



**Northeastern Region NMRA
Board of Directors Meeting
Sunday, March 11, 2018**

1. President John Doehring called the meeting to order at 7:54 pm.

This meeting was conducted using “FreeConferenceCall” software over the internet and telephone.

Present at the meeting were President John Doehring and Directors Robert Dennis (VP), Barbara Hoblit, Ed O’Rourke and Steve McMullin. Immediate past president Scooter Youst, NER Secretary Chip Faulter, NER Webmaster David Abrames and Coupler Editor Jeff Paston were also in attendance. Directors Steve Erickson, Kevin Katta and James van Bokkelen were absent.

President Doehring again stated that Director Steve Erickson had given him notice of intent to resign from the NER BOD once a replacement director could be found. VP Bob Dennis stated that James Mayo, previous Nutmeg Division President is interested.

President Doehring took an action item to contact him to discuss the appointment, and future potential as a new Area Director as noted in the proposed By-Laws changes.

A quorum was present so the meeting could proceed.

2. President Doehring stated that the agenda would be as previously e-mailed to the BOD. President Doehring called for any proposed changes to the agenda. President Doehring stated he had several items to add to the new business item including standing up an ad hoc election committee and his vision for updating the NER website. The original agenda is included in these minutes as Attachment #1. President Doehring stated that this meeting was really a continuation of the NER

BOD meeting started on 1/7/18 to discuss the governance issue. President Doehring gave a quick re-cap progress to date.

3. President Doehring called for the standard reports as noted on the agenda:

a. President's Report

i. Status of the Governance Poll:

1. The basis for this discussion was the revised draft of changes to the NER By-Laws dated 2/27/18 distributed by Past President Youst via e-mail on that same date.

President Doehring had several administrative changes that he recommended be made and were noted by Past President Youst. Past President Youst stated he would make all of these changes and issue a final track changes version for the record. This track changes final version of the By-Laws changes is included in these minutes as Attachment #2.

Past President Youst moved that the BY-Laws changes as provided in the 2/27/18 version with the changes made by President Doehring be accepted by the BOD and published as the new NER By-Laws. The motion was seconded by Director O'Rourke. VP Dennis called for a individual polling. All voting members of the BOD present (Doehring, Youst, Dennis, Hoblit, O'Rourke and McMullin) voted to accept the motion.

While the track changes version of the By-Laws are included in these minutes, Secretary Faulter will create a clean version with revision history to be posted on the NER website.

b. Secretary's Report

- i. Director O'Rourke moved that the 2/18/18 NER BOD Meeting Minutes distributed to the BOD via e-mail be approved as written. Immediate Past President Youst seconded the motion which was carried with none opposed.

4. New Business

- a. President Doehring stated he needed to create an ad hoc "election committee" to deal with all of the actions required to accomplish the results of the By-Laws changes just approved. This committee is charged with creating a plan of action and milestones for accomplishing those actions that will result in having an election and standing up a new BOD at the annual meeting this fall. President Doehring stated the committee will be:

John Doehring	Chair
Tom Wortmann	Ballot Committee Chair
Kevin Katta	Nominating Committee Chair
Bob Dennis	
Jeff Paston	"The Coupler" interface
Dave Abrames	website interface
Dave Insley	constant contact interface

President Doehring has the action to establish the meeting time for this committee.

- b.** President Doehring stated that now that the governance issue had been dealt with the next major issue will be re-working the NER website. **President Doehring took an action item to stand up another ad hoc committee to determine the best way to re-work the NER website.**
- c.** VP Bob Dennis stated that a group of NER members (mostly Garden State Division) recently had a very successful recruiting weekend at the World's Greatest Hobby train show recruiting in excess 20 new NMRA members (not all would be NER region). Note – subsequent to the meeting, Bob reported that they actually signed up 44 new RailPass members and 3 full members !

5. Schedule for the next meeting

The next scheduled Board meeting will be on May 20, 2018 at 7:30 PM. One more BOD meeting is scheduled for July 22, 2018 at 7:30 pm prior to the annual meeting.

6. President Doehring called for adjournment at 8:55 pm.



**Board of Directors Meeting
Sunday, March 11, 2018
7:30 pm to 9:00 pm**

This meeting will again be conducted using e-meeting software via your computer or phone. Specific dial in instructions will be provided in advance of the meeting.

