

**MID-EASTERN REGION EXECUTIVE HANDBOOK
SECTION 7 - DIVISION SUPERINTENDENT'S HANDBOOK**

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I. INTRODUCTION

The Division Superintendent's Handbook has been created by the Mid-Eastern Region in an effort to be helpful to people in leadership positions in the various MER Divisions. It incorporates current MER and National policies which impact upon operations of all Divisions. It includes "best practices" and "things to remember" that have proven successful for many activities, situations, and locations. We also hope it will help each Division work closely with the Region in a common effort to benefit the entire membership and to promote model railroading. The MER Secretary will send a copy of this Handbook to each new Division Superintendent, and to any other member who requests a copy.

A prerequisite to any successful Division is flexibility within overall policies and requirements. As a Superintendent, you of course should know the specific interests and capabilities of **your** members. To the maximum extent possible, everything done should be informal in terms of events, structure, and general operations. While we need to function in a business-like manner for financial and liability reasons, our overall objective is of course to enjoy model railroading.

The Division and the Division Superintendent play a significant role in the model railroad hobby and organization. The first contact with people who have an interest in model railroading usually occurs at this level. The officers of the Division should possess a sincere interest in promoting all aspects of the hobby, encouraging the visitors to belong to the NMRA and to enjoy the challenges and fun the hobby has to offer.

The Superintendent and all Division officers are encouraged to read and become familiar with the MER ByLaws, especially Article X, Divisions. A copy should be obtained from the MER Secretary. The Region also encourages the Division Staff to attend the Region meetings and conventions, and to send copies of any Division publications, rosters, and meeting minutes to the MER President, Vice President, Business Manager and especially to the editor of **The Local** (the Regional publication) for inclusion on a regular basis.

II. DIVISION BYLAWS

Your Division Bylaws were approved by the Division membership, and were handed down from previous administrations to the current administration. They should be read and understood by all officers of the Division and maintained by the Clerk/Paymaster. Division Bylaws must be updated to reflect changes in National and MER policies, practices and requirements and reviewed by the MER Vice-President.

The Appendix to this Handbook contains an example of Division Bylaws.

III. OFFICER ELECTION AND RESPONSIBILITIES

NMRA Policy requires each Division to have at least two elected officers (and to hold at least one meeting per year of the division membership). More frequently, Divisions will have three or four elected officials - for example, Superintendent, Assistant Superintendent and Clerk/Paymaster. These officers are elected as specified in the Division Bylaws. The NMRA Regulations (a.k.a. Bylaws) require that Division officers **MUST** be members of the NMRA and the Region and of their Division. To maintain continuity of administration, Divisions may stagger the terms of officers so that not all are elected at the same time (e.g., Superintendent, Clerk/Paymaster and one Director elected in one year, Asst. Superintendent and other Director(s) in the next). The duties of these officers are as follows:

Superintendent – the Superintendent's responsibility includes the following:

- provide leadership for the Division
- appoint Chairs of Division committees
- set up Division board meetings.
- preside at Division meetings
- coordinate Division activities.
- recruit and appoint (with the advice and consent of the MER AP Manager) a Division Achievement Program Coordinator who will promote and administer the Achievement Program.
- appoint a Membership Chairperson for promoting NMRA/MER membership.
- report new Division Officers to the MER Secretary and Business Manager as soon as they elected or appointed.

Assistant Superintendent - assist the Superintendent and presides at meetings in his/her absence.

Clerk/Paymaster

- maintain the financial and membership records of the Division.
- **provide an Annual Report for the Division to the MER Vice-President by the 15th of September each year.** This Report should contain any publicity, accomplishments, membership roster, and division activities (copy of format is provided in Section XV). A copy of this report and a copy of the Division's newsletter should go to the MER Vice President and subsequently to the Region's publication, **The Local**, for publication.
- provide an annual report to the directors of the Division and the active Division membership.

Directors (optional) - as appropriate for each Division, one or more Directors may also be elected. These individuals will assist the officers in planning Division events, home layout tours, and mini-conventions, and will assist in overall management of the Division.

