

Bylaws of the Potomac Division
Mid-Eastern Region, National Model Railroad Association
(Adopted March 24, 2018)

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 (MER) of the National Model Railroad Association (NMRA). The MER is 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 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:
 - 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 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 MER.
3. Throughout these Bylaws, “residence” means the member’s principal residence.
4. An attachment to these Bylaws 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
Board of Directors

1. The business and affairs of The Division shall be managed by a Board of Directors (the “Board” or the “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 in Article I, paragraph 2, except as such powers may be limited by these Bylaws.

2. The members of the Board are elected at the election meeting as prescribed in Article XIII.
3. The Board will hold at least two regular meetings each year. The time, day, and place will be determined by the Board at least fifteen days in advance.
4. Special meetings may also be held if requested of the majority of the Board members.
5. The Board shall select the format and media for each meeting, including physical face-to-face and any form of electronic communication.
6. The presence, in person or by live interactive telecommunications, of a majority of the members of the Board shall constitute a quorum at a physical meeting for the transaction of any business.
7. A quorum for an e-mail meeting shall exist when three-quarters (75%) of the members of the Board shall have voted on a motion, including the votes of abstain or present.
8. Voting by proxy at Board meetings is not permitted. However, one or more members of the Board may participate in a Board meeting by telecommunications that allows all participants to hear each other.
9. 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.
10. Unless otherwise stated in these Bylaws, the most current edition of *Robert's Rules of Order* will govern the conduct of board meetings.

Article V Duties of Officers

1. The officers, selected by and from the duly-elected Board of Directors in accordance with Article XIII, will consist of the Superintendent, Senior Assistant Superintendent, Assistant Superintendent, Clerk, and Paymaster.
2. The Superintendent is 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 is the only officer authorized to make commitments or to discuss outside activities for the Division. Authorization may be delegated to other officers.
The Superintendent shall:
 - Perform the usual duties of the head of a nonprofit organization.
 - Appoint the Chairperson and members of all committees of the Board not specifically enumerated in these Bylaws and shall define their functions and responsibilities, subject to the approval of the Board.
 - Preside over Division and Board meetings
 - Be an *ex officio* member of all committees except the Nominating and Audit Committees.
 - Perform all other duties as required by the MER Bylaws.
3. The Senior Assistant Superintendent shall, in the absence or disability of the Superintendent, perform the duties of the Superintendent and shall perform such other duties as specified by the Superintendent or the Board.
4. The Assistant Superintendent shall, in the absence or disability of the Superintendent and Senior Assistant Superintendent, perform the duties of the Superintendent and shall perform such other duties as specified by the Superintendent or the Board.
5. The Clerk shall supervise the keeping of non-financial records of the Division. The Clerk shall:
 - Prepare a draft meeting agenda prior to Board and Membership meetings and circulate it to Board members for comment

- Record minutes of all Board meetings
 - Provide draft minutes to Board members within ten days following the meeting for approval either by e-mail or at the next Board meeting.
 - Assure that the summary minutes are published on the Division's web-site
 - Perform like duties for the committees of the Board
 - Perform such other duties as may be prescribed by the Board or the Superintendent, under whose supervision the Clerk shall be.
 - Forward a list of Directors elected at the Election and officers selected in accordance with Article XIII, to the Secretary of the MER as soon as practicable.
 - Biennially review the Division Bylaws and submit recommendations to the Board.
6. The Paymaster supervises the custody of the funds and securities of the Division. The Paymaster shall:
- Kept full and accurate accounts of receipts and disbursements
 - Deposit 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.
 - Disburse the funds of the Division as may be ordered by the Board, making proper vouchers for such disbursements
 - Render to the Superintendent and the Board, at their regular meetings and when required, an account of all transactions and of the financial condition of the Division.
 - Prepare a summary report on the financial condition of the Division to be published in the first issue of the Potomac Flyer published after the end of the fiscal year

Article VI 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 Board 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 non-NMRA members to introduce them to Division, MER, and NMRA activities. However, no one may consistently attend Division activities without joining the NMRA.

Article VII Voting and Office Holding Rights

1. To vote or hold office in the Division, NMRA members must live within the Division's territory. Board members who move out of the Division vacate their positions.
2. Each voting member will have one vote at any meeting of the members.

**Article VIII
Vacancies**

If the Superintendent, Senior Assistant Superintendent, Assistant Superintendent, Clerk or Paymaster are unable or unwilling to perform their duties before the expiration of their term, a replacement shall be elected by the affirmative vote of a majority of the Board members present at a meeting. Replacements shall serve for the unexpired term of the predecessor in office. Replacements must meet the eligibility requirements stated in Article VII.

