

Bylaws of the Potomac Division
Mid-Eastern Region, National Model Railroad Association
(Adopted by the Division 04/30/05)

Article I
Name, Status, and Purpose

1. The name of the organization is the Potomac Division (the "Division"). The Potomac Division is an unincorporated division of the Mid-Eastern Region of the National Model Railroad Association. The MER is a not-for-profit corporation in the State of Maryland. The Potomac Division is established under the provisions of the Bylaws of the Mid-Eastern Region (MER), and the Regulations of the National Model Railroad Association (NMRA). If a conflict should develop between these Bylaws and the Regional Bylaws and/or the NMRA Regulations, the Regional Bylaws or the NMRA Regulations will govern.
2. The Division is organized to promote educational, charitable, historical, and fellowship activities related to model railroading and rail transportation.

Article II
Territory

1. The Division Area shall consist of the following:
 - a. In the State Of Maryland, the counties of Calvert, Charles, Montgomery, Prince George's and St. Mary's.
 - b. The District of Columbia.
 - c. In the Commonwealth Of Virginia, The independent Cities of Alexandria, Manassas and Manassas Park together with the Counties of Arlington, Fairfax, Fauquier, Loudoun, Prince William and Rappahannock, together with any independent Cities and Towns located within those Counties.
2. The Division Area may be subject to amendment by the officers and directors of the MER.
3. Throughout these Bylaws, "residence" means the member's principal residence.
4. See the attachment to these Bylaws that graphically depicts the Division Area.

Article III
Fiscal Year

The Division fiscal year will be from July 1 to June 30 of the following year.

Article IV
Membership, Dues, and Finances

1. All NMRA members residing within the boundaries of the Division are members of the Division.
2. Potomac Division does not charge dues for membership.
3. Except for voting and holding a Division office, all NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division.

4. The Division Board of Directors may choose to charge fees for specific activities and services such as meets, conventions, tours, and a mailed copy of a publication. For such activities, the fees will be the same for all NMRA members.
5. Guest attendance privileges may be granted to model railroaders to introduce them to Division, MER, and NMRA activities. However, no one may consistently attend Division activities without joining the NMRA.

Article V **Voting and Office Holding Rights**

1. All Division officers, members of the Board of Directors, and officials must be members of the Division residing within the boundaries of the Division.
2. To vote or hold office in the Division, members must live within the Division's territory.
3. Each voting member will have one vote at any meeting of the members.
4. All Division officials of any sort shall be deemed to have vacated their position at such time as they relocate outside Division boundaries.

Comment [MDA1]: This is not a MER or NMRA requirement. Do we wish to continue this restriction. The neighboring South Mountain Division is currently led by someone who lives in PD.

Article VI **Board of Directors**

1. The business and affairs of The Division shall be managed by a Board of Directors (the "Board") which may exercise, in the name of the Division, all the powers customarily exercised by the Board of Directors of a not-for-profit organization, except as such powers may be limited by these Bylaws.
2. The voting members of the Board are elected at the election meeting as perscribed in Article XIII. Officers selected by and from the duly-elected Board of Directors will consist of the Superintendent, Senior Assistant Superintendent, Assistant Superintendent, a Clerk, and a Paymaster.
3. The Board will hold at least six regular meetings each year at times, days and place designated by the Superintendent. Notice of the time, day, and place will be given to each Board member at least fifteen days in advance.
4. Special meetings may also be held on the request of the majority of the members of the Board.
5. Voting by proxy is not permitted. However, one or more members of the Board may participate in a Board meeting by means of a conference telephone, or similar telecommunications device that allows all participants to hear each other.
6. A majority of the Board members will constitute a quorum for the transaction of business.
7. No officer or Board member will receive any remuneration of any kind for his or her services. However, they may be reimbursed for reasonable expenses incurred, with the approval of the board and upon presentation of a written request.
8. Unless otherwise stated in these Bylaws, the most current edition of Robert's Rules of Order will govern the conduct of board meetings.

Article VII **Duties of Officers and Board Members at Large**

1. The Superintendent will preside over Division and Board meetings, and will perform the usual

duties of the head of a nonprofit organization. He or she will be an *ex officio* member of all committees except the Nominating and Audit Committees. The Superintendent shall be the chief executive officer of the Division and shall have the general powers and duties of supervision and management usually vested in the office of President of a not-for-profit organization unless otherwise determined by the Board. The Superintendent shall appoint the Chairperson and all members of all committees of the Board whose Chairpersons and members are not specifically enumerated in these By-Laws, which appointments shall be subject to the approval of the Board. The Superintendent is the only officer authorized to make commitments or to discuss outside activities for the Division. He will perform all other duties as required by the MER By-Laws. The Superintendent (or in his absence, one of the other Directors) shall represent the Division when attending MER Board of Directors meetings.

