

# **By-Laws of the Susquehanna Division 11 Mid-Eastern Region, National Model Railroad Association**

## **ARTICLE I Name and Purpose**

**Section 1.** The name of the organization is the Susquehanna Division 11 (the “Division”). It is established under the provisions of the By-laws of the Mid-Eastern Region (MER), and the Regulations of the National Model Railroad Association (NMRA). If a conflict should develop between these By-laws and the Regional By-laws and/or the NMRA Regulations, the Regional By-laws or the NMRA Regulations will govern.

**Section 2.** The Susquehanna Division 11 serves to promote the hobby of model railroading through educational, fellowship, and historical activities in accordance with the policies and actions of the MER, NMRA.

## **ARTICLE II Territory**

**Section 1.** The Susquehanna Division shall be comprised of the following counties in Pennsylvania:

Adams, Berks, Blair, Cambria, Carbon, Centre, Columbia, Cumberland, Dauphin, Huntingdon, Juniata, Lackawanna, Lancaster, Lebanon, Lehigh, Luzerne, Lycoming, Mifflin, Monroe, Montour, Northampton, Northumberland, Perry, Pike, Schuylkill, Snyder, Sullivan, Susquehanna, Union, Wayne, Wyoming and York.

**Section 2.** Throughout these By-laws, “residence” means the member’s principal residence.

## **ARTICLE III Fiscal Year**

**Section 1.** The Division fiscal year will be from July 1 to June 30 of the following year.

## **ARTICLE IV Membership, Dues and Finances**

**Section 1.** Regular Membership

A. NMRA members are automatically members of the Division where they reside.

B. 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.

## **Section 2. Guest Membership**

A. Guest privileges will be granted to model railroaders, without discrimination, in the Susquehanna Division to encourage their participation in the Division's, Region's, and NMRA's activities. A time limit of six months shall exist for guest privileges. At that time, the Division will encourage the Guest to become a full member of the NMRA. Guests will have no voting rights with the Susquehanna Division, nor will they be allowed to hold any offices or any committee chair positions.

## **Section 3. Dues**

A. All dues are paid at the NMRA level. No additional dues will be required for Division membership for NMRA members who reside within the Division's territory.

## **Section 4. Finances**

A. The Division newsletter, SUSQUEHANNA SIDETRACKS, will be distributed via electronic mail. Members who do not have access to electronic mail may receive the newsletter via regular mail for a charge on a yearly basis. This charge will be decided by the Division Board of Directors based on the cost of printing the newsletter and the cost to mail it.

B. The Division may sponsor fund raising activities as approved by the BOD. Such activities will be limited to model railroading/railroading activities such as train shows/meets, mini-conventions, open houses, and similar activities. For such activities, the fees will be the same for all NMRA members, regardless of residence.

## **Section 5. Audits**

If the MER or NMRA requires periodic financial audits, the MER or the NMRA must provide the agency and persons to conduct such audits.

## **ARTICLE V Voting and Office Holding Rights**

**Section 1.** All Division officers, members of the Board of Directors, and officials must be members of the Division. To vote or hold office in the Division, members must live within the Division's territory. Each voting member will have one vote at any meeting of the members.

## **ARTICLE VI Board of Directors**

### **Section 1. Officers**

A. Officers of the Susquehanna Division shall consist of: the Superintendent (with duties as president), Assistant Superintendent (with duties as vice-president), and Chief Clerk (with duties as secretary and treasurer). They shall be elected for a two year term in the spring of even-numbered years, holding office from July 1 of that same year to June 30 of the second year.

B. The Chief Clerk shall keep an account of all funds received and dispersed, render a proper accounting for these funds at the annual business meeting, and make books available for an annual audit by a properly qualified member of the Susquehanna Division 11, as appointed by the Superintendent. Audits will also be conducted at the departure of the Chief Clerk. The Chief Clerk shall be Bonded by Division 11 in regards to his or her activities as the Division Treasurer. The bond shall cover any and/or properties and monies held by the Treasurer.

C. The Superintendent shall appoint a qualified replacement to fill out the unexpired term of any Board of Directors position subject to the approval of the Board of Directors. In the event the Superintendent office is vacated, the Assistant Superintendent shall either fill out the unexpired term or appoint a replacement subject to the approval of the Board of Directors.

