

# **PNR Bylaws**

(Revised 08082024)

## **Article I – Name and Purpose**

### **A. Name**

1. The name of the organization shall be The Pacific Northwest Region of the National Model Railroad Association, Inc.
2. Throughout this document the abbreviation PNR and the phrase “the Region” shall refer to the organization.
3. Throughout this document the abbreviation NMRA and the phrase “the Association” shall refer to the National Model Railroad Association, Inc.

### **B. Purpose**

1. The purposes of the organization shall be:
  - 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 among members of PNR and NMRA.  
PNR Bylaws (Revised 07062018)

## **Article II – Membership and Dues**

### **A. Membership**

1. Any member of the NMRA, physically located within the boundaries of PNR as defined by NMRA, is a member of PNR.
2. Any member of PNR, physically located within the boundaries of a division as defined by PNR, is a member of that division.
3. A member may request in writing to the President of PNR, reassignment from the Division in which their residence of record exists to another Division in PNR. Such reassignment will not be approved if it involves across national borders.

4. A member of the NMRA, physically located outside the boundaries of PNR as defined by NMRA, is not eligible to be a member of PNR or its divisions.

B. Classes of Membership

1. Classes of membership are defined by NMRA.
2. As far as a distinction is necessary, a member holds the same class of membership in PNR and his or her division as in NMRA.

C. Dues

1. Dues are payable to NMRA and automatically include region and division membership. No additional dues shall be required to be considered a member of the region or the division.

D. Membership Rights and Privileges

1. Basic member rights are spelled out in the NMRA Regulations. This section outlines those specific to PNR and its divisions. Unless otherwise stated, these rights and privileges are restricted to members in good standing (*i.e.*, members whose dues are current).
2. All PNR members except Family Members are entitled to receive communications from PNR and the member's division. The nature of these communications shall be set as a matter of policy.
3. All NMRA members are entitled to participate in region and division activities. Where a fee of any type is charged for participation, it shall be without regard to the member's home region or division.
4. All PNR members except Corporate and Family Members are entitled to vote in region and division elections. With regard to division elections, this provision applies only to the member's home division.
5. All NMRA members are entitled to participate in contests at the region and division levels, subject to the following restrictions:
  - a. A PNR member may enter a PNR contest by proxy.
  - b. A member of another region may enter a PNR contest but must be present.
  - c. Participation by PNR members in division contests shall be subject to the division's rules.
  - d. Participation by members of other regions must be present to enter a division contest.

6. All PNR members are entitled to petition and seek referendum of issues and decisions in accordance with PNR bylaws, policies, and procedures.

## **Article III – Officers and Directors**

### **A. Officers**

1. The officers of the organization shall comprise a President, a Vice President, a Secretary, and a Treasurer.
2. The President and Vice President shall be elected by and from the membership according to established policy.
3. The Secretary and Treasurer shall be appointed by the President and confirmed by a majority vote of the Board of Directors.

### **B. Board of Directors**

1. Management of PNR shall be vested in a Board of Directors (BOD).
2. The BOD shall consist of:
  - a. The four officers of PNR.
  - b. The Superintendents of all PNR divisions.
  - c. The PNR Office Manager.
3. The President, Vice President, and Superintendents are voting members of the BOD. The Secretary, Treasurer, and Office Manager are non-voting members.
4. All members will submit a conflict of interest disclosure to the PNR Secretary annually.

### **C. Terms of Office**

1. All terms of office are 2 years, running from September 1 through the second following August 31.
2. The President and Vice President shall be elected to terms starting and ending in even-numbered years.
3. The Superintendents of even-numbered divisions shall be elected to terms starting and ending in even-numbered years.
4. The Superintendents of odd-numbered divisions shall be elected to terms starting and ending in odd-numbered years.
5. The Secretary, Treasurer, and Office Manager serve a term coincident with that of the President.

