

Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

As proposed for adoption by the general membership on April 11, 2009

Article I

Name, Purpose and Precedence

- A. The Sunrise Trail Division of the National Model Railroad Association, Inc. (Division) exists to stimulate, foster and encourage by all manner and means the art and craft of model railroading and the preservation of the knowledge, history, science and technology thereof as set forth in paragraph (3) of the Division's Certificate of Incorporation, namely:

“The Sunrise Trail Division 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 New York City and Long Island Areas.”

- B. The Division shall promote membership in and activities of the National Model Railroad Association (NMRA) and the Northeastern Region (NER) of the National Model Railroad Association.
- C. This document supercedes all prior Constitutions and By-Laws of the Division.

Article II

Terms and Definitions

Terms, acronyms or abbreviations used in this document shall have the following equivalents:

BOD:

Board of Directors of the Sunrise Trail Division of the National Model Railroad Association, Inc.

Bylaws:

This document, the *Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.*

Cannon Ball:

The *Cannon Ball* is the newsletter and the official publication of the Sunrise Trail Division of the National Model Railroad Association, Inc.

Division:

Sunrise Trail Division of the National Model Railroad Association, Inc.

Division Boundaries

The geographical area assigned to the Sunrise Trail Division by the Northeastern Region of the National Model Railroad Association for purposes of managing NMRA membership.

Division Handbook

The *Sunrise Trail Division Handbook of Operating Procedures and Personnel*, a copy of which shall be made available to Division officers and directors. In the event of a conflict between these Bylaws and the *Sunrise Trail Division Handbook of Operating Procedures and Personnel*, these Bylaws shall take precedence.

Elective Year

The length of time between regular elections of Division Officers and Directors.

NER:

Northeastern Region of the National Model Railroad Association

NMRA:

National Model Railroad Association

Article III Inception, Incorporation, Exemption and Dissolution

- A. The Division was organized March 26, 1966 at Levittown, New York, and incorporated May 7, 2001 under section 402 of the Not-for-Profit Corporation Law of the State of New York.
- B. The Division is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law of the State of New York.
- C. Furthermore, the Division is a Type B corporation pursuant to section 201 of the Not-for-Profit Corporation Law of the State of New York.
- D: The Division shall be governed by State and Federal language for Type B and C corporations seeking tax exemption set forth as follows in the Division's Certificate of Incorporation, namely:

“Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the purposes as specified in §501(c)(3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC §501(c)(3) or corresponding provisions of any subsequent Federal tax laws.”

“No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.”

“No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by IRC §501(h)] or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.”

“In the event of dissolution, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to another organization exempt under IRC §501(c)(3), or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of New York.”

“In any taxable year in which the corporation is a private foundation as described in IRC §509(a), the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC §4942, and the corporation shall not (a) engage in any act of self-dealing as defined in IRC §4941(d), retain any excess business holdings as defined in IRC §4943(c), (b) make any investments in such manner as to subject the corporation to tax under IRC §4944, or (c) make any taxable expenditures as defined in IRC §4945(d) or corresponding provisions of any subsequent Federal tax laws.”

Article IV Membership

- A. **Division Boundaries:** The geographical boundaries of the Division shall be those designated by the Northeastern Region (NER) of the National Model Railroad Association (NMRA), namely the New York State counties of The Bronx, New York (borough of Manhattan), Kings (borough of Brooklyn), Queens, Nassau and Suffolk.
- B. **Dues:** There shall be no dues payable to the Division for any class of Division membership.

