

Bylaws of the Chesapeake Division

Mid-Eastern Region, National Model Railroad Association

(Adopted by the Division 3/12/2009 Revised 11/07/2009, 1/22/2010, 11/16/2013)

Article I Name, Status, and Purpose

1. The name of the organization is the Chesapeake Division (Division). It is an unincorporated division of the Mid-Eastern Region (MER) of the National Model Railroad Association (NMRA). The MER is a not-for-profit corporation in the State of Maryland. The Chesapeake Division is established under the provisions of the Bylaws of the MER, and the Regulations of the NMRA. If a conflict should develop between these Bylaws and the MER's governing documents, the MER's governing documents shall govern. If there is a conflict with the NMRA Regulations, the NMRA Regulations shall 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 consists of Baltimore, Harford, Howard, Carroll, Cecil, Anne Arundel, and Queen Anne's Counties and Baltimore City in the state of Maryland.

2. Throughout these Bylaws, "residence" means the member's principal residence.

Article III

Fiscal Year

1. The Division fiscal year shall be from January 1 through December 31 of the same year.

Article IV

Membership, Dues, and Activities

1. Each NMRA member residing within the territory defined in Article II shall automatically be a member of the Division.

2. Chesapeake Division does not charge dues for membership.

3. 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.
4. The Division may hold events to promote the hobby of Model Railroading to the general public.
5. Guest attendance privileges may be granted to model railroaders to introduce them to the 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 (Board), and any other officials must be NMRA members living 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

Membership Meetings

1. Membership meetings will be held at such times and places as may be determined by the Board.
2. The Board may call special membership 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 the fourth calendar quarter of each year to hold elections and conduct other appropriate business. Date, time, and location will be communicated to all members at least thirty 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 Bylaws, or election of officers. Proxies will be sent to the Clerk-Paymaster, who will vote them as directed.
5. At any membership meeting, fifteen percent of the members (in person or by proxy) will constitute a quorum for purposes of voting on items announced in advance. Fifteen percent members (in person) will constitute a quorum for other purposes.
6. Unless otherwise stated in these Bylaws, *Robert's Rules of Order* will govern the conduct of membership meetings.

Article VII

Board of Directors

1. A Board of Directors of the Division shall supervise and control the business, property, and affairs of the Division, except as otherwise provided by law or these Bylaws.
2. The Board shall consist of six (6) members: the Superintendent; the Assistant Superintendent; the Clerk; the Paymaster; the Director at Large; and the Past Superintendent. The Superintendent, the Assistant Superintendent, the Member-at-Large, the Paymaster, and the Clerk will have voting powers on the Board of Directors. The Past Superintendent will not have any voting power.
3. The Member-at-Large, the Clerk, and the Paymaster shall be elected by vote of the Division membership.
4. The Board shall hold at least four regular meetings each year. Meetings shall be held at such places as may be designated from time to time by resolution of the Board.
5. Special board meetings may also be held on the request of the majority of the members of the Board.
6. 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.
7. A majority of the Board members shall constitute a quorum for the transaction of business. The vote by majority of those present at any duly constituted Board Meeting shall be sufficient to authorize action, and will be considered to be an act of the Board of Directors.
8. Officers or Board members may not receive any remuneration of any kind for their services. However, they may be reimbursed for reasonable expenses incurred, with the approval of the board and upon presentation of a written request.
9. The Directors shall not be personally liable for the debts, liabilities or other obligations of the Division.
10. Unless otherwise stated in these Bylaws, *Robert's Rules of Order* will govern the conduct of board meetings.

Article VIII

Duties of Officers and Board Members at Large

1. The Superintendent shall preside over Division and Board meetings. 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 and shall be responsible for seeing the resolutions and actions of the Board are carried into effect, unless otherwise directed by the Board. The Superintendent shall appoint the Chairperson of all committees of the Board whose Chairpersons and members are not specifically enumerated in these Bylaws, which appointments shall be subject to the approval of the Board. He or she will perform all other duties as required by the MER Bylaws. The Superintendent (or in his absence, one of the other Directors) shall represent the Division when attending MER Board of Directors' meetings. He or she will be an ex officio member of all committees except the Nominating and Audit Committees.

2. The Assistant Superintendent shall act as Superintendent when the Superintendent is absent or otherwise unable to serve, and will perform any duties assigned by the Superintendent.

