

# Bylaws of the Second Division, Pacific Northwest Region of the National Model Railroad Association, Inc.

## Article I. NAME

Section 1.01 Name. The name of this association shall be “Second Division, Pacific Northwest Region of the National Model Railroad Association”. It is a Non-Profit corporation organized and existing under the laws of the State of Oregon.

Section 1.02 Definitions. In these bylaws, “NMRA” shall refer to the National Model Railroad Association, Inc.; “Region” shall refer to the Pacific Northwest Region of the NMRA; “Division” shall refer to this corporation, and/or its members, as appropriate; “In the Division” shall refer to the geographical area allocated to the Division by the Region; “BOD” shall refer to the Division’s Board of Directors.

## Article II. OBJECTIVE

Section 2.01 The objective of the Division shall be to promote public education, interest, awareness, and knowledge of model railroading; to promote education and fellowship among Division members; to carry out the various programs of the Region and the NMRA.

## Article III. MEMBERS

Section 3.01 Membership. All NMRA members in good standing who reside in the Division shall automatically be members of the Division. No one else may be a member of the Division.

Section 3.02 Dues. The Division shall impose no dues beyond NMRA membership.

Section 3.03 Voting. All Division members have the right to vote on Division business, except for Family members, Corporate members, and Rail Pass members. Proxy voting is not allowed.

## Article IV. MEETINGS

Section 4.01 Annual Meeting. The Division shall hold an Annual Meeting in the second quarter of the year. Its purpose shall be to announce election results; to receive reports from officers and from standing committees; to conduct any other such Division business as may be presented by the members or the BOD.

Section 4.02 Division Meetings. The BOD or Program Committee may call Division meetings to conduct Division business, for education, for entertainment, and/or for fellowship. Division meetings may be called by five or more members petitioning the Superintendent, stating in the petition the reason for the meeting.

Section 4.03 Location. All meetings where Division business is conducted shall be held within the Division.

- 36 Section 4.04 Notice. The Secretary shall send a notice of the date, hour, and place of a  
37 meeting to all members at least fifteen days in advance. As necessary, this shall  
38 include notice of any special Division business to be handled.
- 39 Section 4.05 Quorum. Ten percent of the current voting membership, but not less than ten  
40 voting members, shall constitute the quorum necessary for conducting Division  
41 business.
- 42 Section 4.06 Attendees. All Division members, NMRA members from outside the Division, and  
43 invited guests who are presenting may attend meetings without limit. Other non-  
44 NMRA members may attend up to three meetings before being required to join  
45 the NMRA.

## 46 Article V. OFFICERS

- 47 Section 5.01 Officers. The officers of this association shall be a Superintendent, an Assistant  
48 Superintendent, and four Directors. All officers must be voting members of the  
49 Division in good standing.
- 50 Section 5.02 Term of Office. Officers shall serve for a term of two years or until their  
51 successors are selected. Elected officers shall assume their duties at the close of  
52 the meeting or convention at which they are elected. Appointed officers shall  
53 begin their term immediately upon appointment.
- 54 (a) Terms for the Superintendent and Directors 2 and 4 shall begin in even  
55 numbered years.
- 56 (b) Terms for the Assistant Superintendent and Directors 1 and 3 shall begin in  
57 odd numbered years.
- 58 Section 5.03 Limitations. A member can only hold one office at a time.
- 59 Section 5.04 Removal from Office. Officers may be removed from office, with or without  
60 cause, by a two-thirds vote at a Division Meeting where previous notice has been  
61 given.
- 62 Section 5.05 Vacancy in Office. If a vacancy in the office of the Superintendent occurs, the  
63 Assistant Superintendent shall automatically fill the position of Superintendent  
64 until the next election, thus creating a vacancy in the office of the Assistant  
65 Superintendent. The BOD shall appoint a member to fill the unexpired term of  
66 any officer other than the Superintendent.
- 67 Section 5.06 Nominations. In the first quarter of the year, the Nominations committee shall  
68 present to the BOD a slate of all consenting individuals for each open office. No  
69 nominations will be accepted after the slate is accepted by the BOD.
- 70 Section 5.07 Elections. Between the acceptance of the slate of candidates and the Annual  
71 meeting, a period of not less than 30 days, the BOD shall conduct an election of  
72 Officers. The results of the election shall be announced at the Annual meeting.
- 73 Section 5.08 Duties of Officers. Officers shall perform the duties provided in these bylaws and  
74 such other duties as assigned by the Division, the BOD, the Region, or the NMRA.

- 75 (a) The Superintendent shall act in all ways as the chief executive of the  
76 Division and attend Region Board Meetings as a voting member  
77 representing the Division.  
78 (b) The Assistant Superintendent shall perform any of the duties of the  
79 Superintendent in the absence of, or at the request of, the Superintendent.

80 **Article VI. BOARD OF DIRECTORS**

81 Section 6.01 Composition. The Division's Board of Directors shall be composed of the officers  
82 of the Division. A Secretary and a Treasurer shall be appointed to serve at the will  
83 of the BOD; they may not be the same person. The Secretary and Treasurer, if  
84 not Directors, shall be non-voting members of the BOD.

85 Section 6.02 General Duties. The BOD shall be subject to the orders of the Division and none  
86 of its acts shall conflict with action taken by the Division, the Region or the NMRA.  
87 The BOD shall:

- 88 (a) Have general authority over the affairs of the Division between meetings.  
89 (b) Fix the date, hour, and place of BOD, Annual, and Division meetings.  
90 (c) Make recommendations to the Division.  
91 (d) Declare an office vacant.  
92 (e) Adopt rules and policies as needed to carry on the business of the BOD,  
93 provided such rules are consistent with these bylaws and any orders of the  
94 Division.  
95 (f) Perform such other duties as are specified in these bylaws or ordered by  
96 the Division, the Region, or the NMRA.