IV. MEMBERSHIP AND DUES

Each division has a geographical territory which is determined in accordance with the MER Bylaws. Each NMRA member is automatically a member of the Division, if one exists, in whose territory the member resides. Conversely, every member of a Division must be a member of the MER and the NMRA.

All NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division, except for voting and holding a Division office. Guest attendance privileges may be granted to model railroaders to introduce them to Division, MER, and NMRA activities. However, no one may consistently attend Division activities without joining the NMRA. This is a National policy and is driven by insurance and liability concerns about non-members attending officially sanctioned events such as conventions and layout tours or other Division activities.

Divisions cannot charge "dues" per se. However, the Division Board of Directors may choose to charge fees for specific activities, goods, and services such as:

- sales of donated items patches, pins, shirts, etc.
- attendance at meets, conventions, tours, open houses
- a mailed copy of a publication.

For such activities, the fees will be the same for all NMRA members, regardless of residence.

V. FINANCES AND ADMINISTRATION

A checking account should be maintained in the name of the Division to hold and disburse Division funds. Two officers should be authorized to have check-signing privileges; however, the Clerk/Paymaster should be the primary keeper of the funds.

Divisions are encouraged to keep files on a yearly basis. A copy of each incoming and outgoing letter should be placed in the file. Other items to be included in the yearly file: the yearly schedule, bank statements/deposit slips/canceled checks, annual report, attendance sheets, and any questionnaires.

Notification of new officers should be provided to the MER Secretary and Business Manager as quickly as possible after changes occur. Persons interested in becoming members sometimes contact the Business Manager and/or Secretary for Division information and it is most helpful to be able to refer them to the correct Division contact.

VI. EXAMPLE OF DIVISION ADMINISTRATIVE CALENDAR
(Adjust to the local situation)

June - New officers assume office.

July/August - Develop next year's meeting schedule and send notices of all-day meets to publications.

September – Notify all Division members about the meeting schedule (mail or e-mail). Post copies at local hobby shops. Provide copies to the MER Officers and the Editor of **The Local**.

October/May - Hold at least one meeting every other month including, if possible, an all-day meet/mini-convention and a prototype tour.

January - election of new officers at annual membership meeting. Having elections early provides an opportunity for the new officers to work with old officers before they take over in June.

VII. SCHEDULE AND PROMOTION

Division Officers should meet prior to the start of each Division year and prepare a schedule of activities. In effect, this is the Division's "business plan" for the year. Due to the considerable cost of printing and mailing to the Division membership, to the extent possible it is recommended that a schedule be developed for the complete year. Updates and information on the Division schedule can be distributed at the monthly meetings or by fliers left in the area hobby shops and major clubs. With significant numbers of NMRA members having internet capabilities, electronic distribution of meeting notices, changes in schedules, etc. can be an economical and rapid method of disseminating information. It is important, however, to realize that not all members will have such access and should not be overlooked.

In establishing the dates for the various Division activities, careful consideration should be given to avoiding conflicts with holidays, MER regional conventions, regularly scheduled meetings of other railroad interest groups (such as NRHS), train show/sales, and other popular local activities.

Meetings can also be advertised in **The Local**, the **NMRA Magazine**, and in the model railroad magazines. The national publications usually have a three-month lead time for each issue, so send your listing in early. Flyers detailing scheduled events, such as the mini-conventions, should be circulated to hobby shops and railroad clubs at least a month in advance of the event. Caution should be used, however, in distributing material containing home addresses of layout hosts, since hobby shop customers or club visitors are likely not known by the Division.

It is strongly recommended that a welcoming letter which encloses a courtesy copy of the schedule be sent to each new member and transferee.

Divisions with websites should consider including links to the MER and the NMRA websites to help members keep informed of regional and national items of interest. Also, send any changes in Division web address to the editor of **The Local** and all others who need to know.

VIII. DIVISION MEETS AND OTHER ACTIVITIES – IN GENERAL

Division meets will vary widely in scope and complexity. At one end of the scale, a division meet might consist of a single layout tour. Or, it might include a morning clinic followed by the availability of several open layouts in the afternoon. Moving to the high end of the complexity scale, the activity may consist of an all day mix of clinics, contests and tours – fully deserving the title “mini-convention”. The information that follows attempts to capture “lessons learned” and “best practices” for the benefit of all MER Divisions.