**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**

The 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.

The Superintendent shall appoint the following Committees:

- 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 Article XIII.
- 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.
- Other committees as needed to carry on the activities of the Division.

**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 Election 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 communicated to members following the Annual Meeting in the *Potomac Flyer*

4. Proxy voting is permitted on any issue where fifteen days advance notice is sent to members by email or publication in the *Potomac Flyer*, such as referendums or changes in the Bylaws. Proxies should be sent to the Clerk, who will vote them as directed. Email is acceptable for proxies.
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. Meetings to elect the Board of Directors shall be scheduled no less than 11 months and no more than 20 months apart, to coincide whenever possible with other Division or Region events such as the MER Convention and the Potomac Division Mini-convention.
2. There shall be five members of the Board of Directors. Two members shall be elected in even-numbered years and three shall be elected in odd-numbered years. The terms of incumbents at the time of adoption of these Bylaws shall be determined by lot.
3. Members elected to the Board of Directors will take office upon termination of the Election Meeting.
4. Elected Members of the Board shall serve until their successors take office.
5. In preparation for each Election Meeting, the Nominating Committee will solicit candidates. In addition, any three members may nominate a Potomac 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 thirty days ahead of the election.
6. The names of candidates for the Board of Directors will be communicated to the membership by email or publication in the *Potomac Flyer* at least fifteen days before the election.
7. The election will be conducted by the Nominating Committee Chair at the Election Meeting. When there are more candidates than vacancies, the 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.
8. As identified in Article V, the Division officers are Superintendent, Senior Assistant Superintendent, Assistant Superintendent, Clerk and Paymaster. The Officers shall be selected by and from the duly-elected Board of Directors within ten days of the election of the Board of Directors. Officers may not be selected without their consent.
9. Officers will serve until their successors take office.
10. No one may fill more than one Officer position simultaneously except for brief transition periods.

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 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 Election Meeting 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

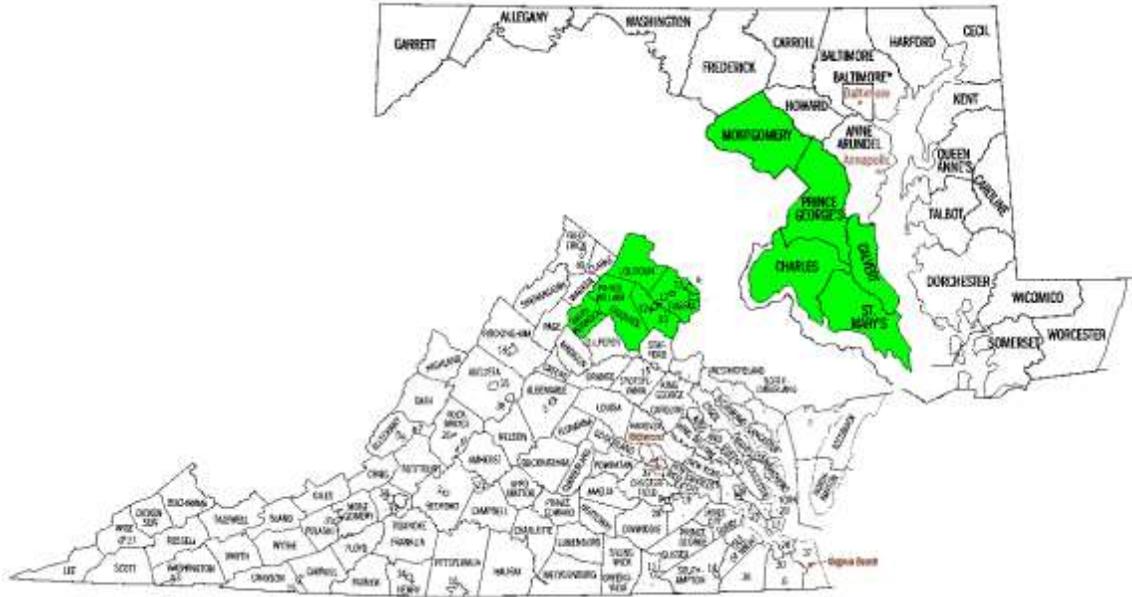
The division will be considered dissolved when any one of the following events occurs:

- A motion for dissolution is adopted in the same manner as is provided for amendment of the Bylaws, or
- No meetings or activities of the Division are held or scheduled for twenty-four 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.

Attachment:
Potomac Division Area

Potomac Division Area



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