

The Bylaws of The Garden State Division

of the Northeastern Region of the National Model Railroad Association, Inc.

Article 1 - Name and purpose

- Section 1** The name of the organization shall be The Garden State Division of the Northeastern Region (NER) of the National Model Railroad Association (NMRA), Incorporated (The Garden State Division/NER/NMRA, Inc.), and shall be referred to hereafter as the Garden State Division. The Garden State Division was established on March 28, 1963.
- Section 2** The purpose of the Garden State Division is to educate, stimulate, encourage, and foster the study, art, and craft of railroads and model railroading and to promote and support the programs and activities of the NER and the NMRA. The Garden State Division is organized solely for educational purposes within the meaning and interpretation of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).
- Section 3** No part of the earnings of the Garden State Division shall inure to the benefit of, or be distributed to members, directors, trustees, officers or other private persons, except that the Garden State 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 these bylaws. No substantial part of the activities of the Garden State Division shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Garden State 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.
- Section 4** Notwithstanding any other provision of these bylaws, the Garden State Division shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income taxes 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 corresponding provision of any future United States Internal Revenue Law).
- Section 5** Upon dissolution of the Garden State Division the BOD shall, after paying or making provision for the payment of all liabilities of the Garden State Division, dispose of all assets of the Garden State Division for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Garden State Division is then located, exclusively for such purposes, or to such organizations, as said Court shall determine, which are organized and operated exclusively

for such purposes.

Article 2 Membership and Dues

Section 1 All rights and requirements of membership shall be in accordance with Article 2 of the Garden State Division Constitution.

Section 2 Voting member – As of January 1, 2005, Any current member of the NMRA who resides in the counties of Bergen, Essex, Hudson, Hunterdon, Morris, parts of Middlesex and Mercer, Passaic, Somerset, Sussex, Union, Warren in the State of New Jersey, or Richmond (Staten Island) in the State of New York, shall be a member of the Garden State Division. As of January 1, 2005, there will be no additional fee to become a member of the Garden State Division other than the NMRA membership fee. Members of the Garden State Division, whose membership is paid up-to-date as of January 1, 2005, who live outside the geographic areas described herein shall retain their membership in the Garden State Division, with full voting privileges, so long as their membership in the NMRA is maintained. The BOD of the Garden State Division may grant voting privileges to individuals who live outside the geographic area of the Garden State Division at its discretion. Members of the Garden State Division shall have voting rights at all division meetings at which a vote is taken.

Section 3 Inactive member – Any member of the Garden State Division, who allows their membership in the NMRA to lapse, shall be considered inactive in the Garden State Division. Inactive members may not vote, if they would normally have had that privilege, they may not run for any elective office in the Division, nor may they hold an elected or appointed office in the Division. Active membership in the Garden State Division will resume when membership in the NMRA is renewed and certified by a membership card.

Section 4 Dues

There is no application fee for membership in the Garden State Division.

Article 3 Meetings

Section 1 All meetings of the Garden State Division shall be called and conducted in accordance with Article 3 of the Garden State Division Constitution.

Section 2 Robert's Rules of Order shall govern all meetings except when in conflict with the Constitution or Bylaws.

Section 3 General meetings and other activities.

- A. General meetings shall be scheduled by the President.
- B. General meetings shall be open to the general membership.
- C. General meetings may be open to the public as determined by the BOD.
- D. General meetings shall be presided over by the President or, in the President's absence, the Vice President.

Section 4 Annual Meeting

- A. President shall call the annual meeting held in second quarter of year.
- B. Notice of the Annual meeting shall be published in the *Whistle Post* at least four weeks in advance of the meeting and shall contain nominations for the various offices and Director(s) at Large as well as the text of any proposed amendments or initiatives to be presented to the membership for a vote at the meeting.
- C. The President shall preside over the Annual Meeting, except for election of officers.
- D. Officers and Committee Chairs shall present written reports at the Annual Meeting.
- E. The order of business at the Annual Meeting shall be:
 - 1. Presentation of reports.
 - 2. Questions relating to reports.
 - 3. Discussion of old business and policies.
 - 4. Discussion of new business and policies.
 - 5. Voting on amendments and initiatives.
 - 6. Election of new officers and Director(s) at Large.
 - 7. Adjournment.

