**SECTION 3.** The Regional Vice-Presidents shall be nominated and elected by the members of each of their respective regions of the NASG as defined in the Bylaws. Their terms of office shall be approximately two years each in length and shall begin on the first day of the annual convention following their election and continue for a duration of two years and until the first day of the annual convention following the election of their successors. The Bylaws shall set forth their duties. (Amended 08/2018)

**SECTION 4.** The Executive Council of the NASG shall consist of the President, Executive Vice-President, Treasurer and Secretary. It shall be charged with the general management of the organization, and its actions shall be subject to review by the Board of Trustees.

**SECTION 5.** The Board of Trustees of the NASG shall be comprised of all members of the Executive Council and the Regional Vice Presidents. The President of the NASG shall sit as Chairman of the Board of Trustees.

**SECTION 6.** If the Board of Trustees, in its review of the actions taken by the Executive Council find, by a majority vote, these actions to be argumentative or not in the best interests of the NASG, these actions shall then be subject to review and change by a vote of the Board of Trustees and such vote shall require a majority for acceptance. All members of the Board of Trustees shall be represented in votes taken on issues contained herein.

**SECTION 7.** A two-thirds majority vote of all members of the Board of trustees shall be required to accept new and revised standards as presented by the Standards Committee.

**SECTION 8.** A majority of the votes taken on specific questions by the Board of Trustees will be done so via mail or by recordable electronic balloting or at the annual meeting of the Board of Trustees. All members of the Board of Trustees thereby represented in the decision. In the event of a scheduled meeting of the Board of Trustees, a majority of all the duly qualified Trustees shall constitute a quorum. Any Trustee not able to attend such a meeting may appoint, by written proxy, another NASG member to act on his behalf, provided that member is not also a member of the Board of Trustees. Such proxy shall be valid only if written or recordable electronic notification is delivered to the President at, or prior to, the applicable meeting. A valid proxy shall be counted in the verification of a quorum and for voting purposes only in those subject areas as delineated in writing by the absent member. His vote will not be valid, however, for subjects listed in Section 6 and Section 7 of this article. (Amended ??/2014, Amended 08/2018)

**SECTION 9.** In the event of a vacancy in any of the offices outlined in SECTION 1 of this article, the Board of Trustees shall select, by a majority vote, a successor who shall hold office for the balance of the term of the person replaced. If a vacancy is incurred in the office of President, the Executive Vice-President shall temporarily assume the duties of President until such time as the Board of Trustees can fill the position for the remainder of the previously elected term.

**SECTION 10.** Should an elected officer be suspected of misuse, misconduct, detrimental performance, or malfeasance in office, he may be removed by the following procedures:

- A. A written petition against the officer signed by at least thirty-five percent of the voting membership must be submitted to the Board of Trustees via the Secretary.
- B. The petition will be verified by the Secretary within thirty days of its receipt to establish that all signatures are of NASG members in good standing. The Secretary will notify the Board of Trustees immediately of such verification and the officer will be suspended.
- C. The Board of Trustees will subsequently investigate the reasons for the suspension, and within sixty days of their receipt of the petition schedule a vote of all members of the Board of Trustees. A two-thirds majority vote for removal by the Board of Trustees shall affect that action.
- D. A copy of the verified petition shall be made available to all members of the Board of Trustees prior to the vote for removal, or

## **SECTION 11.**

- A. A written report against the officer made by any other member of the Board of Trustees will be submitted to the Secretary. (Adopted 08/2018)
- B. The report will be verified by the Secretary within thirty days of its receipt. The Secretary will notify the Board of Trustees immediately of such verification and the officer will be suspended. If the Secretary is the officer in question, the Executive Vice-President will assume the duties as above in lieu of the Secretary. (Adopted 08/2018)
- C. The remaining members of Board of Trustees will subsequently investigate into the reasons for the suspension, and within sixty days of the receipt of the report of the petition schedule a vote of all of the members of the Board of Trustees. A two-thirds majority vote for removal by the Board of Trustees shall affect that action. (Adopted 08/2018).
- D. A copy of the verified report shall be made available to all members of the Board of Trustees prior to the vote for removal. (Adopted 08/2018)

## **ARTICLE IV – MEETINGS**

**SECTION 1.** There shall be one convention annually, hosted by a recognized S Gauge club organization or qualified individual(s) as defined in the Bylaws. Bids by prospective host organizations shall be submitted to the Board of Trustees at least one year prior to the convention date. (Amended 08/2018)

**SECTION 2.** There shall be one business meeting annually, to be held at the annual convention and chaired by the President. The purposes of this meeting shall be as follows (Amended 08/2018):

- A. To introduce newly elected officers. (Amended 08/2018)
- B. To receive reports from officers and committee chairmen.
- C. To discuss matters pertaining to the NASG.

**SECTION 3.** The Board of Trustees shall meet jointly in closed session at the time of the annual convention and chaired by the President, and at other times during the year when it is deemed necessary. (Amended 08/2018)

**SECTION 4.** The Executive Council shall meet at times during the year when it is deemed necessary.

**SECTION 5.** Parliamentary law as set forth in "Robert's Rules of Order" shall govern all meetings including those held via email or telephone, proceedings and the business of the NASG. (Amended 08/2018)

**SECTION 6.** The host organization of the annual NASG convention and the NASG shall share all financial arrangements of that convention as provided for in the By-Laws. (Adopted 07/1986)

## **ARTICLE V – VOTING**

**SECTION 1.** All honorary and non-trial paid members of the NASG in good standing shall be entitled to vote. (Adopted 07/1986, Amended 08/2018 and 11/2023)

**SECTION 2.** On all matters to be voted upon, whether in person or by mail, a simple majority of the votes cast will suffice the question, unless noticed specifically in this Constitution.

