

National Model Railroad Association Southeastern Region Division 15

Bylaws

ARTICLE I Name and Territorial Limits

Section 1. The name of this organization shall be Division 15, Southeastern Region of the National Model Railroader Association, known herein as the 'Division.'

Section 2. The Division shall cover the following North Carolina counties: Avery, Buncombe, Cherokee (less the city of Murphy), Clay, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell, Mitchell, Polk, Rutherford, Swain, Transylvania and Yancey.

ARTICLE II Purpose and Activities

Section 1. The purpose of the Division shall be to advance the interest in scale model railroading through advocacy, education and fellowship.

Section 2. The Division shall promote the goals and objectives of NMRA, including membership in NMRA.

Section 3. The Division shall conduct itself in accordance of rules and regulations specified for its activities by the National Model Railroad Association (NMRA).

Section 4. The Division shall actively pursue its purpose through meetings, publications, encouraging and providing interpersonal communication among its members, presentation of public and private exhibitions and clinics, and outreach to the community where such opportunities present themselves.

Section 5. The Division shall not participate in any activity not in furtherance with its stated purpose.

(a) The Division shall not participate in any activity whose explicit purpose is to the benefit of a single member or non-member of Division. The arbitration of such activity will be the decision of the Board of Directors.

(b) The Division shall not participate in any manner in the election or campaign for election of any candidate for office in a local, state or national election, nor shall Division participate in any manner to the favor of a political party.

Section 6. The Division shall acquire and maintain Articles of Incorporation as a non-profit organization in the State of North Carolina and conform to the provisions specified in Chapter 55 of the North Carolina Statutes.

Section 7. Notwithstanding any other provision of these Articles, the Division shall not carry on any activities not permitted to an organization exempt from federal income tax under Section 501(a) of the code as an organization described in Section 501(c)(3) of the Code.

Section 8. Notwithstanding any other provision of these Articles, the Division shall not carry on any activities not permitted to an organization contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

ARTICLE III Organization

Section I. The Division shall be governed by its elected officers and a Board of Directors, herein known as the 'Board.'

Section 2. Elected Officers. Elective offices shall be the Superintendent, Assistant Superintendent, Clerk and Paymaster.

- a) Eligibility. Elected officers must be members in good standing of the NMRA and maintain that standing for the duration of their term in office.
- b) Term of Office. Each elected officer will serve for a period of two (2) calendar years and may declare for re-election no less than sixty (60) days prior to the expiration of her/his term.
- c) Elected officers shall also serve as members of the Board and their term of office on the Board shall coincide with their elected terms.
- d) With permission of the Board a single person may serve as both Clerk and Paymaster of the organization for one term. Such permission may be extended to a subsequent term by permission of the Board.

Section 3. Duties of Officers

- a) Superintendent. The Superintendent shall be the chief executive officer of the corporation and shall have the general charge and supervision over and responsibility for the affairs of the Division. The Superintendent may enter into and execute in the name of the Division contracts or other instruments not in the ordinary course of business which are authorized by the Board.
- b) Assistant Superintendent. The Assistant Superintendent shall have the duties and possess authority as may be delegated to the Assistant Superintendent by the Superintendent or the Board and shall preside at any meeting where the Superintendent is absent.
- c) Clerk. The Clerk shall cause notice of all meetings to be served as prescribed in these bylaws and shall keep or cause to be kept the minutes of all meetings of the Board. The Clerk shall have charge of the seal of the corporation and shall perform all other duties and possess powers as are incident to the office or as shall be assigned by the Superintendent or the Board. The Clerk will create, maintain and distribute to the Board at proscribed intervals a roster of members including name, address, phone and email address where available.

d) Paymaster. The Paymaster shall have the custody of the funds and securities of the Division and shall keep or cause to be kept regular books of account for the Division. The Paymaster shall perform other duties and possess other powers that are incidental to the office or shall be assigned by the Superintendent or the Board. The Paymaster shall submit the books of account for yearly audit by an entity specified by the Board.