Section 5 Meetings of the Board of Directors (BOD)

- A. Meetings of the BOD shall be called by, and presided over by the President or, in the President's absence, by the Vice President.
- B. Only members of the BOD shall make and/or second motions at meetings of the BOD.

Article 4 Officers and Directors at Large

Section 1 Officers and Directors shall be elected or appointed and shall take all responsibilities and perform all duties of the office in accordance with Article 4 of the Garden State Division Constitution.

Section 2 Installation and Tenure

- A. Officers and Directors assume their offices at the end of the Annual meeting.
- B. The terms of office for officers and Directors at Large shall be in accordance with Article 4 Section 3 of the Constitution.
- C. The position of Officer or Director at Large may become vacant for the following reasons:
 - Death of the officer or director
 - Failure of the Officer or Director to maintain membership in the NMRA and the NER.
 - Resignation of the Officer or Director.
 - Acceptance of the Officer or Director of another position on the BOD.

- Recall of the Officer or Director by petition.
- Action of the BOD against the Officer or Director for failing to attend three successive meetings of the BOD in person or by proxy.
- Removal of the Officer or Director for "cause".

Section 3 President

The duties and obligations of the President shall include but are not limited to:

- A. Presiding over the Annual Meeting and all meetings of the BOD.
- B. The President may appoint a member to preside over or be in charge of other meetings (other than the BOD) or activities.
- C. The President may create ad hoc committees and appoint chairs to these committees.
- D. The President may perform other duties and assume powers normally associated with such an office not in violation or inconsistent with the Garden State Division Constitution and Bylaws.

Section 4 Vice President

The duties, powers, and obligations of the Vice President shall include but are not limited to:

- A. Perform such duties as directed by the President.
- B. Assume the duties of the President as presiding officer at meetings in the absence of the President.

Section 5 Secretary -Treasurer

The duties, powers, and obligations of the Secretary - Treasurer shall include but are not limited to:

- A. Keep minutes of all business meetings including the Annual Meeting and meetings of the BOD.
- B. Distribute copies of the minutes to all Officers and Directors.
- C. Provide two meeting advance notices to the BOD: one month and two weeks prior to the BOD Meetings.
- D. Provide advance notice of the Annual Meeting to the editor of the *Whistle Post* including any amendments or initiatives to be voted on at that meeting.
- E. Maintain a list of subscribers to the *Whistle Post*.
- F. Mail out the *Whistle Post* to subscribers.
- G. Perform other duties and assuming powers normally associated with such an office not in violation or inconsistent with the Garden State Division Constitution and Bylaws.
- H. Keep records of all funds received or paid by the Garden State Division as well as accounts receivable and payable by use of generally accepted accounting procedures. Maintain all Garden State Division funds in accounts at one or more financial institutions. A second signature on all accounts shall be required and shall be that of the President or Vice President.
- I. Present a financial report at the Annual Meeting as well as other reports requested by the BOD.
- J. Pay all bills on his own authority, which are supported by proper documentation and signature, and are for normal operating expenses of the Garden State Division. All questionable bills shall be sent to the President for determination of payment.

- K. The office of Secretary - Treasurer may, at the discretion of the BOD, be split or rejoined when the position is open for election at the Annual meeting, or during the year, when either office is vacant. When the office is split, the Secretary shall have the duties and responsibilities outlined in Bylaw Article 4, section 5, clauses A through G, and the Treasurer shall have the duties and responsibilities as out lined in Bylaw Article 4, section 5, clauses G through K.

Section 6 Immediate Past President

- A. Upon being succeeded at an Annual Meeting, the retiring President becomes the Immediate Past president and remains on the BOD as such without further election until a new retiring President becomes the Immediate Past president.
- B. If the Immediate Past President is elected to another position on the BOD, he or she shall not vacate the position of Immediate Past President, but shall have only one vote on the BOD.

Section 7 Directors at Large

The duties and obligations of Directors at Large shall include but are not limited to:

- A. Attend the Annual Meeting, BOD meetings and other general meetings as directed by the President.
- B. Perform other duties and assuming powers normally associated with such an office not in violation or inconsistent with the Garden State Division Constitution and Bylaws or as directed by the President.

