

By-laws of the Headquarters-North Division
Southeastern Region, National Model Railroad Association

(Adopted by the Headquarters-North Division 03/31/16)

Article I

Name, Status, and Purpose

1. The name of the organization is the Headquarters-North Division (the "Division"). It is established under the provisions of the governing documents of the Southeastern Region (SER), and the regulations of the National Model Railroad Association (NMRA). If a conflict should develop between these By-laws and the Region's governing documents, the Region's governing documents will prevail. If there is a conflict with the NMRA Regulations, 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 includes Cumberland, Fentress, Pickett, Van Buren, Bledsoe, Rhea and Meigs Counties in the State of Tennessee. (2/16/17)
2. Throughout these By-laws, "residence" means the member's principal residence.

Article III

Fiscal Year

The Division fiscal year will be from January 1 to December 31.

Article IV

Membership, Dues, and Finances

1. Each NMRA member is automatically a member of the Region, if one exists, and of the Division, if one exists in whose territory the member resides.
2. All NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division, except for voting and holding a Division office.
3. The Division Board of Directors may choose to charge fees for specific activities and services such as meets, conventions, tours, open houses, and a mailed copy of a publication. For such activities, the fees will be the same for all NMRA members, regardless of residence.
4. Guest attendance privileges may be granted to model railroaders to introduce them to Division and NMRA activities. However, no one may consistently attend Division activities or use Division assets without joining the NMRA.

Article V

Voting and Office Holding Rights

1. All division officers, members of the Board of Directors, and officials must live within the Division's territory.
2. Only members of the Division may vote, and each member is entitled to one vote on each issue presented to the membership for a vote.

Article VI

Board of Directors

1. There will be a Board of Directors (the "Board") of the Division that will supervise and control the business, property, and affairs of the Division, except as otherwise provided by law or these By-laws.
2. The Board shall consist of the Superintendent, the Assistant Superintendent, the Chief Clerk, the Paymaster and three Members at large.

3. The Board will hold at least two regular meetings each year at times, days and places 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 and appropriate documentation.
8. Unless otherwise stated in these By-laws, *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.
2. The Assistant Superintendent will act as the Superintendent when the Superintendent is absent or otherwise unable to serve, and will perform any duties assigned by the Superintendent.
3. The Chief Clerk will maintain the Division's files and records, take minutes at Board and General meetings and see that Division events and activities are publicized.
4. The Paymaster is responsible for receiving and disbursing funds, and preparing financial reports.

5. Board members at large will perform tasks assigned to them by the Superintendent.

Article VIII

Vacancies

The assistant Superintendent will succeed the Superintendent in case of resignation or incapacitation. The Superintendent will appoint a replacement in the case of resignation or incapacitation of any other member of the Board.

Article IX

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 X

Committees and Officials

The Superintendent will appoint the following committees and officials:

1. 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 By-laws.
2. 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.
3. An Editor for the official publication of the Division.

4. An Achievement Program Coordinator. This appointment will be made with the advice and counsel of the SER Education Chairman.
5. Other committees as needed to carry on the activities of the Division.

Article XI

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 meeting of the Division will be held in November of 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.
4. Proxy voting is permitted on any issue where advance notice is sent to all members, such as referendums, changes in the By-laws, or election of officers. Proxies will be sent to the Division Chief Clerk, who will vote them as directed.
5. At any membership meeting, one third of the members (in person or by proxy) will constitute a quorum for purposes of voting on items announced in advance. One third of the members (in person) will constitute a quorum for other purposes.

Article XII

Terms of Office, Nominations, and Elections

1. The Superintendent, Assistant Superintendent, Chief Clerk, Paymaster and all Board members will serve two year terms. This will be effective for the second and subsequent election. For the first election, the Superintendent, Chief Clerk and one Board member at large will be elected for nine months. In the same election, the Assistant Superintendent, Paymaster, and two Board members at large will be elected for twenty one months.

2. None of the foregoing seven people may serve in the same capacity for more than two full consecutive terms.
3. No one may fill more than one of the foregoing seven positions simultaneously except for brief transition periods.
4. In preparation for each year's annual meeting and election, the Nominating Committee will solicit candidates, explaining the requirements of the position. In addition, any member 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.
5. The names of candidates for office will be communicated to the membership at least fifteen days before the election.
6. Members elected will take office on January 1.

Article XIII

Amendments

These By-laws may be amended by two thirds vote of the members present at the annual 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 XIV

Referendums

Ten percent of the members may create a referendum issue to be voted on at an annual or special meeting where a quorum is present by submitting their request in writing to the Chief Clerk. The referendum must be communicated to all members at least fifteen days in advance. Removal of an officer or a change in the By-laws 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 XV

Dissolution

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

- A motion for dissolution is adopted by a two-thirds vote in the same manner as is provided for amendment of these By-laws, or
- No meetings of the Division are held or scheduled for twelve months, or
- The Division charter is revoked by the SER.

Upon dissolution, the last elected officers and directors will pay all outstanding bills, and promptly forward all assets and records to an SER official designated by the SER President. If the SER 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.