



# **Bylaws of the Potomac Division Mid-Eastern Region, National Model Railroad Association**

Adopted April 18, 2021

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## **Article I**

### **Name, Purpose, and Boundaries**

#### Section 1 – Name

This organization shall be known as the Potomac Division (the “Division”) and is established as an unincorporated Division of the Mid-Eastern Region (MER) of the National Model Railroad Association, Inc. (NMRA), a not-for-profit corporation in the State of Maryland. The 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 Bylaws of the MER and/or the NMRA Regulations, the Bylaws of the MER or the NMRA Regulations shall govern.

#### Section 2 - Purpose

The Purpose of the Division is to promote the objectives of the NMRA as set forth in the NMRA Regulations.

#### Section 3 – Boundaries

The boundaries of the Division are designated by the MER and are as follows:

- In the State Of Maryland, the counties of Calvert, Charles, Montgomery, Prince George's, and St. Mary's;
- The District of Columbia;
- In the Commonwealth of Virginia, the City of Alexandria, the counties of Arlington, Fairfax, Falls Church, Fauquier, Loudoun, Manassas, Manassas Park, Prince William, and Rappahannock, and independent cities within these counties.

## **Article II**

### **Membership, Publications, and Fees**

#### Section 1 - Definition of Member

Only NMRA members who are in good standing, as defined by that most currently available data as supplied to the Division from the MER, and who reside within the Division boundaries, can be members of the Division.

#### Section 2 – Privileges of Membership

Membership in the Division shall include the following privileges:

- The right to hold office (except for Family and Railpass members).
- The right to vote (except for Family and Railpass members).
- The right to attend all public meetings of the Division.
- The right to receive all publications of the Division.

Except for holding a Division office or voting, any NMRA member in good standing may attend or participate in any Division activity.

### Section 3 – Division Publications

There shall be an official newsletter of the Division to be known as the *Potomac Flyer*, which shall be published as determined by the Potomac Division’s Board of Directors. All notices of meetings and those of the Division’s Annual Meeting shall be published in the *Potomac Flyer* and shall constitute official notice to the membership as required by the Division’s Bylaws.

### Section 4 – Subscriptions and Fees

Each Division member in good standing, as defined by that most currently available data as supplied to the Division from the MER, shall be entitled to receive a subscription to the *Potomac Flyer*, or may decline to receive a subscription. Any NMRA member in good standing may subscribe to the *Potomac Flyer*. The Division’s Board of Directors shall determine the format of the *Potomac Flyer* (print, electronic, etc.), and all applicable subscription rates.

At the discretion of the Division’s Board of Directors, other fees may be charged for Division activities and services to defray operational costs.

## **Article III Membership Meetings**

### Section 1 – Annual Meeting

An Annual Meeting of the Division shall take place at such time and place as determined by the Division’s Board of Directors during the first half of each year. The Annual Meeting is open to all Division members at no cost (see Policy document for the Potomac Division).

### Section 2 – Notification of Meetings

The Clerk shall ensure that notices of the Annual Meeting or Special Meetings are sent to Division members at least thirty (30) days prior to the date of such meetings. Notice will be deemed sufficient when such notice is sent to the last address of record with the NMRA. Notice to subscribers of the Annual Meeting or Special Meetings may be made by inclusion in an issue of the *Potomac Flyer*.

### Section 3 – Quorum

At the Annual Meeting or at any Special Meeting, fifteen (15) Division members shall constitute a quorum for the transaction of business.

### Section 4 – Conduct of Meetings

The rules contained in "**Robert's Rules of Order, Newly Revised**" shall govern the Annual and Special Meetings in all cases where they are applicable, and in which they are not in conflict with the Division's Bylaws and Policies.

## Section 5 – Financial Responsibility

Except as otherwise provided in this section, no individual shall bear any financial loss from any event approved by the Division Board of Directors that arises from a written contract in connection with that event and when that contract complies with all provisions of the Division's Policies in place at the time the contract was executed. This provision shall not apply when the event is held in conjunction with the NMRA, NMRA Mid-Eastern Region, or another MER Division, or to any loss from personal injury, death, property damage, destruction, or any tort except as is actually covered by insurance in force.

## **Article IV Division Officers**

### Section 1 - Election of Officers

A Division Officer must be a Division member in good standing, as defined by that most currently available data as supplied to the Division from the MER, must reside within the Division's boundaries, and must be eligible to vote and hold office from the time of nomination until the completion of his or her term. Each Division Officer must be eligible for bonding as may be required by the Division Board of Directors. In addition, the Division Superintendent must have served as least one (1) full term in an elected position on the Division's, MER's, or NMRA's Board of Directors.

