

**North Shore & Western Division  
Midwest Region  
National Model Railroad Association, Inc.**

**Bylaws**

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**Bylaws**

Article I – Name, Authority and Purpose

1. The name of this organization is the North Shore & Western Division (hereinafter the “Division”) of the Midwest Region (hereinafter the “Region”) of the National Model Railroad Association, Inc. (hereinafter the “NMRA”).
2. The Division is established under the Executive Handbook (the Constitution, Bylaws and Policies & Procedures) of the Region and the Regulations of the NMRA (hereinafter the “Regulations”). These Bylaws set forth rules regulating the affairs of the Division. In the event of a conflict between these Bylaws and the Executive Handbook or the Regulations, the Executive Handbook or the Regulations, as appropriate, shall govern.
3. The purposes of the Division are to promote, stimulate, foster, and encourage by all manner and means the art and craft of model railroading and the preservation of the history, science, and technology thereof.

Article II – Members

1. Except to the extent otherwise provided in the Regulations, each member of the NMRA who resides in the Division’s territory as defined in the Executive Handbook shall be a member of the Division (hereinafter a “resident member”).
2. Except to the extent otherwise provided in the Regulations, each member of the NMRA who does not reside in the Division’s territory as defined in the Executive Handbook may become a member of the Division by providing his or her name, address, telephone number and electronic mail address to the Membership Coordinator provided for in Article IV, Section 7 below (hereinafter a “non-resident member”).

Article III – Officers and Directors

1. The Officers of the Division shall consist of a Superintendent, an Assistant Superintendent, a Chief Clerk and a Paymaster.

a. Superintendent

- 1) The Superintendent shall have general supervision over all of the affairs of the Division; shall preside at all meetings of the members provided for in Article V below and of the Board of Directors provided for in Article III, Section 3 below (hereinafter the "Board"); shall appoint all Coordinators provided for in Article IV below; shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws and with the approval of the Board shall take action on all matters not covered in the these Bylaws which will advance the purposes of the Division.
- 2) The Superintendent shall be elected annually by the resident members of the Division at the annual business meeting provided for in Article V, Section 1 below for a term of one (1) year. The Superintendent may serve indefinitely. The Superintendent may not serve concurrently in any other office, but may serve in one or more of the Coordinator positions provided for in Article IV below.
- 3) Any vacancy occurring in the office of Superintendent shall be filled by the Assistant Superintendent.

b. Assistant Superintendent

- 1) The Assistant Superintendent shall perform such duties as may be assigned by the Superintendent and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws. The Assistant Superintendent shall assume the duties of the Superintendent in the Superintendent's absence or temporary inability to serve.
- 2) The Assistant Superintendent shall be elected annually by the resident members of the Division at the annual business meeting provided for in Article V, Section 1 below for a term of one (1) year. The Assistant Superintendent may serve indefinitely. The Assistant Superintendent may not serve concurrently in any other office, but may serve in one or more of the Coordinator positions provided for in Article IV below.
- 3) Any vacancy occurring in the office of Assistant Superintendent shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.

c. Chief Clerk

- 1) The Chief Clerk shall prepare minutes of all business meetings of the members provided for in Article V, Section 1 below and of the Board provided for in Article III, Section 3 below; shall distribute the minutes to the members of the Board by electronic or regular mail; shall certify by electronic or regular mail the name, address, telephone number and electronic mail address of the Division Director provided for in Article III, Section 4 below to the Region Secretary whenever a change occurs; shall

certify by electronic or regular mail the name, address, telephone number and electronic mail address of the Superintendent, Assistant Superintendent, Chief Clerk and Paymaster to the Region Secretary whenever a change occurs and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws.

