

Bylaws of the
**Northern Utah Division of the
National Model Railroad Association**

Rocky Mountain Region, NMRA

**Article I
Name, Status, and Purpose**

- 1) The name of the organization is the Northern Utah Division of the National Model Railroad Association (also referred to as the "Northern Utah Division" or "Division"). It is established under the provisions of the governing documents of the Rocky Mountain Region (RMR), and the Regulations of the National Model Railroad Association (NMRA). If a conflict should develop between these Bylaws and the Region's governing documents, the Region's governing documents will govern. If there is a conflict with the NMRA Regulations, the NMRA Regulations will govern. If there is a conflict with Utah State law, Utah State law will govern.
- 2) The Division is incorporated as a non-profit corporation in the State of Utah.
- 3) The Division is organized to promote educational, charitable, historical, and fellowship activities related to model railroading and rail transportation.
- 4) The Division newsletter is the official publication of the Division.

**Article II
Territory**

- 1) The boundaries of division territory is determined by the Region.
- 2) Throughout these Bylaws, "residence" means the member's principal residence.

**Article III
Fiscal Year**

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

**Article IV
Membership, Dues, Activities, 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) Division activities are a benefit of membership in the NMRA. Therefore, all NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division, but only eligible members of the NMRA shall be privileged to vote in Division elections or hold Division office, as defined elsewhere in these Bylaws.

- 3) Guest attendance privileges may be granted to non-NMRA model railroaders to introduce them to the Division and the NMRA, but they must join the NMRA before attending more than three Division activities.
- 4) The Board of Directors may choose to charge fees for specific activities and services such as events, 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.
- 5) Division monies may only be spent by prior resolution of the Board. All authorized expenditures shall be made by check. All checks must be signed by the Treasurer and one other authorized director. Receipts equal to the amount of the check must be given to the Treasurer or the check cannot be issued unless authorized by the Board of Directors.

Article V Board of Directors

- 1) A Board of Directors (the "Board") will supervise and control the business, property, and affairs of the Division, by any practical means available, except as otherwise provided by law or these Bylaws.
- 2) The Board of Directors will consist of seven members: the Superintendent, the Assistant Superintendent, the Treasurer, and four Directors.
 - a) No member of the Board of Directors will receive remuneration of any kind for their services. However, they may be reimbursed for reasonable expenses upon the majority approval of the Board, if a written request and original receipts have first been submitted to the Board.
 - b) An elected officer may be recalled by petition, signed by two-thirds of the vote-eligible members of the Division and validated by the Board of Directors.
 - i. A recall petition, declared by the Board to be valid, immediately strips the recalled officer of any and all rights, duties, and obligations of their office.
 - ii. A recalled officer shall immediately surrender to an Officer of the Board any and all Division property, physical or otherwise.
- 3) The Board of Directors serve a term of two full fiscal years. The Superintendent and two Directors (Seat A and Seat C) serve terms beginning the first day of odd numbered fiscal years, and the Assistant Superintendent, Treasurer, and two Directors (Seat B and Seat D) serve terms beginning the first day of even numbered fiscal years.
- 4) The Superintendent performs the usual duties of an Officer of a non-profit corporation. The Superintendent is in charge of all Division Events and Board Meetings and may appoint any Board member to moderate any Division Event or Board Meeting. The Superintendent is an *ex-officio* member of all committees, except the Election Committee and Financial Review Committee. The activities of the Division are the responsibility of the Superintendent as directed by the board.
- 5) The Assistant Superintendent performs the usual duties of an Officer of a non-profit corporation, and will preside over Division and Board meetings that the Superintendent is unable to attend, and is responsible for membership records, recruiting, and retention efforts. If there is no Show Chairman, the Assistant Superintendent will assume the responsibility of Show Chairman.

- 6) The Treasurer performs the usual duties of a Financial Officer of a non-profit corporation, presides over Division and Board meeting that both the Superintendent and the Assistant Superintendent are unable to attend, and develops the Division's budget for review and approval by the Board at annual meeting. The physical and financial assets of the Division are the responsibility of the Treasurer
- 7) The Board of Directors will elect a Membership Manager from the membership of the Board of Directors.
- 8) The Board of Directors perform the usual duties of Trustees of a non-profit corporation, and fulfill assignments made by the Board of Directors. Oversight of the Superintendent, the Assistant Superintendent, and the Treasurer is the responsibility of the Board of Directors.
- 9) Vacancy in the office of Superintendent will be filled by a Director, appointed by a majority vote of the Board of Directors, within four weeks of the vacancy. Vacancies in any other office, including the former office of the Director appointed to serve as the Superintendent, must be appointed by the Board of Directors, within four weeks of the vacancy.
 - a) Appointees must be eligible to hold elected office, as specified elsewhere in these Bylaws, and shall serve out the remainder of the original term of their predecessor.
 - b) If no willing volunteers can be found to fill a vacancy within four weeks, the Board of Directors will assume any and all further responsibility for finding and appointing a successor.