D. Duties of BOD Members

1. The President shall:

- a. Preside over meetings of the BOD and the Annual Membership Meeting.
- b. Sign all contracts or other instruments in writing authorized by the BOD.
- c. Be bonded in an amount sufficient to cover all PNR assets.
- d. Call special meetings of the BOD whenever deemed necessary.
- e. Have and exercise, under the direction of the BOD, the general administration of the affairs of PNR.
- f. Be responsible for enforcing the Bylaws and Policies of PNR.
- g. Appoint various officers and committees as needed with approval of the BOD.
- h. Appoint various committee chairs without the advice and consent of the BOD.
- i. Complete and file all reports required in the state in which PNR is incorporated.

2. The Vice President shall:

- a. Perform the duties of the President during his or her absence.
- b. Assist the President as requested.
- c. Be responsible for membership promotion.

3. The Secretary shall:

- a. Keep the minutes of all meetings of the Board of Directors and the Annual Membership Meeting.
- b. Maintain the files of reports and correspondence.
- c. Maintain the official copy of the Executive Handbook with all its components.
- d. Make the Executive Handbook available to all PNR members. Where a printed copy is required only BOD members, committee

chairs, and the Registered Agent are entitled to copies without charge.

4. The Treasurer shall:
  - a. Receive and keep safe all monies and securities of PNR.
  - b. Disburse monies and securities per PNR policy.
  - c. Maintain books of account.
  - d. Arrange for audits of the books and accounting procedures.
  - e. Prepare financial reports at the close of the fiscal year and at any other time that the President or the BOD shall direct.
  - f. Prepare and present a proposed budget to the BOD prior to the beginning of each fiscal year.
  - g. Be bonded in an amount sufficient to cover all PNR assets.
  - h. Provide the Registered Agent with the required annual financial reports.
  - i. 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.
5. The Superintendents shall:
  - a. Serve as executive officers of the respective divisions.
  - b. Represent their divisions on the PNR Board of Directors.
  - c. Keep their division members informed of the BOD's activities.
6. The Office Manager shall:
  - a. Maintain membership records.
  - b. Provide membership status reports monthly to those entitled to them, subject to NMRA disclosure policy.
7. Unless otherwise specified in these Bylaws or in the PNR Policy Manual, individual tasks may be delegated to others, though the responsibility will remain with the official indicated.

E. Other Appointed Officials

1. The President shall appoint certain other officials as required.
2. The Registered Agent shall:
  - a. The Registered Agent shall meet the requirements established by the state in which PNR is incorporated.

F. Vacancies

1. From time to time unscheduled vacancies will occur on the Board of Directors, whether by death, incapacitation, resignation, or loss of eligibility to serve.
2. A declaration of incapacitation of any officer or appointed official must be approved by a 2/3 majority vote of the BOD.
3. Vacancies shall be filled in the following manner:
  - a. Should the office of President become vacant, it will be filled by the Vice President, which office will then become vacant.
  - b. Should the office of Vice President become vacant, the BOD may elect, by majority vote, a Vice President from among the membership of PNR.
  - c. Should the offices of President and Vice President simultaneously be vacant:
    - i. If there are 9 months or more remaining in the normal term of office:
      - a) The Board of Directors shall appoint, by majority vote, an Interim President from among the members of the BOD.
      - b) The Interim President shall serve in said position pending election of a new President and Vice President. During such service, the Interim President will have all the rights and responsibilities of the office of President.
      - c) A special election will be held within 90 days of the date the BOD certifies the vacancy.
    - ii. If there are less than 9 months remaining in the normal term of office:

- a) The Board of Directors shall elect from among its members, by majority vote, an Interim President.
  - b) The Interim President shall serve in such office until the normal time of change of office. During such service, the Interim President will have all the rights and responsibilities of the office of President.
- d. Should the office of Superintendent become vacant:
- i. The vacancy shall be filled according to the bylaws of the appropriate division.
  - ii. Should the division have no provision for such vacancy, or if the position cannot be filled according to such provisions, the President shall appoint an Interim Superintendent, with approval of the BOD by majority vote, to serve until the division can elect a new Superintendent.