Article 5 Standing Committees

Section 1 General Provisions

- A. Standing committees shall be chaired, comprised, and their members appointed in accordance with Article 5 of the Garden State Division Constitution.
- B. Standing committees shall be of indefinite duration.
- C. Membership on a standing committee may be terminated by the appointing authority, and shall terminate with the expiration of the term of the appointing authority.
- D. All members of standing committees shall be members of the Garden State Division.
- E. In order to be eligible for the office of President, Vice President, Treasurer and Secretary the individual must have served two years as Director.

Section 2 Nominating Committee

- A. The President shall appoint the chair of the Nominating Committee.
- B. The chair of the Nominating Committee shall appoint at least one other member to serve on the Nominating Committee.
- C. The Nominating Committee shall prepare a slate of candidates for election at the Annual Meeting including at least one name for each elective office in accordance with Article 7 of the Constitution of the Garden State Division.

- D. The Nominating Committee shall provide the names of the candidates to the editor of the *Whistle Post* for publication in the issue preceding the Annual Meeting.

Article 6 Other Administrative Offices

Section 1 Editor of the *Whistle Post*

- A. The Editor of the *Whistle Post* shall be responsible for all material printed therein, its layout, preparation, and copying.
- B. The Editor shall serve without salary.

Section 2 Ad Hoc Committees

- A. Ad hoc Committees may be created by the President or the BOD and shall have an assigned purpose.
- B. The Chair of the ad hoc Committee shall be appointed by the creating authority. The Chair shall appoint the members of the Ad Hoc Committee.
- C. Ad hoc committees shall terminate at the completion of their assigned purpose.

Article 7 Publications

Section 1 Appointment of the Editor and the publication of the *Whistle Post* shall be in accordance with Article 6 of the Garden State Division Constitution.

Section 2 The *Whistle Post* shall be published at least four weeks in advance of each scheduled meeting including the Annual Meeting.

Section 3 The issue of the *Whistle Post* published immediately before the annual business shall contain the nominations for elected office and any amendments or initiatives to be voted on at that meeting.

Section 4 Results of elections and votes on amendments and initiatives at the Annual Meeting shall be published in the next issue of the *Whistle Post*.

Section 5 The Editor shall set deadlines for the submission of materials for publication.

Section 6 The *Whistle Post* shall be available to members of the Garden State Division and the public, as prospective members.

Article 8 Government

Section 1 Nominations and Voting.

- A. Nominations and elections shall be held in accordance with Article 7, Section 1 of the Garden State Division Constitution.

- B. Elections shall be held at the Annual Meeting every year in accordance with Article 3, Section 2 of the Garden State Division Constitution.
- C. The list of candidates prepared by the Nominating Committee shall be read including written statements by each of the candidates that shall state:
 1. The candidate is a member of the Garden State Division, NER and NMRA and promises to remain so during his term of office. The Secretary - Treasurer, prior to voting, shall verify current memberships.
 2. The candidate promises to fulfill the duties of the office for which he is nominated if elected.
- D. Nominations from the floor must be accompanied by written statements in accordance with Article 7, Section 1, paragraph C of the Garden State Division Bylaws above prior to a vote being taken.
- E. Voting may be by secret ballot.

Section 2 Amendments, proposals, initiatives, and referendums.
 Elections shall be held at the Annual Meeting every year in accordance with Article 3, Section 2 of the Garden State Division Constitution

Article 9 Handling and Disposing of Donations to the NMRA

Section 1 When approached about donations by any persons directly or through the NMRA advise the GSD President promptly. The GSD President, or their designee, will:

- A. Take the lead role and responsibility.
- B. Solicit support from GSD member/s to help dispose of a collection.
- C. Decide where the collection will be stored.
- D. If the collection is small in value, use as door prizes for GSD events.
- E. Have a written agreement with the selected disposer about monies earned from sales. The goal is to ensure the disposer is made whole of any expenses, and the majority of earned money is donated to the GSD.

[Membership, as well as any elected, and appointed offices of the Garden State Division are available to anyone regardless of age, sex, disability, ethnic background, race, creed, or national origin.]

Adopted January 22, 2022

Attest *James J. Walsh*,
 NMRA/GSD Secretary

As amended 1-26-02, 1-19-03, 2-8-04, 5-2-04, 10-17-04, 01-17-10, 06-16-12, 11-09-13, 05-15-16, 01-22-22, protected

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