

BY-LAWS
of the
FOURTH DIVISION
of the
PACIFIC NORTHWEST REGION
of the
NATIONAL MODEL RAILROAD ASSOCIATION INC.

PREAMBLE

SECTION 1. NAME

The name of this organization is the FOURTH DIVISION (DIVISION) of the PACIFIC NORTHWEST REGION (PNR) of the NATIONAL MODEL RAILROAD ASSOCIATION, INC (NMRA).

SECTION 2. PURPOSES

The purposes of the Division are:

- A. To educate persons engaged in model railroading in methods of building and operating model railroad equipment and prototype practices.
- B. To develop the technical skills of persons engaged in the art and craft of model railroading.
- C. To encourage the collection and preservation of historical data and to promote education about railway history through in model railroading.
- D. To facilitate communication among all model railroaders, member and non-member alike.

ARTICLE I. OBJECT

The object of these by-laws is to establish rules to regulate the affairs of the Division.

ARTICLE II. MEMBERSHIP

Any current member of the NMRA residing within the geographic boundaries of the Division as defined by the PNR is a MEMBER of the Division. Member classification, rights and benefits are defined by NMRA. Family Members and Corporate Members do not have voting rights, nor may they be elected to or appointed to office within the Division.

ARTICLE III. OFFICERS AND BOARD OF DIRECTORS

SECTION 1. BOARD OF DIRECTORS

The Board of Directors (BOD) shall consist of Elected Officers and Appointed Officers.

SECTION 2. ELECTED OFFICERS

The Elected Officers of the Division shall consist of:

- A. The PRESIDENT (herein called the SUPERINTENDENT).
- B. The VICE-PRESIDENT (herein called the Asst. SUPERINTENDENT).
- C. Three DIRECTORS (BOD).

SECTION 3. TERMS OF ELECTED OFFICE

The terms of Elected Officers shall be two years, beginning September 1 and ending August 31 of the even-numbered years.

SECTION 4. APPOINTED OFFICERS

The Appointed Officers of the Division shall consist of the SECRETARY and the TREASURER. Each appointed officer shall be a voting member of the BOD.

SECTION 5. CONDITIONS OF APPOINTED OFFICE

Appointed Officers shall be appointed by the Superintendent subject to the concurrence of majority of the BOD and serve at the discretion of the Superintendent.

SECTION 6. DUTIES OF OFFICERS

The duties of the Officers shall be:

- A. BOARD OF DIRECTORS. The management of the Division shall be vested in the BOD except as specifically stated herein. The Directors shall establish rules and regulations for the operation of the Division, approve appointment of appoint Members to standing committees, and assist Officers and committees in the performance of their duties.
- B. SUPERINTENDENT. Serve as the executive officer of the Division; preside over BOD and General Membership meetings; sign all contracts or other instruments authorized by the BOD; appoint various committee chairpersons and ad hoc committee members as needed; and serve on the PNR Board.
- C. ASST. SUPERINTENDENT. The Asst. Superintendent shall perform all duties assigned by the Superintendent.
- D. DIRECTOR. Serve as the direct representative of the members. Act in the best interest of the members in the management of the Division.
- E. SECRETARY. Keep minutes of all BOD and General Membership meetings. Submit copies of such minutes to the Editor by the next Grab Iron deadline; submit to the Secretary of State an Annual Report as required by RCW 24.03.395; and perform other secretarial duties deemed necessary or as specified elsewhere within.
- F. TREASURER. Receive and keep safe all monies and securities of the Division in such manner as may be designated by the BOD; disburse money in accordance with the approved budget; maintain books of account; furnish a monthly Treasurer's report to the Editor by the next Grab Iron deadline; furnish an annual financial statement to the BOD; submit to the Secretary of State an Annual Report as required by RCW 24.03.395; prepare tax returns as required by the IRS. Perform other treasury duties deemed necessary or as specified elsewhere herein. The Treasurer will be bonded, with the bonding fee paid by the Division.

SECTION 7. ELIGIBILITY

To be eligible to hold Office in the Division an individual must be a Member (except Family or Corporate Member) in good standing. No Officer shall hold simultaneously any other Office in the Division.

