

**METRO-NORTH DIVISION
NATIONAL MODEL RAILROAD ASSOCIATION Inc.**

By-Laws

Article 1: Name and Purpose of Organization

Section 1.1 The name of the organization is: The Metro-North Division of the Northeastern Region of The National Model Railroad Association Inc (herein after called the Division).

Section 1.2 The purpose of the Division is to promote model railroading by educating its members and members of the general public in the skills of railroad modeling and operations it is organized exclusively for charitable, and, educational purposes under section 501(c)(3) of the Internal Revenue Code.

Section 1.3 No part of the net earnings of the Division shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the Division shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Division shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Division shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision of this document, the Division shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 1.4 Upon the dissolution of the Division, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article 2: Membership and Division subscriptions

Section 2.1 There will be two classes of membership: Regular and Youth.

Section 2.2 Regular members; a Regular member of the Division is a person who is a Regular or Affiliate member of The National Model Railroad Association Inc. (hereinafter the NMRA). Regular members in "Good Standing" are entitled to hold office in and vote on all matters concerning the Division.

Section 2.3 Youth members: Any person who has not yet reached their 20th birthday and is a youth member of the NMRA. Youth members shall be entitled to participate in all Division activities but not vote on matters concerning the Division or hold office.

Section 2.4 Associates: any person who is not a member of the NMRA may become a Division Associate.

Section 2.5 Division subscriptions shall be payable annually on July 1. New members or associates joining after December 31 and before April 1 shall pay one-half of the annual dues, while new members or associates joining after March 31 shall pay one quarter of the annual dues.

Article 3: Governance

Section 3.1 The Division shall be governed by a Board of Directors, consisting of seven members in Good Standing, duly elected by the Members. Directors shall serve for three years. Each year, at the annual (May) meeting of members, at least one Director shall be elected by the Members. Directors assume their office on July 1 of the year in which they are elected.

Section 3.2 There shall be five officers, a Superintendent, a Deputy Superintendent, a Treasurer, a Secretary and a Clerk. The Officers of the Division shall be selected by the Board of Directors and shall implement the policies of the Board. Officers must be members of the Division and the NMRA. Such selection shall occur in even-numbered years within two months following the annual meeting of the Members. Officers shall serve a two year term. They shall assume office immediately upon their election by the Board and shall serve until their successors are elected.

Section 3.3 The Board shall appoint an Executive Committee consisting of the Superintendent, the Treasurer and at least one Board member to be the operating body of the Division. The Executive Committee may exercise all of the authority of the Board between Board meetings provided however that no Committee, including the Executive Committee, in the absence of a specific resolution of the Board, may do any of the following:

- A. Authorize the distribution or expenditure of funds;
- B. Approve any action required by law to be approved by the members;
- C. Fill vacancies on the Board of Directors or on any committee; or,
- D. Approve a plan of merger not requiring member approval.

Section 3.4 The Superintendent with the concurrence of the Board of Directors, may create or disband such committees and appoint or replace committee chairs, as required to carry out the functions of the Division. Committees shall provide to the Board, not less frequently than annually a report of their activities.

Section 3.4 Only the Superintendent and Treasurer as duly authorized by these By-Laws or a person authorized by vote of the Board may commit the Division to participate in any activity or expend Division funds.

Article 4: Duties of Officers and Directors

Section 4.1 The Superintendent is the principal Executive Officer of the Division and shall carry out the programs and activities established by the Board of Directors. The Superintendent shall call and preside at all meetings of the Board and the Division, and be an ex-officio member of all committees, except the nominating committee. The Superintendent shall call all meetings of the Board of Directors, except in the absence of any call by the Superintendent, the Clerk shall call a meeting upon the written request of three Directors.

Section 4.2 In the absence of the Superintendent, the Deputy Superintendent shall be the presiding officer at any duly called meeting. The duties of the Deputy Superintendent may, at the Board's discretion, be performed by the Secretary or any other duly appointed officer. In the absence of both the Superintendent and the Deputy Superintendent, the directors present shall designate a presiding officer.

Section 4.3 The Clerk shall keep and preserve the records of the Division. Upon request of the Board the clerk shall present reports on the records.