To the extent possible, regular Division membership activities should be scheduled every two months during the active Division year. Each Division needs to determine its own policy concerning type of activities, frequency, operational year, etc. Some Divisions may operate throughout the entire year, while others may “take the summer off” due to competition from other activities. Appropriate starting times for meetings, layout open houses, etc. should be determined on the basis of local conditions (e.g., traffic, availability of facilities). For example, several years ago the Potomac Division switched home layout tours from Friday evening to Sunday afternoon, and attendance increased.

IX. LAYOUT TOURS

The majority of a Division's meets could include traditional home or club layout tours. Arranging these tours may be the most difficult assignment for the officers, as you must convince a member to open his home to a significant number of people. In scheduling layout tours, it is advisable to give any layout/host at least a two-year break between scheduled tours. Frequent visits may create a hardship for the host and cause membership interest to wane. It may be desirable to have at least one officer arrive early to assist the host.

Closely check the size of the layouts to be visited. If one is very small, you may be able to schedule two layouts near each other for the same meeting day. All layouts should be operational, and preferably be at least partially scenicked. It is advisable to provide a sign-in sheet or book for the guests at each home. Generally, the host will have his friends help operate the railroad, but if this is not possible, one or more of the officers should offer to assist him.

The Division should provide standard recognizable signs such as crossbucks or other highly visible markers to assist division members in finding the meeting location. The host should clearly indicate where he/she would like visitors to enter the house.

Security problems at Division meets are rare. However, it is good sense not to leave a brass engine or similar valuable items unattended. Use your own judgment in this matter -- but don't ignore it.

It is also helpful if the host could provide a handout that could be passed out at the door. The handout might include a layout plan, plus a brief description of the layout and the thinking that went into its design.

Within two weeks of the layout tour's completion, a thank-you letter or a note of appreciation should be sent to the layout tour host.

X. PROTOTYPE TOURS

It is strongly recommended that at least one prototype tour be scheduled each year. These might be railroad yards and facilities, rapid rail facilities, trolley museums, railroad museums, tourist railroads, research facilities, manufacturer's facilities, industries with rail service, etc. One or more of the following problems that have to be addressed:

- admission fees.
- bus transportation and therefore some sort of fee.
- limits on the number of attendees.
- activities at the site to be visited.
- possibilities for combining the tour with other activities.

It is usually necessary to make arrangements well in advance. Be sure to find out all the requirements, such as age limits, liability releases, hard hats, sturdy shoes, photography restrictions, parking arrangements, etc. Of necessity, some tours limit the number of attendees. If this is the case, attendance should give priority to Division members in good standing in a first come, first served basis. Several groups spread over a few days or different periods of time on the same day can generally be arranged to accommodate the most number of people. Ensure that attendees are impressed with safety and the need to stay together. Prototype tours have become much more difficult due to security and liability concerns, but they remain popular if they can be arranged.

Be sure to get the names of the tour guides so that they can be mentioned in the letter of appreciation sent to **their boss** following the tour.

XI. CONTESTS

Model contests are frequently held at meets and mini-conventions. Members from one of the local railroad clubs in the area might host this activity and the club members provide judges. If this can be arranged, always coordinate with them several months in advance of the meet to discuss categories, signs and any other type of needed assistance. The Division Achievement Program coordinator may obtain qualified judges and run the formal NMRA judging. As an alternative, or simultaneously, contests can be judged by popular vote with appropriate certificates and/or ribbons for winning entries in each category specified.

Other popular contests to consider are: photo contests, switching layout contests, and the **Favorite Train** category. Remember to announce the details of contests in the schedule prepared well before the meeting.

XII. CLINICS AND TAPE/SLIDE SHOWS

Three to four hours of clinics should adequately fill the program for a mini-convention. Two to three hours is probably appropriate for most ordinary meets. Depending upon the number of expected attendees and clinicians, you should consider running two or more clinics simultaneously to provide options for attendees. Typically, each clinic should be limited to about 40 - 50 minutes, leaving 10 minutes transition time between clinics. The clinic program should offer a range of subjects to provide something of interest for everyone. Each clinic should cover a manageable subject, i.e., not too complex for the time available. Organizers need to assure that requisite electrical outlets are available for projectors, power tools, etc. to be used by the clinician, and that any special requirements are met (e.g., ventilation if painting or gluing is done).