Proposed Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

- C. Regular Member:** Any NMRA member in good standing, residing within the Division Boundaries shall automatically have Division membership of the same class as the member's NMRA membership with rights and privileges as determined by the NMRA, including those related to voting. A member's NMRA membership status shall be decided by the latest data provided the Division by the NMRA.
- D. Other Memberships:** Additional classes of Division membership shall be as follows:
- 1. Pending Member:** Anyone residing within the Division Boundaries whose valid application and payment for membership has been sent to the NMRA by the Division, but whose application has yet to be approved by the NMRA, shall automatically have Division membership of the same class that the member's pending NMRA membership will afford, with the rights and privileges the NMRA will grant upon approval of the application, except that until such application is approved by the NMRA, voting privileges shall be limited to local Division matters only.
 - 2. Special Member:** The Division Board of Directors may for due cause elect a member or other worthy individual to the status of Special Member. Anyone so recognized shall receive Division benefits owing thereby, as delineated in the *Division Handbook*. No voting privileges shall ascribe to this class of membership, other than those that might already exist if the individual holds other membership in the Division.
 - 3. Legacy Life Member:** An individual who became a Sunrise Trail Division Life Member, when that privilege was available prior to adoption of the single unified NMRA membership system, shall have the status of Legacy Life Member, an irrevocable designation in perpetuity. Anyone so recognized shall receive a free lifetime subscription to the *Cannon Ball* and any other benefits that might be delineated in the *Division Handbook*. No voting privileges shall ascribe to this class of membership, other than those that might already exist if the individual holds other membership in the Division.
 - 4. Honorary Life Member:** The Division Board of Directors may for due cause elect a member or other worthy individual to the status of Honorary Life Member. Anyone so recognized shall receive Division benefits owing thereby, as delineated in the *Division Handbook*, including a free lifetime subscription to the *Cannon Ball*. No voting privileges shall ascribe to this class of membership, other than those that might already exist if the individual holds other membership in the Division.
 - 5. Most Honored Member:** The Division Board of Directors may for due cause elect a Regular Member to the status of Most Honored Member. This shall be an irrevocable designation in perpetuity and the highest status accorded a member of the Division. Anyone so recognized shall receive Division benefits owing thereby, as delineated in the *Division Handbook*, including a free lifetime pass to all Division events and a free lifetime subscription to the *Cannon Ball*. No voting privileges shall ascribe to this class of membership, other than those that might already exist if the individual holds other membership in the Division.
 - 6. Founder:** The Division Board of Directors has designated the following twelve individuals as Founders of the Division: Balfour J. Abrams, Herbert C. Barnes, Graham Harvey, William Kelly Jr., Fred Leger, John McIntosh, Harold E. Miller, Robert Miller, Alfred Thomas Prange, Ira Rothberg, Ralph Thomas Jr., and Frank W. Skutsch. These individuals shall receive Division benefits owing thereby, as delineated in the *Division Handbook*, including a free lifetime pass to all Division events and a free lifetime subscription to the *Cannon Ball*. No voting privileges shall ascribe to this class of membership, other than those that might already exist if the individual holds other membership in the Division.
 - 7. Changes:** Should the BOD elect to revise the conditions of any Other Membership class set forth herein, or modify the benefits associated with the class as delineated in the *Division Handbook*, the BOD shall provide in writing a detailed description of the change to anyone thus affected no later than 30 days before the change is to take affect.

Article V Governance

- A. The general management of the Division shall be vested in a Board of Directors (BOD), which shall be comprised of all Division Officers and Directors, each of whom must be a Regular Member of the Division (Article IV, Section C herein).