An Officer is determined to have vacated office:

- If and when the member's NMRA membership expires, or the member is no longer a NMRA member in good standing, or eligible to hold office, or vote; as determined by the records provided by the NMRA.
- If the member no longer resides within the Division's boundaries.
- If the member is removed from office.
- If the member is otherwise deemed to be vacated as provided in the Division Bylaws.

Elections for Officers shall be held annually at the Division's Annual Meeting. All Officers of the Division shall be elected for a two (2) year term, with the three (3) Officers (Superintendent, Senior Assistant Superintendent, Clerk) elected on odd-numbered years and the two (2) Officers (Assistant Superintendent, Paymaster) elected on the even-numbered years. Officers shall take office as the final item of business at the Annual Meeting, which is when terms end and successors take office.

No two Offices listed in Article IV may be held by the same person. If a member of the Board of Directors is elected to another position and still has an unexpired term in another office, that member shall be deemed to have vacated the office to which that member was previously elected.

No Superintendent, Senior Assistant Superintendent, or Assistant Superintendent may hold the same office for more than two (2) consecutive terms. The Offices of Clerk and Paymaster are limited to five (5) consecutive terms.

## Section 2 – Removal or Suspension of an Officer or Other Vacation of Office

Any elected Officer may be removed from Office for misfeasance, malfeasance, or nonfeasance:

- A. At a Special Meeting called solely for that purpose, and that may occur only upon the written complaint by a majority of the members of the Division’s Board; or
- B. By a petition signed by 30% of the members of the Division. Removal from office of an Officer shall take place only by an affirmative vote of 30% of the membership of Division.

Any Officer may be excused from attending a scheduled meeting by a majority of the Board of Directors by submitting a justification in writing to the Presiding Officer. This notification must be made two (2) weeks prior to the meeting. This notification can be waived in the event of an emergency. The holder of an Office listed in Article IV, Section 1, who is absent without approved excusal during roll call at scheduled Board Meetings for the third consecutive time shall be considered as having resigned, and the Superintendent will deem the Office vacated, unless a valid, written reason is presented within thirty (30) days of the date of the first official absence. Such action may be held in abeyance by a unanimous vote of the Board of Directors.

An Officer may be suspended from office upon an affirmative majority vote of the Board of Directors. Such action must be initiated with a written statement by a member of the Board of Directors. This statement must present the full justifications for which the Officer should be suspended. The Officer receiving the suspension notice shall be given the opportunity to present a rebuttal at a Board of Director’s meeting to be held no less than ten (10) nor more than thirty (30) days after the presentation of notice.

An Officer may also be immediately suspended from office without notice or hearing only by unanimous vote of the Board of Directors – not including the Officer who is subject of the summary action. If said Officer is suspended, the Presiding Officer shall appoint a successor to serve during the period of suspension with the unanimous consent of the remaining Board. An Officer suspended by this process may be reinstated by the Board’s unanimous vote after a period of sixty (60) days.

If an Officer resigns, dies, or the position is otherwise vacated, the Presiding Officer shall appoint a successor to fill the unexpired term, which requires the approval of a majority of the Board of Directors.

## Section 3 – Superintendent

The Superintendent is the Chief Executive Officer of the Division and shall perform the duties of the executive of a non-profit organization and shall preside at all Division meetings. The Superintendent shall be the only Officer authorized to make commitments or to discuss outside activities for the Division unless such authority is delegated to another designated Officer.

- The Superintendent shall perform the usual duties of the head of a non-profit organization.
- The Superintendent shall appoint the Chairperson(s) and members of all Committees of the Board except the Audit Committee and shall define the roles and responsibilities for such Committees.
- The Superintendent shall preside over all meetings of the Division.
- The Superintendent shall be an *ex officio* member of all Committees, EXCEPT the Nomination and Audit Committees.
- The Superintendent shall perform all other duties as required by the Division's Bylaws or assigned by the NMRA or MER President.

#### Section 4 – Senior Assistant Superintendent

- The Senior Assistant Superintendent shall perform the duties of a Vice President of a non-profit organization.
- The Senior Assistant Superintendent shall, in the absence or disability of the Superintendent, perform all duties and responsibilities of the Superintendent.
- The Senior Assistant Superintendent shall perform such other duties as may be specified by the Superintendent or assigned by the Board of Directors.
- The Senior Assistant Superintendent shall biennially review the Division Bylaws and make recommendations to the Board of Directors for any needed changes or corrections.

#### Section 5 – Assistant Superintendent

- The Assistant Superintendent shall, in the absence or disability of the Senior Assistant Superintendent, perform all duties and responsibilities of the Senior Assistant Superintendent.
- The Assistant Superintendent shall perform such other duties as may be specified by the Superintendent or assigned by the Board of Directors.