- 2) The Chief Clerk shall be elected annually by the resident members of the Division at the annual business meeting provided for in Article V, Section 1 below for a term of one (1) year. The Chief Clerk may serve indefinitely. The Chief Clerk may not serve concurrently in any other office, but may serve in one or more of the Coordinator positions provided for in Article IV below.
- 3) Any vacancy occurring in the office of Chief Clerk shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.

d. Paymaster

- 1) The Paymaster shall maintain books and records of the financial transactions of the Division; shall, with the concurrence of the Board, open and close bank accounts and make investments as necessary; shall report the Division's financial position and results of operation for the fiscal year to the members of the Board by electronic or regular mail within sixty (60) days after the end of the fiscal year and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws.
  - 2) The Paymaster shall be elected annually by the resident members of the Division at the annual business meeting provided for in Article V, Section 1 below for a term of one (1) year. The Paymaster may serve indefinitely. The Paymaster may not serve concurrently in any other office, but may serve in one or more of the Coordinator positions provided for in Article IV below.
  - 3) Any vacancy occurring in the office of Paymaster shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.
2. The Directors of the Division shall consist of the ten (10) Coordinators provided for in Article IV below.
  3. The Officers and Directors shall constitute the Board. The Board shall be responsible for the governance and administration of the Division between the annual business meeting of members that is provided for in Article V, Section 1 below. The Board shall meet at the call of the Superintendent with at least five (5) days notice by electronic or regular mail. Meetings may be held in person, by teleconference or by other electronic means. Three (3) or more members of the Board who are present shall constitute a quorum for the conduct of business at any meeting of the Board. Although an individual may hold more than one of the Coordinator positions provided for in Article IV below, each individual shall be entitled to only one vote in any matter requiring a vote of the members of the Board.

4. The Superintendent, or a resident member designated by the Superintendent with the approval of the Board, shall serve as the Division's representative to the Board of Directors of the Region (hereinafter the Division Director). If the Division Director is unable to participate in a meeting of the Board of Directors of the Region, he or she may either appoint a resident member as proxy for the meeting by filing the appropriate form with the Region Secretary or request an excused absence from the Region President.

#### Article IV – Coordinators

1. The Achievement Program Coordinator shall assist members who are participating in the NMRA Achievement Program with the documentation and other requirements of the program and shall maintain liaison with the Region's Achievement Program Manager.
2. The Clinic Coordinator shall arrange clinics for Division meetings and shall serve as a member of the Region's Clinic Clearing House Committee.
3. The Convention Coordinator shall advise the Board regarding the feasibility of submitting a bid for the Region's Annual Convention or any other convention that the Region may schedule and shall serve as a member of the Region's Convention Committee.
4. The Contest Coordinator shall schedule and conduct popular vote contests at Division meetings.
5. The Internet Coordinator shall design and maintain the Division's website and shall serve as a member of the Region's Internet Committee.
6. The Meeting Site Coordinator, who must satisfy residency or other requirements of the meeting site, shall maintain liaison with the meeting site regarding the Division's use of the meeting site's facilities.
7. The Membership Coordinator shall maintain records of resident and non-resident members, shall provide member electronic and/or regular mail address information to the Officers and/or other Coordinators for purposes of fulfilling responsibilities enumerated in Article VI below and elsewhere in these Bylaws, shall serve as a member of the Region's Membership Committee and, pursuant to Policies & Procedures established by the Region Treasurer and in coordination with the Paymaster, may accept NMRA membership applications and may collect NMRA dues.
8. The Modular Layout Coordinator shall make arrangements for display of the Division's HO scale modular layout and shall coordinate the setup, operation and tear down of the layout with participating module owners.
9. The Publications Coordinator shall publish and distribute the 400 pursuant to Article VI below and shall serve as a member of the Region's Publications Committee.
10. The Refreshment Coordinator shall ensure that refreshments are available at Division meetings.

11. Coordinators, who shall be resident members, shall be appointed by the Superintendent with the approval of the other Officers. A Coordinator may be removed by the unanimous vote of the Officers.
12. Whenever a new Clinic, Convention, Internet, Publications or Membership Coordinator is appointed, the new Coordinator will report his or her name, address, telephone number and electronic mail address to the Chairman of the corresponding Region Committee.

