

## **Green Mountain Division Bylaws**

### ***ARTICLE I - NAME, PURPOSE, AND SCOPE OF THE ORGANIZATION***

#### **Section 1**

The name of the organization is the Green Mountain Division of the National Model Railroad Association, referred to in this document as the Green Mountain Division or simply as the GMD.

#### **Section 2**

The Green Mountain Division was chartered on October 25, 1992 by the Northeastern Region of the National Model Railroad Association. Nothing in these bylaws shall be interpreted as contravening the governing documents of either organization.

#### **Section 3**

The purpose of the Green Mountain Division is to promote and foster model-railroading activities, and to carry out the objectives of the National Model Railroad Association and the Northeastern Region.

#### **Section 4**

The Green Mountain Division will engage in the education of its members and of the general public in all aspects of model railroading. This includes, but is not limited to, the theories, practices, art and skills of model railroading, and the study of prototype railroads to be modeled.

#### **Section 5**

- A. No part of the assets of the GMD and no part of its net earnings shall be divided among or inure to the benefit of any member, officer, or Director of the GMD or to any private individual.
- B. Should the GMD become inactive or cease to exist, after all liabilities of the GMD or due provision therefore, all of the remaining assets shall be turned over to the Northeastern Region Treasurer for safekeeping pending the reactivation or reestablishment of the Green Mountain Division or its replacement.

### ***ARTICLE II - MEMBERSHIP***

#### **Section 1**

The classes of membership shall be as defined by The National Model Railroad Association.

#### **Section 2**

- A. All Members of the National Model Railroad Association, of any class, in good standing, and residing in any part of the State of Vermont (excluding Bennington County) shall be members of the Green Mountain Division. Members shall have the rights and privileges as determined by the National Model Railroad Association.
- B. Non NMRA member guests are welcome to attend Green Mountain Division meetings and shall be encouraged to become members. However, they shall not have any of the rights and privileges as members.

### ***ARTICLE III - FISCAL YEAR***

#### **Section 1**

The fiscal year of the Green Mountain Division shall run from June 1 to May 31.

## **ARTICLE IV - GOVERNMENT**

### **Section 1**

The government of the Green Mountain Division shall rest in the hands of a Board of Directors (BOD) composed of four officers and three Directors at Large. All shall be Regular or Life members in good standing of the National Model Railroad Association and residing in the Green Mountain Division at the time of taking office.

### **Section 2**

The officers of the Green Mountain Division shall be the President (aka, Superintendent), the Vice-President (aka, Assistant Superintendent), the Treasurer (aka, Paymaster) and the Secretary (aka, Clerk).

### **Section 3**

The position of an elected Officer or Director shall become vacant under the following circumstances:

1. When the occupant is no longer a member of the NMRA;
2. When the BOD accepts the resignation of the occupant;
3. By action of the BOD after the occupant has failed to attend either in person or by proxy three consecutive scheduled BOD meetings.
4. When the occupant is no longer a resident of the GMD geographical membership region.

### **Section 4**

Vacancies developing among the officers shall be filled for the remainder of the vacant term by appointment by the President, except that the Vice President shall replace the President.

### **Section 5**

Vacancies developing among the Directors at Large shall be filled for the remainder of the vacant term by appointment of the President, with approval of the BOD.

## **ARTICLE V - ACTIVITIES**

### **Section 1**

- A. All GMD activities shall comply with the governing documents of the National Model Railroad Association and the Northeastern Region.
- B. The GMD shall not schedule events in conflict with a Northeastern Region or NMRA National Convention.

### **Section 2**

- Business Meetings
  - A. The annual business meeting of the GMD shall be in May. Management of the meeting shall be the responsibility of the then sitting officers.
  - B. The specific date for the meeting shall be determined by the Board of Directors, which shall give notice to the membership of the time and place of the meeting at least thirty days in advance.
  - C. Notification shall be by E-Mail. Members may request notification via the United States Postal Service.

### **Section 3**

- General Membership Meetings
  - A. The yearly schedule of specific dates and times of general membership meetings shall be determined by the Board of Directors.

- B. Notification shall be by E-Mail. Members may request notification via the United States Postal Service.

#### **Section 4**

The President shall invoke the current version of Roberts Rules of Order at his discretion.

### ***ARTICLE VI - ELECTIONS***

#### **Section 1**

Elections shall be held at the end of the annual business meeting (see Article V, Section 2). The outgoing terms of office shall end and the incoming terms shall begin at the conclusion of the election.