2. The Senior Assistant Superintendent shall, in the absence or disability of the Superintendent, perform the duties of the Superintendent. In addition to the duties enumerated herein the Assistant Superintendents shall perform such other duties as the Superintendent or the Board itself may, from time to time, determine. The Board may, in its discretion, appoint such non-voting members as it shall, in its sole discretion, deem necessary for the proper operation of The Division.
3. The Clerk shall supervise the keeping of non-financial records of The Division. The Clerk shall attend meetings of the members and the Board and cause to be recorded minutes of all proceedings in both electronic and hard copy, which shall be kept with the Division records. When required, the Clerk shall perform like duties for the committees of the Board and shall perform such other duties as may be prescribed by the Board or the Superintendent, under whose supervision the Clerk shall be. The Clerk shall forward a roster of active members and the list of Directors just elected at the ~~annual Division Election meeting~~ Meeting, to the Secretary of the MER as soon as practicable following the meeting. The Clerk shall biennially cause the Division By-Laws to be reviewed. The Clerk's recommendations shall be submitted to the Board.
4. The Paymaster shall supervise the custody of the funds and securities of the Division; shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Division; and shall cause to be disbursed all monies and other valuables in the name of, and to the credit of the Division, in such depositories as may be designated by the Board. The Paymaster shall cause to be disbursed the funds of the Division as may be ordered by the Board, making proper vouchers for such disbursements, and shall render to the Superintendent and the Board, at their regular meetings and when required, an account of all such transactions and of the financial condition of the Division.
5. Board members at large will perform tasks assigned to them by the Superintendent.

Article VIII Vacancies

Any vacancy in the offices of Superintendent, Senior Assistant Superintendent, Assistant Superintendent, Clerk and Paymaster which occurs by reason of the resignation, removal, death or incapacity of such officer before the expiration of the officer's term shall be filled by election by the Board of Directors. Any officer chosen to fill such a vacancy shall be elected by the affirmative vote of a majority of the Directors present at a meeting. An officer elected to fill such

a vacancy shall serve for the unexpired term of the predecessor in office. Candidates must meet the eligibility requirements stated in Article V.

Article IX Removal

Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the affirmative vote of two-thirds of the Directors in office. Any vacancy occurring in any office of the Division (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by the Board of Directors not sooner than thirty (30) days after written notice of the vacancy has been mailed to all members.

Article X Conflict of Interest

No Board member will cast a vote, or take part in the final deliberation, on any matter in which he or she, or members of his or her immediate family, have a personal financial or other interest.

Article XI Committees and Officials

The Superintendent will appoint the following:

a. Committees

- 1) An Executive Committee shall consist of the Superintendent, the Senior Assistant Superintendent and the Clerk. The Executive Committee shall have the power to transact all regular business of The Division during the interim between the meetings of the Board, provided such action shall not conflict with the policies and expressed wishes of the Board. Executive Committee actions shall be reported fully to the Board at the Board's next meeting. The presence of two members of the Executive Committee shall constitute a quorum for the conduct of the Committee's business.
- 2) A Nominating Committee of two or more members, at least one of whom will be a board member or recent board member. Duties of this committee are described in a later section of these Bylaws.
- 3) An Audit Committee of two or more members. This committee will conduct an annual financial audit of the Division's books at the end of each fiscal year, and when a new Paymaster takes office, reporting the results to the membership at a membership meeting or in the Division's official publication. Neither the Superintendent nor the Paymaster may serve on this committee.
- 4) Other committees as needed to carry on the activities of the Division.

b. Officials who are non voting members of the Division Board

- 1) An Editor for the official publication of the Division (known as the *Potomac Flyer*).
- 2) One or more Achievement Program Chairs. This appointment will be made with the advice and counsel of the MER Achievement Program Chair.
- 3) Liaisons with the Potomac Division HO Module Crew and Northern Virginia NTRAK.
- 4) Layout Tour Coordinator.
- 5) Database Administrator.

- c. Authorize and empower one or more officers or agents of The Division to execute and deliver any and all papers and documents or to do other acts or things on behalf of The Division, including any required or convenient in dealing with governmental authorities.

Article XII Membership Meetings

1. Membership meetings will be held at such times and places as may be determined by the Board.
2. The Superintendent will call special meetings upon written application of ten percent of the members or a majority of the Board.
3. The ~~annual Election meeting~~ Meeting of the Division will be held at a time and place to be established by the board ~~each year~~ to hold elections and conduct other appropriate business. Date, time, and location will be communicated to all members at least fifteen days ahead of time. A report of the meeting and the activities of the Division for the preceding year shall be sent to all members following the ~~Annual Election~~ Meeting in the *Potomac Flyer* or whatever official magazine or publication is in use by the Division at the time.
4. Proxy voting is permitted on any issue where advance notice is sent to all members, such as referendums, changes in the Bylaws, or election of officers. Proxies will be sent to the Clerk, who will vote them as directed.
5. At any membership meeting, fifteen members (in person or by proxy) will constitute a quorum for purposes of voting on items announced in advance. Fifteen members (in person) will constitute a quorum for other purposes.
6. Unless otherwise stated in these Bylaws, the most current edition of *Robert's Rules of Order* will govern the conduct of membership meetings.