A **handout sheet** and visual aids are suggested for each clinic. The handout has two purposes. First, it facilitated note taking and gives the attendees a record of the clinic to take home. Second, it usually assures that the clinic presenter is better prepared (if you doubt the presenter's reliability, request a copy of the handout about two weeks in advance). Remind each presenter that a clinic of at least 30 minutes with a handout is worth points in the NMRA Achievement Program.

Stress that an offer to present a clinic is a responsibility requiring a full commitment. Once the meeting program is printed and distributed, there is no way to back out barring, of course, illness or other serious problems. Within two weeks of the presentation, write a letter of thanks and appreciation to the presenter. In some cases, it will be appropriate to encourage the presenter to forward a copy of his clinic to the editor of **The Local** for publication.

Hands-on participation clinics can be considered if the facilities permit. A nominal additional fee may be required of participants because materials must be purchased. Examples of this type of clinic might include figure painting, making signs, constructing modular framework, building simple structures, weathering rolling stock, and similar activities.

Tape and slide or film shows can be provided in conjunction with the clinics to provide a well rounded program. Always preview the film or slides at least two weeks prior to their being shown. You will thus have sufficient time to change the order of the slides, splice a film or add comments to a tape.

XIII. MINI-CONVENTIONS

Mini-conventions held by the Division are generally scheduled on a Saturday. They may feature several events, clinics, modular displays, contests and the like, and will normally be much better attended than the regular monthly activities. If a Division has only one mini-convention a year, it should incorporate the annual meeting and election of officers, since this is likely to be the only activity held during the year at which a significant portion of the Division membership will be present.

Planning - The mini-convention schedule should be completed at least two or three months prior to the event to allow clinic presenters adequate time to prepare their presentations and to allow sufficient time for publicizing the events in Division publications and/or **The Local**.

Meeting Location - The meeting location for mini-conventions should be large enough to accommodate a substantial number of attendees. It should have areas or rooms for clinics/films, layout displays, model contests/displays, refreshments/general discussion and registration. Optional space may be provided for modular operations, vendor literature, vendor sales, etc. depending upon policies for the use of the facility. Churches and school buildings can often be used for nominal rental or donations.

There should be adequate parking, clearly posted signs and, if possible, an intercom/public address system available to keep attendees informed of activities within the mini-convention. Remember to check on availability and access to the meeting location several days prior to the meet. The facility should be open for set-up at least two hours before the beginning of the meet.

Registration Fee - A registration fee may be charged to cover the cost of the facilities, prizes, and other expected expenses. The Division Board should try to determine a break-even point well in advance to establish this fee. Clinic presenters normally are exempt from paying registration. If anyone does not pay a registration fee, it is inappropriate that they be eligible for any door prizes.

Refreshments - This area may be handled by the Division or by a group from the host facility, with any profits in the latter situation going to that group. Refreshments provided should require minimum on-site preparation and be of a type which can be safely distributed and consumed with minimal risk of spillage or spoilage. Depending upon the starting time of the mini-convention, suggested foods include: coffee in a large urn; donuts and pastries (can be obtained through most donut shops at quantity discount with prior arrangement); cookies (brought or home-made); soft drinks; and some type of sandwiches and chips (if facilities permit preparation). Condiments, plastic ware, cups, napkins, trash bags should be provided by the Division if not specifically handled by a host group.

XIV. SUPPLIES FOR A MEET OR MINI-CONVENTION

The supplies necessary to successfully **register the attendees** include: A table(s); registration forms (name and address); name badges (not necessary for those having NMRA, region or club badges); door prize tickets; agenda; paper, pens, and masking tape; money box; and tape or tacks (if allowed) for posting signs.

Supplies required for providing **Movies and Slide Shows** may include: a projector; extension cords; window black-out covers (if needed); spare projector bulbs; projector table; screen; and tape recorder and tapes.