SECTION 8. REMOVAL OF OFFICERS

A. **JUST CAUSE.** Just Cause includes and is limited to the following:

1. Failure of the Officer, with the exception of the Publisher, to attend two consecutive regular BOD meetings without satisfactory explanation to either the BOD or the Superintendent.
2. Failure of the Officer to present to the Superintendent or the BOD evidence of correction of the delinquency of dues within thirty days after notification of such delinquency to the NMRA.
3. Misfeasance, malfeasance, or nonfeasance in office.

B. **SUSPICION OF JUST CAUSE**

Presentation of suspicion of Just Cause shall be signed and dated, delivered to the Secretary in a sealed envelope to be opened only by the Superintendent in the presence of the BOD at a regular BOD meeting; delivery to be at least ten days prior to the meeting. The accused Officer shall then be excused from the meeting and the Superintendent shall order a call of a Special BOD meeting not less than fifteen, nor more than thirty days, later to determine the resolution of the suspicion and shall appoint a committee of at least three BOD members to investigate. No meeting of the committee shall be considered a meeting of the BOD and no announcements of its meetings are required. Attendance will be at the committee's written invitation only. No minutes shall be taken by the committee. Their findings, in writing, shall be delivered to the Superintendent in a sealed envelope at the Special BOD meeting. The decision of the BOD in resolution of the suspicion shall be recorded in the BOD minutes.

C. **REMOVAL**

Upon notification to the Superintendent or BOD of Immediate Just Cause per Article III, Section 7, A. a. or b., above an Officer shall be immediately removed from Office. If the special BOD meeting per Article III, Section 7, B above shall determine that Just Cause for removal does exist: an Appointed Officer shall be immediately removed from Office; an Elective Officer shall be placed on a Recall ballot for a vote of the Members. Removal by recall may also be initiated per Article VI, Section 3.

D. **RESIGNATIONS.**

Any Officer may resign Office by presenting a written resignation to the Secretary.

SECTION 9. VACANCIES

A. **SUPERINTENDENT.** The Office shall be served by the Asst. Superintendent. The Superintendent shall appoint a new Asst. Superintendent with the approval of the BOD.

B. **ASST. SUPERINTENDENT.** The Superintendent shall select a new Asst. Superintendent, with the approval of the BOD.

C. **SUPERINTENDENT and ASST. SUPERINTENDENT.** If the vacancies occur in offices at the same time, the BOD shall call an immediate Special BOD meeting to elect one of the Directors to be Superintendent.

- D. DIRECTOR. The Office shall be filled by the available Candidate for Director with the highest vote, but not elected, from the last General Election. If there is no such Candidate, the BOD shall elect a new Director from among the Members.

SECTION 10. CONTINUITY

- A. All outgoing officers shall turn over to their successors any and all correspondence, records, documents, supplies, equipment and monies belonging to the Division and entrusted to their care.
- B. To provide a legal continuity for the Division, except in case of Death, Recall or Removal, the vacating officer shall be considered to be occupying the Office until replaced, notwithstanding any other provision herein.

ARTICLE IV. MEETINGS

SECTION 1. MEETING PLACE

All meetings shall be held at such places and times as are designated by the Superintendent.

SECTION 2. RECOGNITION

An annual Recognition Ceremony shall be held between January 1 and June 30. This ceremony may be scheduled in concurrence with a General Membership meeting.

SECTION 3. BOD MEETINGS

- A. The Superintendent shall call a BOD meeting at least once in each calendar quarter.
- B. Any Member may attend BOD meetings and may speak on any business before the meeting.
- C. Only BOD members may bring business before the meeting, make or second motions, or vote.
- D. All actions of the BOD shall require a majority vote of all BOD members present and voting. The Superintendent shall vote only in case of a tie.
- E. Any member may request in writing to the Secretary, at least ten days prior to the meeting, business to be brought before the BOD.
- F. The Superintendent shall give the call for a Special BOD meeting at the written request of any three of the BOD members, as instructed by the BOD, or as the Superintendent deems necessary.
- G. The Superintendent shall give the call for all BOD meetings to the Editor so that the call may appear in an issue of the Grab Iron to be delivered to the Members at least ten days prior to the meeting.
- H. A necessary quorum to conduct business at any BOD meeting shall consist of at least two Directors and one other elected Officer.