Proposed Agenda

1. Call to order – President Doehring
2. Any additional agenda items? Approval of the agenda
3. Standard reports:
 1. President’s Report, and status of action items:
 - i. Status of the governance poll
 1. Ongoing discussion. **Needs full BOD discussion and approval. See e-mail dated 2/27/18 from Scooter Youst with the most recent proposed language changes to the NER By-Laws.**
 2. Secretary’s Report
 - i. **Approval of the 2/18/18 NER BOD meeting minutes**
4. Other new business?
 1. ?????
5. The next meeting is scheduled for TBD

BYLAWS OF THE NORTHEASTERN REGION, NMRA

ARTICLE I - NAME AND PURPOSE

- Section 1: The Northeastern Region of the National Model Railroad Association, Inc., also known as the NER, was organized April 28, 1946 at Kingston, New York, and became a Nonprofit Corporation of the State of New Jersey on November 2, 1953.
- Section 2: The purposes of the NER are to promote, stimulate, foster and encourage by all manner and means the art and craft of model railroading and the preservation of the history, science and technology thereof, and this corporation is organized exclusively for charitable, educational, literary and scientific purposes under Section 501(c)(3) of the Internal Revenue Code consistent with such purposes. These purposes include, but are not limited to:
- A. Supporting and recommending persons with technical expertise to fulfill the objectives of the National Model Railroad Association (NMRA);
 - B. Developing the technical skills of persons engaged in the art and craft of model railroading and promoting fellowship among model railroaders;
 - C. Educating persons engaged in model railroading about methods of building and operating model railroad equipment and prototype practices;
 - D. Advancing the hobby of model railroading wherever and whenever possible by publications, meetings and all activities necessary or incidental to the forgoing purposes;
 - (1). Promoting closer activities among members of the NMRA, the NER, and its divisions.

ARTICLE II - MEMBERSHIP

- Section 1: All members of the National Model Railroad Association, Inc. residing within the geographic boundaries of the Northeastern Region as defined in the Regulations of the NMRA shall be members of the Northeastern Region.
- Section 2: The classes of membership shall be as defined by the NMRA.
- Section 3: Members shall have the rights and privileges as determined by the NMRA.

ARTICLE III – MEETINGS

- Section 1: An Annual Meeting of the Members shall be held once per fiscal year during an NER Convention to receive reports from Officers and Committee Chairmen and to discuss matters pertaining to the NER. Starting in 2018 and every ~~four~~ **three (3)** years thereafter, the meeting and convention shall be held in the fall of the year so that the installation of new officers and new BOD members may be held.
- A. Notice of the Annual Meeting shall appear in the NER Coupler in at least one issue preceding the Annual Meeting.
 - B. No charge shall be assessed for attending the Annual Meeting.
 - C. Officers and committees shall present reports to the members attending the Annual Meeting.
 - E. The Order of Business at an Annual Meeting shall be as follows:
 - (1) Presentation of reports;
 - (2) Questions relating to reports;
 - (3) Discussion of past actions and existing policies; and
 - (4) Discussion of future actions and policies.
 - F. Attendance at the Annual Meeting by the lesser of fifteen members or ten percent of the membership shall constitute a Quorum. Items requiring a vote of the membership shall be validly adopted if a majority of those members present and voting vote in favor of the item.
- Section 2: Conventions shall be held a minimum of once per year, either in the fall (September, October, or during the first two weekends of November) or in the spring (the last two weekends in April, or in May or June). Every ~~four~~ **three (3)** years there must be a convention in the fall as required by Section 1 hereof.
- Section 3: Board of Director Meetings
- A. Meetings of the BOD shall be called by the President or, upon written application to the Secretary by three or more Directors or Officers.
 - B. A BOD meeting shall be scheduled after the close of the fiscal year, June 30th, and before the Annual Meeting.
 - C. Notices of a scheduled meeting of the BOD shall be mailed to all BOD members by the President or Secretary by first-class mail or by email to those BOD members electing to be contacted by email at least 30 days before the meeting date. Such notice may be included in an official publication of the NER 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. **Such waiver may also be in the form of an email from each member stating agreement to the waiver.****
 - D. At BOD meetings, only BOD members may make and second motions and vote on same.
 - E. Normally, Members may attend BOD meetings and address the meeting if recognized by the presiding officer, but the BOD may vote to close the meeting to BOD members only. Non-members may be invited to attend the BOD meeting by the BOD.
- Section 4: General Provisions for Meetings
- A. In the absence of the President and Vice President at an Annual or BOD meeting, the BOD shall elect one of their own members present to preside over the meeting.
 - B. Robert's "Rules of Order" shall govern all meetings of the NER except when in conflict with a provision of the By-Laws, and in that event, the By-Laws shall control.
 - C. Proxies: A written proxy authorization shall be turned over to the Secretary and become the property of the NER before a proxy from a BOD member shall be recognized as such.

ARTICLE IV - OFFICERS AND DIRECTORS

Section 1: The Officers of the NER shall be the President, Vice-President, Secretary, and Treasurer.

Section 2: The **voting members of the** Board of Directors, also known as the BOD, shall consist of the following: President, Vice-President, ~~immediate Past President, and one Director from each area,~~ **four (4) Directors-At-Large and the President/Superintendent (who shall be known as a Division Director) from each NER Division. (The Division President/Superintendent may instead appoint a member from their respective division to serve on the Board in their place).** The NER's representative to the NMRA's Regional Advisory Council, if not an officer or **Director** of the NER **BOD**, shall be an ex-officio member of the BOD, without vote. The President shall be the Chairman of the BOD.