Supplies required for putting on successful **Displays and Contests** include: tables (covered with paper or a cloth; good lighting; contest forms; contest category signs; and slips of paper for ballots (if a popular vote method is used) and a ballot box.

The Officers of the Division should make it a point to greet as many attendees as possible, particularly those you do not know. Nothing discourages a new member faster than see a number of cliques formed around him from which he is excluded.

Blank membership forms should be on hand, in case visitors decide to become members at the mini-convention.

XV. ANNUAL REPORTS TO THE REGION

Regardless of the actual operating year established by each Division, an Annual Report must be submitted to the MER Vice President by February 15 of each year so that its contents can be provided to the Board and subsequently published in **The Local**. These reports provide information to the MER Board on activities, accomplishments, problems, plans, and financial health of each Division within the MER. The format for information contained in the Division Annual Report is:

Officers and Directors: List including names, addresses, telephone numbers and e-mail addresses.

Division web site address:

Membership: Number of members including the change from the previous year. Membership recruitment activities conducted during the year.

Financial: Dollar amount in bank at end of the last accounting period including change from previous year. Charges for events and services.

Division Events: Include meetings, shows, displays, etc. Each event should include some information about the event, attendance, level of participation, etc.

Charitable and Educational Activities: Include information about the Division's charitable contributions and educational activities.

Achievement Program Activity: List of members who earned the Golden Spike or one or more Achievement Certificates.

NMRA and MER Convention Activity: Information about the Division's plans to host a Regional or National convention.

Future Directions: Potential new activities or events that the Division plans to investigate for the future. (**Note:** a revised format is attached as part of the Appendix)
(9/10)

XVI. MER CONVENTIONS

Divisions should consider hosting an MER convention. The MER Executive Convention Chair is available to assist Divisions with information, advice, and guidance for the planning, procedures, and steps required for a successful regional convention. The MER has a Convention Handbook which spells out the responsibilities of the host Division, and the responsibilities of the MER. As long as all policies set forth in the Convention Handbook are followed, a Division will not bear any financial loss, even if the convention does not meet its expected income. While MER Conventions are not designed to be money-making enterprises, a host Division can expect to receive significant revenue from a successful convention. Conventions are designed for the betterment of the hobby through clinics, tours, and general fellowship, and can serve as a showcase for local layouts, prototype facilities, and clinics. There are, to be sure, challenges associated in hosting a convention, such as affordable lodging and meeting facilities, availability of high-quality model railroad clubs and home layouts, possible lack of prototype sites, and overall manpower requirements. Many of these can be overcome through assistance of the MER as long as there are local model railroaders who will provide a nucleus for planning.

Appendix I - Example Division Bylaws

The example Bylaws that follow are intended to serve – by example - as a “list of things to think about” when Division Bylaws (i.e. the Division’s governing documents) are created or revised. It also offers suggested wording (particularly Article IV) which will bring Divisional Bylaws in conformity to the NMRA Regulations.

No Division will choose to adopt all these provisions exactly as written. Some of the provisions are accompanied by comments, explanations, or suggested alternatives. The Division depicted is, of course, hypothetical.

For non-profit organizations in general, there is a “pecking order” that must be observed. Starting at the top:

- State laws, particularly corporate laws.
- The organization’s articles of incorporation (if incorporated).
- The individual organization’s Constitution and Bylaws or governing documents.

Thus, for example, provisions of an organization’s governing documents that conflict with state law are invalid. In addition, some states require inclusion of specific provisions and/or the use of specific terminology. The example provisions that follow may or may not conform to your state’s requirements.

For NMRA divisions, there is an additional “pecking order” to consider.

Divisional Bylaws (i.e. governing documents) must conform to the Regional governing documents, and with National Model Railroad Association (NMRA) Regulations.

Bylaws of the (Hypothetical) Delaware Division Mid-Eastern Region, National Model Railroad Association (Adopted by the Division xx/xx/xx)

Article I Name, Status, and Purpose

1. The name of the organization is the Delaware Division (the “Division”). It is established under the provisions of the governing documents of the Mid-Eastern Region (MER), and the Regulations of the National Model Railroad Association (NMRA). If a conflict should develop between these Bylaws and the Region’s governing documents, the Region’s governing documents will govern. If there is a conflict with the NMRA Regulations, the NMRA Regulations will govern.