Section 4. Board of Directors

a) The four elected officials of Section 2 shall be automatic members of the Board.

b) The Board shall further consist of one (1) or more additional members of the Division to bring the total Board membership to an uneven number not to exceed nine (9) members. These additional Board members will be appointed by the Superintendent and serve for two (2) calendar years from the date of their appointment.

c) In the event a single person serves as both Clerk and Paymaster the Superintendent will adjust the Board membership such that its total is maintained at an uneven number.

d) The Board shall meet in open session not less than once every 180 days. The time and place of this open session shall be made known to the members not less than fifteen (15) days prior to the date of the meeting.

e) A quorum of the Board shall be a majority of Board members present and voting. If the vote is to determine removal from office or from the Board that officer or Board member will refrain from voting and a quorum shall be a majority of all other Board members.

f) The Board shall hold legal title to any and all money and property(s) of the division. Authorized signatures for each and every account will consist of the Superintendent, Paymaster and one other division member appointed by the Superintendent with concurrence of the Board.

g) The Board may elect to charge fees for specific activities and services.

Section 3. Vacancy and Appointment of Officers

a) If the position of Superintendent is vacant, the Assistant Superintendent shall assume that position. In the event the Assistant Superintendent cannot fill this position a Superintendent will be appointed by the Board to complete the current term of office.

b) The Superintendent may appoint members to complete the terms of Assistant Superintendent, Clerk or Paymaster.

c) Vacancies on the Board may be filled by appointment of the Superintendent. Terms of office completed by appointment of the Superintendent will be terminated at the time of the next general election.

Section 4. Removal from Office. The procedure for removal from office of an Officer or Board member of the Division shall be as follows:

- a) A written and signed petition for removal from office shall be submitted to the Board.
- b) The petition must be submitted and signed by a majority of Board members, or
- c) The petition must be submitted and signed by a majority of the Division members.
- d) A special meeting of the Board will be called to consider the petition.
- e) If the Board decides to vote on the petition, the designee shall be notified in writing of the Board's intention and invited to meet with the Board prior to the vote.

Section 5. The fiscal year of the Division shall coincide with the calendar year.

Section 6. Denial of Remuneration. No member of the Division may receive compensation in any form from the Division other than reimbursement for specific expenses incurred and authorized by the Board or monies advanced in favor of the Division with prior approval by the Board.

Section 7. Committees. Committees will be of two (2) types, Standing Committees and Temporal Committees. Standing Committees are those which have ongoing service to the Division and which operate on a continuing basis. Temporal Committees are those created to serve a specific purpose of limited duration.

- a) Standing Committees shall be created by and report to the Board to provide continuing adjunct services to the Division as required.
 - i. Board will appoint a committee chairperson for each Standing Committee and the Election Committee.
 - ii. Committee members may be appointed by the chairperson.
 - iii. The duties of Standing Committees will be specified in writing by the Board.
- b) Temporal Committees will be created by and report to the Superintendent.
 - i. A committee chairperson will be appointed by the Superintendent.
 - ii. Committee members may be appointed by the chairperson.
 - iii. The duties of Temporal Committees will be determined by the Superintendent and provided to the Temporal Committee chairperson in writing.
 - iv. Temporal Committees may be dissolved by the Superintendent at her/his discretion or when its duties have been fulfilled.

Section 8. Election Committee. The Board will appoint an Election Committee to serve until the satisfactory completion of elections.

- a) The Election Committee will supervise the entire election process and will be constituted and functioning no less than 90 days before the Annual Meeting.

- b) The Election Committee will prepare and present to the membership its selection of candidates to fill vacancies of elected officers. This presentation will take place no less than thirty (30) days prior to the Annual Meeting.

Section 9. Audit Committee. Each fiscal year the Board will appoint an Audit Committee.

- a) The Audit Committee shall consist of two (2) or more members.
- b) The Audit Committee will conduct an annual financial audit of the Division books at the end of each fiscal year and/or when a new Paymaster takes office.
- c) The Audit Committee will report the results to the membership at a membership meeting or in an official publication of the Division.
- d) Neither Superintendent nor Paymaster may serve on this committee.

Article IV Membership

Section 1. A Division member must be a NMRA member in good standing.

Section 2. All members in the Division must reside in the territory specified in Article I.

Section 2. Membership is allowed without regard to race, religion, gender, sexual orientation or national origin according to the provisions of the Articles of Incorporation and Chapter 55 of the North Carolina Statutes.

Section 3. Division members may invite guests to regularly scheduled meetings. The Board shall determine the number of times the same person may be a guest.

