

**BYLAWS**  
**Fourth Division, Pacific Northwest Region**  
**National Model Railroad Association**

**Article I**  
**Name and Purpose**

1. The official name of this organization is Fourth Division of Pacific Northwest Region of National Model Railroad Association. The individual components may be referred to in this document as the Division, PNR, and NMRA, respectively.
2. The purposes of the Division are:
  - a. To educate persons engaged in model railroading in methods of building and operating model railroad equipment and prototype practices.
  - b. To develop the technical skills of persons engaged in the art and craft of model railroading.
  - c. To encourage the collection and preservation of historical data and to promote education about railway history through model railroading.
  - d. To facilitate communication among all model railroaders, members and non-members alike.

**Article II**  
**Authority and Purpose**

1. The authority for these Bylaws is established by the Division for its own governance and that of its members, directors, and officers.
2. The purpose of these Bylaws is to establish rules to regulate the affairs of the Division.

**Article III  
Membership**

1. Any NMRA member residing within the geographic boundaries of the Division, as established by PNR, is a member of the Division.
2. Member classifications, along with basic rights and benefits, are defined by NMRA. Additional rights and benefits may be defined in these Bylaws.
3. Family Members, and Sustaining and Corporate Members other than individuals, do not have voting rights, nor may they be elected to or appointed to office within the Division. They may be appointed to committees, as chairs or members.

**Article IV  
Officers and Directors**

1. Management of the Division shall be vested in a Board of Directors (BOD), except as stated in these Bylaws. The BOD shall establish rules and regulations for the operation of the Division, approve the appointment of a Secretary and Treasurer, approve the appointment of chairs of standing committees, and assist officers and committees in the performance of their duties.
2. The Board of Directors shall consist of the officers and directors of the Division.
  - a. The officers of the Division shall consist of a Superintendent, an Assistant Superintendent, a Secretary, and a Treasurer.
    - (1) The Superintendent and Assistant shall be determined by popular election by the Division members.
    - (2) The Secretary and Treasurer shall be appointed by the Superintendent and approved by majority vote of the Board of Directors.
  - b. There shall be three directors elected at large by the Division members.
  - c. All officers and directors shall be considered voting members of the Board of Directors.
3. Officers and directors shall each serve a term of 2 years.
  - a. The Superintendent and one director shall be elected in even-numbered years.
  - b. The Assistant Superintendent and two directors shall be elected in odd-numbered years.
  - c. All elected terms of office shall run from September 1 to August 31.
  - d. The Secretary and Treasurer will serve terms concurrent with that of the Superintendent.

4. The Superintendent serves as the president, chief executive officer, and chief operating officer of the Division and assumes the responsibilities that normally accrue to such positions. The specific duties of this office are outlined in the Policies and Procedures Manual.
5. The Assistant Superintendent serves as the vice president of the Division and assumes the responsibilities that normally accrue to such position. The specific duties of this office are outlined in the Policies and Procedures Manual.
6. The Secretary assumes the responsibilities that normally accrue to such position. The specific duties of this office are outlined in the Policies and Procedures Manual.
7. The Treasurer serves as the chief financial officer of the Division and assumes the responsibilities that normally accrue to such position. The specific duties of this office are outlined in the Policies and Procedures Manual.
8. Directors' responsibilities are outlined in the Policies and Procedures Manual.
9. All members in good standing of the Division, except those excluded in Article III, Paragraph 3, are eligible to hold office.
10. No officer or director shall simultaneously hold two or more elected positions in the Division. An appointed officer shall not simultaneously hold an elected position in the Division.
11. Officers and directors may be removed from office for just cause. The procedures for such removal are outlined in the Policies and Procedures Manual.
12. Any officer or director, except the Secretary, may resign by presenting a written resignation to the Secretary. The Secretary may resign by presenting a written resignation to the Superintendent.
13. Vacancies in office shall be handled as follows:
  - a. Should the office of Superintendent become vacant, the remainder of the term shall be filled by the Assistant Superintendent, which office will then become vacant.
  - b. Should the office of Assistant Superintendent become vacant, the Superintendent shall appoint a new Assistant Superintendent for the remainder of the term of office, subject to approval by majority vote of the Board of Directors.
  - c. Should the offices of Superintendent and Assistant Superintendent become vacant simultaneously, the Board of Directors shall immediately call a special BOD meeting to elect one of the directors to be Superintendent. The offices of Assistant Superintendent and Director will then become vacant.
  - d. Should a Director position become vacant, the candidate for Director receiving the highest number of votes, but not being elected, from the previous election will be

appointed to the position. If there is no such candidate, or if the candidate in question is no longer willing or able to serve, the Board of Directors shall elect a new director from among the membership.