#### **Section 2**

All Green Mountain Division members who are regular or life members of the National Model Railroad Association shall be eligible to vote.

#### **Section 3**

The officers shall be elected by the Green Mountain Division's membership at the annual business meetings in even numbered years (i.e. 2012). The term of office shall be two years.

#### **Section 4**

The terms of the Directors at Large shall be staggered with one Director being elected by the Green Mountain Division's membership at each annual business meeting. The term of office shall be three years.

#### **Section 5**

- A. The Board of Directors shall appoint a nominating committee of two members three months before the date of the annual meeting. Said committee shall prepare a slate of candidates for each vacant office for the ensuing year.
- B. All nominees shall be Green Mountain Division Regular or Life members in good standing. Each shall be queried and shall accept nomination verbally or in writing before his or her name is added to the slate.
- C. The nominating committee shall submit the proposed slate to the Board of Directors three weeks before the date of the annual meeting.
- D. In the event of questions of procedure, Robert's Rules of Order, new revised edition, Chapter XIV, Nominations and Elections shall govern the nominating committee.

#### **Section 6**

Nominations shall be accepted from the floor provided that the proposed nominee has agreed, verbally or in writing, to have his or her name placed in nomination.

#### **Section 7**

Voting shall be by a show of hands of the members present. If a member is unable to attend the annual meeting, that member may assign his/her vote to an attending member with a signed proxy statement.

### ***ARTICLE VII - DUTIES OF OFFICERS AND DIRECTORS***

#### **Section 1**

- A. The President shall perform all the duties and assume all of the powers normally associated with such an office not in violation of or inconsistent with these bylaws, as well as other recognized lawful authorities

including the NMRA and the Northeastern Region. He or she shall call all meetings of the Board of Directors.

- B. If requested to do so in writing by three Directors, the Secretary shall call a meeting of the Board of Directors.

## **Section 2**

- A. The President shall preside at all meetings of the GMD and of the Directors. In his absence, the Vice President shall preside. In the absence of both the President and the Vice-President, the Directors present shall elect a temporary presiding officer.
- B. The President may from time to time make such appointments as may be necessary for the efficient conduct of the GMD's activities.

## **Section 3**

The Vice President shall aid and assist the President as the President may direct.

## **Section 4**

- A. The Secretary shall record the minutes of all meetings of the GMD. He or she shall distribute uncertified copies of the minutes to all officers and Directors before the next Directors' meeting. The Secretary shall keep and preserve the records of the GMD.
- B. The Secretary shall provide newly elected officers and Directors at Large with copies of these bylaws

## **Section 5**

- A. The Treasurer shall have custody of all funds of the GMD and shall pay all valid bills. He or she shall present a report of receipts and expenditures to the Directors upon request.
- B. Expenditures of \$50.00 or less must be approved by the President of the GMD.
- C. Expenditures greater than \$50.00 must be approved by a majority of the Board of Directors.

## **Section 6**

There shall be at least one meeting of the Board of Directors annually, with such additional meetings as may be necessary to conduct the business of the GMD.

## **Section 7**

Notice of a scheduled meeting of the Directors shall be given to all Directors and officers by the President or Secretary.

## **Section 8**

The President shall ensure the Green Mountain Division submits an Annual Report to the Northeastern Region President by April 30 of each year which shall include the following information:

1. Green Mountain Division officers' names and addresses;
2. Membership figures and requirements;
3. Meeting types, frequency and attendance thereat;
4. General financial status;
5. Publication name and circulation, if any;
6. Any changes in the Green Mountain Division Bylaws;
7. Optionally, any other information or division information or problems.

## **ARTICLE VIII - Liability**

No officer or Director shall be personally responsible or liable for acts of commission or omission hereunder, but shall be liable only for actual malfeasance, meaning and intending thereby that no officer or

Director shall be responsible for any honest errors of judgment on his or her part, but only for his or her own willful and corrupt breaches of trust.

## ***ARTICLE IX - QUORUM***

### **Section 1**

The members in good standing who are present shall constitute a quorum for a business meeting of the GMD.

### **Section 2**

A majority of Directors shall constitute a quorum for a meeting of the Board of Directors.

## ***ARTICLE X - AMENDMENTS***

### **Section 1**

- A. Amendments to these By-Laws shall be submitted to the BOD and if approved, shall be voted on by the GMD membership at the annual meeting.
- B. At least a two-thirds majority of the votes cast shall be necessary to amend these bylaws.