#### **Article IV – Conventions and Meetings**

##### **A. Annual Convention**

1. A convention should be held annually on a date not in conflict with the NMRA convention.
2. By 2/3 majority vote, the BOD may suspend or reschedule the annual convention.
3. The PNR Convention Policy will govern operation of the convention.
4. The BOD is authorized to grant interest-free loans to the convention host for preliminary convention expenses and to underwrite PNR's share of any losses.

##### **B. General Membership Meetings**

1. There shall be an annual meeting of the membership, referred to as the Annual Membership Meeting.
  - a. If a convention is held, the Annual Membership Meeting shall be held in association with the convention.
  - b. If there is no convention, the Annual Membership Meeting shall be held at a time and place set by the President.



2. Additional membership meetings may be scheduled by the President or by petition of the membership according to PNR policy.
3. The Order of Business and other provisions for membership meetings shall be established in the PNR Policy Manual.

C. Board of Directors Meetings

1. The Board of Directors shall meet at least once per year. For the purposes of this provision, the year is defined as September 1 through August 31.
2. All BOD meetings shall be open to NMRA members in good standing. This does not preclude the BOD meeting in executive session for legitimate reasons, as outlined in the PNR Policy Manual.
3. The BOD may also meet at other times as requested by the President or by request of a majority of BOD members. These other meetings may be held by any legal means including face-to-face, telephone conference call, *etc.*

## Article V – Elections

### A. Eligibility

1. Each candidate for region office must:
  - a. Be a PNR member.
  - b. Be a natural person.
  - c. Not be under suspension from holding office.
2. Each candidate for division office must meet the requirements for region office and be a member of the division in question.
3. If an incumbent's NMRA membership lapses, his or her eligibility to hold office ends immediately and he or she shall not exercise any function of office. Before declaring the position vacant, the presiding officer will offer an opportunity to renew the lapsed membership.

### B. Nominations

1. The procedures for nominations shall be published in the Region's official communication medium no later than 15 March of an election year.
2. Candidates for President and Vice President shall be nominated by one of the following methods:
  - a. Action of the Nominating Committee as published in the Region's official communication medium no later than 15 March.
  - b. A petition filed with the Nominating Committee Chairman no later than 15 April. Such a petition shall contain the signatures of at least 15 voting members of PNR and shall be accompanied by a written statement of consent signed by the candidate.
  - c. A letter of intent to return from incumbents running for re-election, or from a Vice President running for President. Letters of intent must be filed with the Nominating Committee Chairman no later than 15 April.

### C. Nominating Committee

1. The President shall appoint a nominating committee of at least three and not more than five members. The President will designate one of these members Chairman.
2. The President and Vice President are not eligible to serve on the Nominating Committee.

3. The Nominating Committee shall:
  - a. Make a good-faith attempt to nominate at least two candidates for each office.
  - b. Encourage the divisions to present petitions on behalf of additional candidates.
  - c. Obtain the written consent of each candidate to place his or her name on the ballot.
  - d. Obtain statements from each candidate regarding qualifications, background, and a platform, and ensure said statements are published in the Region's official communication medium.

D. Ballot Committees

1. The President shall appoint two Ballot Committee Chairmen, one for Canada and one for the United States.
2. Each Ballot Committee Chairman shall appoint at least one other committee member to assist with tallying the ballots.
3. The President, the Vice President, and candidates for office are not eligible to serve on either Ballot Committee.
4. To be eligible for counting, ballots must be postmarked no later than June 25.
5. Procedures for processing ballots are contained in the PNR Policy Manual.

E. Special Elections

1. Special elections may be required from time to time.
2. Procedures for special elections will be the same as for regular elections, with the date requirements being modified as necessary and as called for in the PNR Policy Manual.