Proposed Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

- B. The BOD shall hold title to all moneys and property of the Division in trust for the members.
- C. The length of time between regular ballots for the purpose of electing Division Officers and Directors, characterized by Article II herein as an Elective Year, shall be no less than eleven months and no more than thirteen months. Balloting for officers and directors shall be conducted each Elective Year as necessary to fill terms of office, which are available or are about to become available.
- D. There shall be six Directors, each of whom shall serve a term of two Elective Years. Three such Directors shall be elected by the Regular Membership (Article IV Section B herein) in even numbered years, and three shall be elected by the Regular Membership in odd numbered years.
- E. In the event a member of the Division becomes a director of the NER, then that person shall automatically also become a Division Director and shall be added to the BOD for the extent of his or her term as NER director. In such case the Division Directors shall then number seven for that person's term as NER Director.
- F. The Directors shall endeavor to make four different individuals available for election to the offices of President, Vice President, Secretary and Treasurer. If the Directors are unable to meet that objective, they may reduce the number of officers, within constraints set forth by applicable regulations for New York State corporations, by assigning the responsibilities of Secretary and Treasurer to one individual or the responsibilities of Vice-President and Treasurer to one person. In no event shall the President be assigned the responsibility of an additional office. Accordingly, acceptable configurations of officers shall be:
 - (1) President, Vice President, Secretary, Treasurer (4 persons);
 - (2). President, Vice President, Secretary/Treasurer (3 persons);
 - (3) President, Vice President/Treasurer, Secretary (3 persons); or
 - (4) President, Secretary/Treasurer (2 persons).
- G. All officers shall be elected by the Regular Membership to terms of one Elective Year.
- H. Vacancies developing on the BOD shall be filled by appointment of the President with the advice and consent of the remaining members of the BOD, except that:
 - 1. the Vice-President shall replace the President, thereby leaving the office of Vice President vacant until the next regular election; or
 - 2. in the event there is no Vice-President, the Secretary shall replace the President and then shall appoint a new Secretary with the advice and consent of the remaining members of the BOD.
 - 3. in the event the Vice-President is also the Treasurer, the Vice-President shall replace the President, thereby leaving the office of Vice President vacant until the next regular election, and then shall appoint a new Treasurer with the advice and consent of the remaining members of the BOD.
- I. Once elected, it shall be the responsibility of any Division Officer or Director, who is unable to fill the remainder of his or her term, to notify the BOD accordingly by voice at a BOD meeting or the Secretary in writing at any time.
- J. Should the NMRA membership of any Division Officer or Director expire or be revoked during the individual's term in office, that person shall be suspended, automatically and immediately, as an officer or director of the Division, and thus as a member of the BOD, and shall have 30 days to renew that NMRA membership. Upon reinstatement by the NMRA, the person shall be returned to his or her office within the Division. Until that time, the BOD shall temporarily delegate the responsibilities of the suspended individual, excluding voting rights, to another Regular Member. If reinstatement does not occur within 30 days, the President shall have the right to fill the vacancy according to the provisions of Section F hereof.
- K. A petition (Article IX, Section A) to recall an elected officer or director or to remove an appointee shall be addressed in two phases.
 - 1. In Phase 1, the BOD shall first vote whether or not to accept the petition for debate and further action, which shall require at least a two-thirds majority of the full BOD, a quorum being present as set forth in Article VI Section A.4 herein. The BOD may elect to conduct a paper ballot for this purpose.

Proposed Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

2. Should the Phase 1 ballot be defeated, the petition shall be returned to those who submitted it with the indication that it was turned down for action by a vote of the BOD, but that it may be submitted again.
 3. Should the Phase 1 ballot carry, the BOD shall move to Phase 2, opening the matter for debate and further action, part of which may be to ask the subject of the petition to present reasons why he or she should not be recalled.
 4. At the conclusion of Phase 2 debate, the BOD shall vote whether or not to accept the petition for adoption, which shall again require at least a two-thirds majority of the full BOD, a quorum being present. The BOD again may elect to conduct another paper ballot for this purpose.
 5. Should the Phase 2 ballot on the petition carry, the President shall appoint, as soon as possible, a replacement for the individual recalled in accordance with Section F or Section J.1 hereof.
 6. If an elected officer or director is recalled or an appointee is removed, the individual recalled or removed cannot be a candidate for office or appointed by the President or BOD to any other position for a period of two years.
- L. Responsibilities of all Division officers, directors, chairpersons, coordinators and appointees for other positions shall be as delineated in the *Division Handbook*. As a minimum however, the duties and responsibilities of Division Officers and Directors shall include, but not necessarily be limited to, the following:
- 1. President**

