

**Bylaws of the Tidewater Division  
Mid-Eastern Region, National Model Railroad Association  
(Modified by the Division January 15, 2011)**

**Article I**

**Name, Status, and Purpose**

1. The name of the organization is the Tidewater Division (the “Division”). It is established under the provisions of the governing documents of the Mid-Eastern Region (MER), 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.
2. The Division is incorporated in the Commonwealth of Virginia, and is classified as a public foundation under Section 509(a)(2) of the Internal Revenue Service Code, and is exempt from federal income tax under Section 501(c)(3) of the IRS Code.
3. The Division is organized to promote educational, charitable, historical, and fellowship activities related to model railroading and rail transportation.
4. The principal office of the Division shall be in the city of Norfolk, in the Commonwealth of Virginia.
5. The Division may also have offices at such other places both within and without the Commonwealth of Virginia as the Board of Directors may from time to time determine or the business of the Division may require.

**Article II**

**Territory**

1. The Division includes the following Commonwealth of Virginia counties with their inclusive cities; Gloucester, Isle of Wight, James City, Southampton, Surry, Mathews, and York, and the following independent cities; Chesapeake, Hampton, Newport News, Norfolk, Portsmouth, Suffolk, Franklin, Virginia Beach and Williamsburg.
2. Throughout these Bylaws, “residence” means the member’s principal residence.

**Article III**

**Fiscal Year**

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

**Article IV**

**Seal**

The Seal of the Corporation shall have the name of the Corporation, the word "SEAL", and the year of incorporation, and may be a facsimile, engraved, printed, or impression seal.

## **Article V**

### **Membership, Fees, and Finances**

1. Each NMRA member whose residence is within the Division's territory is automatically a member of the Region, if one exists, and of the Division.
2. 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.
3. The Division Board of Directors may choose to charge fees for specific activities and services such as meets, 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.
4. Guest attendance privileges may be granted to model railroaders to introduce them to Division, M ER, and NM RA activities. However, no one may attend more than two Division activities without joining the NMRA.

## **Article VI**

### **Voting and Office Holding Rights**

1. All Division officers, members of the Board of Directors, and officials must live within the Division's territory.
2. If the nominee holds an elected position in the National Model Railroad Association or M id-Eastern Region upon election to the Board of Directors of the Division he/she must resign from the prior position.
3. If the nominee holds an elected position in the Division upon election to the National Model Railroad Association or M id-Eastern Region he/she must resign from the prior position.
4. 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 VII**

### **Board of Directors**

1. There will be a Board of Directors (the "Board") of the Division that will supervise and control the business, property, and affairs of the Division, except as otherwise provided by law or these Bylaws.
2. The Board will consist of the Superintendent, the Assistant Superintendent, and the Time Keeper, and the Paymaster, and three M embers at large.
3. The Board will hold at least four regular meetings each year at times, days and places designated by the Superintendent. Notice of the time, day, and place will be given to each Board member at least fifteen days in advance.
4. Special meetings may also be held on the request of the majority of the members of the Board.
5. Voting by proxy of the officers and board members 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/electronics device that allows all participants to communicate with each other.
6. A majority of the Board members will constitute a quorum for the transaction of business.
7. 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.
8. The Superintendent shall establish the rules of conduct for Board meetings (*Roberts Rules of Order*).

## **Article VIII**

### **Duties of Officers and Board Members at Large**

1. The Superintendent shall:

Preside over Division and Board meetings, and perform the usual duties of the head of a nonprofit organization.

Be an *ex officio* member of all committees except the Nominating and Audit Committees.

- Present at each annual meeting of the Division a report of the condition of the business of the Corporation.
- Cause to be called annual, regular, and special meetings of the Division and Board in accordance with the requirements of the Statutes of these By-laws.
- Appoint, discharge, and fix the compensation for all employees and agents of the Corporation, other than the duly elected officers, subject to the approval of the Board.
- Sign and execute all contracts in the name of the Corporation as directed by the Board.
- In the absence of the paymaster, sign all checks, notes, drafts, and other orders for the payment of money, as directed by the Board.
- Attend the meeting of the Board of Directors of the Mid-Eastern Region of the National Model Railroad Association, or direct a member of the Board to do so.
- Cause all books, reports, statements, and certificates to be properly kept and filed as required by law.
- Enforce these By-laws and perform all the duties incident to this office, which are required by law, and, generally, supervise and control the business and affairs of the Corporation.