Article VI

Board Meetings and Division Business

- 1) The Board of Directors will hold at least two regular business meetings each year, an "Annual Meeting" and a "Semi-Annual Meeting". A two-thirds majority vote (4 members) by the Board will require the Superintendent to schedule a special Board meeting.
 - a) The Superintendent, after consulting with the board, will set the date, time, and location of all Board meetings, provide each Board member with at least fifteen days advance notice of these meetings, and make an open invitation for all Directors to submit to the Clerk any items of business to be put in the agenda.
 - b) Board meetings shall be held not less than every other month and may meet as often as is necessary.
 - c) A majority of Board Members in attendance at any Division meeting shall constitute a quorum. A quorum must be present in order to conduct any Division business. Items before the board will be approved by a majority vote, unless otherwise specified in these Bylaws.
 - i. Board Members may vote by proxy, and shall thereby be considered as present and part of a quorum. Proxy votes must be written on paper and signed by the Trustee being absent and delivered to the Superintendent or another board member.

- ii. Directors may participate in Board meetings from remote locations, by any means that allows all participants to communicate in real time with each other, and shall thereby be considered as present and part of a quorum. (e.g. conference call, telephone call, FaceTime, etc.)
 - d) The annual and semi-annual meetings will be held as determined by the Board of Directors. Annual reports from the Superintendent, the Assistant Superintendent, and the Treasurer will be made to the general membership. At the annual meeting any proposed amendments will be presented to the membership for a vote.
 - e) All meetings of the Board of Directors will be guided by an agenda, provided to each Director at least 7 days before the meeting.
- 2) A quorum of the Board of Directors must be in attendance at the semi-annual & annual meeting, as defined by these Bylaws.
- 3) Unless otherwise stated in these Bylaws, the general intent of *Robert's Rules of Order* will govern board meetings.

Article VII Conflict of Interest

- 1) No member of the Board of Directors will cast a vote, or take part in the final deliberation, on any matter in which the Director, or members of the Director's immediate family, have a financial or personal interest.

Article VIII Indemnification

- 1) By resolution of the Board of Directors, the Division may indemnify any officer, board member, or agent against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being an officer, board member, or agent.

Article IX Elections

- 1) An Election Committee, appointed by the Superintendent no later than October 31, will serve until the end of the December event.
 - a) A Director who is not standing for re-election will be appointed to chair the committee.
 - b) Two vote-eligible Division members who are not currently serving on the Board of Directors and not standing for election will be appointed to the committee.
 - c) The Election Committee is responsible for conducting all aspects of the annual election.
- 2) Elections must provide a fair and adequate opportunity for each and every vote-eligible member to run for elected office.

- a) A clear description of the eligibility requirements for holding and running for elected office, and clear instructions on how to run for office, will be published in the issue of the Division newsletter that immediately precedes the October meet.
 - b) Eligible members may declare their candidacy for an office at any time between the opening of the October event and the close of the November event, by notifying the Election Committee of their intent. Each candidate may also submit a photo, and a 250-word (or less) candidate's statement, to be published in the issue of the Division newsletter that immediately follows the November event.
 - c) Each candidate is entitled to run for one elected office.
 - d) To be eligible to hold or run for an elected office, a candidate must reside within Division territory, be a member of the NMRA in good standing, and hold a membership classification in the NMRA that grants them the right to vote.
 - e) An office in any election that has no candidates declare for it will be considered vacant on January 1, and subject to appointment, according to the section of these Bylaws on vacancies.
- 3) Elections must provide a fair and adequate opportunity for each and every vote-eligible member to vote in the election.
- a) A clear description of the eligibility requirements for voting in a Division election, along with the official ballot and a list of authorized methods and clear instructions for returning a voted ballot, will be published in the issue of the Division newsletter immediately preceding the annual event.
 - b) Each eligible voter is entitled to one vote. Voting by proxy shall not be allowed for elections.
 - c) To be eligible to vote in a Division election, a voter must reside within Division territory, be a member of the NMRA in good standing, and hold a membership classification in the NMRA that grants them the right to vote.
- 4) At the December Event:
- a) The Election Committee will validate and count each voted ballot, open to any division members willing to view the tally. Only ballots cast by eligible voters will be counted.
 - b) Each member of the Election Committee will sign and date the official copy of the election results, thus certifying that they are a true and accurate record of the will of the membership of the Division.
 - c) The Election Committee will announce the election results to the membership at the December Membership Event.
 - d) The Election Committee shall submit to the Assistant Superintendent the "Election Record", which will contain all candidate statements, all ballots voted by any means, and the certified copy of the official election results. This record is to be retained in the Division Archive for three fiscal years.
- 5) The candidate receiving the most votes for an office is elected to that office. In the case of a tie, the issue will be decided by a public coin toss.
- a) Elected officers assume their office on January 1.

