

Bylaws of the Philadelphia Division

Mid-Eastern Region, National Model Railroad Association

Article I

Name, Purpose, and Boundaries

- Section 1.** The name of the organization is the Philadelphia Division (the "Division"). It is established as a non-profit organization and incorporated in the Commonwealth of Pennsylvania as revised from the original Charter which became effective on May 24, 1969 under the provisions of the Bylaws of the Mid-Eastern Region (MER), and the Regulations of the National Model Railroad Association (NMRA). If a conflict should develop between these Bylaws and the Regional Bylaws and/or the NMRA Regulations, the Regional Bylaws or the NMRA Regulations will govern.
- Section 2.** The Division is organized to promote educational, charitable, historical, and fellowship activities related to model railroading and rail transportation.
- Section 3.** The Division includes Bucks, Delaware, Chester, Montgomery and Philadelphia Counties in the Commonwealth of Pennsylvania and all of the counties within the State of Delaware.

Article II

Membership Dues and Finances

- Section 1.** The Division fiscal year will be from July 1 to June 30 of the following year.
- Section 2.** In general, each NMRA member is automatically a member of the Region, if one exists, and of the Division, if one exists, in whose territory the member resides.
- Section 3.** The MER will receive an annual allocation of dues money from the NMRA. In turn, the MER will allocate a portion of this dues money to each active MER Division following the guidelines in the NMRA Regulations. No additional dues will be required for Division membership for NMRA members who reside within the Division's territory.
- Section 4.** Except for voting and holding a Division office, all NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division.

Section 5. The Division Board of Directors may choose to charge fees for specific activities and services such as meets, conventions, tours, open houses, and a mailed copy of a publication. For such activities, the fees will be the same for all NMRA members, regardless of residence.

Section 6. Guest attendance privileges may be granted to model railroaders to introduce them to Division, MER and NMRA activities. However, no one may consistently attend Division activities without joining the NMRA.

Article III Voting and Office Holding Rights

Section 1. All Division officers, members of the Board of Directors and officials must be members of the NMRA in good standing as well as members of the Division.

Section 2. To vote or hold office in the Division, members must live within the Division's territory.

Section 3. Each voting member will have one vote at any meeting of the members.

Article IV Board of Directors

Section 1. There will be a Board of Directors (the "Board") of the Division that will supervise and control the business, property and affairs of the Division, except as otherwise provided by law or these Bylaws.

Section 2. The Board will consist of the Superintendent, the Assistant Superintendent, the Clerk, the Treasurer and three (3) members at large. The Board will elect the aforementioned officers from the Board of Directors as described in Article IX, Section 7(a). The Board may elect, when conditions merit, to appoint a Division Member or Members in good standing to assist with a portion of or a specific task concerning either the Clerk's duties or the Treasurer's duties.

Section 3. The Board will hold at least four regular meetings each year at times, days and places designated by the Superintendent. Notice of the time, day and place will be given to each Board member at least fifteen (15) days in advance.

Section 4. Special meetings may also be held at the request of the majority of the members of the Board.

Section 5. Voting by proxy is not permitted. However, one or more members of the Board may participate in a Board meeting by means of a conference telephone or similar telecommunications device that allows all participants to hear each other.

Section 6. A majority of the Board members will constitute a quorum for the transaction of business.

Section 7. No officer or Board member will receive any remuneration of any kind for his or her services. However, they may be reimbursed for reasonable expenses incurred, with the approval of the board and upon presentation of a written request.

Section 8. Unless otherwise stated in these Bylaws, Robert's Rules of Order will govern the conduct of board meetings.

Article V Duties of Officers and Board Members at Large

Section 1. The Superintendent will preside over Division and Board meetings, and will perform the usual duties of the head of a nonprofit organization. He or she will be an ex officio member of all committees except the Nominating and Audit Committees.

Section 2. The Assistant Superintendent will act as Superintendent when the Superintendent is absent or otherwise unable to serve and will perform any duties assigned by the Superintendent.

Section 3. The Clerk will serve as the Division secretary. Duties shall include taking minutes at all meetings, maintaining a roster of active members, maintaining the Division's records, sending notices of meetings, and assisting other members or committees in preparing reports..

Section 4. The Treasurer will perform the usual duties of the treasurer of a non-profit organization. Duties shall include maintaining the Division's financial records, receiving and disbursing funds, and preparing financial reports. When requested by the Auditing Committee, the Treasurer will provide appropriate records and shall fully cooperate with the Auditing Committee to aid them in their assignment.

Section 5. Board members at large will perform tasks assigned to them by the Superintendent.

Article VI Vacancies

Section 1. The Assistant Superintendent will succeed the Superintendent in case of resignation or incapacitation. The Superintendent will appoint a replacement in the case of resignation or incapacitation of any other member of the Board.

Article VII Conflict of Interest

Section 1. No Board member will cast a vote, or take part in the final deliberation, on any matter in which he or she, or members of his or her immediate family, have a personal financial or other interest.