**SECTION 3.** The right to write in names not otherwise on the ballot shall be preserved. In the event an election is declared by acclamation per the provisions within Article V, Section 9, this article may be suspended by a unanimous vote of the election committee and the two positions on the board of trustees not slated for election, i.e. the President and Treasurer, or the Executive Vice-President and Secretary. (Amended 05/2017)

**SECTION 4.** A two-thirds majority of the votes cast on a question shall be necessary to amend this Constitution.

**SECTION 5.** Amendments to the Constitution, election of officers, propositions placed by valid petition, and other matters pertaining to the policies of the NASG as the Board of Trustees shall decide, shall be submitted to the membership for a direct and mail vote.

**SECTION 6.** Nominations for candidates for office, preparation of proposed changes in the Constitution, and the means and methods of handling votes by both mail and direct balloting shall be as set forth in the Bylaws.

**SECTION 7.** The serving of notices for elections and general meetings shall be as provided for in the By-Laws.

**SECTION 8.** The rules governing NASG general elections shall be as follows:

- A. The first general election shall be held within one year of incorporation. All elected positions shall appear on the ballot, with the President and Treasurer to be elected to

terms of four years each, and the Executive Vice-President and Secretary to be elected to terms of two years each.

- B. Thereafter, general elections shall be held every two years, with those elected positions appearing on the ballot as correspond to the termination of incumbent terms. In such general elections, the offices of President and Treasurer and the offices of Executive Vice President and Secretary shall appear together on corresponding ballots. The offices of all Regional Vice-Presidents shall appear on every general election ballot.

**SECTION 9.** In the election of offices, the candidate receiving the largest number of votes cast for any given office shall be declared the winner. In the case of a tie, a majority of the incumbent Board of Trustees shall have the right to cast the deciding vote. In the event that there are no contending candidates for all offices up for election and there are no other matters to be decided, a unanimous vote of the election committee, and the two positions not slated for election, i. e. the President and Treasurer, or the Executive Vice-President and Secretary, may declare the candidates are elected by acclamation and no ballot will be issued for that election. (Amended 05/2013, 05/2015, 05/2017)

**SECTION 10.** Only members residing within the geographical limits of each region of the NASG, as defined in the By-laws shall vote for, or be eligible for, the office of Vice-President for that region.

## **ARTICLE VI – NOMINATIONS**

**SECTION 1.** The nominations for elected officers of the NASG shall be submitted to the Chairman of the Elections Committee in writing by November 15 of the year preceding the election. Accompanying the nomination shall be summary of the qualifications of the candidate not to exceed two hundred words. The name of any person so submitted shall be placed on the ballot. (Amended 08/2018)

**SECTION 2.** The Elections Committee shall prepare a list of candidates and submit such list to the Secretary at least four months prior to the election. Notice of the nominations shall be circulated the Board of Trustees and published prior to the election.

## **ARTICLE VII – COMMITTEES**

**SECTION 1.** Standing committees shall include the following:

- A. Conventions

- B. Standards
- C. Contest
- D. Service
- E. Promotions
- F. Elections (Adopted 08/2018)

**SECTION 2.** The President shall reserve the right to convene any ad-hoc committee as the need arises. (Amended 08/2018)

**SECTION 3.** The chairman of each committee shall be appointed by the President. Such chairman shall have the power to name such committee members as he deems necessary and shall reserve the right to replace any member of his committee who does not, in his opinion, satisfactorily carry out the duties assigned to him. Likewise, the President has the right to dismiss any committee chairman for verifiable cause. (Amended 08/2018)

**SECTION 4.** Except for amounts approved in the annual budget, no committee may spend NASG funds without specific authorization of the President for amounts up to \$500 or by the Board of Trustees for amounts in excess of \$500. Persons receiving such authorization shall provide documentation of the expenditure to the Treasurer before the next Board meeting. Each standing committee shall be represented as necessary in the annual budget. (Amended 08/2018)

**SECTION 5.** The duties of the NASG committees shall be as set forth in the By-Laws.

## **ARTICLE VIII – BYLAWS**

**SECTION 1.** The Bylaws of the NASG shall be established and adopted by the corporation for its own government, and that of the members, trustees and officers. (Amended 08/2018)

**SECTION 2.** The Bylaws of the NASG may be adopted or amended by a two-thirds majority vote of all members of the Board of Trustees.

## **ARTICLE IX – INITIATIVE and REFERENDUM**

**SECTION 1.** The membership shall have the right to have any action taken by the Board of Trustees placed on the ballot at the next general election, by petition, as provided for in the Bylaws.

**SECTION 2.** The membership shall have the right to have any proposition submitted to the membership for a vote in any general election, by petition, as provided for in the Bylaws.

**SECTION 3.** A two-thirds majority vote of the votes received on actions or propositions mentioned in SECTIONS 1 or 2 hereof, shall adopt such actions or petition.