

**PACIFIC SOUTHWEST REGION**

**DIVISION BY-LAWS**

**PREAMBLE:**

The Four Divisions (Arizona (AZ), Cajon (CJ), Los Angeles (LA) & San Diego (SD)), having been established by the Pacific Southwest Region (PSR) of the National Model Railroad Association, Inc. (NMRA) as operating units in their respective designated territories, do hereby adopt and proclaim the following By-Laws to govern their operation.

**ARTICLE I – NAME, PURPOSE, AND TERRITORIES**

**Section 1.** – These organizations shall be known the Arizona, Cajon, Los Angeles and San Diego Divisions of the Pacific Southwest Region of the National Model Railroad Association, Inc.

**Section 2.** – The primary purpose of the Divisions shall be to further the education and enjoyment of the hobby of model railroading and promote the aims and objectives of the Pacific Southwest Region of the National Model Railroad Association (PSR-NMRA) within their respective boundaries.

**Section 3.** – The territories of the respective Divisions shall be limited to the area approved by the PSR-NMRA Board of Directors and described in the PSR Manual of Operations.

**Section 4.** – These Division By-Laws are provided in accordance with the PSR Manual of Operations. A copy of these By-Laws and every amendment thereof shall be filed with the PSR Secretary.

**Section 5.** – The supervision of the Divisions shall be under the authority of respective Division Superintendents and PSR Board of Directors, regulated in accordance with the Division Manual of Operations.

**ARTICLE II – MEMBERSHIP AND VOTING RIGHTS**

**Section 1.** – Any member in good standing with the PSR and NMRA and who resides within the boundaries of a PSR Division is automatically a voting member of that respective Division.

**Section 2.** – You must be a Division member in good standing with the PSR to:

- A. Be appointed, run, or be elected to a Division Office.
- B. Vote in any of the Division elections or other matters.
- C. Be appointed to any Division committee.
- D. Emergency appointments to assure continued operations of a Division may be a member outside the Division, as long as they are a PSR member in good standing and elected by a majority of the votes cast by remaining Division officers (Superintendent, Chief Clerk / Paymaster, Director).

**Section 3.** – Members shall not pay dues to be part of a Division. An entry/admission fee may be collected at Division Events to help defray costs of facility, equipment, food, etc.

**Section 4.** – Divisions shall hold at least three meetings per year, one of which shall be designated the Annual Meeting of Members. This meeting shall coincide with the election/change of Division Officers.

- A. Special Meetings may be called at any time by the Division Superintendent or by not less than twenty (20) members of the Division. Any call for such a meeting shall be forwarded to the Chief Clerk/Paymaster of the Division in writing, stating the nature of the business to be transacted.
- B. Notice of all Meetings of Members shall be given by publishing in the Division newsletter and/or by e-mail and shall specify the place, day, and hour of the meeting. In the case of a special meeting, the general nature of the business to be transacted shall be specified.
- C. Each member of a Division shall be entitled to one vote on all matters submitted to a vote of the Division membership. The deadline set for ballots shall not be less than thirty (30) days nor more than sixty (60) days from the date of the membership meeting.
- D. A quorum shall be constituted by ten (10) percent of the Division members being physically present. The members at a duly called and held meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

### **ARTICLE III – ELECTED OFFICERS AND DUTIES**

The elected officers of a Division shall consist of a Director and a Superintendent. The Chief Clerk / Paymaster may be elected or appointed as stated in each division’s manual of operation.

#### **Section 1. – Director:**

- A. Shall act as the representative of the Division in all matters before the PSR Board of Directors.
- B. Shall cooperate with the Division Superintendent in promoting the programs and purposes of the Division.
- C. Shall be elected in accordance with the PSR By-Laws and Manual of Operations.

#### **Section 2. – Superintendent:**

- A. Shall be the Executive Officer of the Division with total responsibility and authority for the achievement of the purpose of the Division.
- B. Shall preside at all Division Meetings of Members, the Division Executive Advisory Committee and appoint such committees as may be required to further the purposes of the Division or as required by the PSR.
- C. Shall authorize and direct the expenditure of all Division funds by the Chief Clerk/Paymaster and cooperate with the PSR Board through the Division Director.
- D. Shall be an ex-officio member of one or more Division committees, without vote, except for the Division Executive Advisory Committee as specified in these By-Laws.

#### **Section 3. - Chief Clerk/Paymaster:**

- A. Shall act as Secretary/Treasurer of the Division and keep accurate records of all Meetings of the Members and of the Executive Advisory Committee.

- B. Shall maintain a record of all current members of the Division and a record of all persons attending Division functions.
- C. Shall receive and record all monies coming into the Division treasury and deposit them in a convenient bank or savings and loan in the name of the Division with a signature card for withdrawal by either the Chief Clerk/Paymaster or the Superintendent.
- D. Shall make all disbursements as authorized and directed by the Superintendent.
- E. Shall have the complete Financial Report and Statement available for examination during the Annual Meeting of Members.
- F. This office may be divided into two separate positions as Chief Clerk and Paymaster with the above listed duties divided. Each position will have half a vote on the Executive Advisory Committee.

**Section 4. – Term of Office**

- A. The Division officers shall be elected by electronic ballot or at the Division's Annual Meeting for a term of two (2) years except as provided for in Section 5 - Vacancies, Paragraph B.
- B. The elected officer(s) shall take office during the Division’s Annual Meeting of Members.
- C. An officer may be elected to one (1) successive term for a total of two (2) consecutive terms. An officer elected in a special election or appointed to fill a vacancy in accordance with Section 5 may not continue in office for more than six (6) years, less one (1) day.