#### Article V – Meetings

1. The Division shall hold an annual business meeting of members each year, generally in the month of May, for purposes of electing officers for the next fiscal year, for amending these Bylaws as provided for in Article VIII, Section 3 below and to consider such other matters as may be necessary or desirable to further the purposes of the Division. Five (5) or more members, who are present in person, shall constitute a quorum for the conduct of business at the meeting. The annual business meeting shall be included in the Schedule provided for in Article VI, Section 2 below.
2. The Superintendent may schedule a special business meeting of members when necessary or desirable by giving at least ten (10) days notice of the meeting by electronic or regular mail.
3. Any five (5) members may petition the Superintendent by electronic or regular mail for a special business meeting of members. The petition must state the reason for the meeting and must include a proposed agenda. Upon receipt of such a petition, the Superintendent shall schedule a meeting within thirty (30) days and shall give at least ten (10) days notice of the meeting by electronic or regular mail.
4. The Division shall meet, generally monthly from September to May, to further the purposes of the Division. Meetings may include clinics, contests, layout tours, prototype tours, and such other activities as the Board may determine.
5. The latest edition of Robert's Rules of Order shall govern all business meetings of the Division except insofar as they are inconsistent with these Bylaws.

#### Article VI – Publications

1. The Division shall publish a monthly newsletter known as the *400* from September to May. The *400* shall be distributed at least ten (10) days prior to monthly meetings scheduled pursuant to Article V, Section 4 above. If no meeting is scheduled for a month the *400* shall be distributed at the discretion of the Publications Coordinator.
2. The September issue of the *400* shall be distributed without charge to each resident and non-resident member by electronic or regular mail. The September issue shall include a Schedule of all meetings and other events planned for the year, including the annual business meeting provided for in Article V, Section 1 above.

3. The October through May issues of the 400 shall be distributed without charge to each resident and non-resident member who provides an electronic mail address to the Membership Coordinator. Resident and non-resident members who do not provide an electronic mail address or who want a printed copy of the 400 may receive a copy by paying an annual subscription fee. The annual subscription fee shall be determined by the Board and shall be published in the September issue of the 400. The fee shall be remitted to the Membership Coordinator. Upon receipt of the fee, the Membership Coordinator shall record the subscription, deposit the member's check in the Division's bank account and report the deposit to the Paymaster.

#### Article VII – Principal Office, Property and Fiscal Year

1. The Division's principal office shall be at the address of the Superintendent or such other address as determined by the Board. The Division may have additional offices at other places as determined by the Board.
2. Cash assets shall be maintained by the Paymaster in one or more bank accounts pursuant to Article III, Section 1, Subsection d above. Non-cash assets shall be entrusted to members as determined by the Superintendent.
3. The fiscal year of the Division shall be the twelve (12) month period beginning June 1 and ending May 31.

#### Article VIII – Amendments

1. Amendments to these Bylaws may be initiated by any resident member by filing a proposed amendment with the Chief Clerk by electronic or regular mail. A proposed amendment shall include the current wording of the Article and Section to be amended, the proposed wording and an explanation of the proposed change.
2. Within thirty (30) days of receiving a proposed amendment, the Chief Clerk shall forward it to the Board by electronic or regular mail. The Board shall consider the proposed amendment at its next meeting. The originator of the amendment shall be given an opportunity during that meeting to present arguments in favor of the proposed amendment.
3. If a majority of the Board members attending the meeting approve the proposed amendment, it shall be submitted to resident members for a vote at the annual business meeting of members or at a special business meeting of members as the Board determines. If a majority of the resident members attending the meeting favor the proposed amendment, it shall be adopted. Within thirty (30) days of the approval of an amendment, the Chief Clerk shall forward the revised Bylaws to the Board and the Region Secretary by electronic or regular mail and the Internet Coordinator shall publish them on the Division's Website.

#### Article IX – Dissolution

1. If the Division becomes inactive as defined in the Executive Handbook, the Board shall dispose of all non-cash assets of the Division by sale or donation to individuals or groups

whose purposes are comparable to the purposes of the Division. Then, after paying or making provision for the payment of all of the liabilities of the Division, any remaining cash assets shall be remitted to the Region Treasurer as provided in the Executive Handbook.