

# Bylaws

## for the **Garden State Division** of the Northeastern Region of the National Model Railroad Association, Inc.

### Article 1 - Name and purpose

- Section 1** The name of the organization shall be The Garden State Division of the Northeastern Region (NER) of the National Model Railroad Association (NMRA), Incorporated (The Garden State Division/NER/NMRA, Inc.), and shall be referred to hereafter as the Garden State Division. The Garden State Division was granted a provisional charter by the Board of Directors of the NER on March 28, 1964.
- Section 2** The purpose of the Garden State Division is to educate, stimulate, encourage, and foster the study, art, and craft of railroads and model railroading and to promote and support the programs and activities of the NER and the NMRA. The Garden State Division is organized solely for educational purposes within the meaning and interpretation of Section 501(c)(3) of the internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).
- Section 3** No part of the earnings of the Garden State Division shall inure to the benefit of, or be distributed to members, directors, trustees, officers or other private persons, except that the Garden State Division shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in these bylaws. No substantial part of the activities of the Garden State Division shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Garden State Division shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Section 4** Notwithstanding any other provision of these bylaws, the Garden State Division shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).
- Section 5** Upon dissolution of the Garden State Division the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Garden State Division, dispose of all assets of the Garden State Division for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of

1954 (or corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Garden State Division is then located, exclusively for such purposes, or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Article 2      Membership and Dues

**Section 1**      All rights and requirements of membership shall be in accordance with Article 2 of the Garden State Division Constitution.

**Section 2**      Voting member – As of January 1, 2005, any current member of the NMRA who lives in the counties of Bergen, Essex, Hudson, Hunterdon, Middlesex, Morris, Passaic, Somerset, Sussex, Union, or Warren in the State of New Jersey or Richmond County (Staten Island) in the State of New York, shall be a member of the Garden State Division. As of January 1, 2005 there will be no additional fee to become a member of the Garden State Division other than the NMRA membership fee. Members of the Garden State Division, whose membership is paid up-to-date as of January 1, 2005, who live outside the geographic areas described herein shall retain their membership in the Garden State Division, with full voting privileges, so long as their membership in the NMRA is maintained. The Board of Directors of the Garden State Division may grant voting privileges to individuals who live outside the geographic area of the Garden State Division at its discretion. Members of the Garden State Division shall have voting rights at all division meetings at which a vote is taken. Amended 10-17-04

**Section 3**      Inactive member - Any member of the Garden State Division who allows their membership in the NMRA to lapse, shall be considered to be inactive in the Garden State Division. Inactive members may not vote, if they would normally have had that privilege, they may not run for any elective office in the Division, nor may they hold an elected or appointed office in the Division. Active membership in the Garden State Division will resume when membership in the NMRA is renewed and certified by a membership card.

**Section 4**      Dues

There is no application fee for membership in the Garden State Division.

## Article 3      Meetings

**Section 1**      All meetings of the garden State Division shall be called and conducted in accordance with Article 3 of the Garden State Division Constitution.

**Section 2** Robert's Rules of Order shall govern all meetings except when in conflict with the Constitution or By-Laws.

**Section 3** General meetings and other activities.

- A. General meetings shall be scheduled by the President.
- B. General meetings shall be open to the general membership.
- C. General meetings may be open to the general public as determined by the BOD
- D. General meetings shall be presided over by the President or, in the President's absence, the Vice President.

**Section 4** **Annual Meeting**

- A. The annual meeting shall be called by the President and shall be held during the last two weeks of January.
- B. Notice of the Annual meeting shall be published in the Whistle Post at least four weeks in advance of the meeting and shall contain nominations for the various offices and Director(s) at Large as well as the text of any proposed amendments or initiatives to be presented to the membership for a vote at the meeting.
- C. The President shall preside over the Annual Meeting.
- D. Officers and Committee Chairmen shall present written reports at the Annual Meeting
- E. The order of business at the Annual Meeting shall be:
  - 1. Presentation of reports.
  - 2. Questions relating to reports.
  - 3. Discussion of old business and policies.
  - 4. Discussion of new business and policies.
  - 5. Voting on amendments and initiatives.
  - 6. Election of new officers and Director(s) at Large.
  - 7. Adjournment.