The President shall be responsible for appointing all chairpersons, coordinators and individuals for other special positions, for monitoring them to insure they are doing their jobs and for replacing any whose performance is judged unsatisfactory. The President shall see to the preparation of the Division's annual report to the NER (Article VII Section A herein) and ensure that it is submitted to the NER in a timely manner.
 - 2. Vice-President:**

The Vice President shall assist and counsel the President in the performance of his or her duties and shall be responsible for securing NMRA insurance for Division sponsored Meets and meetings.
 - 3. Secretary**

It shall be the Secretary's responsibility to:

 - a. keep the minutes of all Division meetings, publish them and see that they are distributed in a timely fashion to members of the BOD and others qualified to receive them;
 - b. maintain all records of the Division;
 - c. keep the Bylaws up to date and distribute copies when requested to do so;
 - d. send out correspondence as directed by the President or BOD;
 - e. be the designated addressee for incoming correspondence and see that it is forwarded to the individual or individuals responsible for reply or further action;
 - f. provide a summary of the dates of and attendance at BOD meetings for inclusion in the annual report to the NER (Article VII, Section A herein); and
 - g. accept petitions to the Division and deliver them to the individual or individuals responsible for disposition or further action.
 - 4. Treasurer**

The Treasurer shall:

 - a. collect and disburse all monies for the Division;
 - b. keep a record of all transactions and deposit all income in a bank checking/savings/CD account;
 - c. provide a financial report of all monetary activities since the last such report at BOD Meetings;
 - d. ensure that money is available for change and disbursement at all Division functions;
 - e. keep financial records up to date such that they may be made be available for audit after a seven day notification; and
 - f. provide a summary of the Division's general financial status for inclusion in the annual report to the NER (Article VII, Section A herein).

Proposed Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

5. Directors

The Directors shall be responsible for overseeing the day-to-day operations of the Division. Consequently it is incumbent upon them to attend as many BOD meetings, Division meets and business meetings as possible. Directors will be assigned jobs by the President that they must perform to the best of their abilities.

Article VI Meetings and Meets

A. General Provisions

1. The President shall preside over any Division business or BOD meeting. In the absence of the President, the Vice President shall preside over the meeting. In the absence of the President and Vice President, the BOD shall elect any BOD member present to preside over the meeting.
2. Robert's "Rules of Order" shall govern all meetings of the Division, except when in conflict with a provision of the Bylaws, and in that event the Bylaws shall control.
3. Attendance by fifteen Regular Members or ten percent of the Regular Membership, whichever is less, shall constitute a quorum at any Annual Meeting, General Meeting or Special Business Meeting.
4. Attendance by a majority of the full BOD shall constitute a quorum at any BOD Meeting .
5. A BOD member may appoint a Regular Member by written proxy to act on his or her behalf on all matters at a Division business or BOD meeting. Any such proxy authorization shall be turned over to the Secretary and become the property of the Division before the proxy shall be recognized as such. The proxy shall be counted in all voting and in determining a quorum.
6. Members other than those of the BOD may not appoint other members, by written proxy or otherwise, to act on their behalf at any Division meeting.
7. Anyone giving a report at any Division business or BOD meeting shall provide a copy of the report to all members of the BOD prior to the meeting.

B. Annual Business Meeting

1. An Annual Business Meeting shall be held once a year to install new Division Officers and Directors, discuss matters pertaining to the Division and conduct other business that may be placed before the membership.
2. The Annual Business Meeting shall usually be scheduled as part of the Division Spring Meet in March or April, but the BOD shall establish the time and location of the Meeting and shall make this information available in the *Cannon Ball* at least one issue preceding the Meeting.

C. General Business Meetings

1. The BOD shall call whatever other meetings of the membership it deems necessary to accomplish the objectives of the Division and to conduct Division business.
2. The BOD shall establish the time and location of any general business meeting and shall make this information available in the *Cannon Ball* at least one issue preceding the meeting.