3. The Clerk will serve as the Division secretary. The duties will include: taking minutes at all meetings, maintaining a roster of active members, maintaining the Division's records, and sending notices of meetings. Service to begin in January of ~~the~~ even numbered years. The Clerk shall serve a two year term.

4. The Paymaster will serve as the Division treasurer. Duties will include: care and custody of funds of the Division, receiving and disbursing funds under direction of the Board, and preparing financial reports as required by law. All funds of the Division shall be deposited in the name of the Division in such banks as designated by the Board. The Paymaster will keep or cause to be kept proper books of account showing all monies received and disbursed and all assets and liabilities of the Division. Service to begin in January of ~~the~~ even numbered years. The Paymaster shall serve a two year term.

5. The positions of Clerk and Paymaster may be held by a single individual, in which case an additional Member-at-Large shall be elected to maintain five members of the Board.

6. Member(s)-at-Large will perform tasks assigned to them by the Superintendent.

7. The Past Superintendent will serve as a member of the Board of Directors. He/she will not have any voting right on matters before the Board. He will provide insight, guidance, and institutional knowledge to the current Superintendent. He/she may be assigned other duties by the current Superintendent.

8. The Member(s)-at-Large, Assistant Superintendent, Superintendent, and Past Superintendent will be a four-year chain of progression for office holders. Each position will be served for one year. The chain will begin with election of a Member-at-large to the Board of Directors. The second year, he or she will serve as Assistant Superintendent. The third year, he or she will serve as Division Superintendent. The fourth year, he or she will serve as Past Superintendent. Election for Member-at-Large will be every year.

8. No one may fill more than one of the foregoing five positions simultaneously except for Clerk/Paymaster for transition periods.

Article IX

Terms of Office

Members elected will take office January 1 of the year following the election.

Article X

Committees

1. A Nominating Committee shall consist of three members, none of whom may be a board member. 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 three members may nominate a Division member 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 sixty days in advance of the election. The names of candidates for office will be communicated to the membership at least thirty days in advance of the election. Additional nominations may be accepted from the membership, with permission of the nominee, at the annual membership meeting.
2. If contested, the election shall be conducted by the Nominating Committee Chair at the annual meeting via secret ballot. Ballots will be counted and results announced before the close of the meeting. Positions will be filled by a simple majority of votes.
3. A Financial Review Committee of two or more members or qualified volunteers appointed by the Board shall conduct a bi-annual financial review of the Division's books of record after the end of the fiscal year and at any change in the holder of the office of Paymaster. The results shall be reported to the membership at a membership meeting or in the Division's official publication.
4. The Board may establish other committees as needed.

Article XI

Vacancies

1. Vacancies of the Board shall exist on the death, resignation or removal of any Director. Any Director may resign effective upon giving written notice to the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Division would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the MER President.
2. Unless otherwise prohibited by these Bylaws or provisions of the NMRA or MER, vacancies on the Board may be filled by approval of the Board of Directors. If the number of Directors then in office is less than a quorum, a vacancy on the Board may be filled by approval of a majority of the Directors then in office or by a sole remaining Director. A person elected to fill a vacancy on the Board shall hold office for the unexpired term of the vacated office.

3. Should a Director miss three (3) consecutive meetings of the Board without good cause, he or she shall be considered to have resigned.

4. Any Division Director shall be deemed to have vacated his or her position at such time as he or she relocates his or her residence outside Division boundaries.

Article XII

Conflict of Interest

1. Directors shall disclose to the Board any conflicts of interest that arise. 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.

2. In the event that a Director questions whether a conflict exists, the issue shall be decided by a majority vote of the elected Directors present and voting, provided that the Director in question shall not vote.

Article XIII

Removal

1. 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.

Article XIV

Amendments

1. These Bylaws may be amended by two thirds vote of the members present at the annual membership meeting or a special membership meeting called for that purpose, provided there is a quorum.

2. The proposed amendment must be communicated to all members at least thirty days before the meeting.

Article XV

Dissolution

1. 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 Bylaws, or
- No meetings of the Division are held or scheduled for twelve months, or
- The Division charter is revoked by the MER

2. Upon dissolution, the last elected officers and directors will pay all outstanding bills, and promptly forward all assets and records to an MER official designated by the MER President. If the MER is unable or unwilling to receive the assets, they will be donated to a 501-c-3 organization whose purpose is generally consistent with that of the Division.

3. No member of the Division shall receive any of the assets.