**Section 5. - Vacancies**

- A. In the event of an elected office being permanently vacated for any reason, the functions, duties and responsibilities of that office shall be fulfilled as set forth below until a successor is duly elected.

<u>Office Vacated</u>	<u>Interim Successor</u>
Director	Superintendent
Superintendent	Chief Clerk/Paymaster
Chief Clerk/Paymaster	Any Division member appointed by the Superintendent.

- B. The permanent vacancy of any elected office of a Division, no matter how caused, shall be filled by a special election for the unexpired term within ninety (90) days of the occurrence of the vacancy if the vacancy occurs during the first fifteen (15) months of the term. If the vacancy occurs during the last nine (9) months of the term, the interim successor or an appointed successor will fill the void to save a Division the expense of holding a special election. Elections to fill such vacancies shall be by mail or electronic ballot as necessary to reach all Division members.

**Section 6. – Removal of an Elected Officer**

- A. Any elected officer of a Division may be removed from office by ballot in a special election. A special election for the removal of an elected officer may be requested by submitting a

petition to the Superintendent or Chief Clerk/Paymaster requesting a special removal from office election together with the names of two (2) eligible candidates willing and able to serve for the unexpired term.

- B. This petition must be signed by a minimum of 20 Division members who were eligible to vote in the immediate past regular election.
- C. A special election shall be held within ninety (90) days of receipt of a petition meeting these requirements; vote to remove an Executive officer and the election of a replacement.

#### **ARTICLE IV – COMMITTEES**

Members appointed to committees shall hold office no longer than the term of the Superintendent who appointed them unless reappointed by the succeeding Superintendent.

**Section 1. – Standing Committees:** The following committees shall be appointed by the Superintendent with written notification of their appointment to the President of the PSR;

- Membership
- Contests
- Publications
- Achievement Program

**Section 2. - Optional Standing Committees:** The Superintendent may appoint committees as are necessary that may include but are not limited to;

- Public Relations
- Activities
- Clinics
- Non-Rail
- Member Aid
- Web Site
- Social Media
- Estate Counseling
- Donations Acquisition

**Section 3. – Special Committees:** The Superintendent may appoint committees as are necessary that may include but are not limited to;

- Audits
- Nominations
- Conventions
- Ballots

- By-Laws and Manual of Operations

**Section 4. – Executive Advisory Committee:** This committee is hereby established with the Superintendent as Chairperson and shall consist of the Director, Chief Clerk/Paymaster and chairpersons of all committees. The committee shall meet at least three (3) times per year at the call of the Superintendent.

#### **ARTICLE V – PUBLICATIONS**

**Section 1. –** There shall be one official publication for each PSR Division.

**Section 2. –** The Communications Committee shall be responsible for creating the publication and coordinating posting on the Division website.

**Section 3. –** This publication shall be issued at least three (3) times per year.

**Section 4. –** This publication shall carry all official notices of meetings to the membership.

#### **ARTICLE VI – FISCAL RESPONSIBILITY**

**Section 1. –** Divisions will normally incur expenses necessary to effectively operate which include administrative fees and the hosting of events attended by the membership.

**Section 2. –** The Executive Advisory Committee has the authority to set entry fees for Division Meets.

**Section 3. –** Divisions may engage in fundraising activities that benefit their operation and the membership.

**Section 4. –** No members are permitted to incur any expense or commit to any fiscal obligation without the express authorization of the Executive Advisory Committee.

**ARTICLE VII – MANUAL OF OPERATIONS:** Each Division’s Manual of Operations (MOO) is declared the official guide for conducting the business of Divisions.

#### **ARTICLE VIII – AMENDMENT**

**Section 1. –** These By-Laws may be amended by the PSR Board of Directors and ratified by two-thirds (2/3) majority of the votes cast by PSR members via ballot.

**Section 2. –** In the event of any conflicts between these By-Laws and the By-Laws of the PSR and/or NMRA, these By-Laws shall be considered amended in principle to agree with the By-Laws of the PSR and/or NMRA and shall be formally amended to agree prior to the next annual PSR Membership Meeting, by a majority vote of the PSR Board.

**Section 3. –** These By-Laws shall be reviewed at least every two years for accuracy and necessary updates by the PSR Board of Directors.

#### **ARTICLE IX – DISSOLUTION**

**Section 1. –** In the event of the need to dissolve a Division, the plan of dissolution and distribution of any assets shall be approved by the PSR Board of Directors.

**Section 2. In the event of dissolution of a Division, all property and assets shall be given only to an organization(s) which would qualify under Section 501(c)(3) of the current Internal Revenue Code.**

**Section 3.** – First consideration for donation should be given to the NMRA – PSR for the dissolution and distribution according to the NMRA – PSR plan. If this is not appropriate, such organizations(s) to be selected by Officers of the Division whose purposes may be similar to or different from the purposes of the Division provided that the organization qualified under the provisions of Section 501(c)(3) of the current Internal Revenue Code or the comparable provision of the Internal Revenue Code currently in effect.

**ARTICLE X – RESOLUTION OF CONFLICTS OF AUTHORITY:** In the event of any conflict or question of order of precedence between or among Division By-Laws or Manual of Operations, and the Region and/or NMRA Regulations, the NMRA Regulations shall govern, followed by the PSR By-Laws and lastly the Division By-Laws.