D. Special Business Meetings

1. A Special Business Meeting may be called, but only if needed to address a specific issue that must be resolved by a vote of the membership.
2. A petition (Article IX, Section A.6) for a Special Business Meeting shall be delivered to the Secretary no later than three days before the BOD meeting at which the request will be addressed. The petition shall include a clear description of the meeting's purpose and an agenda for conducting the meeting.
3. The Secretary shall verify the validity of the request and then forward it to the BOD for action at the next scheduled BOD meeting. The Secretary shall return an invalid request to the signatories with the reason for its rejection.

Proposed Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

4. Upon receipt of a valid request, the BOD shall have 90 days after the BOD meeting to organize and conduct the Special Business Meeting. The BOD shall post notification of the time, location and particulars of the Special Business Meeting in the *Cannon Ball* at least one issue preceding the meeting.
5. A Special Business Meeting should be a court of last resort, and every effort should be made to address an issue by some other means available under these Bylaws, beginning with its addition to a BOD Meeting agenda (Section E.5 herein).

E. Board of Directors Meetings

1. The BOD shall meet at intervals of three months or less.
2. All meetings of the BOD shall be called by the President or, upon written application to the Secretary, by at least three members of the BOD.
3. Notice of a scheduled meeting of the BOD shall be provided to all BOD members by the President or Secretary at least 30 days before the meeting date, by first-class mail or by email to those BOD members electing to be contacted by email. Such notice may be included as part of the minutes of a prior BOD meeting or may be posted in the *Cannon Ball*, instead of being a separate mailing. Valid business may be transacted at an unscheduled BOD meeting without the 30-day notice, provided a waiver of notice be signed by all, or all but one, of the members of the BOD.
4. At BOD meetings only BOD members, other than the person presiding, shall make and second motions and vote on same. The person presiding over a BOD meeting may not make or second motions and shall only vote to break a tie.
5. Any Division member shall have the right to add an item to the agenda of a BOD Meeting by contacting the Secretary or the President via post or email at least ten days prior to the meeting with a written description of the item to be added. The BOD may or may not request the presence of said member at the BOD Meeting of interest, but the Secretary shall provide the member with written notification of all action taken in response until the matter is closed.
6. Normally a non-BOD member, such as someone required or requested to provide a regular report, may attend a BOD meeting without other invitation and address the meeting when recognized by the presiding officer. The BOD, however, may vote to close a meeting to BOD members only. In such case, attendance by others shall only be by specific invitation from a member or members of the BOD.
7. Anyone planning to attend a BOD Meeting shall notify the BOD member hosting the meeting at least three days in advance of the meeting.

F. Division Meets

In addition to the Annual Business Meeting and any other general business meetings for the Division membership, the BOD shall endeavor to schedule four Meets annually, which the membership can attend, and to which in most cases the general public will be invited as well. Such Meets, which are described more fully in the *Division Handbook*, might typically include, but not be limited to, an Annual Convention, a Spring Meet, a Winter Meet, a Rolling Meet and a Participation Meet.

Article VII Communications

A. Region Report

Each year, on or before the first of May (or earlier if so notified by the NER), the Division shall submit an Annual Report to the NER President, which shall include the following information:

1. 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. changes in Division Bylaws, if any; and
7. any other information or problems.