## **Article V Meetings**

1. All meetings shall be held at a place and time designated by the Superintendent.
2. The following rules apply to Board of Directors meetings:
  - a. The Superintendent shall call a regular Board of Directors meeting at least once in each calendar quarter, preferably in the second month.
  - b. The Superintendent shall call a special Board of Directors meeting at the written request of any three BOD members, as instructed by the BOD, or as the Superintendent deems necessary. For any special meeting, the purpose of the meeting must be specified in the call and no other business may be transacted at the meeting.
  - c. Any member of the Division may attend a BOD meeting and may speak on any issue if recognized by the Superintendent. Such recognition will normally be granted as a matter of courtesy, but is not mandatory.
  - d. All actions of the Board of Directors shall require a simple majority vote of BOD members present and voting, unless these Bylaws specify a higher percentage for a specific issue.
  - e. Two directors and one elected officer shall constitute a quorum for Board of Directors meetings.
  - f. Procedures for Board of Directors meetings are outlined in the Policies and Procedures Manual.
3. The following rules apply to General Membership meetings:
  - a. The Superintendent shall call a regular General Membership meeting at least once per year. If a BOD meeting and a General Membership meeting are held on the same day, the BOD meeting shall be held first.
  - b. The Superintendent shall call a special General Membership meeting as instructed by the Board of Directors, at any time the Superintendent deems necessary, or upon receipt by the Secretary of a valid petition from the Division membership. Such petition shall contain at least 20 valid signatures of members, dated not more than 15 days prior to submission. Valid signatures are defined as those of members in good standing who are not in the excluded classes of Article III, Paragraph 3.

- c. Any member may bring any appropriate business before the meeting and speak on any matter. Members of the excluded classes of Article III, Paragraph 3 may not move, second, or vote on any motion.
  - d. A General Membership meeting may refer any item of business to the Board of Directors for action, with or without recommendation, or may refer any item of business to a vote of the membership in an election.
  - e. The members have the right, by majority vote at any General Membership meeting, to submit to a vote by the membership any action taken by the Board of Directors. Any action so challenged shall not go into effect until approved by the membership.
  - f. Fifteen Division members not of the excluded classes in Article III, Paragraph 3 shall constitute a quorum for a General Membership meeting.
  - g. Procedures for General Membership meetings are outlined in the Policies and Procedures Manual.
4. The current edition of *Robert's Rules of Order, Newly Revised* shall govern the Division in all cases to which they are applicable and in which they are not inconsistent with the Bylaws, the Policies and Procedures Manual, or any special rules of order the Division may adopt.

## **Article VI Elections**

1. A general election shall be held every year. Elections of officers and directors are governed by Article IV, this article, and the Policies and Procedures Manual. Other items to be brought before the membership for a vote are governed by Article VII, this article, and the Policies and Procedures Manual.
2. The Nominations Committee shall prepare a list of candidates in accordance with procedures laid out in the Policies and Procedures Manual.
3. The Ballot Committee shall tabulate votes in accordance with procedures laid out in the Policies and Procedures Manual.
4. Special elections may be called as provided for elsewhere in these Bylaws. Special elections will be handled in the same manner as general elections, except that dates shall be adjusted appropriately.

**Article VII**  
**Ballot Measures**

1. The members have the right to submit any measure to a vote of the membership.
2. The Board of Directors, by majority vote, may refer any matter to the membership for voting in any special or general election.
3. The members have the right to recall, and thus remove from office, any elected officer or director of the Division.
4. Procedures for all above-listed ballot measures are outlined in the Policies and Procedures Manual.

**Article VIII**  
**Finances**

1. The Treasurer shall prepare a budget for consideration by the Board of Directors at its regular meeting in the second quarter of the calendar year. The Board of Directors is responsible for approving the budget and may make amendments prior to its approval.
2. All expenditures must be approved by a majority vote of the Board of Directors, except that the Superintendent may authorize expenditures of up to and including \$250 without prior BOD approval.
3. No member shall gain financial benefit from membership in the Division. This paragraph shall not restrict reimbursement of actual expenses incurred on behalf of the Division and approved by the Board of Directors. It also shall not restrict *bona fide* business transactions between the Division and individual members.
4. The Treasurer and all others with signature authority over the Division's financial account(s) shall be bonded. The Division will pay all associated costs.

**Article IX**  
**Severability**

1. If any portion of these Bylaws should be discovered to be in conflict with NMRA Regulations, PNR Bylaws, or any statutes applicable to the Division, such portion shall be null and void.
2. In the case of a portion of the Bylaws being rendered void, the rest of the document shall remain in effect.

## **Article X Amendments**

1. These Bylaws may be amended by a two-thirds majority of Division members voting in an election containing an appropriate ballot measure.
2. A Board of Directors referendum or member initiative shall contain a quotation of the affected portion(s) of the Bylaws, both before and after amendment, and a clear statement of the intent of the proposed amendment. Such wording shall be included in or accompany the ballot containing the proposed amendment.
3. Amendments to the Bylaws shall be effective immediately upon ratification unless the amending measure contains wording to the contrary.

