

**BY-LAWS
OF
THIRD DIVISION OF THE PACIFIC NORTHWEST
REGION, NATIONAL MODEL RAILROAD
ASSOCIATION, INCORPORATED**

May 2015

**ARTICLE I
NAME**

The name of this organization shall be the Third Division of the PNR, NMRA, Incorporated.

**ARTICLE II
PURPOSES**

To promote the hobby of model railroading and to serve as a medium of exchange of ideas and information on all aspects of model railroading. To provide entertainment for its members and the general public, through its meets and public shows. This organization shall be non-profit, non-sectarian and non-partisan.

**ARTICLE III
MEMBERS**

Membership in this organization is in conjunction with being a member in good standing of the National Model Railroad Association and the Pacific Northwest Region of the NMRA, and residing within the boundaries of the Third Division. The

boundaries shall be those on file with the Secretary of the Division, as defined by the PNR. Classes of membership shall be the same as those dictated by the NMRA.

The organization shall not discriminate against any person on the basis of religion, gender, sexual preference or national origin.

ARTICLE IV RIGHTS OF MEMBERS

All members shall have the following rights: 1. To vote on all business of the organization. 2. To participate in all activities of the organization. 3. Any member of the Pacific Northwest Region who resides within the boundaries of the Third Division may run for any position on the board of directors.

4. No member of the organization shall have the right to purchase supplies for the organization, expecting to be reimbursed by the organization, without the prior approval of the board of directors.

ARTICLE V MEETINGS OF MEMBERS

The organization shall have two meetings per year to be held at the organizations spring and fall meets. At said meets any and all business of the organization shall be conducted except for the election and installation of officers.

Place of annual meeting. The Board of Directors may designate any convenient place which is capable of holding a majority of membership attending the afore mentioned meet.

Notice of special meeting. Notice of special meeting stating the purpose, place, time and date shall be provided to members by notice being published in the organizations newsletter or by special mailed notice, and by special e-mail notice or by telephone, not less than ten calendar days prior to the special meeting.

Quorum. A quorum shall consist of a minimum of seven (7) members. Any meeting at which a quorum is not present may not transact any organization business. A simple majority vote (51%) of members in attendance shall decide any issue brought before membership, except where specifically stated otherwise by these by-laws.

ARTICLE VI BOARD OF DIRECTORS

General powers. The Board of Directors shall manage the affairs of the corporation.

Number and tenure. The number of directors shall not exceed three. Board members shall be elected for a term of three years with one board position term ending each year. Board members may be reelected as many times for the same position as membership sees fit.

Elections. Ballots are to be sent to membership in the fourth quarter with results published in the following newsletter. New officers are to be installed on the first of day of January. The Board shall notify membership in a newsletter or by e-mail of any position election pending, so that any person interested in running for election may have their name printed on the ballot. Ballots shall have printed upon them the names of all persons who have expressed interest in running for office and shall also have printed upon them a space for write-in candidates. The Board may at their discretion, appoint a nominating committee to actively seek candidates for any impending vacancy.

Special elections. In the event that a position is vacated prior to the end of its' regular term, the Board shall form a nominating committee either in and of itself or by appointing a minimum of two members. Once a candidate is found a special mailing shall be sent to membership notifying membership of the special election

and including the ballot with the candidate(s) name(s) and a space for a write-in printed therein. The term for any candidate being elected at a special election shall be for the duration of the current term of the office.

Meetings. The Board of Directors may provide by resolution the time and place of any meeting of the Board without other notice than such resolution.

Special meetings. Any one member of the Board may call special meetings of the Board.

Notice of special meeting. Notice of special meeting of the Board shall be given to each member of the Board either verbally or in writing at least two days previous thereto.

Quorum. A majority of two-thirds of the Board shall constitute a quorum for the transaction of business at any meeting of the Board.

Compensation. Directors shall not receive any salaries for their services. No director nor the spouse of any director may be employed by the organization or perform services for the organization for compensation.

Removal. The Board may remove any member of the board whenever such member demonstrates a noticeable disinterest in the welfare of the organization, or continually fails to adequately perform the duties of their office.