**Section 5** Meetings of the Board of Directors

- A. Meetings of the BOD shall be called by, and presided over by the President or, in the President's absence, by the Vice President.
- B. Only members of the BOD shall make and/or second motions at meetings of the BOD.

**Article 4** **Officers and Directors at Large**

**Section 1** Officers and Directors shall be elected or appointed and shall take all responsibilities and perform all duties of the office in accordance with Article 4 of the Garden State Division Constitution.

**Section 2** Installation and Tenure

- A. Officers and Directors assume their offices at the end of the Annual meeting.
- B. The terms of office for officers and Directors at Large shall be in accordance with Article 4 section 3 of the Constitution.
- C. The position of Officer or Director at Large may become vacant for the following reasons:
  - Death of the officer or director
  - Failure of the Officer or Director to maintain membership in the NMRA and the NER.
  
  - Resignation of the Officer or Director.
  - Acceptance of the Officer or Director of another position on the BOD.
  - Recall of the Officer or Director by petition.
  - Action of the BOD against the Officer or Director for failing to attend three successive meetings of the BOD in person or by proxy.
  - Removal of the Officer or Director for "cause".

**Section 3** President

The duties and obligations of the President shall include but are not limited to:

- A. Presiding over the Annual Meeting and all meetings of the BOD.
- B. The President may appoint a member to preside over or be in charge of other meetings (other than the BOD) or activities.
- C. The President may create ad hoc committees and appoint chairmen to these committees.
- D. The President may perform other duties and assume powers normally associated with such an office not in violation or inconsistent with the Garden State Division Constitution and By-Laws.

**Section 4** Vice President

The duties, powers, and obligations of the Vice President shall include but are not limited to:

- A. Perform such duties as directed by the President.
- B. Assume the duties of the President as presiding officer at meetings in the absence of the President.

**Section 5** Secretary - Treasurer

The duties, powers, and obligations of the Secretary - Treasurer shall include but are not limited to:

- A. Keeping minutes of all business meetings including the Annual Meeting and meetings of the BOD.
- B. Distributing copies of the minutes to all Officers and Directors.
- C. Providing notice of the Annual Meeting to the editor of the Whistle Post including any amendments or initiatives to be voted on at that meeting.
- D. Maintaining a list of subscribers to the Whistle Post.
- E. Mailing out the Whistle Post to subscribers.

- F. Performing other duties and assuming powers normally associated with such an office not in violation or inconsistent with the Garden State Division Constitution and By-Laws.
- G. Keeping records of all funds received or paid by the Garden State Division as well as accounts receivable and payable by use of generally accepted accounting procedures.
- H. Maintaining all Garden State Division funds in accounts at one or more financial institutions. A second signature on all accounts shall be required and shall be that of the President or Vice President. Amended 10-17-04
- I. Presenting a financial report at the Annual Meeting as well as other reports requested by the BOD.
- J. Paying of all bills on his own authority, which are supported by proper documentation and signature and are for normal operating expenses of the Garden State Division. All questionable bills shall be sent to the President for determination of payment.
- K. The office of Secretary-Treasurer may, at the discretion of the Board of Directors, be split or rejoined when the position is open for election at the Annual meeting, or during the year, when either office is vacant. When the office is split, the Secretary shall have the duties and responsibilities outlined in Bylaw Article 4, section 5, clauses A through F, and the Treasurer shall have the duties and responsibilities as out lined in Bylaw Article 4, section 5, clauses F through J.

## **Section 6 Directors at Large**

The duties and obligations of Directors at Large shall include but are not limited to:

- A. Attending the Annual Meeting, BOD meetings and other general meetings as directed by the President.
- B. Performing other duties and assuming powers normally associated with such an office not in violation or inconsistent with the Garden State Division Constitution and By-Laws or as directed by the President.

## **Article 5 Standing Committees**

### **Section 1 General Provisions**

- A. Standing committees shall be chaired, comprised, and their members appointed in accordance with Article 5 of the Garden State Division Constitution.
- B. Standing committees shall be of indefinite duration.
- C. Membership on a standing committee may be terminated by the appointing authority and shall terminate with the expiration of the term of the appointing authority.
- D. All members of standing committees shall be members of the Garden State Division.