Proposed Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

B. Division Newsletter

1. The principal means of communication between the BOD and other Division members shall be via the *Cannon Ball*, the newsletter and official publication of the Division.
2. The *Cannon Ball* shall be published quarterly.
3. The subscription rate(s) for a paper copy of the *Cannon Ball* delivered to an address with a U.S. Postal Service zip code shall be determined by the BOD and carried in each copy of the *Cannon Ball*, usually in the masthead. The subscription rate(s) for a paper copy of the *Cannon Ball* delivered to an address without a U.S. Postal Service zip code shall be determined by the BOD upon application by the potential subscriber.
4. The *Cannon Ball* shall also be available on the Division internet website at no cost to those who wish to gain access to it.
5. While the specific dates of publication of the *Cannon Ball* will be determined by its editor, publication dates whenever possible should be scheduled to provide readers with timely notification of upcoming Division events, namely:
 - a. except as noted otherwise in these Bylaws, issues containing announcements of scheduled Division Meets should be available at least three weeks prior to these events;
 - b. the Spring Issue shall be available to subscribers and the website at least two weeks before the date the annual ballot is due back from voters or three weeks prior to the annual Spring Meet, whichever occurs first; and
 - c. the Winter issue shall be available to subscribers and the website at least two weeks before the closing date for nominating officers and directors or three weeks prior to the annual Winter Meet, whichever occurs first.

C. Division Website

The division shall maintain a website accessible to anyone with access to the internet. The uniform resource locator (URL) or address of the website shall be www.sunrisetraildiv.com.

D. EMail

The Division recognizes that not all of its membership will have access to email. Nonetheless, because of its convenience, flexibility, speed and economy, the Division shall utilize email whenever possible to contact membership in intervals between editions of the *Cannon Ball* and for other day-to-day communication.

E. Division Handbook

The *Sunrise Trail Division Handbook of Operating Procedures and Personnel* shall be a publication of the Division, with the purpose of delineating various Division functions, events, and rules and procedures, which govern day-to-day operations. It shall include, but not be limited to information such as an organization chart, a roster of officers, directors and appointed officials, operational procedures deemed necessary by the BOD, a list of standing and other committees, descriptions of the roles of committee chairpersons, coordinators and other appointed individuals, and descriptions of Division sponsored events and awards.

Article VIII Voting and Elections

- A. Except as otherwise provided by these Bylaws, when a general election or ballot is conducted or a specific vote is taken at any Division meeting, a simple majority of valid votes cast shall decide.
- B. All Regular Members shall be eligible to cast a ballot in any Division general election. Eligibility as a Regular Member shall be as set forth in Article IV, Section C herein.
- C. Ballots shall be made available by email to eligible voters having email capability. It shall then be the responsibility of the voter to correctly print the ballot, complete it and return it to the Division in accordance with any directions accompanying the ballot.
- D. Ballots shall be made available by U. S. Postal Service to eligible voters without email or to any other eligible voter who sends a written request to the BOD for a paper ballot. It shall then be the responsibility of the voter to complete and return the ballot to the Division in accordance with any directions accompanying the ballot.

Proposed Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

- E. The BOD may also authorize that ballots be made available on the internet. The status of this and the Uniform Resource Locator (URL) for the internet site containing a ballot, if any, shall be posted in the *Cannon Ball* at least one issue preceding the vote in which such ballot will be available. It shall then be the responsibility of the voter to download the ballot, print it correctly, complete it and return it to the Division in accordance with any directions accompanying the ballot.
- F. Only matters petitioned in accordance with these Bylaws or those deemed of grave importance shall justify a ballot at a time other than when Division general elections are normally scheduled.

Article IX Initiative and Referendum

A. Petition Requirements:

- 1. Petitions shall have the name, address, and NMRA membership number clearly written beside or under each signature on the petition.
- 2. The petition and the signatures on it shall appear on a single sheet of 8½" by 11" paper. More than one such petition may be submitted with the total number of valid signatures on all identical petitions counting toward the minimum required.
- 3. Except as noted, a petition shall contain signatures of at least fifteen Regular Members or ten percent of the Regular Membership, whichever is less.
- 4. A petition nominating officers or directors shall contain the signatures of at least two Regular Members.
- 5. A petition to recall officers, directors or appointees shall contain the signatures of at least fifteen Regular Members or two-thirds of the full BOD.
- 6. A petition to request a Special Business Meeting shall contain the signatures of at least fifteen Regular Members or ten percent of the Regular Membership, whichever is less, or five members of the BOD.

