

CONSTITUTION OF THE SUNRISE TRAIL DIVISION, INC.

Northeastern Region, National Model Railroad Association, Inc.
as revised in 1980, 1981, 1993, 1999, 2000, 2002 and 2004

I. Name and Purpose of the Organization

- A. The name of this organization shall be the Sunrise Trail Division, Inc. of the Northeastern Region of the National Model Railroad Association, Inc. (hereinafter: NER/NMRA).
- B. The Sunrise Trail Division, Inc. is organized solely for educational purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1954, to instruct the public on subjects relating to model railroading and to stimulate interest in the Manhattan, Bronx, Brooklyn, Queens and Long Island Areas.
- C. The Division will promote NMRA and NER.
- D. No part of the net earnings of the Division shall inure to the benefit of, or be distributed to members, directors, officers or other private persons, except that the Division shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in this constitution. No substantial part of the activities of the Division shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Division shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this constitution, the Division shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal Income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the Division, the Executive Board shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to the organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Executive Board shall determine. Any assets not so disposed of shall be disposed of by the Attorney General of N.Y. to an organization or organizations operated exclusively for charitable, educational, religious or scientific purposes.

II. Membership

- A. Any NMRA member in good standing, residing in the Sunrise Trail's Division STD area (Manhattan, Bronx, Brooklyn, Queens and Nassau or Suffolk Counties), and whose STD dues (if any) are paid up automatically becomes a Sunrise Trail Division Member.
- B. Classes of Membership
 - 1. Regular: Any person who is an STD member in good standing (see II. A above), shall receive all benefits, including voting privileges.
 - 2. Family Membership: The spouse and minor children of any Regular or Life Member shall be considered Family Members, but shall not receive the Cannon Ball nor have voting privileges.
 - 3. Life Member: A natural person residing in the Sunrise Trail Division and who is a Life Member of NMRA shall have all benefits including voting for life. Current STD Life Members do not have to be NMRA Life Members, but only Regular NMRA Members to retain their status.
 - 4. Special Members: Any NMRA member who resides outside the Division area may become a Division member, and have voting privileges, by either subscribing to the Cannon Ball, if no dues are being

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assessed, or by subscribing to the Cannon Ball and paying the appropriate dues for a Regular Member.

5. Honorary Life Member: The Board of Directors (hereinafter: BOD) may for due cause elect a member or other worthy individual to the status of Honorary Life Member. They will not have voting privileges, but will receive the Cannon Ball.

C. Dues

The BOD shall be authorized to assess dues or to change a previous dues assessment. STD members will be notified, if such dues assessment or change is necessary, at least 30 days prior to the effective date of said dues assessment, or change.

III. Meetings

- A. There shall be one annual meeting of the Division in each calendar year. Notice shall be sent to all members at least two weeks in advance of each meeting.
- B. The annual Spring Meet, which shall include installation of officers and such other business, which may be placed before the membership, shall be held in March or April of each year.
- C. Special meetings, to consider specific items may be called upon one month's advance notice to the membership. Special meetings shall be called at the request of fifteen members of the Division or five members of the BOD and may only consider specific subject(s) for which the meeting was called, and as listed on the agenda for such meeting and may conduct no other business.
- D. As much as possible, rather than calling for special business meetings, the items for membership consideration shall be placed before the membership with the annual mail ballot.
- E. Each year, the BOD shall endeavor to schedule a total of four or more meetings that the membership can attend (including the annual meeting) for the purpose of promoting and fostering the spirit of model railroading.
- F. Fifteen members present shall constitute a quorum at any general membership meeting.

IV. Publication

The Cannon Ball shall be the official publication of the Sunrise Trail Division. It will be available to everyone by subscription. The BOD will determine Price.

V. Government

- A. The government of the Division rests with the BOD, consisting of seven Directors, a President, Vice-President, Secretary and Treasurer.
- B. One of the seven Directors will be the Sunrise Trail Director to the Northeastern Region who will automatically serve as a Sunrise Trail Director during his term in office as a Northeastern Director. The other six Directors will serve for two years. In even numbered years, three Directors shall be elected. In odd numbered years, three directors shall be elected. The President, Vice-President, Secretary and Treasurer shall serve one-year terms.
- C. Election of positions enumerated in "A" above shall be on an annual ballot, except the Sunrise Trail NER Director.
- D. All members of, or candidates for, the BOD must be members of the NMRA, Inc. and NER/NMRA Inc.
- E. Seven members of the BOD present at a meeting, or by proxy, shall constitute a quorum.

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- F. All meetings of the BOD shall be called by the President, except that in the absence of such call by the President, the Secretary shall call a meeting on the request of three members of the BOD. All meetings of the BOD shall require a one-week notice to all the BOD members.
- G. The President shall preside at all meetings of the Division and of the BOD meetings. In his absence, the Vice-President shall preside. In the absence of both, the BOD members present shall select a Chairman Pro Tem.
- H. The BOD shall fill all vacancies among the Officers and Directors of the Division occurring between annual meetings.
- I. The President, with the advice and consent of the BOD, shall appoint all necessary committees, committee chairman, and special positions.

VI. By-Laws

By-Laws to implement this Constitution may be proposed by the BOD and take effect after a 2/3 majority vote of the BOD, plus approval by a simple majority of the members voting by mail ballot.

VII. Amendments

This Constitution may be amended by:

- A. Submission in writing to the BOD AND
- B. Approval by a 2/3 affirmative vote of the full BOD AND
- C. Approval by a 2/3 affirmative vote of the members voting by mail ballot held no less than one month after publication of the proposed amendment in the official publication.

VIII. Recall and Referendum

- A. The procedure of recall and referendum shall always be available to the membership or the BOD.
- B. A petition for recall or referendum signed by 15 members or 2/3 of the full BOD shall be presented to the Secretary, who shall see to its publication in the Cannon Ball.

IX. Effect

This Constitution supersedes all prior Constitutions of the Division.