Article VIII Committees and Officials

Section 1. The Superintendent will appoint the following committees and officials:

- (a) A Nominating Committee of two or more members, at least one of whom will be a board member or recent board member. Duties of this committee are described in a later section of these Bylaws.
- (b) An Audit Committee of two or more members. This committee will conduct an annual financial audit of the Division's books at the end of each fiscal year, and when a new Treasurer takes office, reporting the results to the membership at a membership meeting or in the Division's official publication. Neither the Superintendent nor the Treasurer may serve on this committee.
- (c) An Editor for the official publication of the Division.
- (d) An Achievement Program Coordinator. This appointment will be made with the advice and counsel of the MER Achievement Program Manager.
- (e) Other committees as needed to carry on the activities of the Division.

Article IX Membership Meetings

Section 1. Membership meetings will be held at such times and places as may be determined by the Board.

Section 2. The Superintendent will call special meetings special upon written application of ten (10) percent of the members or a majority of the Board.

Section 3. The annual meeting of the Division will be held in May or June of each year to hold elections and conduct other appropriate business. Date, time and location will be communicated to all members at least fifteen (15) days ahead of time.

Section 4. Proxy voting is permitted on any issue where advance notice is sent to all members, with the exception of changes in the Bylaws, which must be voted on in person as described in Article XII. Proxies will be sent to the Clerk, who will vote them as directed.

Section 5. At any membership meeting, twenty (20) members (in person or by proxy) will constitute a quorum for purposes of voting on items announced in advance. Twenty (20) members (in person) will constitute a quorum for other purposes.

Section 6. Unless otherwise stated in these Bylaws, Robert's Rules of Order will govern the conduct of membership meetings.

Article X Terms of Office, Nominations, and Elections

Section 1. Three members of the board will serve two-year terms starting in even-numbered years. Four board members will serve two-year terms starting in odd-numbered years.

Section 2. Directors are elected to a two (2)-year term without limitation unless a Director is finishing out the term of another Director who has resigned or cannot complete his elected term. There are no term limits set in these bylaws for any elected member of the Board. Officers are elected to a one-year term without limitation regarding the number of terms allowed.

Section 3. No one may fill more than one of the foregoing seven positions simultaneously except for brief transition periods.

Section 4. In preparation for each year's annual meeting and election, the Nominating Committee will solicit candidates, explaining the requirements of the position. In addition, any three members may nominate someone via a written notice to the Nominating Committee, with the permission of the nominee. Such nominations must be submitted to the Nominating Committee at least thirty (30) days ahead of the election.

Section 5. The names of candidates for office will be communicated to the membership at least fifteen (15) days before the election.

Section 6. If contested, the election will be conducted by the Nominating Committee Chair at the annual meeting via secret ballot. Ballots will be counted and results announced before the close of the meeting. Positions will be filled by a simple plurality of votes.

Section 7. Members elected will take office on July 1, or at the first meeting of the Board of Directors following the election, which ever is first, at which time officers will be elected from among the Board as follows:

- (a) The highest ranking officer or the Board member with the highest seniority shall call the election meeting to order, declare the new Board members installed, and conduct the election of officers.
- (b) Any Board member may express a desire to run for an office, but must still be formally nominated, and the individual must agree to serve if elected.
- (c) All voting shall be done by secret ballot unless properly moved and suspended as described under Roberts Rules.
- (d) Election with one (1) or two (2) nominees shall be determined by a majority of votes.
- (e) Election with more than two (2) nominees will be conducted by the Board members voting for two (2) of the candidates at once on a single ballot, then a second runoff ballot shall be conducted and determined by a majority of votes.
- (f) No Board member may serve more than one office simultaneously except for brief transition periods or until a vacancy can be filled.
- (g) Appointment of any non-elected member(s) to assist the Clerk or Treasurer in performing certain specific duties may be made by the Board.
- (h) The new officers are declared installed and the election meeting is adjourned.

Article XI Indemnification

Section 1. By resolution of the Board, the Division may indemnify any officer, board member, or agent against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being an officer, board member, or agent.

**Article XII
Bylaws Changes**

Section 1. These Bylaws may be amended by two thirds vote of the members present at the annual business meeting or a special meeting, provided there is a quorum. The proposed amendment must be communicated to all members at least fifteen (15) days before the meeting.

**Article XIII
Referendums**

Section 1. Ten (10) percent of the members may create a referendum issue to be voted on at an annual or special meeting where a quorum is present by submitting their request in writing to the Clerk. The referendum must be communicated to all members at least fifteen (15) days in advance. Removal of an officer or a change in the Bylaws requires a two thirds vote of the people present (in person or by proxy). Other issues require a majority vote of people present (in person or by proxy).

**Article XIV
Dissolution**

Section 1. The division will be considered dissolved when any one of the following events occurs:

- (a) A motion for dissolution is adopted in the same manner as is provided for amendment of the Bylaws, or
- (b) No meetings of the Division are held or scheduled for twelve months. or
- (c) The Division charter is revoked by the MER.

Upon dissolution, the last elected officers and directors will pay all outstanding bills, and promptly forward all assets and records to an MER official designated by the MER President. If the MER is unable or unwilling to receive the assets, they will be donated to another 501(c)(3) organization whose purpose is generally consistent with that of the Division.