D. No Officer or Board member may hold more than one office at the same time. If elected or appointed to a new position, said election constitutes a resignation from the former position.

E. Any Officer or Board member may be removed from Office by a two-thirds vote of the members responding to a ballot to be conducted by mail. This ballot is to take place upon written complaint to any Board of Directors member of ten (10) or more Division members expressing misfeasance, malfeasance, or nonfeasance of the office.

## **Section 2.** The Board of Directors

The Board of Directors shall consist of seven (7) members: the three elected Officers, the Past Superintendent (until he is replaced by the next Past Superintendent), and three (3) directors, and will be chaired by the Superintendent. The directors shall be elected for a two year term in the spring of odd-numbered years, holding office from July 1 of that same year to June 30 of the second year. In the event the Past Superintendent is unwilling, ineligible, or unable to be a member of the Board, a fourth director shall take the seventh board position in accordance with Article VI, Section 1, Paragraph C. The Board of Directors shall hold legal title to all Susquehanna Division 11 property and monies in trust for its members. Each member has one vote at a Board meeting or a General meeting. All members must be members of the NMRA and reside in the Division. All members must be at least twenty one (21) years of age and be eligible for bonding as may be required by the Board of Directors.

## **Section 3.** Committees

Superintendent shall create Committees as needed and shall appoint Committee Chairpersons as required. The Superintendent shall also disband committees and dismiss members as necessary and require reports from committee chairs as necessary. There shall be a standing Achievement Program committee.

**Article VII  
Conflict of Interest**

**Section 1.** 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, would profit personally.

**ARTICLES VIII  
Conduct and Practices**

**Section 1.** General Business Meeting

There shall be one general business meeting each year in the spring. Business shall be conducted in accordance with Robert's Rules of Order, by Susquehanna Division 11 By-laws, by MER By-Laws, and any subsequent changes required. Each year by August, the Superintendent will submit an Annual Report to the MER Board and the NMRA on the State-of-the-Division per MER/NMRA requirements. This report will also be made available to the division membership.

**Section 2.** Meetings

A. Susquehanna Division 11 will hold a minimum of four meetings a year with a minimum of thirty days notice of each to the members.

B. The officers and any committees shall do their utmost to arrange and present to the members and the general public programs and activities that promote the hobby of model railroading. They shall work cooperatively with other divisions of the MER, with the MER itself, and with division area Model Railroad Clubs in the planning of model railroading activities.

**ARTICLE IX  
Nominations**

**Section 1.** Nominations for an elected office position may be made by (1) a written submission from any member in good standing to the Nominating Committee or (2) by the Nominating Committee of members in good standing. Nominations are to be published in the division newsletter prior to the election to include a bio-sketch, not to exceed 200 words.

**ARTICLE X  
Elections**

**Section 1.** Voting shall be by ballot of the regular members of Susquehanna Division 11, by mail ballot. The Board of Directors may elect to allow electronic ballots in addition to mail ballots. Elected positions will be filled by a simple plurality of votes.

**ARTICLE XI**  
**By-Laws Changes**

**Section 1.** These By-Laws may be amended by a two-thirds vote of the membership responding to the mail ballot. The Board of Directors may elect to allow electronic ballots in addition to mail ballots. Proposed changes must be published in the division newsletter not less than fourteen (14) days prior to any vote.

**ARTICLE XII**  
**Publications**

**Section 1.** The Division shall maintain a newsletter, SUSQUEHANNA SIDETRACKS, to be electronically mailed to all members. Copies will also be electronically mailed to the Editor of the MER LOCAL and other MER division Superintendents or newsletter editors. Paper copies will be mailed to the NMRA Library and the NMRA President and those Division members who paid the additional fee to receive paper copies.

**Article XIII**  
**Indemnification**

**Section 1.** By resolution of the Board, 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 XIV**  
**Dissolution**

**Section 1.** Upon dissolution of Susquehanna Division 11, all assets must be distributed per the Constitution of the NMRA (Article I, Section 2). If the purpose of the NMRA should change, then the Board of Directors, Susquehanna Division 11, may designate any other model railroad organization(s) that subscribe to the same purposes as fostered by Susquehanna Division 11 to receive the assets.

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