F. Declaration and Notification

1. An overall Election Chairman shall be designated to oversee the reports of the two Ballot Committees.
  - a. The Election Chairman shall not be a candidate for office.

b. The Election Chairman shall be the first eligible individual from the following list:

- i. Secretary
- ii. President
- iii. Vice President
- iv. Treasurer
- v. Office Manager
- vi. A Superintendent elected by majority vote by all the Superintendents. Any Superintendent running for office is not eligible to vote for this position.

2. The Election Chairman shall:

- a. Combine the reports of the two Ballot Committees to determine the total votes for each office or ballot measure.
- b. For each office, declare as winner the candidate receiving the highest number of votes.
- c. In case of a tie vote for an office, flip a coin in the presence of at least two BOD members (not counting candidates for that office) to determine the winner.
- c. For each ballot measure, declare its passage or defeat based on the percentage requirements for that particular measure.
- d. Arrange for publication of the results in the Region's official communication medium.

3. The Ballot Committee Chairmen or the Secretary shall retain all ballots for a period of 6 months following the postmark deadline date for the election. After 6 months, unless directed otherwise by the President or the BOD, the ballots may be destroyed without further authorization.

## **Article VI – Publications**

### A. Official Publication

1. PNR's official communication medium shall be known as *The Switchlist*.

### B. Distribution Schedule

1. *The Switchlist* shall be published and distributed at least two times per year.
2. *The Switchlist* may be distributed by the following methods:
  - a. Electronic means. *The Switchlist* shall be published and distributed in electronic format only and shall be posted on the PNR website.
  - b. Incorporated into division publications.
3. All PNR members are encouraged to have a valid email address on file with the national headquarters and this will be the address used to notify them when a new issue of *The Switchlist* is posted on the PNR website.
4. Members desiring a hard copy of *The Switchlist* are encouraged to obtain a hard copy through another member with access to the electronic version posted online.
5. Any expenses incurred for *The Switchlist* shall not exceed the amount approved in the budget.

## **Article VII – Divisions**

### A. The Region may be divided into geographically-based divisions.

### B. Division boundaries shall be set or changed in accordance with procedures outlined in the PNR Policy Manual.

### C. Each division may incorporate, adopt its own bylaws, and make other similar arrangements for its internal affairs. All bylaws and similar documents must be consistent with NMRA Regulations, PNR Bylaws and Policies, and the laws of the state or province in which the division is incorporated (or all states and provinces in which it is located, if it is not incorporated).

### D. The Chief Executive Officer of the division shall have the title of Superintendent.

## Article VIII – Ballot Measures

### A. Initiative

1. PNR members have the right to submit for vote of the membership any revision to the Bylaws or the Policy Manual.
2. Petitions to place initiative measures on the ballot must have the signatures of at least 60 voting members of the Region. No more than 20 signatures from a single division may be counted toward this requirement.
3. Petitions must be filed with the Secretary no later than 15 March for inclusion on the ballot.
4. The complete text of the measure shall be on the ballot or the accompanying publication. This will include any existing text being deleted or replaced.
5. A 2/3 majority vote shall be required for passage of an initiative measure.

### B. Referendum

1. The Board of Directors may, by majority vote, refer any matter to the membership.
2. The members have the right to submit for vote of the membership any action taken by the Board of Directors. Any such challenged action shall not go into effect until approved by the membership.
3. Petitions to refer any BOD action must have the signatures of at least 60 voting members of the Region. No more than 20 signatures from a single division may be counted toward this requirement.
4. Petitions must be filed with the Secretary no later than 90 days of the action's publication in *The Switchlist*.
5. The complete text of the action to be referred, and its date of passage by the BOD, shall be on the ballot or the accompanying publication.
6. In the case of a Bylaws change being referred, a 2/3 majority vote is required for passage. In the case of a Policy change being referred, a simple majority vote is required for passage.