Section 3: The general management of the NER shall be vested in the BOD which shall hold title to all moneys and property of the NER in trust for the members.

Section 4: The Secretary and Treasurer shall be appointed by the President and confirmed by the BOD.

Section 5: Vacancies of elected positions which develop in the BOD shall be filled by appointment by the President, except that the Vice- President shall replace the President. **Division Director vacancies on the BOD are filled at the Division level through election/appointment of a new Superintendent/President or a new Division Director appointed by the Division Superintendent/President.**

Section 6: Vacancies developing in positions normally filled by appointments of the BOD may be filled on an interim basis by appointment by the President, such interim appointees to serve until the next meeting of the BOD.

Section 7: Only Regular or Life Members shall be entitled to serve as Officers or Directors.

Section 8: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. Members shall not be compensated for services rendered without the prior approval of the majority of the BOD. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 provision of these By-Laws, the corporation shall not carry on any other 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, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Section 9: Officers and **Directors of the BOD** shall be installed at the Convention using the Installation Procedure in the Executive Handbook.

Section 10: Tenure

- A. Newly elected Officers and Directors shall assume office at the time specified in these By-Laws and shall hold that office for the term of ~~four (4)~~ **three (3)** years, except that the Secretary of record at the start of a meeting shall be responsible for the minutes of the entire meeting.
- B. Vacancy of an Officer or Director position
 - (1) The position of an elected Officer or Director shall become vacant under the following circumstances:
 - (a) failure to maintain membership in the NMRA;
 - (b) death of the occupant of the position;
 - (c) when the occupant of the position being vacated is appointed to or otherwise fills another vacant elected position on the BOD;
 - (d) when the BOD accepts the resignation of the occupant;
 - (e) when the occupant of the position is recalled by petition pursuant to these By-Laws; and
 - (f) by action of the BOD after the occupant has failed to attend either in person or by proxy three successive scheduled BOD meetings.
 - (g) **When a Division Director (Superintendent/President) has completed their term in office at their division level.**
 - (2) A change of residence location within or to outside of the NER shall not, in itself, cause a position to be vacated.

Section 11: President

- A. The duties, powers and obligations of the President shall include, but are not limited to, the following:
 - (1) Presiding at the Annual and BOD meetings;
 - (2) Creating ad hoc committees, and appointing chairpersons to all NER committees; and
 - (3) Performing all the duties and assuming all of the powers normally associated with such an office not in violation of or inconsistent with these By-Laws, and other recognized lawful authorities including the NMRA.
- B. The President may make awards, known as "President's Awards", to persons he or she feels have been outstanding in their service to the NER. The number of such awards shall be limited to three per year unless more are authorized by the BOD, and the awarding of same, shall be in the sole discretion of the President. The cost of such awards shall be born by the NER.
- C. **While serving as President of the NER, the President shall not serve as President/Superintendent of an NER Division, and the President shall not serve as a Division Director on the NER BOD.**

Section 12: Vice President

- A. The Vice President shall aid and assist the President as the President directs.
- B. The Vice President shall assume the duties of the President as Presiding Officer at a meeting in the absence of the President or at the President's request.
- C. **While serving as Vice President of the NER, the Vice President shall not serve as President/Superintendent of an NER Division, and the Vice President shall not serve as a Division Director on the NER BOD.**

Section 13: Secretary

- A. The duties, powers and obligations of the Secretary shall include, but are not limited to, the following:
 - (1) Keeping the minutes of the Annual Meeting and of meetings of the BOD;

- (2) Providing notice of said meetings consistent with the provisions of these By-Laws;
 - (3) Distributing uncertified copies of the minutes to all Officers and Directors within 30 days following the meetings, but may use an authorized publication of the NER for this distribution; and
 - (4) Signing, countersigning or attesting official papers of the NER.
- B. The Secretary shall also perform all of the duties and assume all of the power normally associated with such an office not in violation of or inconsistent with these By-Laws, and other recognized lawful authorities including the NMRA.