## **Article XI Dissolution**

1. Unless involuntarily dissolved by the State of Washington, dissolution of the Division shall require a two-thirds majority vote of the Board of Directors and a ratifying two-thirds majority vote of the members voting in a special election.
2. Upon the dissolution of the Division, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Division, dispose of all assets of the Division exclusively to meet the purposes of the Division. Distribution of assets shall be made to one or more organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
3. Unless as a legitimate creditor resulting from a *bona fide* business transaction with the Division, no member shall gain financial benefit from dissolution of the Division.

**POLICIES AND PROCEDURES MANUAL**  
**Fourth Division, Pacific Northwest Region**  
**National Model Railroad Association**

**Officers and Directors Duties**

1. The duties of the Superintendent include, but are not necessarily limited to:
  - a. Preside over meetings of the Board of Directors and the General Membership.
  - b. Sign all contracts or other instruments authorized by the Board of Directors, on behalf of the Division.
  - c. Appoint chairs of standing committees, with the consent of the Board of Directors.
  - d. Appoint members of standing committees, when the procedures for those committees call for such action.
  - e. Appoint chairs and members of *ad hoc* committees.
  - f. Serve on the PNR Board of Directors.
2. The duties of the Assistant Superintendent include, but are not necessarily limited to:
  - a. Serve in place of the Superintendent when that individual is unable to perform his or her duties.
  - b. Perform other duties as assigned by the Superintendent.
3. The duties of the Secretary include, but are not necessarily limited to:
  - a. Keep minutes of all Board of Directors and General Membership meetings.
  - b. Provide copies of such minutes to others as prescribed elsewhere in the Bylaws and in the Policies and Procedures Manual.
  - c. Maintain corporate records as prescribed elsewhere in the Bylaws and in the Policies and Procedures Manual.
  - d. Perform other secretarial duties deemed necessary or specified in the Bylaws and in the Policies and Procedures Manual.



4. The duties of the Treasurer include, but are not necessarily limited to:
  - a. Receive and keep safe all monies and securities of the Division in such manner as may be designated by the Board of Directors.
  - b. Disburse money in accordance with the approved budget or as otherwise approved by the Board of Directors.
  - c. Maintain books of account.
  - d. Furnish a quarterly Treasurer's Report for publication in the Division's official publication.
  - e. Furnish quarterly and annual financial reports to the Board of Directors.
  - f. File the required Annual Report with the Secretary of State as required by law.
  - g. Prepare, or arrange for the preparation of, tax returns required by the Internal Revenue Service.
  - h. Maintain financial and other corporate records as prescribed elsewhere in the Bylaws and in the Policies and Procedures Manual.
  - i. Perform other treasury duties as assigned or as specified elsewhere in the Bylaws and in the Policies and Procedures Manual.
  
5. Directors' responsibilities include, but are not necessarily limited to:
  - a. Attend all Board of Directors meetings.
  - b. Serve as the direct representatives of the members and act in their best interests in the management of the Division.

## **Removal of Officers and Directors**

1. Officers and directors may be removed from office for Just Cause. Just Cause includes and is limited to the following:
  - a. The officer or director fails to maintain NMRA membership. In this case, removal from office is automatic, effective the date his or her membership is no longer active.
  - b. The officer or director fails to attend two consecutive regular Board of Directors meetings without satisfactory explanation to either the Board of Directors or the Superintendent.
  - c. The officer or director is found guilty of misfeasance, malfeasance, or nonfeasance in office.
  
2. The following procedure shall be strictly adhered to in order to establish Just Cause.
  - a. A request for removal can come from a member of the Board of Directors, or from the General Membership via a Petition for Recall.
  - b. The request or petition must be presented to the Secretary, in a sealed envelope, no later than 10 days prior to a regular Board of Directors meeting. If the subject of the request or petition is the Secretary, the envelope shall be presented to the Superintendent. The envelope shall be discreetly marked to indicate it is a Request for Removal, or a Petition for Recall, and the name of the subject individual. The envelope will be opened only by the Superintendent.
  - c. The request or petition shall include the name, office, and term of office of the individual whose removal or recall is being requested. It shall also include a clear statement identifying the Just Cause for which removal is being sought.
  - d. After the Superintendent opens the envelope, the subject individual will be excused from the meeting and suspended from office until the matter is resolved. The Superintendent shall then appoint a committee of three Board of Directors members to investigate the claims, and shall call a special Board of Directors meeting to take place no earlier than 15 days nor later than 30 days later to hear the findings of the Investigating Committee and determine a resolution of the suspicion.
  - e. No meeting of the Investigating Committee will be considered a meeting of the Board of Directors, and no minutes of any such meeting will be kept. Attendance will be at the committee's written invitation only.
  - f. The Investigating Committee's findings will be reported in writing to the Superintendent, in a sealed envelope, at the special Board of Directors meeting. Although a BOD meeting is open to all members, deliberations and decisions on the issue must take place in executive session with no non-members present unless specifically summoned. The decision must be announced in open session and recorded

in the meeting minutes.