Section 4.4 The Treasurer shall have custody of all Division funds, pay all Board approved invoices, keep a record of all income and disbursements and render a proper accounting for these funds at the annual business meeting of the Division. The books shall be made available for review by a properly qualified member of the Division, appointed by the Superintendent, for an annual review and prior to the expiry of the Treasurer's term of office.

Section 4.5 The Secretary shall record the minutes of all meetings of the Board and the Division membership. Such meeting minutes shall be distributed to the Officers and Directors at least seven days prior to the meeting next ensuing the meeting for which the minutes were prepared. In the absence of a Deputy Superintendent the Secretary shall perform the duties of Superintendent when required.

Section 4.6 All Officers and Directors of the Division will continue to serve until their successors have been elected or appointed as specified in these By-Laws.

Section 4.7 Vacancies on the Board or among the Officers occurring between annual meetings shall be filled by appointment by the Superintendent with the concurrence of the Board.

Section 4.8 Any Director or Officer failing to attend three consecutive Board meetings may be removed from office by the majority of the Board members present at the third missed meeting.

Section 4.9 There will be at least six meetings of the Board annually, including one at each general meeting of the membership to conduct the business of the Division.

Section 4.10 Notice of a meeting of Directors shall be given to all Directors and Officers by the Superintendent or the Clerk at least fifteen days prior to the called meeting. All, or all but one, of the Directors may transact business at a Director's meeting called without the provision of the fifteen day notice provided that a waiver of notice is signed by the directors participating.

Section 4.11 A Director of the Division must approve each expenditure that is under \$100. Expenditures of \$100 or more must be approved by a majority of the Board.

Article 5: Fiscal Year and Business Meetings

Section 5.1 The fiscal year shall run from July 1 until June 30.

Section 5.2 There shall be at least one business meeting of the members of the Division within the fiscal year.

Section 5.3 Nine members shall constitute a quorum at any business meeting.

Section 5.4 The annual business meeting shall be held at a time and place determined by the Board. Notice of said meeting shall be given to the membership by placing in the mail, to the member's last known address, not later than ten days prior to the meeting, a call of the meeting containing a slate of Directors and a brief description of the actions planned to be taken.

Article 6: Elections, amendments to the By-Laws

Section 6.1 The Nominating Committee will comprise a chairman and at least two other members appointed by the Superintendent from geographic different areas of the division. No current Director may serve on the Committee, nor sit with it during its deliberations.

Section 6.2 Nominations for Division Director may be made by a written petition to the Division nominating committee signed by five members.

Section 6.3 The Committee shall report the nominations at the January meeting of the membership.

Section 6.4 No member may be nominated for office without his approval.

Section 6.5 Election of Directors shall be held at the annual business meeting. A person shall be elected if he receives a majority of the votes from those persons present and voting.

Section 6.6 A Director ceases to be a Director upon completion of his term, resignation, or upon receipt by the Clerk of a written petition signed by at least 30 members and then by vote to remove. A vote to remove shall be held following notice to all members announcing the time and place when said vote to remove will be held. At said meeting to remove said Director will be removed if two thirds of the members, present and voting, vote to remove.

Section 6.7 Amendment of these By-Laws may be made at any duly called Division meeting, by a two thirds vote of persons present and voting, provided however that the amendment has previously been submitted in writing to the Board of Directors, approved by two thirds of the Directors, and written notice of the proposed change has been mailed to the members

Section 6.8 Only Regular members in Good Standing are eligible to vote on any matter or in any election of the Division.

Article 7: Liability

Section 7.1 No Officer, Director, or Chairman will be personally responsible or liable for acts of commission or omission hereunder, but will be liable only for actual malfeasance, meaning and intending hereby that no Officer, Director, or Chairman will be responsible or liable for honest errors of judgment on his or her part, but only for his own and corrupt breaches of trust.

Section 7.2 The Division will hold harmless, indemnify, and defend any Officer, Director or chairman of the Division for any and all claims, demands, costs, expenses, or lawsuits for damages arising from any activity of or

performance by such Officer, Director, or Chairman performed in the furtherance of the activities of the Division,

Article 8: Honorary Membership

Section 8.1 Any person who performs a singular service to the Division may, upon a vote of the Board, be made an honorary member of the Division.