Section 4. A petition for change or changes to procedures and rules other than bylaws may be presented to the Clerk if signed by at least ten (10) percent of the membership. The Clerk will present the petition to the Board for consideration.

Article V Meetings

Section 1. Advice of Meetings. The Division must be informed in person, in writing or by electronic media of the time and place of regularly scheduled or special Division meetings and regularly scheduled meetings of the Board no later than fifteen (15) days prior to the meeting.

Section 2. The time and place of regularly scheduled meetings may be determined by the Board.

Section 3. The Superintendent and/or the Board may call special meetings of the Division or of the Board at their discretion. The Division does not have to be advised of special meetings of the Board.

Section 4. Annual Meeting. The Board will determine the time and place of the Annual Meeting.

- a) The time and place of the Annual Meeting will be advertised to Division no less than thirty (30) days prior to the date of the meeting.
- b) The agenda of the Annual Meeting shall include all requirements specified by the Articles of Incorporation and Chapter 55 of the North Carolina Statutes and will include at minimum a financial statement, a report on membership statistics and a report of significant Division activity in the year just completed.
- c) Elections of officers will take place at the Annual Meeting.

Article VI Elections

Section 1. The Election Committee will solicit candidates for offices that will be filled at the next election. The Candidate solicitation will be presented to the membership no less than sixty (60) days prior to the Annual Meeting.

Section 2. To be eligible for candidacy a candidate must be a member in good standing of the NMRA.

Section 3. Names of eligible candidates will be presented to the membership at least thirty (30) days prior to the Annual Meeting.

Section 4. The Election Committee will prepare a ballot to include candidate names and offices. Space for write-in candidates will be provided.

Section 5. Eligibility to vote will be determined by the provisions of Article IV, Section 1.

Section 6. If only one candidate appears on the ballot for any office the Clerk may cast a single vote to secure election of that candidate in that office.

Article VII Dissolution

Section 1. Notice of dissolution shall be made to the Southeastern Region (SER) under the following conditions.

- a) A motion for dissolution by the members is adopted by a majority of members present and voting. The time and place of the meeting at which this vote is taken must be announced to the Division no less than sixty (60) days prior to the vote in person, by mail or electronic media.
- b) No meetings have been held by Division for twelve (12) consecutive months.
- c) The Articles of Incorporation have been revoked by the State of North Carolina and all attempts at reinstatement have failed.
- d) Division 15 has been disavowed by NMRA.

Section 2. Upon dissolution outstanding bills and other obligations will be paid from the holdings of Division including monies, properties and any liquefiable asset. These obligations can be fulfilled by any current officer or in the absence of a current officer any past officer or Board member of Division.

Section 3. No member of Division past or present may receive any residual asset or property of Division.

Section 4. Assets remaining following discharge of all Division obligations will be disposed under the regulations imposed on non-profit corporations by the State of North Carolina and by the Internal Revenue Service.

Article VIII Amendment of Bylaws

Section 1. Petition for Amendment. A petition for amendment to the bylaws may be presented to the Board in writing and signed by no less than 20% of the members of the organization. The substantive content of this petition must be distributed to all members of the organization in writing no less than fifteen (15) days before the meeting in which it is to be considered where reasonable time must be allocated for discussion.

Section 2. Adoption of Amendment. A vote on an amendment to the bylaws will take place no less than twenty-eight (28) days following the presentation to the membership. Written notice of any change to be voted on by the members or by the Board shall be given to the members not less than fifteen (15) days prior to the meeting at which the change shall be proposed. A majority of members present and voting will be required to adopt the amendment.

Article IX Force and Effect of Bylaws

Section 1. These bylaws are subject to the provisions of the North Carolina Non-profit Corporation Act, Chapter 55 of the North Carolina Statutes and the certificate of incorporation of this corporation and its amendments from time to time. If any provision in these bylaws is inconsistent with a provision of the Act or the certificate of incorporation, the provision of the Act or the certificate of incorporation shall govern to the extent of the inconsistency.

Section 2. If any provision or provisions in these bylaws are inconsistent with the constitution, regulations or bylaws of NMRA the provisions of NMRA shall govern to the extent of the inconsistency.

Section 3. These bylaws have been approved and installed by majority vote of the Board of Directors of Division 15 present and voting on November 12, 2009.