- g. In case the Superintendent is the individual accused, then all duties prescribed for the Superintendent in this topic will be performed by the Assistant Superintendent.
3. If the Investigating Committee determines that the officer or director is guilty of the Just Cause as presented the Board of Directors shall vote, in executive session as outlined in Paragraph 2f, to ratify the committee's findings. If finding is upheld, the individual shall be removed immediately from office.
  4. If the Investigating Committee determines that the officer or director is not guilty of the Just Cause as presented, but such accusation came as a Petition for Recall, then a Recall Ballot shall be directed to the General Membership. If the individual fails the Recall Ballot, he or she shall be removed immediately from office.

## **Continuity of Office**

1. All outgoing officers and directors shall turn over to their successors any and all correspondence, records, documents, supplies, equipment, and monies belonging to the Division and entrusted to their care.
2. To provide a legal continuity for the Division, and except in case of death, recall, or removal, vacating officers and directors shall be considered to occupy their respective offices until they are replaced, notwithstanding any other provision in the Bylaws and in the Policies and Procedures Manual.

## **Conflict of Interest**

1. All division officers, directors, and committee chairs must, in the performance of their division duties, put the interests of the Division ahead of any personal interest. This is particularly true when the individual or a closely-related entity stands to gain financially from a transaction with the Division.
2. A closely-related entity is defined as an immediate family member (parent, child, sibling), a relative one degree removed (grandparent, aunt or uncle, niece or nephew, first cousin), or a business entity in which the individual has a financial interest. A financial interest is defined as being an employee or contractor, or having at least 5% ownership.
3. Each officer, director, and committee chair shall complete a Conflict of Interest Disclosure form within 30 days after taking office, and annually thereafter between September 1 and September 30, inclusive. Additionally, each such individual shall update his or her Conflict of Interest Disclosure form whenever there is a material change to the information contained thereon.
4. Having a personal interest in the outcome of an action of the Division will not automatically disqualify an individual from participating. Such individual, however, shall recuse himself or herself from BOD votes on the matter at hand.
5. Individuals receiving compensation, gifts, or other gain from outside agencies attempting to establish business relationship with the Division shall recuse themselves from all discussion and votes on such transactions, unless specifically summoned to provide information.
6. This policy does not prohibit an individual from doing business with the Division. However, the individual will not be allowed to participate in his or her Division role during negotiations on such transactions.
7. When an opportunity arises for the Division to benefit from a particular transaction, no individual shall seek to accept such opportunity for personal gain until the Division has rejected or denied the opportunity.
8. It is impossible to foresee and outline every possible circumstance that may arise as a conflict of interest. Where an unspecified situation occurs, the Board of Directors, not including the individual involved, has the authority to determine whether a conflict of interest does exist.
9. Violation of this policy is grounds for removal from office, following the normal procedures for such removal.

## **Code of Ethics**

1. All division officers, directors, and committee chairs are expected to act in an ethical manner at all times. Specifically, but not exclusively, such individuals shall adhere to the following principles:
  - a. The individual will act in the best interest of the Division and is not beholden to any special interest group.
  - b. The individual will comply with all bylaws, policies, and other rules of the Division, as well as applicable federal, state, and local laws.
  - c. The individual will perform the duties of his or her office with the appropriate standard of care.
2. Violation of this policy is sufficient grounds for removal from office, following the normal procedures for such removal.