2. The Assistant Superintendent will act as Superintendent when the Superintendent is absent or otherwise unable to serve, and will perform any duties assigned by the Superintendent. When so acting, he/she shall have all the powers and be subject to all the responsibilities of the office of Superintendent and shall perform such duties and functions as the Board may prescribe.

3. The Time Keeper will serve as the Division secretary. Duties will include:

- Taking minutes at all meetings, maintaining a roster of active members, maintaining the Division's records, and sending notices of meetings.
- Attend to the giving of Notice of Special Meetings of the Board of Directors and of all of the meetings of the Division.
- Be the custodian of the records of the Division.
- Keep at the principal office of the Division, a book of records containing the names of all persons, whom the Mid-Eastern Region of the National Model Railroad Association has notified the Division are Members of the Division, showing their places of residence, and the dates when they respectively became a Member.
- Keep such books of record and minutes of the proceedings of the Members open daily during the usual business hours for inspection, within the limits prescribed by law, by any person duly authorized to inspect such record. At the request of the person entitled to inspection thereof, prepare and make available a current list of the Officers and Directors of the Corporation and their resident addresses.
- Coordinate with the Secretary of the Mid-Eastern Region of the National Model Railroad Association, after the Annual Meeting, a roster of all Members in good standing, and forward a list of Officers and Directors of the Division.

- Attend to all correspondence and present to the Board of Directors at its meetings all official communications received.
  - In the absence of both the Superintendent and the Assistant Superintendent, the Time Keeper shall act as the temporary Superintendent.
  - Perform additional duties as assigned by the Superintendent.
4. The Paymaster will serve as the Division treasurer. Duties will include:
- Receiving and disbursing funds, and preparing financial reports.
  - Maintain custody of and be responsible for all funds and securities of the Division and deposit such funds and securities in the name of the Division in such bank or safe deposit company as the Board of Directors may designate.
  - Make, sign, and endorse in the name of the Division, all checks, drafts notes, and other orders for the payment of money, and pay out and dispose of such under the direction of the Board of Directors.
  - Keep at the principal office of the Division, accurate books of account of all its business and transactions and shall at all reasonable hours exhibit books and accounts to any Director upon application at the office of the Division during business hours.
  - Render the report of the condition of the finances of the Division at each meeting of the Board of Directors, and at each Division meeting.
  - Make a full financial report at the annual meeting of the Members.
  - Prepare for the signature of the Superintendent, and submit to the Internal Revenue Service annually, all necessary documents and forms (IRS Form 990) in order to maintain the Division's 501 (c)(3) status.
  - An audit of the books shall be conducted upon election of a new Paymaster, or when requested by the Board of Directors.
  - If required by the Board of Directors, he/she shall give such bond as determined to be appropriate for the faithful performance of his duties.
  - In the absence of all other Officers, act as the temporary Superintendent.
  - Perform additional duties as assigned by the Superintendent.
5. Members of the Board of Directors at large will perform tasks assigned to them by the Superintendent.

## **Article IX Vacancies**

The Assistant Superintendent will succeed the Superintendent in case of resignation or incapacitation. The Superintendent will appoint a replacement in the case of resignation or incapacitation of any other member of the Board for their existing term only.

## **Article X 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 XI Interested Parties**

No contract or other transaction between the Division and any one or more of its Directors or officers or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are Directors or officers or are financially interested shall be either void or avoidable because of such relationship or interest, because such Director or Directors were present or were counted in determining the presence of a quorum at the meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies such contract or transaction or because such Director or Directors' votes are counted for such purpose if (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote sufficient for the purpose without counting the votes of such interested Directors; (b) the fact of such relationship or interest is disclosed or known to the Members entitled to vote on the matter, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract or transaction is fair and reasonable as to the Division in view of all of the facts known to any officer or Director at the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof or the Members. In the case of a contract or transaction, which has not been authorized, approved, or ratified in accordance with (a) or (b) above, the party seeking to uphold the contract or transaction shall have the burden of proving that the contract or transaction complies with the requirement of (c) above.

