

FIRST DIVISION  
PACIFIC NORTHWEST REGION  
NATIONAL MODEL RAILROAD ASSOCIATION, INC.

BY-LAWS

ARTICLE I - NAME AND PURPOSES

SECTION 1: The First Division, Pacific Northwest Region, National Model Railroad Association, hereinafter called the First Division, is organized as a division of the Pacific Northwest Region, hereinafter called PNR, under the provisions of the NMRA Constitution. The First Division comprises Southwester Oregon, with specific boundaries designated by the PNR Board of Directors. The First Division is informally known as "Tunnel Country."

SECTION 2: The purposes of the organization are:

To enhance contact between members of the NMRA and the PNR;

To encourage local gatherings, to exchange information and ideas, and to promote fellowship among model railroaders;

To encourage the gathering of historical data and promote education in railway history, and function.

ARTICLE II - MEMBERSHIP AND DUES

SECTION 1: Any person who is a member of PNR residing within the boundaries as described in Section 1 of Article I above is a member of the First Division.

SECTION 2: No dues may be levied for First Division membership.

ARTICLE III - ADMINISTRATION

SECTION 1: Management of the First Division shall be by an elected Board of Directors of six First Division members in good standing. The presiding officer of the First Division shall be the Superintendent, as elected in accordance with the bylaws of PNR, who shall preside at all meetings of the Board of Directors and of the membership. Vacancies in the Board of Directors may be filled by appointment by the Superintendent of the First Division.

SECTION 2: The Superintendent, with majority approval of the Board, shall appoint nonvoting members to the Board to serve as Secretary, Treasurer, or in other functions designated by the Superintendent. An appointed officer or official may also be a Director when duly elected as a Director.

SECTION 3: The Superintendent and the six Directors are the only voting members of the Board.

SECTION 4: The six directors will select one of the directors to be their Chairman. The Chairman will serve as a Vice-Superintendent in the absence of the Superintendent.

SECTION 5: The Secretary shall keep the minutes of all meetings of the Board of Directors and maintain official files and correspondence.

SECTION 6: The Treasurer shall receive, keep safe and disburse all funds of the First Division, and shall maintain books of account and prepare reports of financial condition for meetings of the Board of Directors. The treasurer's books shall be audited within 60 days after the close of each fiscal year.

SECTION 7: Four voting members present at a meeting shall constitute a quorum. Parliamentary law as set forth in Robert's Rules of Order, Revised shall govern all

meetings. When a Director fails to attend two consecutive Board meetings without proper excuse, as determined by the Board, then that Director will be relieved from his position by vote of the Board. The Superintendent will appoint a new Director to complete the term of office.

SECTION 8: The Board of Directors shall meet at least once a year, and at such other times as the Superintendent, a majority of the Board, or a petition signed by at least ten members of the First Division shall request. Meetings of the Board shall be open to all First Division members. The time and place of each Board Meeting shall be announced to all First Division members at least ten days in advance.

SECTION 9: The terms of office of the Superintendent, the Directors, and all appointed officers and officials shall be from September 1 of an odd numbered year through August 31 of the next odd numbered year.

#### ARTICLE IV - NOMINATIONS AND ELECTIONS

SECTION 1: A nominating committee shall be appointed by the Superintendent prior to April 1 of each odd-numbered year. The nominating committee shall consist of at least two members of the First Division, not including the Superintendent nor a Director.

SECTION 2: The nominating committee shall endeavor to achieve geographical distribution of nominees. Consent of the nominee is required.

SECTION 3: The nominating committee shall nominate candidates for the Board of Directors and shall also nominate candidates for Superintendent in accordance with the PNR By-Laws. Any member of the First Division desiring to run for any office will notify the nominating committee of that fact. The nominating committee will enter the member's name on the ballot. Nominees must be members in good standing of the PNR and NMRA, and aware of the requirements of the office.

SECTION 4: The nominating committee shall prepare the information for the ballot prior to June 1. The ballot shall be distributed to the membership prior to June 15.

SECTION 5: The Superintendent shall appoint a committee of Tellers, none of whom are candidates. Ballots, to be counted must be received by the Tellers at the address printed on the ballot by July 5.

SECTION 6: The six nominees for positions on the Board of Directors, receiving the highest number of votes shall be declared elected to the Board of Directors. A coin flip will be used to determine the winner in the event of a tie for the last position.

#### ARTICLE V - AMENDMENTS AND RATIFICATION

SECTION 1: Amendments to these By-Laws may be proposed by:

The Board of Directors or

A petition signed by 25% of the members in good standing. Such proposed amendment shall be placed on the ballot at the next annual election. The ballot shall contain the text of the proposed amendment.

SECTION 2: Amendment of the By-Laws shall require a two-thirds majority of the votes cast.

SECTION 3: These By-Laws shall become effective upon ratification by a two-thirds majority of the votes cast by members in good standing at the February 2007 election.

2/13/2007