Section 14: Treasurer

- A. The duties, powers and obligations of the Treasurer shall include, but are not limited to, the following:
- (1) Keeping a record of, or having oversight of the record keeping of, all funds received or paid by the NER, as well as all accounts receivable and payable by the use of generally accepted accounting methods;
 - (2) Maintaining or having oversight of the maintenance of all NER funds in accounts in one or more financial institutions or through licensed securities dealers. The President or the Treasurer shall be the second signatory on all accounts;
 - (3) Maintaining or having oversight over the maintenance of books of account for each fiscal year ending June 30;
 - (4) Presenting financial reports at the Annual Meeting and at BOD meetings, as well as other reports to the BOD on demand;
 - (5) Preparing of or providing information for the preparation of tax returns.
 - (6) Paying or having oversight of paying all bills in a timely manner upon receipt as hereinafter provided; and
 - (7) Performing all the duties and assuming all the powers normally associated with such an office not in violation of or inconsistent with these By-Laws, and other recognized lawful authorities including the NMRA.
- B. Payment of Bills. The Treasurer may pay on his or her own authority all bills which are supported by proper documentation and signature and are for the normal operating expenses of the NER. This includes bills for the normal operating expenses of the NMRA Achievement Program activities within the NER and bills submitted by any committee chairperson if the total of such bills from the chairperson does not exceed the approved budget amount for that committee for that fiscal year. The Treasurer shall send all questionable bills to the President for determination of payment and shall notify the sender that such action has been taken, whereupon the Treasurer shall pay the same after approval by the President or refuse same upon disapproval by the President.
- C. The Directors shall designate moneys to be invested with endowment funds. A vote of the Directors is required to direct the Treasurer or second signatory to withdraw moneys from such funds. Income and/or principal from such funds may be spent as designated by the Directors.

Section 15: Immediate Past President

- A. Upon being succeeded at an Annual Meeting, the retiring President becomes the Immediate Past president and remains on the BOD, **in an advisory role and shall have no vote on the BOD. The Past President shall remain** as such without further election until a new retiring President becomes the Immediate Past president, ~~but not to exceed one term.~~
- B. If the Immediate Past President is elected to another **voting** 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 16: Quorum & Voting by the Board of Directors

- A. A majority of the BOD shall constitute a quorum.
- B. A Director may appoint another Regular Member, in good standing, or a Life Member, by written proxy **and/or email notification to the president and secretary** to act on his behalf as a Director on all matters at meetings of the BOD. Such proxies shall be counted in all voting and in determining a quorum.
- C. Adoption of an amendment of these By-Laws shall be by at least two-thirds majority of those BOD members present at a meeting of the BOD, a quorum being present.
- D. Except as otherwise provided, a simple majority of valid votes cast shall decide.
- E. Votes may be cast by voice vote, show of hands, or paper ballot.

Section 17: Directors-At-Large

- A. The BOD shall have four (4) Directors-At-Large, also known as Directors, that are elected by the NER election process and the four (4) Directors shall reside in different NER areas as defined in Article IX: Section 1.**
- B. While serving as a Director-at-Large of the NER, the Directors-at-Large may simultaneously serve as President/Superintendent of an NER Division, the Directors may also serve as a Division Director on the NER BOD, but will only have one (1) vote on the BOD. They may appoint a Division Director to serve in their place on the BOD and that appointee (per Article IV Section 18) will have one (1) vote on the BOD.**

Section 18: Division President/Superintendent Directors

- A. The Division President/Superintendent from each active NER Division shall serve on the NER BOD and each Division President/Superintendent will have one (1) vote on the NER BOD.**
- B. The Division President/Superintendent serves on the NER BOD for as long as he or she is the active Division President/Superintendent for their respective Division.**
- C. If the Division President/Superintendent does not wish to serve on the NER BOD, then he or she must appoint a division member from their respective division to serve on the NER BOD as the Division Director. This appointed Division Director will serve on the NER BOD until replaced by a new appointee from the Division.**

ARTICLE V - STANDING COMMITTEES

Section 1: General Provisions

- A. The Standing Committees are intended to be of indefinite duration.
- B. Membership on a Standing Committee may be terminated by the appointing and creating authority and shall terminate with the expiration of the term of office of the appointing and creating authority.
- C. Appointments made by BOD to Standing Committees and creation of Standing Committees by BOD shall be terminated by BOD action only.
- D. Only Members shall be appointed committee members or committee chairpersons, and such persons must maintain NMRA membership for the duration of service.
- E. The Standing Committees are Nominating, Ballot, Convention, Audit, Membership, Investment, Model Contest, and Photo Contest, but the President or BOD may create such other Standing Committees as are deemed necessary.

Section 2: Nominating Committee

- A. Committee Membership
 - (1) ~~The President shall appoint within 90 days of his or her assuming office a~~ **The Directors-At-Large shall be the members of the** Nominating Committee with one member from each Area as hereinafter described, and **the President** shall appoint one such member to serve as the committee chairperson; and
 - (2) The names and addresses of all committee members shall be published in the first feasible issue of the NER Coupler following appointment.
- B. Not later than March 1st in years when an election of Officers and Directors is scheduled, the committee shall submit a report to the President which shall include:
 - (1) the name of at least one candidate for President;
 - (2) the name of at least one candidate for Vice President;
 - (3) the names of at least one candidate for Director-**at-Large** from each Area, who shall be a *bonafide* resident of the Area for which he or she is nominated as Director-**At-Large**. **No two or more Directors-At-Large elected can reside in the same Area, so the candidates must be presented on the ballot as such.**
 - (4) a statement by each candidate that he or she is currently a Member of the NMRA, that he or she intends to remain so during his or her term of office if elected, and that he or she has the intention to fulfill actively the duties of the office to which nominated; and
 - (5) a biography of 200 words or less for each candidate.
- C. All references in these By-Laws to "at least one candidate" shall be interpreted to mean that the Nominating Committee shall select not less than two (2) of the best qualified persons as its nominees for each office, whenever more than one qualified person is available as a candidate for nomination to each such office.
- D. The committee shall not nominate an individual to more than one elected position.
- E. Nomination by Petition shall be as set out in Article VII of these By-Laws.
- F. The Nominating Committee may include a nominee by petition as one of its candidates. If an individual is nominated by petition for a different position than he was nominated by the committee, he or she shall send the Nominating Committee Chairperson a signed statement naming the position for which he or she chooses to be a candidate and his or her name shall appear on the ballot only for the nomination he or she has selected.