B. Nominating a Candidate for Officer or Director

- 1. A candidate for Division Officer or Director may be nominated either by voice or by written petition. Any such nominee must currently be a Regular Member and, if elected, must intend to remain a member of the NMRA during his or her term in office. A nomination must be received no later than the time established by the BOD for the close of nominations. Ordinarily this shall be sometime during the business meeting that coincides with the annual Winter Meet, the time and date of which the BOD shall make available in the Cannon Ball at least one issue preceding the meeting. A nomination shall address only one candidate at a time.
- 2. Nomination by Voice.
 - a. A nomination by voice shall be from a Regular Member, seconded by another Regular Member, each of whom must provide their names, addresses and NMRA membership information at the time of the nomination.
 - b. Optionally, a biography of 200 words or less may be read aloud by the candidate or by one of the individuals nominating the candidate.
- 3. Nomination by Petition
 - a. A petition for nomination shall meet the requirements of Section A hereof and must be delivered to the BOD on or before the time set forth for close of nominations.
 - b. A valid petition shall also contain, typed or clearly printed, the candidate's name, signature, NMRA membership identification, and a statement that if elected the candidate intends to fulfill actively the duties of the office and to remain a member of the NMRA during his or her term in office. An optional biography of 200 words or less may also be included.
- 4. After a Nomination
 - a. Upon receipt of a nomination by voice or a petition to nominate, the BOD shall first verify the eligibility of those making the nomination, as well as the qualifications of the nominee.
 - b. On a best efforts basis, the BOD shall respond to an invalid nomination petition in sufficient time for it to be corrected and resubmitted before the close of nominations.
 - c. BOD shall assure that all successfully vetted candidates appear on the ballot.

Proposed Bylaws of the Sunrise Trail Division of the National Model Railroad Association, Inc.

C. Proposing an Amendment to the Bylaws

1. Any member may propose an amendment to these Bylaws by placing the proposal on the agenda of a BOD meeting as set forth in Article VI, Section E.6 herein.
2. Should the BOD deny or not act upon a proposal within 90 days, said member shall have the right to submit a petition, as set forth in Section A hereof, to have the proposal voted on by the membership. The BOD shall then arrange for the proposal to appear as part of the annual ballot for Division Officers and Directors and shall post notice of same in the *Cannon Ball* at least one issue preceding the ballot.
3. The BOD may place a statement of its position regarding the proposal on the information sheet accompanying the ballot or on the ballot itself, if no information sheet is otherwise necessary.

D. Recalling Officers, Directors or Appointees

1. A petition to recall an elected officer or director or to remove an appointee may be submitted for action to the BOD. The petition shall be as set forth in Section A hereof.
2. The BOD shall be required to respond to any such proposal according to procedures set forth in Article V, Section K herein.

Article X Amending the Bylaws

- A. Bylaws may be adopted or amended at any meeting of the BOD, provided that all members of the BOD have been informed in advance of the meeting of the specific sections that will be considered and the general nature of the additions or changes proposed. Such notice shall be in writing, delivered by post or by email or by appearing in the *Cannon Ball*. Adoption of an amendment of these Bylaws at a meeting of the BOD shall be by at least two-thirds majority of the full BOD, a quorum being present.
- B. Amendments to these Bylaws may be also be initiated by the petition process set forth in Article IX herein. Should said process result in a ballot of the membership, adoption of an amendment of these Bylaws shall be by at least two-thirds majority of votes received from the Regular Membership.
- C. Adopted amendments shall have the force of Bylaws and automatically repeal or modify any Bylaws in conflict with such adopted amendments. The BOD shall modify the existing published Bylaws to conform to adopted amendments, and such adopted amendments cannot be modified by the BOD for a period of two years after adoption.
- D. Any member so requesting shall receive a copy of the Bylaws.