SECTION 4. GENERAL MEMBERSHIP MEETINGS

- A. The Superintendent shall call a General Membership Meeting at least annually. If a BOD Meeting and General Membership Meeting are held on the same date, the BOD Meeting shall be held first.

- B. The Superintendent shall call a Special General Membership Meeting as instructed by the BOD, or at any time The Superintendent deems necessary, or upon receipt by the Secretary of a petition from the Membership containing at least twenty valid signatures of Members dated not more than fifteen days prior to submission.
- C. The Superintendent shall give the call for any General Membership Meeting to the Editor so the call may appear in an issue of the Grab Iron to be delivered to the Members at least ten days prior to the meeting.
- D. Any member (except Family or Corporate Members) may bring any appropriate business before the meeting, or move, second, vote or speak on any matter before the meeting.
- E. A General Membership Meeting may refer any item of business to the BOD for action, with or without recommendation, or may refer any item of business to a vote of the Membership in an Election.
- F. A necessary quorum to conduct business at any General Membership Meeting shall consist of at least fifteen Members (excluding Family or Corporate Members).
- G. The Members have the right, by majority vote at any General Membership Meeting, to submit for the vote of the Membership any action taken by the BOD. Any action so challenged shall not go into effect until approved by the Membership.

SECTION 5. MINUTES

Approved Minutes of all BOD and General Membership meetings shall appear in the next issue of the Grab Iron.

ARTICLE V. ELECTIONS

SECTION 1. GENERAL ELECTIONS

A General Election shall be held every even-numbered year.

SECTION 2. NOMINATING COMMITTEE

- A. A Nominating Committee consisting of at least three Members, other than the Superintendent, shall be appointed prior to February 1.
- B. The Committee shall prepare a list of Candidates and deliver it to the Election Committee before March 1.
- C. The list shall include at least one Candidate for each available office, with provision for one write-in Candidate for each office.
- D. The Committee must obtain the written consent of each Candidate before including their name on the ballot.
- E. A Candidate may only run for one Office in each election.

SECTION 3. ELECTION COMMITTEE

- A. The Superintendent shall appoint an Election Committee consisting of three Tellers from among the Members, exclusive of the Candidates or The Superintendent before March 1 and shall not be an ex-officio member of, nor attend any meeting of the Committee.

- B. The Committee shall prepare a Ballot in its finished form consisting of all Candidates and Measures as submitted. The Ballot shall contain a definition of any action which would invalidate a ballot.
- C. The Ballot shall be distributed to the Membership in the May issue of the Grab Iron or at a similar time by separate mailing.
- D. To be counted, Ballots must be received by the Committee at the address printed on the ballot, postmarked by no later than June 1, and received by June 15. All ballots shall be tallied by June 20.
- E. All ballots shall be retained and safeguarded by the Committee and shall remain sealed until the time to tally.
- F. The Committee Report shall include:
 - 1. Total ballots received
 - 2. Total valid ballots received for each Office and Measure.
 - 3. Total votes on each Office and Measure.
 - 4. The number of votes for each Candidate, including write-in Candidates, arranged by office and then in descending order of number of votes.
 - 5. The number of votes for and against each ballot Measure.
 - 6. The dated signatures of all Committee members.
- G. The Committee shall deliver its Report to the Editor, Superintendent, and each Candidate before July 1.
- H. Any tie vote shall be resolved by a majority vote of the BOD by secret ballot prior to July 10. Ballots shall be delivered to the Election Committee,
- I. The Election results shall be published to the Membership no later than the September issue of the Grab Iron.
- J. The Committee shall turn over all ballots received to the Secretary for retention until October 15, when they shall be destroyed.