Section 3: Ballot Committee

- A. A ballot committee shall be appointed by the President, who shall also appoint its chairperson, for the purpose of counting and declaring ballots of an election as hereinafter provided in these By-Laws. This committee shall be appointed at least 30 days before the scheduled mailing of ballots **or activation of electronic voting** hereinafter provided.
- B. Upon receipt of the ballots, the committee shall verify the name and NMRA number on each ballot received against information provided by the Office Manager before the ballot is counted, and the committee shall further separate the ballots according to Area.
- C. Counting of ballots
 - (1) The deadline date for counting ballots by the committee shall be July 7, unless delayed by order of the BOD;
 - (2) the committee shall not count or include in its report any ballots postmarked after June 30, unless a delay is otherwise ordered as above;
 - (3) in counting said ballots, the committee shall remove or obliterate any and all return names and addresses, and the ballots set aside for counting in such a manner that the name of the voter cannot be associated with the ballot; and
 - (4) the committee shall render a ballot invalid for election of Director only if a voter votes for **more than one** Director-**At-Large** from **each an** Area ~~other than that voter's Area of residence~~.
- D. The committee shall submit a report to the President, Secretary and NMRA Secretary not later than July 17, which report shall include a complete count for all candidates including write-in votes, the count on all questions, and the number of invalid ballots received. The report may contain recommendations. Copies of this report shall be mailed by the committee to all candidates and to the originators of any petition submitted pursuant to these By-Laws.
- E. The committee shall store all ballots separated ~~by Area, and~~ **with** the valid from the invalid, until the BOD meeting after the installation of new Officers and Directors when the BOD may order a recount. If a recount is not required, the committee shall destroy the ballots.

Section 4: Convention Committee

- A. The Convention Committee shall consist of a Chairperson, Registrar, and a Convention Committee Treasurer, all appointed by the President and ratified by the BOD, and such other members as the Convention Chairperson may appoint.
 - (1) The Convention committee shall be known as the "NER Convention Committee" and the committee set up by the division(s) hosting a convention shall be known as the "Local Convention Committee".
- B. The committee shall:
 - (1) prepare and maintain a Convention Manual which upon adoption as amended by the BOD shall have the same force and effect as these By-Laws, a copy of which shall be provided to each Local Convention Committee Chairperson upon his or her appointment to that position;
 - (2) find suitable convention sites and arrange for responsible Local Convention Committees so that at least the next two sites will have been approved by the BOD by the time each Convention is held;
 - (3) refer bonafide bids by responsible Local Convention Committees and groups for open dates to the BOD with recommendations once such bids are tendered;
 - (4) monitor the activities of all Local Convention Committees;
 - (5) report the progress of all pending Conventions to the BOD.

- C. The duties of the Convention Committee Treasurer shall include, but are not limited to, the following:
- (1) Maintaining a fund in the amount of \$4,000.00, to be used to make cash advances, as prudent judgment dictates, to Local Convention Committees to cover any advance expenses and guarantees. Said fund shall also be used to provide a cushion to cover any losses sustained by a convention;
 - a. The fund shall be maintained in a savings account or a checking account or both. The Convention Committee Chairperson and the NER Treasurer shall be additional authorized signatories on the account(s);
 - b. The fund shall be maintained at its stated amount. In the event the fund should drop below its stated amount, it shall be renewed by retaining the NER's share of net profits of each convention until the maximum is again reached; and
 - c. When the fund is over its stated amount after a convention's accounting is completed and/or at the end of the fiscal year ending June 30, the NER's share of the excess shall be turned over to the NER Treasurer together with an accounting.
 - (2) Keeping a record of all funds received or paid by the Convention Committee, by the use of generally accepted accounting methods;
 - (3) Maintaining books of account for each fiscal year ending June 30;
 - (4) Presenting financial reports including the status of accounts and a per convention accounting at the Annual Meeting and at BOD meetings, as well as other reports to the BOD and the NER Treasurer on demand; and
 - (5) Providing information to the NER Treasurer for the preparation of tax returns;
 - (6) Assure that the final after-convention reports and accounting are received and reported timely to the BOD and NER Treasurer; and make recommendations to the BOD.
 - (7) The Convention Committee Treasurer shall also serve as the NER Assistant Treasurer and report to him or her; and
 - (8) The NER Treasurer shall be authorized to act on behalf of the NER with respect to any savings or checking account established for the Convention Committee.
- D. The Convention Committee shall create or cause to be created by the Local Convention Committees a General Interest program at each convention. The Chairperson of the General Interest committee or subcommittee shall report on such activities for each convention and this report shall be part of the report made to the BOD as heretofore required.
- E. Convention Committee personnel who spend eight (8) hours at the registration table shall be exempt from paying convention registration fees.