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2. The Division is incorporated in Delaware, and is classified by the U. S. Internal Revenue Service as a 501-c-3 tax exempt organization.
3. The Division is organized to promote educational, charitable, historical, and fellowship activities related to model railroading and rail transportation.

Comment: Incorporation and achieving 501-c-3 status usually require the services of an attorney, and not all Divisions take this step. Incorporation is desirable for liability purposes, and is necessary for 501-c-3 status. The latter is desirable for many reasons, including (1): volunteers can usually deduct their non-reimbursed cash expenses from their taxable income, and (2) donations of money and/or equipment may be tax-deductible for the donors.

Article II
Territory

1. The Division includes Kent, Sussex, and New Castle Counties in the state of Delaware.
2. Throughout these Bylaws, "residence" means the member's principal residence.

Comment: Division territory must be approved by the Region. Territory is defined by county and state.

Article III
Fiscal Year

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

Article IV
Membership, Dues, Activities, and Finances

1. Each NMRA member is automatically a member of the Region, if one exists, and of the Division, if one exists, in whose territory the member resides.
2. All NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division, except for voting and holding a Division office.
3. The Division Board of Directors may choose to charge fees for specific activities and services such as meets, conventions, tours, open houses, and a mailed copy of a publication. For such activities, the fees will be the same for all NMRA members, regardless of residence.
4. Guest attendance privileges may be granted to model railroaders to introduce them to Division, MER, and NMRA activities. However, no one may consistently attend Division activities without joining the NMRA.

5. Unless otherwise stated in these Bylaws, *Robert's Rules of Order* will govern the conduct of division meets and other Division activities.

Article V
Voting and Office Holding Rights

1. All Division officers, members of the Board of Directors, and officials 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
Board of Directors

1. There will be a Board of Directors (the "Board") of the Division that will supervise and control the business, property, and affairs of the Division, except as otherwise provided by law or these Bylaws.
2. The Board will consist of the Superintendent, the Assistant Superintendent, the Clerk-Paymaster, and four Members at large.
3. The Board will hold at least four regular meetings each year at times, days and places designated by the Superintendent. Notice of the time, day, and place will be given to each Board member at least fifteen days in advance.
4. Special meetings may also be held on the request of the majority of the members of the Board.
5. Voting by proxy is not permitted. However, one or more members of the Board may participate in a Board meeting by means of a conference telephone, or similar telecommunications device that allows all participants to hear each other.
6. A majority of the Board members will constitute a quorum for the transaction of business.
7. No officer or Board member 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 board and upon presentation of a written request.
8. Unless otherwise stated in these Bylaws, *Robert's Rules of Order* will govern the conduct of board meetings.

- If a majority constitutes a quorum, it is helpful to have an odd number of members on the board.
- A smaller or larger board will be appropriate for some Divisions.

Article VII
Duties of Officers and Board Members at Large

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1. The Superintendent will preside over Division and Board 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 Assistant Superintendent will act as Superintendent when the Superintendent is absent or otherwise unable to serve, and will perform any duties assigned by the Superintendent.
3. The Clerk-Paymaster will serve as the Division secretary and the treasurer. Duties will include: taking minutes at all meetings, maintaining a roster of active members, maintaining the Division's records, sending notices of meetings, receiving and disbursing funds, and preparing financial reports.
4. Board members at large will perform tasks assigned to them by the Superintendent.

- Many Divisions prefer to have both a Clerk and a Paymaster, rather than combining the two functions in one person.
- NMRA Policy requires each Division to have at least two elected officers, and to hold at least one meeting per year of the division membership.

Article VIII
Vacancies

The Assistant Superintendent will succeed the Superintendent in case of resignation or incapacitation. The Superintendent will appoint a replacement in the case of resignation or incapacitation of any other member of the Board.

Some Divisions may prefer to have vacancies filled by a majority vote of the Board.

Article IX
Conflict of Interest

No Board 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.

Because of recent scandals in the corporate and nonprofit world, nonprofit organizations of all sizes are being urged to create an Audit Committee (covered later in these Bylaws), and to adopt a conflict of interest policy. Such policies can cover many pages, and may be separate from the Bylaws. The policy in the foregoing paragraph is about as simple as it can be.