## **Confidentiality**

1. The confidentiality policy of the National Model Railroad Association is hereby incorporated into the Division policy manual. It is repeated here because it is not yet readily available online on the NMRA official web site. In case of differences between what is shown here and the current national policy, the national policy applies.
2. Anyone with access to membership information obtained from the NMRA must agree not to disclose any such information to anyone who is not authorized to have access to the information for official use.
3. The NMRA is in the process of obtaining permission from each member to disclose his or her personal information to other members, as we have in the past for those wishing to visit or contact other members. Due to changes in the law and increased privacy concerns, we can no longer disclose such information without the consent of the members concerned. Moreover, no information should be disclosed by any NMRA official, elected or appointed, at any level of the NMRA, that would allow those without authorization to obtain personal information of other members. This would include mass electronic mail distribution with private email addresses in the "to" or "cc" address lines where the information can be read by any recipient.
4. Currently, member information such as name, address, phone number, and email address is made available to each region membership officer, and is also available to each region president. These individuals are expected to pass this information along to their division superintendents and membership officers so that they can use the information for official business. Welcome letters, rerail letters, newsletters, meeting notifications and the like would be considered official business. Other official mailings to all region or division members are also permitted.
5. This policy strictly prohibits dissemination of member information to 100% NMRA clubs. Such clubs are not part of the NMRA corporate structure, and the NMRA has no way to control how such information would be used. A 100% NMRA club is one whose members are all members of the NMRA, however, they have no other responsibilities to the NMRA. The Headquarters office will continue to identify if a person is a member of the NMRA to a 100% NMRA club for purposes of confirmation of the person's eligibility for membership in the club. However, we would request the club to first request a copy of the membership card from the prospective member in order to confirm eligibility.
6. Any NMRA official who passes personal membership information along to non-authorized individuals runs the risk of being held personally legally liable for this action. Moreover, the NMRA insurance does not apply to such disclosures by region or division officers or personnel.

## **Meeting Procedures**

1. The procedures listed herein apply to all Board of Directors and General Membership meetings unless otherwise specified.
2. The secretary is responsible for preparing the meeting agenda. For a Board of Directors meeting, the agenda should be distributed electronically to all officers, directors, and committee chairs at least 7 days prior to the meeting.
3. At Board of Directors meetings, unless otherwise stipulated in the Bylaws or in the Policies and Procedures Manual, only members of the BOD and committee chairs may bring business before the BOD. Nevertheless, members may request, in writing to the Secretary at least 10 days prior to the meeting, that an item of business be placed on the agenda. In such case, it will be introduced by a BOD member on behalf of the member who submitted it.
4. At Board of Directors meetings, only voting members of the board may make or second motions or vote. All members of the BOD are entitled to take part in discussion. Committee chairs will routinely be allowed the privilege of taking part in discussion, but may be excluded at the discretion of the Superintendent if circumstances require. In such situations, a committee chair whose committee is directly affected by the discussion will not be excluded.
5. The Superintendent shall notify the Publications Chair of any meeting at least 10 days prior to said meeting. The Publications Chair will publish the notice in the Division's official publication as soon as possible.
6. The Secretary shall take minutes of all Board of Directors and General Membership meetings.
  - a. The Secretary shall provide draft minutes of a Board of Directors meeting to BOD members and committee chairs no later than 14 days after the meeting.
  - b. The Secretary shall provide approved minutes of a Board of Directors meeting to the Publications Chair no later than 14 days after the meeting after which the minutes are approved.
  - c. The Secretary shall provide minutes of a General Membership meeting to the Publications Chair no later than 30 days following the meeting.
  - d. The Publications Chair shall publish approved minutes of Board of Directors meetings, or minutes of General Membership meetings, in the Division's official publication in a timely fashion after receipt.
7. An officer or director unable to attend a Board of Directors meeting may designate a proxy.
  - a. Any member of the Division who normally has voting rights, except one who is already a voting member of the BOD, may be designated as the proxy.
  - b. The proxy must be presented in writing – either hard copy or electronic – to the



Secretary no later than the Call for Proxies as noted in the meeting agenda. If not specifically noted in the meeting agenda, this should take place before any substantive business takes place. Failure of the Superintendent to call for proxies will not negate the proxy.

- c. If possible, the Secretary and the Superintendent should be notified of the proxy at least 7 days in advance of the meeting. Failure to provide advance notice will not negate the proxy.

## **Election Procedures**

1. Nominations shall be handled in the following manner:
  - a. The Superintendent shall appoint a Nominating Committee consisting of at least three members before February 1. The Superintendent shall not be an appointed or ex-officio member of this committee.
  - b. The Nominating Committee shall prepare a list of candidates for each appropriate office and deliver it to the Ballot Committee and the Superintendent before March 1. The list shall include at least one candidate for each available office.
  - c. The Nominating Committee must obtain the written consent of each candidate before including his or her name on the list. For this purpose, archivable electronic communication is acceptable.
  - d. A candidate may be listed for only one office in any election.
  - e. The Nominating Committee will obtain from each candidate a statement of the candidate's qualifications and platform. These statements will then be included with the ballot when it is mailed to the membership.
  
2. Ballots shall be handled in the following manner:
  - a. The Superintendent shall appoint a Ballot Committee, consisting of three members, from the membership. The Superintendent and candidates are not eligible for membership on this committee. The Superintendent shall not be an ex-officio member of this committee, nor shall he or she attend any meeting of this committee.
  - b. The Ballot Committee shall prepare a ballot in its finished form consisting of all candidates and measures as submitted.
    - (1) A ballot that cannot be associated with a member in good standing shall be declared invalid.
    - (2) A ballot that is not mailed by the required date, or is not received by the required date, shall be declared invalid.
    - (3) When the ballot is incorrectly marked for one office or one measure, such as by having too many selections or an illegible write-in name, the ballot shall be considered invalid for that measure or office only. This will not disqualify votes for other offices or measures that are correctly marked.
    - (4) Failure to vote for an office or measure shall not be construed as an invalid ballot for that office or measure. It shall be considered as no vote and not considered when determining a majority or plurality.