#### Section 6 – Clerk

- The Clerk shall perform the duties of a Secretary of a non-profit organization.
- The Clerk shall be the holder of all official records of the Division.
- The Clerk shall prepare a draft meeting agenda and circulate it to the appropriate individuals prior to all Division meetings.
- The Clerk shall be the official recorder of all Division meetings by taking minutes and providing draft minutes of all Division meetings to the Board of Directors within ten (10) days of such meetings for their review and approval. Such minutes can be provided electronically, by mail, or in person. Such minutes shall be published on the Division's website after approval.
- The Clerk shall provide like duties for the Committees of the Board of Directors.
- The Clerk shall perform such other duties as may be specified by the Superintendent or by the Board of Directors.
- The Clerk shall be responsible for providing an up-to-date list of the Division's Board of Directors to the Secretary of the MER and NMRA.

#### Section 7 – Paymaster

- The Paymaster shall perform the duties of a Treasurer of a non-profit organization.
- The Paymaster shall be responsible for the financial records, to include a record of all receipts and disbursements, of the Division.
- The Paymaster shall submit a report to the Superintendent on a frequency as set forth in the Division's Policy and Executive Handbook.
- The Paymaster shall ensure that monies of the Division are deposited promptly into accounts maintained for that purpose by the Division at a convenient bank.
- The Paymaster shall also ensure that all Division bank accounts require a single signature of the Superintendent or Paymaster. Payments in excess of \$100 shall require the signatures of the Superintendent and Paymaster.
- The Paymaster shall see that the proper signatures are promptly placed on all Division accounts after each election as needed. If there is a change in Paymaster, then the Superintendent shall promptly see that the incoming Paymaster is added to the Division accounts.
- The Paymaster shall pay all vouchers in a prompt manner.
- The Paymaster shall prepare and present a Paymaster's Report to the membership at the Annual Membership meeting. Such report shall also be published in the *Potomac Flyer* prior to the Annual Membership Meeting.
- The Paymaster shall provide an oral report at any Division meeting when requested by a member.

## **Article V Board of Directors**

### Section 1 – Membership of the Board of Directors

The Board of Directors of the Division shall consist of the following:

- Superintendent
- Senior Assistant Superintendent
- Assistant Superintendent
- Clerk
- Paymaster

### Section 2 – Legal Title to Property

The Division's Board of Directors shall hold title to all property and monies of the Division in trust for its members.

### Section 3 – Budget

The Paymaster shall not pay any voucher in excess of the budgeted amount without approval by the Board of Directors.

### Section 4 – Board of Director Meetings

There shall be least two (2) meetings per year of the Division Board of Directors, one of which shall be held in conjunction with the Division's Annual Meeting. The second meeting will focus on the

operations and planning for the coming year. Any additional business will be addressed as required. Meetings shall be held at such a place and time as determined by the Superintendent with the concurrence of a majority of the other members of the Board of Directors. Notice of such meetings will be posted to the Board at least fifteen (15) days in advance.

The two (2) meetings shall be conducted with the members of the Board physically present. Additional meetings of the Division's Board of Directors may be by telephone, electronic media, or other means as approved by all the Division's Board of Directors.

The business and affairs of The Division shall be managed by the Board of Directors, which may exercise, in the name of the Division, all the powers necessary to carry out the functions of the Division as set forth elsewhere in these Bylaws.

#### Section 5 – Quorum

A quorum for Board of Director meetings shall exist if:

There are three (3) Board members present either physically or via telephone or electronic means. No proxy shall be recognized for Board of Director meetings.

#### Section 6 – Voting

Officers listed in Section 1 of this Article shall be the only individuals permitted to vote concerning actions of the Board of Directors.

#### Section 7 – Compensation

No Officer or member will receive any remuneration of any kind for his or her services. Reimbursements for reasonable expenses incurred while acting for the Division can be made with the approval of the Board and upon presentation of a written request and all appropriate receipts.

#### Section 8 – Recusal

Officers of the Division shall not participate in any business activities or any decision-making actions of the Division's Board of Directors from which they, or any family members, would profit.

#### Section 9 – Executive Handbook

There shall be an official publication of the Division known as the "Potomac Division Executive Handbook," which contains the Division's Bylaws, vital records, and all the Division's Operating Directives, Policy, and Personnel Descriptions. The Handbook shall be available to all members via download from the Division website or from the Clerk. The Clerk will also make the Handbook available to any committee Chair to provide guidelines for the administration and operation of the Division.