## **Article XII Bills, Notes, etc.**

Except as otherwise provided, all bills payable, notes, checks, drafts, warrants, or other negotiable instruments of the Division shall be made in the name of the Division and shall be signed by the Paymaster or, in his absence, the Superintendent. No officer or agent of the Division, either singularly or jointly with others, shall have the power to make any bill payable, note, draft, warrant, or other negotiable instrument, or endorse the same in the name of the Division, or contract or cause to be contracted any debt or liability on behalf of the Division except as herein expressly prescribed and provided.

## **Article XIII Committees and Officials**

The Superintendent will appoint the following committees and officials:

1. A Nominating Committee of two or more members. Duties of this committee are described in a later section of these Bylaws.
2. 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.
3. All standing committees as follows:
  - a. Membership
  - b. Editor for the official publication of the Division
  - c. Web Master for the official Division's web site
  - d. Hospitality
  - e. Annual Show

- f. Clinics
  - g. Contests
  - h. Publicity
  - i. Convention
  - j. Public Displays
  - k. Module Coordinators
  - l. An Achievement Program Coordinator. This appointment will be made with the advice and counsel of the M ER Achievement Program Manager.
4. Other committees as needed to carry on the activities of the Division.

## **Article XIV Membership Meetings**

1. Membership meetings will be held at such times and places as may be determined by the Board.
2. The Superintendent may call special meetings upon written application of ten percent of the members or a majority of the Board.
3. The annual business meeting of the Division will be held in January of each year to hold elections and conduct other appropriate business. At least fifteen days prior to the annual meeting, the date, time, and location will be communicated to all persons whom the Mid-Eastern Region of the National Model Railroad Association has notified the Division are Members of the division.
4. Proxy voting is permitted on any issue such as referendums, changes in the Bylaws, or election of officers, where advance notice of fifteen days has been sent to all members. Proxy votes will be sent to the Time Keeper, who will vote them as directed.
5. At any membership meeting, twenty members (in person or by proxy) will constitute a quorum for purposes of voting on items announced in advance. Twenty members in person will constitute a quorum for other purposes.
6. The Superintendent will use the rules contained in *Robert's Rules of Order Revised* to conduct the business of the Division at Membership Meetings.

## **Article XV Terms of Office, Nominations, and Elections**

1. In even numbered years the Members will elect four Board Members, who will serve two-year terms. In odd numbered years the Members will elect three Board Members, who will serve two-year terms. In every year, after the election, the Board will determine who on the Board shall serve as Superintendent, Assistant Superintendent, Time Keeper, and Paymaster. The remaining Board Members shall serve as Board Members at Large. Upon the adoption of these bylaws, the terms of current Board members will be adjusted to comply with this schedule.
2. No Board member may serve in the same office more than two consecutive terms. Exception: in order to assure the continuity of the Division's financial dealings, the board member appointed as Paymaster may continue to serve in that position so long as; (a) that person is re-elected by the Division's membership, and (b) an audit of the Division's financial records is completed in conjunction with the re-election of said board member.
3. No one may fill more than one of the foregoing seven positions simultaneously except for

brief transition periods.

4. In preparation for each year's annual meeting and election, the Nominating Committee will solicit candidates from the Division, explaining the requirements and responsibilities of the Board. In addition, any three Division Members may nominate someone 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.
5. The names of candidates for Board of Directors will be communicated to the membership at least fifteen days before the election.
6. The Chairman of the Nominating Committee will conduct the elections at the annual business meeting via secret ballot. Ballots will be counted and results announced before the close of the meeting. Positions will be filled by a simple plurality of votes.
7. Members elected to the Board will take office after being elected at the January Business meeting.

## **Article XVI Indemnification**

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 XVII Amendments**

These Bylaws may be amended by two-thirds vote of the members present at the annual 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 XVIII Referendum**

Ten percent of the members may create a referendum issue to be voted on at an annual or special meeting where a quorum is present by submitting their request in writing to the Time Keeper. 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 XIX Dissolution**

The Division will be considered dissolved when any one 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.

- No meetings of the Division are held or scheduled for twelve months.
- 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 Division records to an MER official designated by the MER President. The Officers and Directors will donate any Division assets to another 501(c)(3) organization whose purpose is generally consistent with that of the Division.