- b) Outgoing officers must surrender all Division property, physical or otherwise, to the Board no later than December 31.
- 6) Official election results will be published in the issue of the Division newsletter that immediately follows the December event.

Article X Amendments

- 1) Proposed amendments that will materially alter the intent, purpose, structure, meaning, or authority of these Bylaws may be proposed to the Board of Directors by any member of the Board, or by a submitting a petition to the Board of Directors that contains the signatures of 20% of the vote-eligible membership and the final text of the proposed amendment.
- a) Petitions will be rejected by the Board if the petition does not contain the proper number of valid signatures, does not materially alter the intent, purpose, structure, meaning, or authority of the Bylaws, or violates laws of the State of Utah, laws of the United States of America, the governing documents of the NMRA, the governing documents of the Region, or the remainder of the Bylaws of this Division.
 - b) The text of any valid proposed amendment, and the date, time, and place of the meet where the vote will occur, will be published in the next issue of the Division newsletter.
 - i. The vote shall not occur less than two calendar weeks after the proposed amendment was published.
 - ii. A quorum of the Board of Directors must be physically present at any meeting where a vote on a proposed amendment will occur.
 - iii. A two-thirds vote of the vote-eligible members present at the meeting will adopt the proposed amendment. Adopted amendments *immediately* become part of the Bylaws. The Board of Directors secretary will update the Bylaws accordingly, and publish the amended bylaws in the next issue of the Division newsletter.
- 2) Administrative amendments serve only to correct errors found in the Bylaws that, when corrected, will not materially alter the intent, purpose, structure, meaning, or authority of these Bylaws, and may only be proposed by a member of the Board of Directors. Administrative amendments must clearly indicate the corrections to be made, and shall pass with a two-thirds vote of the Board of Directors. A precise summary of administrative amendments passed by the Board of Directors will be published in the next issue of the Division newsletter.

Article XI Financial Review

- 1) The Superintendent will appoint, at the November Event, a Financial Review committee to conduct an annual review of the Division's finances or, immediately upon a vacancy in the office of Treasurer, a Financial Review committee to conduct a special review of the Division's finances.
- 2) The Superintendent, the Treasurer, and anyone who has assisted the Treasurer with the Division's finances at any time during the previous twelve months, are strictly forbidden from serving on this committee.
 - a) A member of the Board of directors will be appointed to chair this committee that is not in the position of Treasurer or Superintendent.
 - b) Two members of the Division not currently serving on the Board, and vote-eligible, will be appointed to the committee.
- 3) The Financial Review committee will review the financial records of the Division to ensure that all Division assets have been properly accounted for and that there are no inconsistencies in the financial record. They will report their findings to the membership at the December meet, in the case of an annual review, or at the next member meet, in the case of a special review.

Article XII Dissolution

- 1) No part of this procedure for dissolution shall supersede or override the procedures for dissolution as specified in the Articles of Incorporation.
 - a) The Division will be considered dissolved when a proposed amendment for dissolution is adopted, or if there have been no Division meetings or events held or scheduled for twelve months, or if the Division charter is revoked by the Region.
 - b) Unless otherwise specified in the Articles of Incorporation, the last elected officers will pay all outstanding bills and promptly forward all assets and records to the Region official designated by the Region President. If the Region is unable or unwilling to receive these assets, they will be donated to another 501(c)(3) organization whose purpose is generally consistent with that of the Division.