Section 5: Audit Committee

- A. All members of the committee shall be appointed by the President.
- B. The Chairperson shall have no close personal or business relationship with the Treasurer or Office Manager and, if possible, he or she shall be knowledgeable in accounting.
- C. The committee shall audit all financial records of the NER both for accuracy and to assure that the bookkeeping systems used and the condition of the records is such that a sudden transfer to a new appointee would be facilitated.
- D. The committee shall submit a report at the Annual Meeting certifying the accuracy of the books or detailing discrepancies and may submit recommendations.

Section 6: Membership Committee

- A. The Chairperson shall be appointed by the President.
- B. This committee shall seek ways of gaining new members and of retaining old members.
- C. The committee shall make recommendations to the BOD.

Section 7: Model Contest Committee

- A. The Chairperson shall be appointed by the President.
- B. This Committee shall assure that model contests are run correctly and may make recommendations to the BOD.
- C. The Committee shall supply the Convention Committee with the information on model contests which should be included in the Convention Manual.
- D. The Committee shall maintain an inventory of the necessary blank forms and certificates.
- E. The committee is responsible for providing judges for each model contest at Conventions.
- F. The Model Contest Chairman shall be exempt from paying convention registration fees.

Section 8: Photo Contest Committee

- A. The Chairperson shall be appointed by the President.
- B. This Committee shall establish contest rules, shall assure that photo contests are run correctly in accordance with said rules, and may make recommendations to the BOD.
- C. The Committee shall supply the Convention Committee with the information on photo contests which should be included in the Convention Manual.
- D. The Committee shall maintain an inventory of the necessary blank forms and certificates.
- E. The committee is responsible for providing judges for each photo contest at Conventions.
- F. The Photo Contest Chairman shall be exempt from paying convention registration fees.

Section 9: Investment Committee

- A. The Investment committee shall consist of the Chairperson, appointed by the President, the NER Treasurer, and at least two (2) other members as the Chairperson shall appoint.
- B. This committee shall review the investment performance of the NER's invested funds annually and determine whether 1) the funds are invested according to the NER Investment Policy as then in effect and 2) the investments are performing satisfactorily in comparison to appropriate benchmarks and with consideration of the then current investment environment.
- C. The committee shall submit a report of its findings.
- D. The committee shall review the BOD-adopted Investment Policy periodically and provide to the Board recommendations with respect to any changes in the investment policy that may be required due to the changing markets or market conditions.

ARTICLE VI - OTHER ADMINISTRATIVE POSITIONS AND AD-HOC COMMITTEES

Section 1: Assistant to the President

To act as an administrative assistant to the President of the NER and to perform any duties and functions that the President may direct, i.e.

- A. arrange for BOD meetings;
- B. keep track of tabled items at BOD meetings and see that they are dealt with in a timely manner;
- C. assist the President with his duties.

Section 2: Office Manager

- A. The Office Manager shall be a member of the Membership Committee.
- B. The duties of the Office Manager shall include, but not be limited to:
 - (1) Keeping an up-to-date record of the membership;
 - (2) notifying Members whose membership is about to expire;
 - (3) accepting and recording of new members or renewals; and
 - (4) transmitting funds received as well as a record of their sources to the Treasurer.

Section 3: Corporate Agent

- A. The Corporate Agent shall file with the Secretary of State of the State of New Jersey the required Annual Report form which lists officers, agent and home office.
- B. The Annual Report form must be signed by the President or the Corporate Agent and must be accompanied by a filing fee.
- C. A change in the Corporate Agent name or address requires the approval of the BOD and must be signed by the President, and must be accompanied by a change of records fee.

Section 4: Editor of the NER Coupler

- A. The Editor of the NER Coupler shall be responsible for all material printed therein and for preparation of a complete lay-out ready for printing.

Section 5: Ad-Hoc Committees

- A. Ad-Hoc Committees may be created and appointed by the President or by the BOD and shall have an assigned task.
- B. Authority to appoint members of Ad-Hoc Committees is delegated to each committee chairperson unless reserved by the President or the BOD.
- C. Ad-Hoc Committees terminate upon completion of their assigned task or upon expiration of the term of office of the appointing President or, in the case of BOD appointed committees, by action of the BOD.
- D. Membership on Ad-Hoc committees may be terminated by the appointing authority or, for BOD appointed committees, by action of the BOD.
- E. Local Convention Committees are ad-hoc committees of the NER, but they are automatically reappointed without action by an incoming President until their respective conventions are completed in accordance with the Convention Manual.

