

James River Division By-Laws

Article I

Name and Purpose of the Organization

Section 1. The name of this organization shall be Division 5 of the Mid-Eastern Region, NMRA, to be known as the JAMES RIVER DIVISION. As used in these by-Laws, "the Division" shall mean the James River Division.

Section 2. The purpose of the Division shall be to promote and foster model railroading activities on the Divisional level and to carry out the objectives of the National Model Railroad Association and the Mid-Eastern Region of the NMRA. All activities of the Division shall comply with the regulations and by-laws of the National Model Railroad Association and the Mid-Eastern Region of the NMRA.

Article II

Area

Section 1. The area of the Division shall lie entirely in central Virginia, including the cities of Charlottesville, Colonial Heights, Danville, Fredericksburg, Hopewell, Lynchburg, Petersburg and Richmond, and the counties of Albemarle, Amelia, Amherst, Appomattox, Brunswick, Buckingham, Campbell, Caroline, Charles City, Charlotte, Chesterfield, Culpeper, Cumberland, Dinwiddie, Fluvanna, Goochland, Greene, Greensville, Halifax, Hanover, Henrico, King George, King William, Louisa, Lunenburg, Madison, Mecklenburg, Nelson, New Kent, Nottoway, Orange, Pittsylvania, Prince Edward, Prince George, Powhatan, Spotsylvania, Stafford, and Sussex, and that portion of Bedford County east of a line drawn north-south from approximately Snowden (Amherst County) to the point where the Pittsylvania-Franklin County line intersects the south shore of Smith Mountain Lake.

Article III

Membership and Finances

Section 1. Every member of the National Model Railroad Association residing within the area of the Division as defined in Article II is automatically a member of the Division, and is entitled to participate in all Division activities including voting and holding office. Any member of the National Model Railroad Association residing outside of the area of the Division may join the Division as an associate member by applying for membership and paying the dues described in Section 3 of this Article. Associate members are entitled to participate in all Division activities except voting and holding office. Only members of the National Model Railroad Association may be members of the Division.

Section 2. Any member of the National Model Railroad Association who is not a member or associate member of the Division may participate in all Division activities except voting and holding office. Guest attendance privileges may be granted to model railroaders to introduce them to the Division, the Mid-Eastern Region and the National Model Railroad Association. However, no one may consistently attend Division activities without joining the National Model Railroad Association.

Section 3. Dues will be as set by a majority vote at the annual meeting, and are payable by June 30 of each fiscal year for the following fiscal year. Dues are concurrent with the fiscal year and are not subject to be prorated or refunded. The fiscal year dues shall be published in each issue of the newsletter. No dues may be charged to members who reside within the boundaries of the Division.

Section 4. Notices of meetings shall be included in the Division newsletter, CROSSTIES, and shall be sent electronically at no additional charge to members and associate members. Members and associate members who wish to receive CROSSTIES in printed copy by mail shall be charged an annual fee equal to the cost of printing and mailing such copies rounded up to the next dollar, payable in advance on a fiscal year basis. The Paymaster shall calculate this charge annually. This charge shall be reported at the annual meeting.

Section 5. The fiscal year of the Division shall run from July 1 to June 30 of the following calendar year.

Article IV Meetings

Section 1. There shall be at least two meetings of the Division per fiscal year, scheduled so as not to conflict with MER or NMRA meetings. Notice shall be sent to all Division members at least three weeks in advance of Division meetings.

Section 2. One of the Division meetings required by Article IV, Section 1 shall be the annual business meeting, which shall be scheduled in the first six months of each calendar year.

Section 3. Fifteen members or 51% of the membership, whichever is the lesser, shall constitute a quorum for conducting business and any meeting of the Division.

Article V Officials

Section 1. The Superintendent, the Assistant Superintendent, the Clerk, and the Paymaster shall constitute the officers of the Division.

Section 2. The officers shall meet at least once a year. Other officers' meetings shall be called as necessary by the Superintendent. In the absence of any call by the Superintendent, the Assistant Superintendent shall call a meeting upon written request.