Article XIII Terms of Office, Nominations, and Elections

1. The Superintendent, Senior Assistant Superintendent, Assistant Superintendent, Clerk and Paymaster will serve one year terms.
2. No one may fill more than one of the foregoing positions simultaneously except for brief transition periods.
3. In preparation for each year's ~~annual meeting~~ Election Meeting and election, the Nominating Committee will solicit candidates, ~~explaining the requirements of the position~~. In addition, any three members may nominate someone via a written notice to the Nominating Committee, with the permission of the nominee. Such nominations must be submitted to the Nominating Committee at least thirty days ahead of the election.
4. The names of candidates for the Division Board of Directors will be communicated to the membership at least fifteen days before the election.
5. ~~If contested, the~~ The election will be conducted by the Nominating Committee Chair at the ~~annual election~~ meeting. Contested election shall be via secret ballot upon request of any member. Ballots will be counted and results announced before the close of the meeting. Positions will be filled by a simple plurality of votes. Officers shall be selected by and from the duly-elected Board of Directors following the election of the Board of Directors. Officers may not be selected without their consent.
6. Members elected to the Board of Directors will take office upon termination of the ~~Annual Election Meeting~~.
7. Elected Members of the Board shall serve until their successors take office.

Comment [MDA2]: I am striking this phrase. I have achanged the requirement for a secret ballot so that uncontested elections need not be by secret ballot.

6.8. Election Meetings shall be scheduled no less than 11 months and no more than 18 months apart, to coincide whenever possible with other Division or Region events such as conventions, mini-conventions, or excursions.

Article XIV Indemnification

Indemnification is provided by the NMRA and/or MER in accordance with their policies, procedures, or Bylaws.

Article XV Amendments

These Bylaws may be amended by two-thirds vote of the members present at the ~~annual~~ Election Meeting or a special meeting, provided there is a quorum. The proposed amendment must be communicated to all members at least fifteen days before the meeting.

Article XVI Referendums

Ten percent of the members may create a referendum issue to be voted on at an ~~annual~~ election or special meeting where a quorum is present by submitting their request in writing to the Clerk. The referendum must be communicated to all members at least fifteen days in advance. Removal of an officer or a change in the Bylaws requires a two-thirds vote of the people present (in person or by proxy). Other issues require a majority vote of people present (in person or by proxy).

Article XVII Dissolution

The division will be considered dissolved when any one of the following events occurs:

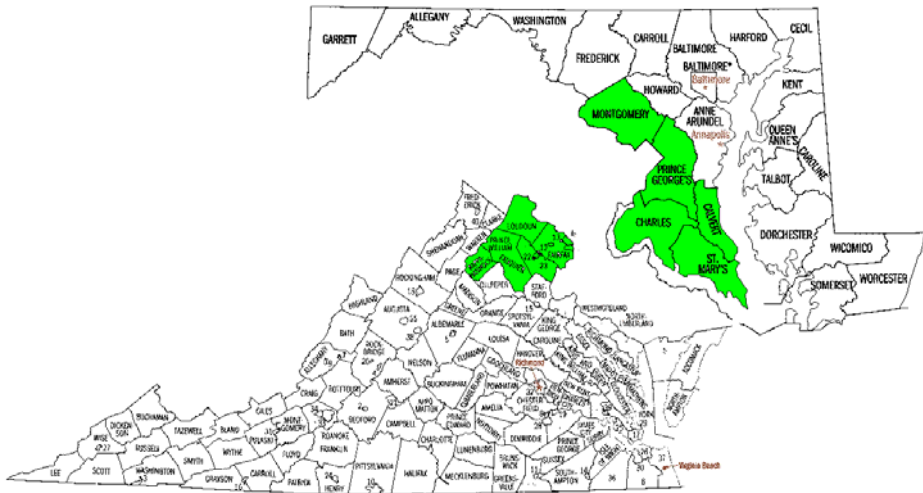
- A motion for dissolution is adopted in the same manner as is provided for amendment of the Bylaws, or
- No meetings of the Division are held or scheduled for twelve months, or
- The Division charter is revoked by the MER.

Upon dissolution, the last elected officers and directors will pay all outstanding bills, and promptly forward all assets and records to the Business Manager of the MER. If the MER is unable or unwilling to receive the assets, they will be donated to another 501-c-3 organization whose purpose is generally consistent with that of the Division. No member of the Division shall receive any of the assets.

Approved and adopted this 30th day of April, 2005
Superintendent _____
Attest: Clerk _____
MER Vice President Noel L. Brown

Attachment:
Potomac Division Area

Potomac Division Area



Note: Also included is the District of Columbia (Not Shown)