- c. The ballot shall be mailed to the membership no later than April 15.
  - d. To be counted, ballots must be postmarked no later than June 1 and received by the Ballot Committee at the address printed on the ballot no later than June 15. All ballots shall be tallied by June 20.
  - e. The Ballot Committee shall retain and safeguard all ballots. Ballots shall remain sealed until time to tally.
  - f. After the tally, the Ballot Committee shall prepare a report that will include:
    - (1) Total ballots received.
    - (2) Number of ballots declared invalid by reason of failing to meet established deadlines.
    - (3) The number of votes for each candidate, including write-in candidates, arranged first by office and then in descending order of number of votes.
    - (4) The number of votes for and against each ballot measure.
    - (5) The dated signatures of all Ballot Committee members.
  - g. The Ballot Committee shall deliver its report to the Superintendent, each candidate, and the Publications Chair before July 1. In the event there is a tie for any office, this fact will be included.
  - h. Any tie vote shall be resolved by a majority vote of the Board of Directors by secret ballot as soon as possible, but before August 1. These ballots shall be delivered to the Ballot Committee, who will re-tally and make a second report on the affected office or measure to the same individuals specified in item g.
  - i. The Publications Chair will publish the election results in the Division's official publication as soon as possible after receipt of the Ballot Committee's report.
  - j. Following dissemination of the final committee report, the Ballot Committee shall give all ballots received to the Secretary. The Secretary shall retain the ballots until October 15, when they shall be destroyed unless instructions to the contrary have been issued by the Board of Directors.
3. The ballot shall be prepared and votes cast as follows:
- a. When there is a single vacancy for an office, each voter shall be entitled to cast one vote for that office. The winner shall be the candidate receiving a plurality of votes cast.
  - b. When there are multiple vacancies for an office, such as the years when two Director positions are available, each voter shall be entitled to cast as many votes for that office

as there are vacancies. Cumulative voting is not permitted; only one vote may be cast for any one candidate. The candidates will be considered in descending order of votes received, and as many as are necessary will be taken from the top of the list to fill the vacancies. For example, when two Director positions are being filled, the candidates receiving the highest and second-highest numbers of votes will be deemed the winners.

- c. Regardless of the number of voting options on a particular measure, each voter shall be entitled to cast one vote for that measure. The winning result will be the option receiving the highest number of votes.
  - d. Terms of office for successful candidates are specified in Article IV, Paragraph 3 of the Bylaws. Successful ballot measures shall take effect immediately, unless otherwise specified within the measures.
5. Special elections may be called as provided for elsewhere in the Bylaws and in the Policies and Procedures Manual. Special elections will be handled in the same manner as general elections, except that the dates shall be adjusted accordingly.
6. Following submission of a Petition for Recall, the following procedures apply:
- a. Upon receiving a Petition for Recall, the Board of Directors shall issue a call for a special election to take place no sooner than 60 days nor later than 90 days after the filing date. If an election is already scheduled within that period, the measure shall be placed on that ballot.
  - b. The recall measure shall be stated on the ballot as follows:  
  
“Shall (name and office) be recalled and removed from office? [ ] Yes [ ] No”
  - c. The Ballot Committee shall promptly report the results of the vote on the measure to the Secretary. The Board of Directors shall then convene an immediate special BOD meeting, without the presence of the challenged officer or director. The purpose of this meeting shall be to declare, based on the outcome of the vote, whether or not the individual has been recalled. If the vote is affirmative to recall, then the individual is removed from office immediately. In any event, the Secretary shall immediately notify the individual of the outcome.
  - d. In order for a recall measure to pass, it must receive a three-fourths majority of votes cast on the measure.
  - e. The Secretary shall retain the ballots for at least 30 days after the special Board of Directors meeting. The BOD will authorize their destruction at its first regular meeting after the 30-day period.

