

**BYLAWS  
of the  
PACIFIC NORTHWEST REGION  
of the  
NATIONAL MODEL RAILROAD ASSOCIATION, INC.**

Membership Approved and Effective **November 1, 2005**

**ARTICLE I – NAME AND PURPOSES**

SECTION 1 The Pacific Northwest Region (hereinafter called PNR) of the National Model Railroad Association, Inc. (hereinafter called NMRA) is organized under the provisions of the Regulations of the NMRA.

SECTION 2 Purposes

- A. To encourage the gathering of historical data and promote education in railway history and function.
- B. To encourage local gatherings, exchange information and ideas, to teach skills, and to promote fellowship among model railroaders.
- C. To enhance contact between members of NMRA/PNR.

**ARTICLE II – MEMBERSHIP AND DUES**

SECTION 1 Any person who is a member of NMRA residing within the boundaries defined as the PNR is a member of PNR.

SECTION 2 All dues shall be paid in U.S. dollars or their equivalent and shall be pursuant to a schedule of dues adopted by the Board of Directors for each category of membership, which shall be published in the Executive Handbook (EHB). There shall be following classes of membership for which the following rights and obligations apply:

SECTION 3 Classes of membership by NMRA Definition in Regulations:

- A. Member, Member plus Subscription(s), Sustaining Member, Family Member, Student Member, Life Member, Life Member plus Subscription(s), Patron Member, Corporate Member and Legacy Member.
- B. Each NMRA Class of Membership are PNR members when their principal residence is within the boundaries defined as the PNR
- C. Membership classes are as defined by the NMRA Regulations.

SECTION 4 Membership Rights and Privileges:

- A. All the above membership classes, including Honorary Life Member, but excluding Family members, shall include communications received from both the national and regional level, the exact nature and form of which communications is to be set forth in accordance with these Regulations and any policies adopted by the Board of Directors, in the Executive Handbook, provided further that Regional communications may vary depending upon the policies adopted by the Region.

- B. Each member in the above classes, including Honorary Life member shall have the right to:
1. Receive a membership card as proof of membership and the class of membership, and be listed in all rosters for their class of membership.
  2. Participate in all NMRA activities, including those administered through a region or division both including and other than the region or division in whose territory the member resides, but subject to the payments of any user fees otherwise imposed upon members of the region in which the activity is occurring, and meeting any other qualifications or conditions established by the region and/or NMRA.
  3. Except for Family and Corporate membership the right to vote and run for an elective office in any region or division of which the member is a resident member, subject to meeting any qualifications and conditions established by the NMRA and, if applicable, by the region and/or division.
  4. Participate in and benefit from programs at the national, regional and divisional level. However, certain costs of said programs may vary depending upon location and practicability of delivering the program to individual members. Nothing prevents the Board of Directors and/or the region or division from delivering said services or administering the program from charging a reasonable cost to those services where appropriate and where consistent with these Regulations and the Executive Handbook.
  5. Obtaining merchandise or premiums offered exclusively to NMRA members at a discounted cost if said merchandise or premiums are also offered to the general public. Insofar as regions offer said merchandise or premiums, said shall be available to NMRA members in said region and, if the region desires, throughout the NMRA on the same terms. The level of NMRA offering the premium or merchandise should be responsible for the administration of the program and collection of any monies and accounting as well as delivery of the merchandise or premium.
  6. Participate in contests under the following conditions. At the national level, any NMRA member in good standing shall be able to enter the contest in person or by proxy. The procedures for said national contest shall be set forth in the Executive Handbook. Any cost for participating in the national contest should be borne by the individual member and the Board of Directors through and with the education department shall set uniform standards for judging NMRA national contests. Regions must also offer judging pursuant to said uniform standards provided that regions can also create non-NMRA judging rules, including but not limited to additional categories of the contest beyond those utilized by national. Upon request, the national contest rules must be applied to contest entries for a legitimate national purpose; if the purpose is to insure compliance with the AP program, AP judging may be substituted by the region at its discretion. As for regional contests, a regional resident member can enter a regional contest by proxy or in person. Out of region NMRA members can enter only in person so as to prevent abuse of the contest process by allowing multiple entries in various regions by proxy.
  7. To have access to programs offered externally through NMRA but not administered by NMRA and where offered, said program must be offered to all NMRA members otherwise qualifying for such programs. Nothing herein requires regional programs to conform to this provision.
  8. To be protected by event liability insurance offered by national for qualifying NMRA events and regions should protect members by applying for liability insurance where that insurance is offered or applicable through the national organization.