97 Section 6.03 Duties of the Secretary. The Secretary shall keep minutes of all BOD and member  
98 meetings where Division business is conducted. The Secretary shall send meeting  
99 notices to members. The Secretary shall be responsible for other necessary  
100 communications between the Division and the Region, the NMRA, the State of  
101 Oregon, and others as necessary.

102 Section 6.04 Duties of the Treasurer. The Treasurer shall have custody of the Division funds;  
103 shall deposit and disburse such funds to and from Division owned accounts when  
104 appropriate to do so; shall keep full and accurate accounts of such Division  
105 transactions; shall provide a clear and complete financial statement to the BOD at  
106 each BOD meeting and otherwise when requested.

107 Section 6.05 BOD Meetings. Regular meetings of the BOD shall be held at least quarterly at  
108 the call of the Superintendent. Special BOD meetings may be called upon notice  
109 by two or more members of the BOD.

110 Section 6.06 Notice. The Secretary shall send a notice of the date, hour, and place of a  
111 meeting to all BOD members at least fifteen days in advance. As necessary, this  
112 shall include notice of any special business to be handled. Notice of BOD  
113 meetings shall also be made available to any Division member who wishes to be  
114 informed.

115 Section 6.07 Quorum. A majority of the voting members of the BOD shall constitute a quorum.  
116 If vacancies would prevent a normal quorum, all remaining voting BOD members  
117 together shall constitute a quorum to declare an office vacant; to appoint new  
118 officers; to set the date, hour, and place of a Division meeting. If both the  
119 Superintendent and Assistant Superintendent offices are vacant, any remaining  
120 voting BOD member may call such a meeting.

121 Section 6.08 Attendees. Division members who are not BOD members may attend any BOD  
122 meeting or portion of a meeting where disciplinary issues are not discussed.  
123 Division non-members may be invited to the meeting by a BOD member if  
124 appropriate.

## 125 Article VII. COMMITTEES

126 Section 7.01 Creation of Committees. Standing and ad hoc committees may be created as the  
127 BOD or Division shall from time to time deem necessary to carry on the work of  
128 the Division. Duties of each committee shall be as defined by these bylaws, the  
129 BOD, or the Division. Committees shall report to the BOD unless otherwise  
130 directed by the Division.

131 Section 7.02 Standing Committees. The following standing committees shall be formed by the  
132 BOD: Achievement Program; Membership; Programs; Financial Review;  
133 Nominations.

134 Section 7.03 Composition. Any Division member in good standing may be a committee  
135 member. The chairman and any members of all standing committees shall be  
136 appointed by the Superintendent unless otherwise directed by the Division. All  
137 committees shall consist of at least a chairman. The Nominations and Financial  
138 Review committees shall include at least one additional member.

139 Section 7.04 Superintendent Membership. The Superintendent may never be an appointed or  
140 ex-officio member of the Nominations committee or of any disciplinary  
141 committee. The Superintendent may be appointed to any other committee and  
142 shall be an ex-officio member of all other committees.

143 Section 7.05 Quorum. A majority of committee members shall constitute a quorum.

144 Section 7.06 Financial Review Committee. On an at least annual basis, the Treasurer shall  
145 provide copies of all banking documents since the last review to the Financial  
146 Review Committee for verification. They shall report out their findings at the next  
147 scheduled BOD meeting.

## 148 Article VIII. DISSOLUTION

149 Section 8.01 In the event of the dissolution of the Division, the assets shall be distributed to  
150 the Region for their use or liquidation as they may see fit. No funds shall inure to  
151 the benefit of the officers or any individual members.

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## Article IX. PARLIAMENTARY AUTHORITY

Section 9.01 The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the proceedings of this Division in all cases to which they are applicable and in which they are not inconsistent or superseded by these bylaws, any special rules the Division may adopt, or rules of the Region or NMRA.

## Article X. AMENDMENTS

Section 10.01 Amendment by Members. These bylaws may be amended at any meeting of the Division by a two-thirds vote of those in attendance, provided that the amendment has been submitted in writing to the BOD at least sixty days prior to the meeting and is included in the meeting notice.

Section 10.02 Amendment by Organization. Any amendment to these bylaws necessitated by amendment to the Region or NMRA bylaws shall be adopted by the BOD, and the membership notified, within sixty days following the adoption of such amendments by the superior organization.

Section 10.03 Content. No amendment to these bylaws shall be permitted that is contrary to the Articles of Incorporation, the laws of the State of Oregon, or the Bylaws of the NMRA, or Region.

## Article XI. GENERAL PROVISIONS

Section 11.01 Fiscal Year. The fiscal year shall be January through December

Section 11.02 Banking. All disbursements shall require only a single signature of the Treasurer or the Superintendent as long as they are within the limits set by the BOD. At the direction of the BOD, the Division may maintain some portion of their funds in securities.

Section 11.03 Electronic Processes: All Division business may be conducted electronically.

- (a) All communications and notices may be delivered via email.
- (b) The BOD and committees may conduct business and make decisions via email, conference calls, and other collaboration methods.
- (c) Division documentation may be kept in electronic form.
- (d) Voting may be carried out electronically.

### Change Record

Version	Date of Adoption	Change Summary
1.0	4/13/2019	Complete Rewrite