ARTICLE VII - INITIATIVE AND REFERENDUM

- Section 1: Any member may propose to the BOD an amendment to these By-Laws. Should the BOD deny or not act upon said proposal within four months, then said member shall have the right to petition to have the proposal voted on by the membership.
- Section 2: All petitions shall be submitted to the Nominating Committee Chairperson. Petitions to place candidates on the ballot shall be received not later than April 1st in any election year; other petitions may be received at any time. The Nominating Committee Chairperson shall notify all members of the BOD within 10 days of the receipt of a petition of its contents and shall have verified that the required number of valid signatures are on the petition.
- A. If the petition is not valid, it shall be returned to its sender with reasons stated. Petitions so returned may be submitted as new petitions once corrections are made.
- Section 3: Petitions to amend the By-Laws shall be in accordance with the requirements of Section 6 hereof:
- A. The BOD may place a statement of the BOD position on the petition on the information sheet accompanying the ballot, or on the ballot if no information sheet is otherwise required.
- B. At least two-thirds majority of votes received shall be required to adopt a proposal.
- C. Adopted proposals shall have the force of By-Laws and automatically repeal or modify any By-Laws in conflict with such adopted proposal. The BOD shall modify the existing published By-Laws to conform to adopted proposals and such adopted proposals cannot be modified by the BOD for a period of two years after adoption.
- Section 4: Petitions for Nomination shall be in accordance with the requirements of Section 6 hereof and shall be accompanied by the statement and the biography required under Article V Section 2, but only one statement and biography need be submitted for each candidate.
- Section 5: Petitions to recall an elected officer or director or to remove an appointee shall be in accordance with the requirements of Section 6 hereof.
- A. 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 BOD or the President to any other position for a period of two years.
- Section 6: Petition Requirements:
- A. Petitions shall have the name, address, and NMRA membership number clearly written beside or under each signature on the petition.
- B. The petition and the signatures on it shall appear on a single sheet of 8 1/2" 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.
- C. Except as noted, petitions to be accepted must contain signatures of at least thirty (30) Regular or Life members, not more than ten from any one area shall count toward this total
- D. Petitions nominating or recalling directors must contain the signatures of at least twenty (20) Regular or Life Members, all residing within the Director's area.

ARTICLE VIII – BALLOTING AND ELECTIONS

- Section 1: Elections shall be held every ~~four (4)~~ **three (3)** years, ~~in even numbered years~~.
- Section 2: Ballots shall be sent to all members:
- A. through the NER Coupler, or
 - B. by direct mail or
 - C. **or by email/website posting with a link and directions for electronic voting**
- Section 3: The scheduled mailing **and/or emailing date** of the ballots shall be June 1, but a later date shall not invalidate the ballots.
- B. Not later than May 1st before the scheduled mailing/**emailing** of the ballots in ~~even-numbered~~ years when an election is scheduled, the report of the Nominating Committee shall be sent to the Secretary and the President.
 - C. The Nominating Committee shall prepare any ballot in the following order, omitting any of the following items that are not appropriate to that particular ballot:
 - (1) candidates for President listed in alphabetical order, followed by a write-in line;
 - (2) candidates for Vice-President listed in alphabetical order, followed by a write-in line;
 - (3) candidates for **Directors-at-Large** listed by Area, each said candidate being listed in alphabetical order within each Area and followed by a write-in for each Area;
 - (4) By-Laws amendment questions, which shall be accompanied by a detailed description of any proposed By-Laws amendment;
 - (5) matters which the BOD may direct;
 - (6) matters other than By-Laws amendments which are petitioned pursuant to these By-Laws;
 - (7) a statement that the ballot is not to be cast if the individual voter's NMRA membership has expired and that, to be valid, the following conditions shall be met:
 - a. the ballot must be sealed in an unmarked envelope;
 - b. the unmarked envelope shall be placed inside an envelope upon which the members name, address and NMRA number must appear on the outside; and
 - c. NMRA members whose membership is defined as “family” shall not be entitled to vote.
 - (8) a statement shall appear on the ballot that a vote shall be cast **for up to four (4) Directors-at Large, but only for one (1) Director from any individual Area that may have two or more candidates residing in its boundaries** ~~only for the Director who represents the Area in which the voter resides~~.
 - C. The Nominating Committee shall prepare an information sheet to accompany the ballot giving a biography of all candidates in the same order as on the ballot and noting which, if any, were nominated by petition, and also giving information of any other questions on the ballot, if any.
- Section 4: Not later than May 1st before the scheduled mailing/**emailing** of the ballots, the Nominating Committee shall forward the ballot and information sheet to the NER Coupler Editor for reproduction and mailing.
- Section 5: If required by order of the BOD or by petition pursuant to these By-Laws, a ballot shall be prepared and mailed/**emailed** in years when elections are not normally scheduled using the procedure given above.
- Section 6: All completed ballots **and electronic voting results** shall be returned to the Ballot Committee which in accordance with the duties of the Ballot Committee shall provide a report on balloting to the BOD. Upon receipt of the Ballot Committee report, and subject to

any recount ordered by the BOD, the President shall declare elected all candidates receiving a plurality of votes for a given position, except if a nominated candidate receives a plurality for the office to which nominated and also receives a plurality of votes by write-in for another position on the BOD, that member shall choose which of the two positions he or she desires and shall be eliminated from consideration for the other position.