9. To have access as a member to the Kalmbach Memorial Library and the Howell Day Model Railroad Museum and such other facilities as may be operated by or in affiliation with the NMRA, which benefit may be fee based, as further delineated by the Board of Directors.
  10. To be considered for and receive recognition through special awards or special certificates as an earned right, and one not required that regions establish through independent regional recognition.
  11. To petition and seek referendum of issues and decisions in accordance with the procedures and provisions that are set forth in these Regulations as adopted by the Board of Directors.
- C. Each member, except those holding a family or corporate membership, shall have the privilege of seeking an elective office and holding elective or appointive office in the NMRA.
3. Membership, other than the Life Membership categories, shall be on a yearly basis and shall expire on the last day of the month at the end of the term in for which the dues were paid.
4. Dues
- A. No additional dues shall be required for membership in a region or division for NMRA members who reside in such region or division. For purposes of this article, a member has only one residence.
  - B. Additional costs may be charged for NMRA members who reside outside the geographic boundaries of a Region or Division, but wish to participate in or receive communications from said Region or Division. Nothing herein prevents a Region or Division from charging a subscription fee for its publications, or such other user fees for services provided the out of region member, at his or her request.
  - C. In lieu of dues paid by NMRA members residing within the territory of a region and one of its divisions, if any, each region shall receive from the NMRA an allocation from dues set forth below.
  - D. The allocation of dues shall be made pursuant to guidelines approved by the Board. The Board shall adopt an amount of the total dues for each class of membership representing the share between national and regional/divisional level. The allocation of dues shall also take into account:
    1. the number of resident members within each region and each division,
    2. the number of nonresident members of each region and division,
    3. any different levels of services to be provided to resident members as opposed to nonresident members, and
    4. when dues payments for non-life members are received, except that no payment for more than one year at a time shall be made to a region for the region and, if applicable, a division where a non-life member pays five years dues at one time.
  - E. Such amount shall cover the region and division administration of all NMRA mandated programs and activities. Each region is responsible for transferring to each active division from the regions allocation of dues an amount which shall cover divisional administration of all NMRA mandated programs and activities, with the allocation being made pursuant to guideline approved by the Board of Directors.

- F. Any region or division may charge additional user or attendance fees necessary to cover the expenses of region or division programs or activities.
  - G. The dues shall be indexed to a national index as specified by the Board of Directors and specifically the United States Consumer Price Index. The allocation and the index utilized by National in setting dues may only be changed in accordance with these Regulations.
  - H. The Board of Directors in accordance with the provisions in Article X, is authorized to change the dues amount charged based upon any change in the index with a single vote of the Board and nothing shall prevent the Board of Directors from approving dues on a cumulative basis, i.e., not on an annual basis, provided that the cumulative adjustment in dues does not exceed the cumulative changes in the index for the same period of time in which the adjustment in dues is sought.
  - I. Any adjustment in dues beyond that allowed by the index, that is beyond the change in index for the period of time in which the dues were last set, shall require two votes of the Board. Following the first and initial vote the proposed adjustment shall be publicized in the Bulletin for comment and shall not be effective until the second vote, taken at the next available meeting of the Board. The Board shall also solicit and receive input from the Regional Advisory Council and the membership concerning said adjustment beyond and above the index.
2. Region and Division Membership.
- A. Each existing NMRA member except Legacy and Corporate members, shall be a member of the PNR Region, if one exists, and of the Local Division, if one exists, in whose territory the member resides, and have voting rights therein.
  - B. Each new NMRA member shall become automatically a member of the PNR Region, if one exists, and of the Local Division, if one exists, in whose territory the member resides.
  - C. Each NMRA member may join any other region or division other than one in whose territory the member resides only upon:
    - 1. Application through the NMRA for membership in such region or division membership, and
    - 2. Payment to the region or division for any publications or other out of pocket costs which such membership request entails.
    - 3. Out of territory, members of a region shall not be allowed to vote in either region or divisional elections, and shall not be allowed to run for regional or divisional office.
6. Regions are authorized to process membership applications and collect dues for the NMRA and in so doing, acts as an agent for the Board in the collection and accounting of dues. Regions may authorize Divisions to collect membership application and dues, but said application and dues shall be remitted to the Region for transmission to National. National shall maintain a uniform membership record, which shall be available through secure file for access by each regional organization and thereafter shared by Regions with Divisions pursuant to procedures and safeguards to be approved by the Board.