### **Section 2 Nominating Committee**

- A. The President shall appoint the chairman of the Nominating Committee.
- B. The chairman of the Nominating Committee shall appoint at least one other member to serve on the Nominating Committee.
- C. The Nominating Committee shall prepare a slate of candidates for election at the Annual Meeting including at least one name for each elective office in accordance with Article 7 of the Constitution of the Garden State Division.
- D. The Nominating Committee shall provide the names of the candidates to the editor of the Whistle Post for publication in the issue preceding the Annual Meeting.

**Article 6 Other Administrative Offices**

**Section 1 Editor of the Whistle Post**

- A. The Editor of the Whistle Post shall be responsible for all material printed therein, its layout, preparation, and copying.
- B. The Editor shall serve without salary.

**Section 2 Ad Hoc Committees**

- A. Ad hoc Committees may be created by the President or the BOD and shall have an assigned purpose.
- B. The Chairman of the ad hoc Committee shall be appointed by the creating authority. The Chairman shall appoint the members of the Ad Hoc Committee.
- C. Ad hoc committees shall terminate at the completion of their assigned purpose.

**Article 7 Publications**

**Section 1** Appointment of the Editor and the publication of the Whistle Post shall be in accordance with Article 6 of the Garden State Division Constitution.

**Section 2** The Whistle Post shall be published at least four weeks in advance of each scheduled meeting including the Annual Meeting.

**Section 3** The issue of the Whistle Post published immediately before the annual business shall contain the nominations for elected office and any amendments or initiatives to be voted on at that meeting.

**Section 4** Results of elections and votes on amendments and initiatives at the Annual Meeting shall be published in the next issue of the Whistle Post.

**Section 5** The Editor shall set deadlines for the submission of materials for publication.

**Section 6** The Whistle Post shall be available to members of the Garden State Division and the general public, as prospective members, by subscription.

- A. The price of a subscription shall be \$5.00 per year regardless of the number of issues published.
- B. The Secretary -Treasurer shall maintain the list of current subscribers. The list of subscribers shall be kept separate from and not interchanged with the list of members of the Garden State Division.
- C. Payment for subscriptions shall be made to the Secretary -Treasurer.
- D. Subscribers more than three (3) months past the expiration of their subscription shall be removed from the list of subscribers.
- E. Each issue of the *Whistle Post* shall contain the following disclosure. "Subscription to the *Whistle Post* **does not** constitute membership in the Garden State Division. To become a member of the Garden State Division you must first be a member of the NMRA. Then apply to the Secretary -Treasurer for membership in the Garden State Division including the appropriate application fee".

## Article 8 Government

### Section 1 Nominations and Voting

- A. Nominations and elections shall be held in accordance with Article 7, Section 1 of the Garden State Division Constitution.
- B. Elections shall be held at the Annual Meeting every year in accordance with Article 3, Section 2 of the Garden State Division Constitution.
- C. The list of candidates prepared by the Nominating Committee shall be read including written statements by each of the candidates which shall state that:
  - 1. The candidate is a member of the Garden State Division, NER and NMRA and promises to remain so during his term of office. Current memberships shall be verified by the Secretary -Treasurer prior to voting.
  - 2. The candidate promises to fulfill the duties of the office for which he is nominated if elected.
- D. Nominations from the floor must be accompanied by written statements in accordance with Article 7, section 1, paragraph C of the Garden State Division By-laws above prior to a vote being taken.
- E. Voting shall be by secret ballot.

### Section 2 Amendments, proposals, initiatives, and referendums.

Amendments, proposals, initiatives, and referendums coming from meetings of the BOD or the general membership shall be handled in accordance with Article 7, Section 2 of the Garden State Division Constitution.

[ Membership, as well as any elected, and appointed offices of the Garden State Division are available to anyone regardless of age, sex, disability, ethnic background, race, creed, or national origin. All references to "chairman", "he" or similar titles or pronouns implies the appropriate reference to "chairwoman" "she" or similar titles or pronouns for the opposite gender.]