## **Ballot Measures**

1. The members have the right to submit any measure to a vote of the membership.
  - a. A petition to place an initiative measure on the ballot must have the signatures of at least 15 percent of members, dated not more than 90 days prior to filing. The petition shall contain the exact wording of the proposed measure and shall deal with only the proposed measure. Members of the excluded classes of Article III, Paragraph 3 will not be considered in determining the 15 percent threshold, nor shall their signatures be considered valid.
  - b. For the measure to be included on the ballot of any regular election, the petition must be filed with the Secretary before February 1. The Secretary will validate the signatures, certify the minimum required number of signatures has been obtained, and forward the measure to the Ballot Committee before March 1.
  - c. If the petition includes a request for a special election, the Board of Directors shall vote on the request at its next regular meeting. If the request is not approved, the measure shall appear on the ballot of the next general election.
2. The Board of Directors, by majority vote, may refer any matter to the membership for voting in any special or general election. The exact wording of the proposed measure shall be provided to the Ballot Committee before March 1, in the case of a general election. A measure being forwarded for a special election shall be submitted in accordance with the dates established for that election.
3. The members have the right to recall, and thus remove from office, any elected officer or director of the Division. To institute a recall, a Petition for Recall must be filed with the Secretary (with the Superintendent, if the Secretary is the subject of the petition). The petition must comply with the following requirements:
  - a. The petition must contain a clear statement of the name, office, and term of office of the individual whose recall is being sought.
  - b. The petition must contain a clear statement of the Just Cause for which recall is sought. The only Just Causes are those listed elsewhere in the Policies and Procedures Manual.
  - c. The petition must contain signatures of no fewer than 20 percent of members, dated no more than 60 days prior to filing. For this purpose, members of the excluded classes in Article III, Paragraph 3 of the Bylaws will not be considered in determining the percentage threshold, nor will their signatures be considered valid.
  - d. The petition must deal with the recall of only one officer or director.

## **Records Management**

1. The following policies apply to secretarial records:
  - a. All business records and correspondence of the Division shall be retained by the Secretary or his or her designee(s).
  - b. The Secretary shall be the custodian of all historical records, files, and correspondence of the Division.
  - c. All Division records shall be available for inspection by any member upon reasonable notice to the Secretary.
  - d. The Secretary, in the event of his or her resignation or removal from office, shall deliver all files, records, and other Division records to his or her successor or the Superintendent within 15 days.
  
2. The following policies apply to treasury records:
  - a. All financial records and correspondence of the Division shall be retained by the Treasurer or his or her designee(s).
  - b. All Division financial records shall be available for inspection by any member upon reasonable notice to the Treasurer.
  - c. The Treasurer, in the event of his or her resignation or removal from office, shall deliver all files, books of account, and other Division records to his or her successor or the Secretary within 15 days.
  
3. Some documents, by their nature, require retention in multiple copies or by offices other than specified in Paragraphs 1 and 2. These special requirements are:
  - a. The Articles of Incorporation shall be retained by both the Secretary and the Registered Agent.
  - b. Original copies of correspondence from the Internal Revenue Service pertaining to the Division's 501(c)(3) status shall be retained by the Treasurer, and copies shall be retained by the Secretary.
  - c. Documentation supporting the Division's 501(c)(3) status shall be retained by the Treasurer.
  
4. Records shall be retained until their destruction is authorized by one of the following:
  - a. In the case of ballots, the time specified elsewhere in the Bylaws or the Policies and Procedures Manual.

- b. A BOD-approved document retention plan, if any.
- c. Majority vote of the Board of Directors.

## **Budget**

1. The Treasurer shall prepare a budget for consideration by the Board of Directors at its regular meeting in the second calendar quarter.
2. Prior to preparing the budget, the Treasurer shall provide for publishing to the Board of Directors and the membership the requirements and procedures for submitting budget requests. This information shall be published sufficiently early for the Treasurer to include such requests in the proposed budget.
3. The budget for expenses related to non-electronic publication of the Division's official publication shall not exceed budgeted subscription receipts.
4. The Board of Directors is responsible for approving the budget and may make amendments prior to its approval.

## **Disbursement of Funds**

1. All expenditures must be approved by a majority vote of the Board of Directors.
  - a. The budget is considered prior approval, and expenditures within a budgeted area will not be subject to a further vote of the Board of Directors.
  - b. Because the budget is a forecast, and not a hard-and-fast limit, expenditures not exceeding 110 percent of budget for a particular item do not require additional BOD approval. The responsible chair, however, should take them as a warning that further budget action may be required.
  - c. No obligations shall be incurred in the name of the Division without the prior approval of the BOD, except as otherwise specified in the Bylaws or in the Policies and Procedures Manual.
  - d. For payment or reimbursement, all bills must have an original receipt and an approved voucher.
2. The priority for the disbursal of funds shall be:
  - a. Legal expenses.
  - b. Clinic expenses.
  - c. Other expenses.
3. The Treasurer shall pay all authorized expenses from available funds in the treasury.



### **Treasurer's Reports**

1. The quarterly Treasurer's Report for the Board of Directors shall show in detail all items of revenue and expense, arranged by budget category. It shall also include year-to-date totals and remaining balances relative to the budget.
2. The quarterly Treasurer's Report to the membership may be summarized and does not require the same level of detail as the report to the Board of Directors.