## **Article VI**

### **Nominations, Ballots, and Elections**

#### Section 1 – Nominations and Elections

The Superintendent shall appoint a Nominations Committee at least ninety (90) days prior to the Division's Annual Meeting. The Committee shall be composed of at least two (2) Division members in good standing not currently holding seats up for election on the Board of Directors. One Committee member will serve as Chairperson. The purpose of the Nominations Committee shall be to create a slate of candidates to fill the seats of Board of Director whose terms are due to expire.

The establishment of the Committee shall be published in the *Potomac Flyer* a minimum of sixty (60) days prior to the Division's Annual Meeting. The article will include all pertinent information and points of contact.

The deadlines and schedules for nominations and balloting shall be as stated in the Potomac Division Executive Handbook and shall be published in the *Potomac Flyer* that is published each year prior to that year's election or distributed through an electronic means such as Mailchimp.

Candidates for Board positions shall submit a written statement of candidacy to a member of the Nominations Committee a minimum of thirty (30) days prior to the date of the Division's Annual Meeting. No candidacy statements will be accepted after the established date. The candidacy statement shall not exceed two hundred (200) words, shall be of a professional and civil tone, and shall include a recent image of the candidate. Division members in good standing may nominate themselves as a candidate. No nominations will be accepted from the floor at the Division's Annual Meeting.

The Nominations Committee shall review the candidacy statements and interview the candidates, if necessary, to determine their qualifications to hold office as set in the Bylaws. The Nominations Committee's report shall be provided to Division membership no later than fifteen (15) days prior to the Division's Annual Meeting. The report shall be published in the *Potomac Flyer* with all the candidates' full statements and images.

Candidates for the Board shall run for specific positions. The current list of offices includes: Superintendent, Senior Assistant Superintendent, Assistant Superintendent, Clerk, and Paymaster. At the time of the elections, the Superintendent shall turn the Division's Annual Meeting over to the Chairperson of the Nominations Committee to conduct the election. The Chairperson will be responsible for deterring fraud and for tallying the ballots as per Policy.

All members eligible to vote may vote either by casting a physical ballot at the Annual Meeting, or by an electronic voting system, if available, or if lacking e-mail on record, by a mailed ballot. Members voting by mail must have their selections of Officers clearly indicated and received no later than two (2) days prior to the Annual Meeting. Members using the mail must include their name and NMRA Membership number. No proxy votes will be accepted for the election of Board members. Ballots distributed at the Annual Meeting will be reasonably designed to deter fraudulent duplication.

Candidates receiving a simple plurality of votes shall be declared elected to the position that they were announced as candidates.

The duties and responsibilities of this Committee can be found in the Policy Section of the Potomac Division Executive Handbook.

## **Article VII Standing Committees**

### Section 1 – Committees

Standing Committees are those permanent Committees that carry out the normal operations of the Division. They shall be established by the Division Board of Directors and listed in the Potomac Division Executive Handbook.

### Section 2 – Committee Chairs

Committee Chairs shall be members of the Division. Committee Chairs are appointed by, and serve at the pleasure of the Superintendent EXCEPT for the Financial Oversight Committee Chair, who shall be appointed by a majority of the Division Board of Directors upon the recommendation of the Superintendent. In selecting appointees for committee Chair positions, the Superintendent shall consult with the Officers to whom committee Chairs will report. Each of the committee Chair positions shall be approved by a majority of the Division Board of Directors. Committee Chairs shall be deemed to have vacated their position if:

- The Committee Chair’s NMRA membership expires, or if Committee Chair is no longer is a member of the NMRA in good standing, as determined by the records of the NMRA as supplied to the Division.
- The member no longer resides within the boundaries of the Division.
- When two-thirds (2/3) of the Division Board of Directors determines that the member is no longer able to perform the duties of office before the end of his or her term. In such an event a successor shall be selected in the same manner as the prior Chair.

The Superintendent shall designate an elected official to whom the Committee Chairs will report, except for the Financial Oversight Committee Chair, who shall report to the entire Division Board of Directors. Except for the Financial Oversight Chair, the Committee shall file a written report of yearly activities with the designated member of the Board of Directors at least ten (10) days prior to the Division’s Annual Meeting, which allows the Board Member overseeing the Committee to report to the membership. The Superintendent may replace Committee Chairs, except for the Financial Oversight Chair, when the Superintendent feels it to be in the best interest of the Division. The Financial Oversight Committee Chair can only be replaced by a majority vote of the Division Board of Directors.

