

**Bylaws of the South Mountain Division
Mid-Eastern Region, National Model Railroad Association**

(Adopted by the Division February 21, 2010)

Article I

Name, Status and Purpose

1. The name of the organization is the South Mountain Division (the “Division”). The South Mountain 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 South Mountain Division is established under the provisions of the Bylaws of the Mid-Eastern-Region and the regulations of the National Model Railroad Association. 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, and historical and fellowship activities related to model railroading and transportation.

Article II

Territory

1. The Division Area shall consist of the following:
 - a. In the State of Maryland, the counties of Allegany, Frederick, Garrett and Washington.
 - b. In the State of West Virginia, the counties of Berkeley, and Jefferson.
 - c. In the State of Pennsylvania, the counties of Bedford, Franklin, Fulton and Somerset.
 - d. In the Commonwealth of Virginia, the counties of Clark and Frederick.
2. The Division Area may be subject to amendment by the officers and directors of the MER.
3. Throughout these Bylaws, “residence” means the member’s principal residence.

Article III

Fiscal Year

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

Article IV

Membership, Dues and Finances

1. All NMRA members residing within the boundaries of the Division are members of the Division.
2. South Mountain Division does not charge dues for membership.
3. Except for voting and holding an elected office in the Division, all NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division.
4. The Division 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 fee will be the same for all NMRA members.
5. Guest attendance privileges may be granted to model railroaders to introduce them to the Division, MER and NMRA activities. However, no one may consistently attend Division activities without joining the NMRA.

Article V

Voting and Office Holding Rights

1. All Division officers must live within the Division's territory.
2. 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 VI

Officers

1. The officers of the Division will supervise and control the business, property and affairs of the Division, except as otherwise provided by law or these Bylaws.
2. The officers will consist of the Superintendent and the Clerk-Paymaster.
3. The Clerk-Paymaster office may be held by one person, or may be split into two separate offices held by two separate elected officers (Clerk, Paymaster.) This may be done as the needs of the Division vary from year to year.
4. The officers will hold at least four regular meetings each year at times, days and places designated by the Superintendent. The Advisory Committee shall also attend these meetings. Notice of the time, day and place will be given to each officer and advisor at least fifteen days in advance.
5. Special meetings may also be held on the request of the majority of the officers.
6. Voting by proxy is not permitted. However, one or more officers may participate in a meeting by means of a conference telephone, or similar telecommunications device that allows all participants to hear each other. Advisors advise, they do not vote in officer meetings.
7. A majority of the officers will constitute a quorum for the transaction of business.

8. No officer 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 officers and upon presentation of a written request.
9. Unless otherwise stated in these Bylaws, *Robert's Rules of Order* will govern the conduct of officer meetings.

Article VII

Duties of Officers

1. The Superintendent will preside over Division and Officers Meetings and will perform the usual duties of the head of a nonprofit organization. He or she will be an *ex officio* member of all committees except the Nominating and Audit Committees.
2. The Clerk-Paymaster will serve as the Division secretary (Clerk) and the treasurer (Paymaster). Clerk duties will include: taking minutes at all meetings, maintaining a roster of active members, maintaining the Division's records, sending notices of meetings. Paymaster duties will include: receiving and disbursing funds, and preparing financial reports. As stated in article VI, these offices may be combined and held by one elected person, or split and held by two separately elected people.

Article VIII

Vacancies

Any vacancy in the offices of Superintendent or Clerk-Paymaster, which occurs by reason of the resignation, removal, death, or incapacity of such officer before the expiration of the officer's term shall be filled by a special election by the members of the Division. See article XIII for election procedures. An officer elected to fill such a vacancy shall serve for the unexpired term of the predecessor in office. Candidates must meet the eligibility requirements stated in Article V.

Article IX

Removal

Any officer elected or official appointed by the Superintendent may be removed at any time with or without cause by the affirmative vote of two-thirds of the members at a meeting as long as this meeting constitutes a quorum. Any vacancy occurring in any elected office of the Division (other than a vacancy resulting from the normal expiration of a term of office) shall be filled by the members not sooner than thirty (30) days after written notice of the vacancy has been mailed to all members. "Written notice" shall include Email, using the email list used to send out the official publication of the Division. Appointed officials may also be removed by the Superintendent at any time, with or without cause. Appointed officials shall be replaced by a new appointment done by the Superintendent.

Article X

Conflict of Interest

No Division 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

Committees and Officials

The Superintendent will appoint the following committees and officials:

1. An Assistant Superintendent, who will act as Superintendent when the Superintendent is absent or otherwise unable to serve, and will perform any duties assigned by the Superintendent.
2. An Advisory Committee, who will attend officer meetings and advise the current Division officers. The membership of this Committee should include people who have been officers of the Division in the past, but may also include others. This Committee should have at least 3 members.
3. A nominating Committee of two or more members. Duties of this committee are described in a later section of these Bylaws.
4. 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 Clerk-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 Clerk-Paymaster may serve on this committee.
5. An Editor for the official publication of the Division (known as the *Wheel Report*).
6. An Achievement Program Coordinator. This appointment will be made with the advice and consent of the MER Achievement Program Manager.
7. Other committees and officials 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 officers.
2. The Superintendent will call special meetings upon written application of ten percent of the members.
3. The annual meeting of the Division will be held in April of 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.
4. Proxy voting is permitted on any issue where advance notice is sent to all members, such as referendums, changes in the Bylaws, or election of officers. Proxies will be sent to the Clerk-Paymaster, who will vote them as directed.

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, *Robert's Rules of Order* will govern the conduct of membership meetings.

Article XIII

Terms of Office, Nominations, and Elections

1. The Superintendent and Clerk-Paymaster will serve one-year terms.
2. No one may fill more than one elected position simultaneously except for brief transition periods.
3. In preparation for each year's annual meeting and election, the Nominating Committee will solicit candidates, explaining the requirements of the position. In addition, any three 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.
4. The names of the candidates for office will be communicated to the membership at least fifteen days before the election.
5. If contested, the election will be conducted by the Nominating Committee Chair at the annual 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.
6. Members elected will take office on July 1.
7. In case of a vacancy in an elected position (article VIII), a special election can be held at any Division meeting. Special elections must be held in accordance with the rules defined above.

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 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 XVI

Referendums

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 Clerk-Paymaster. 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 members present (in person or by proxy) as long as this constitutes a quorum. Other issues require a majority vote of members present (in person or by proxy).

Article XVII

Dissolution

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

1. A motion for dissolution is adopted in the same manner as is provided for amendment of the Bylaws.
2. No meeting or other activity of the Division is held or scheduled for twelve months.
3. The Division Charter is revoked by the MER.

Upon dissolution, the last elected officers will use Division funds to pay all outstanding bills, and promptly forward all remaining 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.

Approved and adopted this ____21st____ day of ____February____ 2010.

Created on 12/2/2009 9:13:00 AM

Superintendent _____

Attest: Clerk-Paymaster _____

MER Vice President _____