## ARTICLE III – OFFICERS AND DIRECTORS

### SECTION 1 Officers

- A. President.
- B. Vice-President.
- C. Division Superintendents.
- D. Appointive officers specified in Section 4.

### SECTION 2 Management of PNR shall be vested in the PNR Board of Directors (also known as the Board or PNR-BOD).

- A. Members.
  - 1. Voting members – President, Vice-President and Division Superintendents.
  - 2. Non-Voting members – Secretary, Treasurer, and Office Manager.
- B. A quorum shall consist of a majority of the elected Board members, including written proxies.
- C. Any member of the Board may, by written proxy, appoint another member of PNR to act in his/her behalf. No elected member of the Board may act as proxy for another member of the Board nor shall any proxy member preside.

### SECTION 3 Term of elected office.

- A. The President and Vice-President shall be elected for terms of two years to begin September 1 and end August 31 of the even-numbered years.
- B. The Superintendents of Divisions 2, 4 and 6 shall be elected for terms of two years to begin September 1 and end August 31 of the even-numbered years.
- C. The Superintendents of Divisions 1, 3, 5 and 7 shall be elected for terms of two years to begin September 1 and end August 31 of the odd-numbered years.

### SECTION 4 The President shall appoint a Secretary, a Treasurer, and an Office Manager to perform the duties of each office subject to confirmation by a majority of the voting members of the Board or their proxies.

### SECTION 5 Duties of the officers.

- A. President: 1) preside over meetings of the PNR Board and the Annual Membership Meeting; 2) sign all contracts or other instruments in writing authorized by the Board; 3) be bonded in an amount sufficient to cover all PNR assets; 4) call special meetings of the Board whenever deemed necessary; 5) have and exercise under the direction of the Board the general administration of the affairs of the PNR; 6) be responsible for enforcing the Bylaws and any rules and regulations established by the Board; 7) appoint various officers and committees as needed; 8) in addition, may appoint a: Membership Chair, Model Contest Chair, Photo Contest Chair, Ballot Committee Chair(s), Nominations Committee Chair(s), Convention Coordinator, Switchlist Editor, Member Aid Chair, and Youth Coordinator without the advice and consent of the Board and shall define the expected duties of each chair appointed.
- B. Vice-President: 1) perform the duties of the President during his/her absence; 2) assist the President as requested; 3) be responsible for membership promotion.
- C. Division Superintendents: 1) serve as executive officers of their respective Divisions; 2) represent their Division on the PNR Board; 3) keep the Division members informed of the Board's activities.
- D. Secretary: 1) keep the minutes of all meetings of the Board and the Annual Membership Meeting; 2) maintain the files of reports and correspondence; 3) keep the Policy Book current; 4) maintain the official copies of the Bylaws and Policy Book; 5) distribute copies of the Policy Book and Bylaws to incoming officers and chairs.

- E. Office Manager: 1) maintain membership records; 2) issue membership cards; 3) send renewal notices when due; 4) provide membership status reports monthly.
- F. Treasurer: 1) receive and keep safe all monies and securities of PNR; 2) disburse monies and securities per policies established by the Board; 3) maintain books of account; 4) arrange for audits of the books and accounting procedures; 5) prepare financial reports at the close of the fiscal year and any other time that the Board shall so direct; 6) prepare and present a proposed budget to the Board prior to the beginning of each fiscal year; 7) be bonded in an amount sufficient to cover all PNR assets; 8) provide PNR Agent in Charge with required annual financial reports; 9) complete and file the annual report (Form CT-12) to the Charitable Activities Division of the Oregon Department of Justice in a timely manner as required by law.
- G. PNR Agent in Charge: 1) be a resident of the State of Oregon; 2) prepare the annual Oregon Non-Profit Corporation Report; 3) submit the report to the Oregon Department of Corporations in a timely manner as required by Oregon Corporation Law, 4) Provide a copy of the annual report to the PNR President.

SECTION 6 Vacancies on the Board shall be filled in the following manner.