### Section 3 – the Financial Oversight Committee

The Division's Board of Directors shall appoint a Financial Oversight Committee of two (2) or more members. This appointment will be based upon the recommendation of the Superintendent or any Board Member. The responsibilities of this Committee shall be:

- Conduct an Financial Oversight in-depth review of the Division's financial books and statements at least every two (2) years, whenever there is a change in personnel in the Paymaster position, or upon a two-thirds (2/3) majority vote of the Division's Board of Directors.
- Report the results of the financial review at the first Division Board of Director meeting after the financial review takes place.
- When and where appropriate, recommend changes in the Division's financial practices, policies, and procedures based on guidelines established by the NMRA and/or MER.
- Members of the Division's Board of Directors may not serve on the Financial Oversight Committee.

#### Section 4 – Committee Members

Except for the Financial Oversight Committee, Superintendent shall appoint, with the concurrence of the Committee Chair, Committee members in numbers as needed. All Committee members serve at the pleasure of the Superintendent.

### **Article VIII Special Committees**

#### Section 1 – Origin

The Superintendent may create a Committee as the need arises. Such a Committee shall be known as a Special Committee.

#### Section 2 – Special Committee Chairs

Special Committee Chairs shall be members of the Division. Special Committee Chairs shall be appointed by and serve at the pleasure of the Superintendent. The appointed Chair shall report directly to the Superintendent.

#### Section 3 – Termination of a Special Committee

A Special Committee shall be dissolved upon completion of its assigned duties or sooner at the discretion of the Superintendent.

#### Section 4 – Committee Members

The Superintendent and the Special Committee Chair shall appoint Committee members as deemed appropriate. Special Committee members serve at the pleasure of the Superintendent.

#### Section 5 – Bylaws Committee

The Superintendent shall appoint a Bylaws Committee to conduct a comprehensive review of the Division's Bylaws and related provisions of the Potomac Division Executive Handbook at least every five (5) years, or earlier if Mid-Eastern Region recommends changes as a result of its review of the Division Bylaws. The Senior Assistant Superintendent shall serve as the Chair of this Special Committee.

Membership of this Special Committee shall consist of no fewer than two (2) current members of the Division's Board of Directors. The Superintendent may choose to appoint a third member who was either a former member of the Board or an Officer of the MER Board knowledgeable in NMRA Bylaws, and in law or parliamentary procedure.

The Special Committee shall make recommendations to the Division's Board of Directors for any changes to the Division's Bylaws or Potomac Division Executive Handbook they deem necessary that comply with the law, NMRA, or MER requirements. The Division's Superintendent shall keep the Potomac Division Executive Handbook in compliance and conformity with the Division's Bylaws.

#### Section 6 – Executive Committee

The Executive Committee shall consist of the Superintendent, the Senior Assistant Superintendent and the Clerk. The presence of two members of the Executive Committee shall constitute a quorum for the conduct of the Executive Committee's business. The Executive Committee shall have the power to transact all regular business of the Division during an interim between the meetings of the full Board. Any action taken must comply with the policies and expressed wishes of the full Board. Executive Committee actions shall be reported fully to the full Board at the Board's next meeting.

### **Article IX Amendments**

#### Section 1 – Process

Amendments to the Division's Bylaws shall be made the following manner:

- By majority vote of members present at the Division's Annual Meeting.
- By majority vote of members present at a Special Meeting called by the Superintendent for that purpose.
- By a ballot authorized by a majority of the Division's Board of Directors.

Any proposed Amendments shall be submitted to the membership with notice of at least fifteen (15) days prior to such a vote by the Division membership.

#### Section 2 - Notice

Any notice to a Division member shall be deemed sufficient provided it was sent to the last address of record with the NMRA.

#### Section 3 - Voting

A majority votes cast will be deemed sufficient to amend the Division's Bylaws.

## **Article X**

### **Dissolution of the Division**

Dissolution of the Division shall occur whenever one of the follow events occurs:

- A motion for dissolution is adopted in the same manner as for the amendment to the Division's Bylaws.
- Whenever a twelve (12) month period has lapsed and no meetings of the Division's Board of Directors, Annual, or Special Meetings have been held.
- The Division Charter is revoked by the MER.
- The NMRA or MER withdraws the rights of the Division to function.

Upon dissolution, the last elected Officers shall assure that all outstanding bills are paid out of Division funds, close all money accounts, and promptly forward all Division assets and records to the Business Manager of the MER. If the MER is unable or unwilling to accept the assets, the Officers shall donate them to one of the neighboring Divisions of the MER, and thereafter to any other Division of the MER. No member of the Division shall be eligible to receive any of the assets. However, if the named recipient is not then in existence or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation or Corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## **Article XI**

### **Indemnification**

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

# Attachment A Potomac Division Area

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