SECTION 4. SPECIAL ELECTIONS

Special Elections may be called at the order of the BOD, but every effort shall be made to bring the particular business to the Membership in an already scheduled Election. The steps to be taken in a Special election shall be the same as detailed for a General Election except that the timing shall be appropriate to the particular Special Election.

ARTICLE VI. BALLOT MEASURES

SECTION 1. INITIATIVE

- A. The Members have the right to submit for vote of the Membership any Measure which, upon passage, shall go into effect immediately, unless otherwise stated in the Measure.
- B. Passage of such Measure shall require a two-thirds majority of the votes cast for a By-Law revision or, in any other case, a simple majority of the votes cast.
- C. A petition to place an Initiative Measure on the ballot must have the signatures of at least five percent of the Members, dated not more than 90 days prior to filing. The petition shall

contain exact wording of the proposed Measure and shall deal with only the proposed Measure.

- D. For the Measure to be included on the ballot of any regular election the petition must be filed with the Secretary by March 1.
- E. If the petition includes a request for a Special Election the BOD shall vote on request at the next BOD meeting. If the request is not approved the Measure shall appear on the ballot of the next Election.

SECTION 2. REFERENDUM

- A. The BOD may, by majority vote, refer any matter for a vote of the Membership during any Election.
- B. Passage of a Referendum measure shall require a two-thirds majority of the votes cast for a By-Laws revision or Dissolution or, in any other case, a simple majority of the vote cast.

SECTION 3. RECALL OF ELECTED OFFICERS.

- A. The Members have the right to Recall, and thus remove from office any Elected Officer. The NMRA District Director is not an elected official of the Division.
- B. To institute a Recall a petition must be filed with the Secretary which must contain:
 - 1. A clear statement of name, Office and term of office of the challenged Officer.
 - 2. A clear statement of the Just Cause(s) for which Recall is sought. The only Just Causes for Recall are those stated in Article III, Section 8 herein.
 - 3. The signatures of not less than twenty percent of the Members dated not more than sixty days prior to filing.
 - 4. The petition must deal with only with the Recall of one Officer.
- C. Upon receiving a petition of Recall the BOD shall issue a call for a Special Election to decide the Measure not less than sixty nor more than ninety days after the filing date. If an already scheduled Election falls within that time period, the Measure shall be placed on that ballot.
- D. The Recall Measure shall be stated on the ballot as follows: "Shall (Name and Office of Officer)- be recalled and removed from office? [] Yes [] No."
- E. The Election Committee shall report promptly to the Secretary the results of the vote on the Measure. The BOD shall then convene an immediate Special BOD meeting without the presence of the challenged Officer, at which the BOD shall declare the challenged Officer recalled or not according to the outcome of the voting on the Measure, effective immediately. The Secretary shall then immediately notify the challenged Officer of the outcome.
- F. In order to pass, a Recall measure must receive an affirmative vote of at least three-fourths of the votes cast on the Measure.

ARTICLE VII. RECORDS

SECTION 1. SECRETARIAL RECORDS MANAGEMENT

All business records and correspondence shall be retained by the Secretary or their designate(s). The Secretary shall be the custodian of all historical records, files and correspondence of the di-

vision. All division records shall be available for inspection by any Member upon reasonable notice to the Secretary.

SECTION 2. TREASURY RECORDS MANAGEMENT

The Treasurer, in the event of their resignation or removal, shall deliver all files, books of account and other Division records, to his/her successor or the Secretary within fifteen days.

SECTION 3. RECORDS DESTRUCTION

Destruction of Division records, other than ballots, must be authorized by a majority vote at a General Membership meeting which follows notification to the Membership of such intent in the Grab Iron.

ARTICLE VIII. PUBLICATIONS

SECTION 1. GRAB IRON

The Division's official publication, called the GRAB IRON, shall be produced a minimum of ten times per year. The GRAB IRON shall provide timely publication of the minutes of all BOD, and General Membership meeting, monthly Treasurer's reports, the results of all election and such other announcements and information as are pertinent to the operation of the Division and the enlightenment of the Membership. Other material may be included at the discretion of the Editor.

SECTION 2. OTHER PUBLICATIONS

The Division shall also publish from time to time such other materials or publications as are authorized by the BOD as pertinent.