- A. Upon the death, incapacitation, or resignation of the President, the Vice-President shall succeed to that office and the office of Vice-President shall become vacant. Incapacitation must be determined by 2/3 majority vote of the Board.
- B. In the event of a vacancy in the office of Vice-President, the Board may elect a Vice-President from the membership of PNR by a majority vote of the remaining Board members.
- C. In the event of a vacancy in the offices of both President and Vice-President with
  - 1. Nine or more months remaining in the term, the Board shall appoint, by majority vote of the remaining Board members, an interim President from among the Board who shall preside pending election of a President and Vice-President in a special election which shall be held within 90 days of the date the Board certifies the vacancy.
  - 2. Less than nine months remaining in the term, the Board shall elect, by a majority vote of the remaining Board members, an interim President from among the Board who will serve until the new officers elected in the regular election are installed.
- D. In the event of a vacancy in the office of Division Superintendent, unless replaced as provided for in the Division Bylaws, an interim Superintendent who resides within that Division shall be appointed by the President, subject to ratification by majority vote of the Board, to serve until such time that the Division holds election to determine new Superintendent.

#### **ARTICLE IV – CONVENTIONS AND MEETINGS**

SECTION 1 An annual PNR convention, if held, shall be held on a date not in conflict with the NMRA convention.

- A. By 2/3 majority vote of its members, the Board may suspend or re-schedule the annual convention.
- B. Convention profits or losses shall be divided between PNR and the Host Organization in accordance with a PNR Convention Contract.
- C. The Board may grant interest-free loans to the Host for preliminary convention expenses to be repaid from convention receipts, and to underwrite PNR's share of any losses.

SECTION 2 General Membership Meetings.

- A. The general membership shall meet at least once a year and conduct their business under Robert's Rules of Order, Revised.
- B. Additional meetings may be scheduled by the President or by petition by the general membership. Such petition shall contain at least 30 signatures of members of PNR in good standing, not more than 10 of which shall be counted from any one Division.

- C. The annual meeting of PNR shall be held during the convention, if there is an annual convention. Otherwise, the annual meeting shall be held at a time and place called by the President.
  - 1. At least 60 days prior notice of the time and date shall be given to PNR members.
  - 2. The President, Treasurer, and such other officers and committees as the President may call upon shall address the members at the annual meeting. Any member may request that a subject be placed on the agenda by written communication to the Secretary at least 30 days before the meeting. Members, from the floor, may raise other NMRA topics.

SECTION 3 Board meetings.

- A. All Board meetings shall be open to NMRA members in good standing.
- B. All Board members shall receive an agenda two (2) weeks before the meeting.
- C. The Board shall meet at least once a year.
- D. The Board may also meet at other times as the President or a majority of the Board request. The Board may, by a majority vote, choose to conduct these other meetings by any other available means, i.e., telephone conference calls, e-mail, other electronic devices, etc.

**ARTICLE V – ELECTIONS**

SECTION 1 Election qualifications.

- A. Persons voting for, or candidates for PNR or Divisional offices, shall be persons holding valid all classes of NMRA membership as listed in Regular or Life membership in NMRA and no member shall cast more than one vote for each office, nor run for more than one office at a time.
- B. NMRA Members residing beyond the boundaries of the PNR Region are not eligible to serve as President or Vice-President nor any appointed position.
- C. An office held by one whose NMRA membership lapses shall be declared vacant and such lapsed member shall not sit as an officer. The presiding officer shall offer an opportunity to renew membership before declaring the lapsed member's office vacant.

SECTION 2 Nomination procedures.

- A. Publish an announcement of procedures for nominations of candidates no later than the March issue of the Switchlist of the election year.
- B. Candidates for President and Vice-President shall be nominated by either
  - 1. Action of the nominating committee as announced by publication no later than the March issue of the Switchlist of the election year, or
  - 2. The filing of a petition with the chair of the Nominating Committee not later than April 15. Such petition shall contain the signatures of at least 15 voting members and accompanied by a written statement of consent signed by the candidate.
  - 3. Incumbents may stand for re-election without following the nomination process; however they must provide the Elections Coordinator a letter of intent. A Vice-President may also run for the office of President on the same condition. All letters of intent must be submitted by the applicable deadline.

### SECTION 3 Nominating Committee

- A. The President shall appoint a Nominating Committee of at least three (3) and not more than five (5) members.
- B. The President shall designate a member of the committee as chairman.
- C. The President, Vice-President and Trustee are ineligible to serve on the nominating committee.
- D. The Nominations Committee shall
  - 1. Endeavor to nominate at least two candidates for each office;
  - 2. Encourage the various Divisions to present petitions on behalf of additional candidates;
  - 3. Secure the written consent of all candidates to place their names on the ballot;
  - 4. Submit information and qualification background to the Switchlist for publication in the election issue.