Section 3. The officers of the Division shall be elected from among interested, eligible parties attending an organization meeting to be called upon acceptance of the Division by the MER. Thereafter, officers shall be elected in even numbered years for a period of two fiscal years.

Section 4. All officers shall be members of the division and reside within the physical confines of the James River Division, as defined in Article II, Section 1.

Section 5. Nothing in these bylaws shall prevent a member from holding two offices, except that no member may serve simultaneously as Superintendent and Paymaster.

Section 6. Vacancies of any elected office shall be filled by the Superintendent or Acting Superintendent by appointment until the next general meeting, at which time the membership shall confirm the appointment or elect a new officer to fill the position for the remaining term.

Section 7. The order of succession of the officers in case of resignation or other unforeseen situations shall be Superintendent, Assistant Superintendent, Clerk, and Paymaster.

Article VI Duties of Officers

Section 1. The Superintendent shall preside over all Division meetings, officers meetings, and events, and shall be responsible for the operations of the Division. Except as provided in these By-laws, the Superintendent may delegate the performance of any of these duties to other members of the Division.

Section 2. The Assistant Superintendent shall act as Superintendent when the Superintendent is absent or otherwise unable to act or serve. The Superintendent may delegate to the Assistant Superintendent any duties that the Superintendent is empowered to perform.

Section 3. The Clerk shall take the minutes of all regular meetings of the membership. The Clerk shall forward a roster of active members and the list of officers, after the annual meeting, to the MER secretary.

Section 4. The Paymaster is responsible for reimbursing approved expenses, receiving all Division income, protecting the treasury, and reporting the receipt of moneys and making a report of the Division's treasury at the annual business meeting or as requested at other times by the officers.

Section 5. Every effort shall be made to rotate meetings as widely as possible through the geographical area of the Division.

Section 6. The Superintendent may establish both standing and temporary committees, and appoint and remove any member of the Division to a committee. Before creating a standing committee, the Superintendent shall consult with other officers in a meeting or individually. At least annually, the newsletter shall publish a list of committees and the membership of the committees.

Section 7. The Superintendent, after consultation with the officers, may charge fees for specific activities and services, such as meets and tours, to cover the expenses of such activities and services. Such fees shall be the same for all National Model Railroad Association members regardless of Division membership status.

Section 8. The Superintendent, after consultation with the officers, may implement one or more fundraising activities for the Division. However, if such an activity will require more than \$50 of the Division's funds to be spent, then the approval by a majority attending the annual meeting also shall be required.

Article VII Amendments and Referendums

Section 1. Except by recommendation of a majority of the officers, these bylaws may be amended only at the annual meeting of the Division. They may be amended only by a two-thirds vote of the membership present, provided such membership constitutes a quorum as defined in Article IV, Section 3.

Section 2. Proposed amendments must be submitted in writing to the Division officers for review at least three weeks prior to the meeting at which such amendments are to be introduced.

Section 3. The recommendation of the officers shall not necessarily be binding upon the membership.

Section 4. An accepted amendment shall be forwarded to the MER Board of Directors by the Clerk.

Section 5. The membership of the Division may enact a referendum at any Division meeting by a two-thirds vote of the membership present, provided such membership makes up a quorum as defined in Article IV, Section 3. The proposed referendum must be submitted as prescribed in Article IV, Section 2. Referendums may be used to provide direction to the officers, and may be used to remove an officer from office. Referendums enacted by the Division membership shall be binding on the Division officers. Referendums do not become a part of these bylaws.

Article VIII Dissolution

Section 1. The Division will be considered dissolved when any of the following events occurs:

- A motion for dissolution is adopted in the same manner as an amendment to these By-Laws,
- No meetings are scheduled or held for twelve months; or
- The Division charter is revoked by the Mid-Eastern Region of the National Model Railroad Association

Section 2. Upon dissolution, the last elected officers shall pay all outstanding debts and promptly forward all assets and records to an official of the Mid-Eastern Region as directed by the Mid-Eastern Region President. If the Mid-Eastern Region is unable or unwilling to receive the assets, they will be donated to an organization that is tax exempt under Section 501(c)(3) of the Internal Revenue Code whose purpose is generally consistent with that of the Division.