SECTION 3. PUBLICATION FUNDING

- A. The Division may/shall require Division members pay an annual fee to be paid in lawful money of the United States, to receive official Division publications via printed matter.
- B. The BOD may waive some or all of the annual fee for members electing to receive official publications electronically.
- C. The BOD shall waive the annual fee for official publications, when the member provides 25 hours of documented volunteer time annually for Division sanctioned groups or events.
- D. Subscription service to NMRA members residing outside of the DIVISION, requesting such services shall be available for an annual fee set annually by the BOD.

ARTICLE IX. FINANCIAL

SECTION 1. BUDGET

The BOD, with the aid of the Treasurer, shall prepare an annual budget for presentation to the Membership for ratification by a majority vote at a General Membership meeting.

SECTION 2. ALLOCATION OF FUNDS

- A. No bills shall be incurred in the name of the Division without prior approval of the BOD, except the Superintendent may spend up to \$250 without prior approval.

- B. To be paid, all bills shall have the substantiation of an original receipt and an approved voucher.

SECTION 3. DISBURSEMENT OF FUNDS

- A. The disbursement of funds shall be in the following priority:
 - 1. Legal expenses.
 - 2. Clinic expenses.
 - 3. Other expenses.
- B. The GRAB IRON expenses shall be paid only from subscription revenue.
- C. All authorized expenses shall be paid by the Treasurer from available funds in the Treasury.
- D. All non-budgeted expenditures must have the prior approval of a majority vote at a BOD meeting prior to being disbursed.

SECTION 4. BUDGET REVISIONS

All budget revisions are at the discretion of the BOD.

SECTION 5. TREASURER'S REPORT

The monthly Treasurer's report shall show in detail all items of revenue and expense arranged by budget line item along with current month and year-to-date totals and remaining balances for each line item and the total budget. Division accounting shall be by the accrual system.

SECTION 6. MEMBERS

No Member shall gain financial benefit from Membership in the Division. This Section shall not restrict reimbursement of actual expenses incurred on behalf of the Division and approved by the BOD.

ARTICLE X. STANDING COMMITTEES

The Standing Committees of the Division shall be the Nominating Committee and the Election Committee.

ARTICLE XI. PARLIAMENTARY AUTHORITY

SECTION 1. ROBERT'S RULES OF ORDER.

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern the Division in all cases to which they are applicable and in which they are not inconsistent with these By-Laws or any special rules of order the Division may adopt.

SECTION 2. CONFLICT.

Wherever any portion(s) these By-Laws is in conflict with the Constitution or By-Laws of the NMRA, the By-Laws of PNR or any statutes applicable to this organization, such portion(s) of these is and shall be null and void.

ARTICLE XII. AMENDMENTS

SECTION 1. METHOD

Amendment of these By-Laws may be either by Referendum from the BOD or by Initiative from the Members.

SECTION 2. WORDING

The Referendum motion or the Initiative petition shall contain a quotation of the affected portion(s) of the By-Laws, both before and after amendment, and a clear statement of the intent of the proposed amendment. Such wording shall also be included in or accompany the ballot on the proposed amendment.

SECTION 3. EFFECTIVITY

Amendment(s) shall be effective immediately upon ratification unless the amending Measure contains wording to the contrary.

ARTICLE XIII. DISSOLUTION

SECTION 1. APPROVAL

The Division shall not be dissolved unless such action is approved by two-thirds of the BOD and ratified by two-thirds of the Membership voting in a Special Election.

SECTION 2. METHOD

In the event of dissolution the assets of the Division shall be disposed of as follows:

- A. Assets both monetary and non-monetary shall be given to the PNR.
- B. Non-monetary assets may be offered for sale at current market value or at an auction to be advertised in the model railroad press. The proceeds of such sale shall be given to the PNR.
- C. Under no circumstances shall any Member gain financial benefit from dissolution of the Division.

ARTICLE IX. RATIFICATION

Ratification of these By-Laws shall nullify all prior By-Laws and cause these By-Laws to become effective on July 1, 2005.