### SECTION 4 Election Committee

- A. The Election Committee Chair shall provide for the distribution of one ballot to each voting member at the member's last known address.
- B. Ballots shall be included in the April Switchlist or mailed to members by May 15<sup>th</sup> of election years.
- C. The return addresses of Ballot Chairs shall be printed on the ballot.

### SECTION 5 Ballot Chairs: One for USA ballots and one for Canadian Ballots

- A. Ballot instructions shall indicate that to be counted the Ballot Chairs must receive the ballots with a postmark of not later than June 25<sup>th</sup>.
- B. The tabulation shall follow these procedures.
  - 1. All ballots shall remain sealed until time of tally.
  - 2. All ballots shall be classified as valid or invalid by reason of tardiness or improper marking.
  - 3. Valid ballots shall be tallied with votes in favor of each candidate for each office, including write-in candidates.
  - 4. Valid ballots on issues other than electing officers shall be tallied with vote's yea and nay for each question.
- C. Not later than July 15<sup>th</sup>, the Ballot Chairs shall submit a written report to the President with a copy to the Secretary that shall contain the following information:
  - 1. Number of eligible voters in PNR.
  - 2. Total ballots received.
  - 3. Number of valid ballots.
  - 4. Number of invalid ballots, with reasons.
  - 5. Number of votes for each candidate arranged by office, including all write-in votes.
  - 6. Results of ballot questions.
  - 7. Certification of report signed and dated by the Chair.

- D. Issues other than election of officers shall be included in the April Switchlist, if possible. If not possible, the ballot shall be mailed to each voting member or included in the next Switchlist as determined by the Board of Directors. Ballots must be postmarked within 45 days of the mailing to be valid. No later than 60 days after the distribution of the ballots, the Ballot Chairs shall submit a written report to the President, with a copy to the Secretary, that shall contain the following information:
1. Number of eligible voters in PNR;
  2. Total ballots received;
  3. Number of valid ballots;
  4. Number of invalid ballots;
  5. Number of yeas and nays for each question;
  6. Certification of report signed and dated by the Chair.

**SECTION 6 Declaration and Notification.**

- A. The candidate receiving the highest number of valid votes for each office shall be declared, by the President, to be the officer elected. The President shall notify each candidate listed on the ballot of the election results, and shall also arrange publication of the results in the Switchlist.
- B. A tie vote shall be resolved by the Election Committee Chair's flip of a coin called and witnessed by no less than two members of the Board of Directors at the beginning of the Annual PNR Board meeting.
- C. The Ballot Chairs or the PNR Secretary shall retain all ballots received for a period of six (6) months from the date of the close of the election, at which time they shall be destroyed.

**ARTICLE VI – PUBLICATIONS**

**SECTION 1** The Switchlist shall be the official method of information distribution for PNR business and items of general interest to PNR members.

- A. The PNR MAY/SHALL require that NMRA/PNR and other NMRA members must pay a subscription fee in lawful money of the United States or the agreed rate for Canadian members or other foreign members at the current rate of exchange.
- B. The Switchlist shall be published and distributed at least two times per year.
  1. The Switchlist information may be distributed via printed matter through the USA and Canada postal systems.
  2. The Switchlist information may be distributed via electronic means.
  3. The Switchlist information may be distributed via Division publications.
- C. The Switchlist expenses shall not exceed the PNR Board approved budget.

**ARTICLE VII – DIVISIONS**

**SECTION 1** Pacific Northwest Region, NMRA Inc. may be divided into geographical Divisions.

**SECTION 2** Boundaries of the Divisions shall be determined by the Board who may, as necessary and prudent, create new Divisions, amend boundaries, or consolidate Divisions. Notice of boundary changes shall be provided to the membership as determined in Article V Elections, Section 5, Paragraph D not later than March 31, to be effective the following September 1.

**SECTION 3** Each Division may incorporate, adopt its own Bylaws, or make other similar arrangements of its internal affairs. Division Bylaws must be consistent with PNR Bylaws and NMRA Regulations.

SECTION 4 The chief executive officer of the Division shall have the title of Superintendent and shall be a member of the PNR Board.

- A. The Superintendent shall be elected to a two-year term.
- B. All NMRA members residing within the boundaries of the Division shall receive a ballot.

### **ARTICLE VIII – BALLOT MEASURES**

SECTION 1 Initiative.