C. Recall

1. The membership may recall, and remove from office, the President or the Vice President.
2. A petition for recall must contain the following information:
  - a. A clear statement of the name(s) of the officer(s) challenged.
  - b. A clear statement of the reasons recall is desired.
  - c. The dated signatures of not less than 120 voting members. No more than 40 signatures from any division shall count toward this total. Signatures dated earlier than 60 days before the petition is filed will not be considered valid.
3. The petition shall be filed with the Secretary.
4. The Board of Directors shall call a special election to take place no earlier than 60 days or later than 90 days after the filing of the petition with the Secretary.
5. The recall election shall be conducted in the same manner as a regular election.
6. The full text of the recall petition shall accompany the ballot. The ballot question shall be stated thus:

Shall (name and 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 shall be a vote against recalling the officer.

7. A 2/3 majority vote is required for passage of a recall measure.

D. Special Elections

1. Special elections for initiative or referendum issues may be held, but every effort shall be made to hold them during the regular elections.

## **Article IX – Policy Manual**

### **A. Maintenance and Organization**

1. The Secretary shall maintain the master copy of the Policy Manual.
2. Policies shall be placed in the Policy Manual under a topical classification system.
3. Each change to the Policy Manual shall be clearly identified by its date of passage.

### **B. Distribution**

1. The Policy Manual shall be posted on the Region's web site, as long as one is maintained.
2. All members of the BOD, and other individuals designated by the BOD, are entitled to a printed copy of the Policy Manual at no charge if (a) there is no Region web site, or (b) the individual does not have access to the Region web site. For purposes of this provision, access through a cellular phone or a public library does not constitute access to the Region web site unless printing facilities are available without charge.
3. All PNR members are entitled to a printed copy of the Policy Manual on request. They may be charged the cost of printing and shipping, as applicable.



## **Article X – Ratification**

### **A. Initial Adoption**

1. The initial adoption of these revised Bylaws shall require a 2/3 majority vote of the Board of Directors.
2. Following approval by the Board of Directors, a further 2/3 majority vote of the membership votes cast shall be required for adoption.
3. The revised Bylaws shall be approved or disapproved in their entirety.

### **B. Subsequent Revisions**

1. Following adoption of these revised Bylaws, their contents may be amended individually.
2. The Board of Directors may initiate amendments to the Bylaws.
  - a. A motion to amend the Bylaws shall include the exact wording of the changes, including deleted or amended text (or words sufficient to identify the existing text being deleted or amended).
  - b. A 2/3 majority vote of the Board of Directors is required for passage of an amendment to the Bylaws.
  - c. Following BOD approval of an amendment, the same motion shall be placed before the membership on a regular ballot. A 2/3 majority vote of the membership votes cast is required for final passage.
3. The membership may submit a petition to amend the Bylaws. Requirements for this process are outlined in Article VIII – Ballot Measures.

## **Article XI – Dissolution**

A. Voluntary Dissolution

1. The Board of Directors may pass a measure calling for voluntary dissolution of the organization. A 2/3 majority vote is required.
2. Following passage of a BOD recommendation to dissolve the organization, a special election will be held. A 2/3 majority vote of the membership is required to ratify the BOD's recommendation.

B. Involuntary Dissolution

1. The organization may be involuntarily dissolved by appropriate government authorities in accordance with applicable law.

C. Distribution of Assets

1. Upon dissolution, the assets of PNR will be donated to the National Model Railroad Association, Inc.
2. If the NMRA no longer exists at the time of dissolution, or if PNR is designated as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and the NMRA is not, the Board of Directors will by majority vote determine the beneficiaries of the organization.
  - a. If PNR is a 501(c)(3) exempt organization, then all proceeds must be directed to other such organizations.
  - b. If PNR is not a 501(c)(3) exempt organization, then other such organizations shall have priority for the distribution of PNR assets.
  - c. In any event, organizations relating to model railroading first, then relating to railroading in general, should receive top consideration as a donee.
3. No member shall gain financial benefit from dissolution of PNR except as a *bona fide* creditor in a business transaction previously entered into.