Article X Committees and Officials

The Superintendent will appoint the following committees and officials:

1. A Nominating Committee of two or more members, at least one of whom will be a board member or recent board member. Duties of this committee are described in a later section of these Bylaws.
2. 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.
3. An Editor for the official publication of the Division.
4. An Achievement Program Coordinator. This appointment will be made with the advice and counsel of the MER Achievement Program Manager with approval and reports to the Regional MER Achievement Program Manager.
5. Other committees as needed to carry on the activities of the Division.

Article XI Membership Meetings

1. Membership meetings will be held at such times and places as may be determined by the Board.
2. The Superintendent will call special meetings upon written application of ten percent of the members or a majority of the Board.
3. The annual meeting of the Division will be held in May or June 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, twenty members (in person or by proxy) will constitute a quorum for purposes of voting on items announced in advance. Twenty 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.

- Attendance required for a quorum should depend on the size of the Division. A commonly used alternative defines a quorum as a specified percentage of the members.
- NMRA Policy requires each Division to have at least two elected officers, and to hold at least one meeting per year of the division membership.

Article XII

Terms of Office, Nominations, and Elections

1. The Superintendent, Assistant Superintendent, and Clerk-Paymaster will serve two year terms starting in even numbered years. The Board Members at Large will serve two year terms starting in odd numbered years.
2. None of the foregoing seven people may serve in the same capacity for more than two full consecutive terms.
3. No one may fill more than one of the foregoing seven positions simultaneously except for brief transition periods.
4. 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.
5. The names of candidates for office will be communicated to the membership at least fifteen days before the election.
6. 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.
7. Members elected will take office on July 1.

- For nonprofit organizations in general, the most common term of office is three years. In the MER, terms of office in the various divisions are commonly one or two years.
- Divisions may prefer to elect the Directors, with the Directors electing the Superintendent and other officers.
- Some Divisions may require mailed ballots and/or more rigorous procedures for nominations from members not on the Nominating Committee.

**Article XIII
Indemnification**

By resolution of the Board, the Division may indemnify any officer, board member, or agent against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being an officer, board member, or agent.

**Article XIV
Amendments**

These Bylaws may be amended by a 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.

Possible alternative: some organizations require a two-thirds vote for some changes, and a simple majority for others.

**Article XV
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 people present (in person or by proxy). Other issues require a majority vote of people present (in person or by proxy).

**Article XVI
Financial Audit**

The Superintendent shall appoint an Audit Committee of two or more members. The committee will:

- A. Conduct an audit of the Division's financial books and statements at least every two years, or whenever there is a personnel change in the office of the Treasurer.
- B. When appropriate, recommend changes in the Division's financial practices and procedures.
- C. Report the results of the foregoing work at the first Board meeting after the audit.

Division officers (including the Treasurer), board members, and members of the Budget Committee may not serve on the Audit Committee:

The point here is to conduct an audit at the end of the Treasurer's term of office. The example above assumes a two year term. As an alternative to conducting the audit, the Audit Committee may be able to secure the pro bono services of a CPA or professional accountant.

Article XVII Dissolution

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

- A motion for dissolution is adopted by a two-thirds vote in the same manner as is provided for amendment of these Bylaws, or
- No meetings of the Division are held or scheduled for twelve months, or
- The Division charter is revoked by the MER.

Upon dissolution, the last elected officers and directors will pay all outstanding bills, and promptly forward all assets and records to an MER official designated by the MER President. 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.

Some sort of dissolution provision is required for 501-c-3 organizations, and is recommended for all nonprofit organizations. The provision in the governing documents should be consistent with any dissolution provision in the Articles of Incorporation.

**Yearly Division Report
Reporting Period:**

Division:

Meeting Times and Places:

**Change in Officers from last year (including AP Coordinator).
Contact information:**

Achievement Program highlights:

Activities from the past year:

Special Projects or working with other organizations

Any successful or new ideas that your division has tried that might be helpful to other divisions.

Where in your opinion could the MER provide support to your division?

Superintendent's Name and Signature.