- A. The members have the right to submit for vote of the membership any Bylaw revision, which upon passage, shall go into effect immediately unless otherwise stated in the measure. Passage of such measure shall require a 2/3 majority of the votes cast.
- B. Petitions to place initiative measures on the ballot must have the signatures of at least 60 voting members, no more than 20 of which shall be counted from any one Division. The petitions shall contain the exact wording of the proposed measure. All petitions shall be filed with the Secretary.
- C. The ballot shall contain either on its face or accompanying it, the complete text of the amendment in question.

SECTION 2 Referendum.

- A. The Board may, by majority vote, refer any matter to the membership.
- B. The members have the right to submit for vote of the membership any action taken by the Board. Any so challenged action shall not go into effect until approved by the membership.
- C. Approval of such action shall require
  - 1. in the case of Bylaws revision, a 2/3 majority of the votes cast.
  - 2. in the case of Policy revisions, dues increase, or other actions, a simple majority of the votes cast.
- D. Petitions for referral of any Board action must be filed with the Secretary within 90 days following date of publication of the policy change in the Switchlist. Such petition must contain the signatures of at least 60 voting members, no more than 20 of which shall be counted from any one Division. The petition shall contain the exact wording of the action to be referred and the date of its passage by the Board.

SECTION 3 Special elections for Initiative or Referendum issues may be held, but every effort shall be made to hold them during the regular elections. Election procedures will follow Article V.

SECTION 4 Removal from office. Notwithstanding the membership right of recall, the Board may remove any elected or appointed officer by a 2/3 majority vote after finding that the officer has acted in a manner adverse to the best interests of PNR. It may then appoint replacement in accordance with Article III, if applicable.

SECTION 5 Recall.

- A. The membership may recall, and remove from office, the President or Vice-President by a 2/3 majority of the votes cast in a special election.
- B. The Board shall call a special election for not more than 90, or less than 60 days following filing of a Recall petition with the Secretary. In the case of recall of the President, the Board, by majority vote will appoint a temporary Official to conduct the recall election. To be valid, the petition shall contain
  - 1. A clear statement of the name(s) of the officer(s) challenged
  - 2. A clear statement of the reasons recall is desired

3. The dated signatures of not less than 120 voting members, not more than 40 of which shall be counted from any one Division, and of which none shall be counted when dated more than 60 days prior to the filing with the Secretary.
- C. The recall election shall be conducted in a similar manner to an election of officers, except the question shall be stated:
- “Shall (name and title of office) be recalled and removed from office?”  
Yes \_\_\_\_\_ No \_\_\_\_\_
- A ‘yes’ vote shall be a vote in favor of recalling the officer;  
A ‘no’ vote, a vote against recalling the officer.
- D. The Elections Committee Chair shall report to the President or temporary Official the results of the recall election and such officer shall declare the challenged officer recalled or not recalled which action shall be effective immediately.

**ARTICLE IX – POLICY BOOK**

- SECTION 1 The officer performing the duties of Secretary shall establish and maintain a Policy Book in which all policies currently in force shall be recorded.
- A. Policies shall be placed in the Policy Book under a topical classification system.
  - B. Each policy or change shall be clearly identified by its date of passage.

SECTION 2 Policy Book copies shall be held by

- A. Each Division Superintendent.
- B. The President and Vice-President.
- C. The Switchlist Editor.
- D. Other officers and persons designated by the Board.
- E. Any individual member, upon request.

**ARTICLE X – RATIFICATION**

- SECTION 1. The Bylaws, having been approved by the Board of Directors and a two-thirds majority vote of the PNR voting membership, shall become effective on the date of certification by the Election Committee Chair. This date shall be indicated on the Bylaws title page heading. All prior issues of the Bylaws are null and void.

**ARTICLE XI – DISSOLUTION**

- SECTION 1. The PNR may be dissolve by a 2/3 majority vote of the existing, active Board members and ratified by a 2/3 majority vote of the actual votes cast by the PNR members in a special election that follows the rules of Article VIII, Ballot Measures.

SECTION 2. Asset distribution.

- A. Distribution of assets on dissolution or final liquidation of PNR shall be to:  

National Model Railroad Association, Inc.  
4121 Cromwell Road  
Chattanooga, TN 37421  
Or at whatever the current valid official business address has been determined by the NMRA Directors.
- B. Under no circumstances shall any member gain financial benefit from the dissolution of PNR.