ARTICLE VII OFFICERS

The officers shall be responsible for governing the activities and meetings of the organization, subject to a simple majority of membership. All organizational powers not specifically prohibited shall be vested in the officers.

Superintendent. The superintendent shall conduct all meetings of the organization. He shall appoint all committees and temporary or special officers, and shall be a member ex-officio of all

committees he appoints. He shall be responsible for the overall conduct and planning of the organization activities including publicity. He shall vote on organizational business only in the event of a tie situation.

Secretary. The secretary shall keep the minutes of the meetings of membership and the Board and see that all notices are given in accordance with the provisions of these by-laws or as required by law. He shall be the custodian of the corporate records, and keep a register of the post office address **and e-mail address** of each member. He shall be responsible for notifying membership of any changes to the organization by-laws and rules, and in general perform all duties incident to the office of secretary and other such duties as from time to time may be assigned to him by the Board.

Treasurer. The treasurer if so required by the Board shall give a bond for the faithful discharge of his duties in the sum of and with such sureties, as the board shall determine. He shall:
Have charge and custody of, and be responsible for, all funds and securities of the corporation;
Receive and give receipts for monies due and payable to the corporation from any source whatsoever;
Deposit all such monies in the name of the corporation in such bank(s), trust company or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws;
He shall be responsible for and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Board.

ARTICLE VIII FINANCES

Financial Statement. An annual financial statement including all income, liabilities and statement of financial condition shall be

prepared at least annually to be presented to membership at the annual meeting. Copies of the report shall be available to any Division member.

Expenditures. Any expenditure greater than \$200.00 shall require the approval of at least two officers.

Audits. An internal audit by an appointee of the Board of Directors shall be performed at least once each year.

Contracts. The Board may authorize any officer(s) or agent(s) of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

Checks, drafts, etc... All checks, drafts or other orders for the payment of money, notes or other notices of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation in such manner as shall from time to time be determined by resolution of the Board.

Deposits. All funds of the corporation shall be deposited in a timely manner, to the credit of the corporation, in such banks, trust companies or other depositories as may be selected by the Board.

Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or device for the general purpose or any special purpose of the corporation.

ARTICLE IX SHARES

The corporation shall not issue any form of shares or capital stock.

ARTICLE X CERTIFICATES OF MEMBERSHIP

The annual membership card issued by the National Model Railroad Association shall be recognized as the certificate of membership.

ARTICLE XI BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any authority of the Board. The corporation shall keep at the registered or principal office a record of the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE XII FISCAL YEAR

The fiscal year of the corporation shall be from the first day of January to the last day of December in each year.

ARTICLE XIII CORPORATE SEAL

The Board of Directors may provide a corporate seal, which shall incorporate the insignia of the NMRA.

ARTICLE XIV AMMENDMENTS TO THESE BY-LAWS

Proposal by Board of Directors. A proposed amendment to these by-laws shall be submitted to membership, who shall vote on the proposed amendment. If the proposed amendment receives a two-thirds majority of the votes, it shall be incorporated into these by-laws.

Proposal by membership. A proposed amendment to these by-laws shall be submitted to the Board of Directors by means of a petition signed by at least forty percent of the membership. The Board must then submit the proposed amendment to membership not later than the next regularly scheduled meeting of membership. The membership shall vote on the proposed amendment. If the proposed amendment receives a two-thirds majority of the votes it shall be incorporated into these by-laws.

ARTICLE XV DISSOLUTION OF THE CORPORATION

Dissolution. Dissolution may be called for at any duly called meeting at which a quorum of both officers and members exists. In the event that dissolution is deemed necessary, a two-thirds majority of membership must be present for a dissolution vote to be valid. Upon approval by membership, a notice of prospective dissolution shall be mailed to all actual known or potential creditors not less than thirty days prior to filing the articles of dissolution. (As per section 30-1-87 Idaho Code)

Disposition of assets. The corporation shall proceed to collect its assets, pay, satisfy and discharge its liabilities and obligations and do all other acts required to liquidate its business and affairs, and, after paying or adequately providing for the payment of its obligations, distribute the remainder of its assets to either or both of the corporations' parent organizations. The Pacific Northwest Region and/or the National Model Railroad Association.