### **Standing Committees**

1. The standing committees of the Division shall be:
  - a. Achievement Program
  - b. Audit
  - c. Ballot
  - d. Contest
  - e. Education
  - f. Membership
  - g. Nominating
  - h. Pacific Science Center Show
  - i. Publications
2. The Superintendent, with the approval of the Board of Directors, shall appoint the chairs and members of the standing committees, except as otherwise specified in the Bylaws and in the Policies and Procedures Manual.

### **Achievement Program Committee**

1. The Achievement Program Committee is responsible for running the NMRA Achievement Program within the Division in accordance with the rules and guidelines of the national program.
2. The Achievement Program Committee Chair may appoint additional committee members as necessary to fulfill the requirements of the program.

### **Audit Committee**

1. The Audit Committee is responsible for auditing the financial records of the Division every year.
2. The audit will be conducted between September 15 and October 31, but not before the Treasurer has indicated the books are closed for the prior fiscal year.
3. The Audit Committee will submit its report to the Board of Directors at its regular meeting in the fourth quarter of the calendar year.

### **Ballot Committee**

1. The Ballot Committee's responsibilities are outlined in the "Election Procedures" section of the Policies and Procedures Manual.

### **Contest Committee**

1. The Contest Committee is responsible for running any contests held at the division level.
2. The Contest Committee Chair serves as a single point of contact and coordination for contest chairs of the various clinics throughout the Division.
3. The Contest Committee Chair is responsible for disseminating information regarding changes to the NMRA contest program.
4. The Contest Committee Chair may appoint additional committee members as he or she deems necessary.

### **Education Committee**

1. The Education Committee serves as a clearinghouse of information regarding the Division's education programs.
2. The Education Committee Chair maintains contact and coordinates with the region and national Education Chairs.
3. The Education Committee Chair may appoint additional committee members as he or she deems necessary.

### **Membership Committee**

1. The Membership Committee is responsible for membership recruiting and retention efforts at the division level.
2. The Membership Committee Chair works closely with the region Membership Chair to support and operate region-wide membership programs.
3. The Membership Committee ensures that membership information is available at all public events sponsored by the Division, and at non-Division events when feasible.
4. The Membership Committee Chair may appoint additional committee members as he or she deems necessary.

### **Nominating Committee**

1. The Nominating Committee's responsibilities are outlined in the "Election Procedures" section of the Policies and Procedures Manual.

### **Pacific Science Center Show Committee**

1. The Pacific Science Center (PSC) Show Committee is responsible for all aspects of the Division's annual show.
2. The PSC Show Committee Chair may appoint additional committee members as he or she deems necessary.

## Publications Committee

1. The Publications Committee is responsible for all official publications of the Division, in any medium.
2. The Division's official publication shall be known as the *Grab Iron*.
  - a. The *Grab Iron* shall be published in an electronic format on an ongoing basis, in the format generally known as a web blog, or blog.
  - b. A printed version of the *Grab Iron* will be made available on a subscription basis.
    - (1) The printed version shall consist solely of a printout of all the blog posts for a calendar month.
    - (2) The printed version will be mailed to subscribers no later than the 10<sup>th</sup> day of the following month, but as soon as possible.
    - (3) The subscription rate shall be specified in the Division budget, but may be modified with Board of Directors approval during the course of the year if actual costs justify such modification. In no case will a subscriber be required to pay additional subscription fees to maintain a subscription for the agreed-upon term.
    - (4) Subscription rates for the printed version shall reflect the actual cost of providing the printed version. This means subscription rates for mailing to other countries may be higher than for domestic subscriptions, due to higher postage costs. In accordance with NMRA Regulations, fees for out-of-division subscribers may not be higher than for in-division subscribers unless costs are legitimately higher to serve those subscribers.
  - c. The *Grab Iron* content shall include, but not be limited to:
    - (1) Minutes of all Board of Directors and General Membership meetings, or links to locations where these are posted on the Division web site.
    - (2) Quarterly Treasurer's reports, or links to locations where these reports are posted on the Division web site.
    - (3) Notice of upcoming Board of Directors and General Membership meetings.
    - (4) Notice of upcoming Division-sponsored events.
    - (5) Notice of upcoming non-Division-sponsored events that may be of interest to Division members.
    - (6) Election results.

- (7) Articles reporting on Division events that have taken place.
- (8) Other announcements and information as are pertinent to the operation of the Division and the enlightenment of the membership.

### **Amendments**

1. This manual may be amended by the Board of Directors. A plurality of BOD members voting is required for an amendment to pass.
2. Amendments to this manual shall be effective immediately upon approval unless the motion to amend contains wording to the contrary.
3. As with any Board of Directors action, the membership may call for a general membership vote to confirm or overrule the amendment.