Section 7: The BOD shall resolve a tie vote either at a meeting held before the next annual meeting or by mail/**email**.

Section 8: The Chairperson of the Ballot Committee shall officially inform the NMRA of the election of new officers.

Section 9: Only matters petitioned in accordance with these By-Laws or those deemed of grave importance shall justify a ballot in years when elections are not normally scheduled.

ARTICLE IX - REPRESENTATION OF AREAS AND DIVISIONAL ORGANIZATIONS

Section 1: **Director-at-Large** Representation Areas

The NER shall be divided into **four (4)** geographical areas (**based on relative membership numbers**) for the purpose of electing **Directors-at-Large** to the BOD as follows :

- ~~A. Canada comprising the Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island and Quebec;~~ **North Area: Eastern Canada Div., Alouette Div., Seacoast Div. and Green Mountain Div.**
- ~~B. Maine, Vermont and New Hampshire;~~ **West Area: Lake Shores Div., Central New York Div., Hudson Valley Div. and Hudson Berkshire Div.**
- ~~C. New York State, less New York City and Long Island;~~ **East Area: Little Rhody Div., HUB Div. and Nutmeg Div.**
- ~~D. Massachusetts;~~ **South Area: Garden State Div., Metro North Div. and Sunrise Trail Div.**
- ~~E. Connecticut and Rhode Island;~~
- ~~F. New York City and Long Island; and~~
- ~~G. New Jersey.~~

Section 2: Divisions

- A. The purpose of Divisions is to provide local activity within the NER and to provide a means for introducing model railroaders into the NER and NMRA.
- B. A Division may have its charter revoked by the BOD if the Division does not hold at least two meetings per year, or if it does not conform to the NER By-Laws.
- C. Creating a Division
 - (1) To obtain a charter as a Division, the petitioning organization must demonstrate activity and outreach to model railroaders of the locale of the proposed Division.
 - (2) Procedure
 - a. The BOD must receive a petition by at least 15 members, all residing in a locale deemed logical for a Division. The size and format requirements are specified in Article VII of these By-Laws. A petitioning organization may specify boundaries or merely a general geographical locale.
 - b. Existing chartered Divisions adjoining or including the locale of the petitioning organization shall be notified and any objections filed by the existing Divisions shall be considered by the BOD. If a chartered Division objects to the formation of a new Division on the grounds that the chartered Division is currently and adequately serving the locale, the burden of proof that a new Division is warranted shall rest on the petitioning group.
- D. Divisions shall not schedule events in conflict with an NER Conventions nor in conflict with the National NMRA convention.
- E. The NER assumes no financial liability of a Division, nor shall it assume such liability.
- F. Each NER 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) Any changes in Division Constitution; and
 - (7) Any other information or problems.
- G. The Division Annual Report shall be submitted to the President by May 1 or an earlier date established by the President and notified by means of NER publications or mail.
- H. Failure to provide Division Annual Reports may be cause for suspension or revocation of

the Division Charter by the BOD.

ARTICLE X – OFFICIAL COMMUNICATIONS

Section 1: The NER Coupler (Printed or Electronic)

- D. The NER Coupler shall be issued up to four times per year, including a fall issue prior to the Annual Convention and Annual Meeting.
- E. Deadlines of each issue shall be set by the Editor so that pre-convention issues will be in the mail at least three weeks before the date of the convention.
- F. Complete election, amendment and petition results shall be published in the first feasible issue of the NER Coupler after the counting of the same.

Section 2: The Convention Handbook is an official publication of the NER.

Section 3: The Executive Handbook

- A. The Executive Handbook, an official publication of the NER and shall include, but not be limited to, the following:
 - (1) By-Laws;
 - (2) Organization Chart and Roster of Officers, Directors and Administrative officials; and
 - (3) Such other operations procedures as deemed necessary by the BOD.
- B. The handbook shall be issued to each Officer and Director of the NER, as well as the Secretary, Treasurer, Office Manager, Convention Committee chairperson, and each Divisional chief officer.
- B. Each handbook recipient shall be responsible for keeping the handbook up-to-date. The handbook shall be transferred to the recipient's immediate successor, except that each Past President shall keep their copy.
- C. Revisions to the Executive Handbook shall be made at least once every four years after the first meeting of the BOD following installation of elected officers and directors, or as otherwise directed by the BOD. The President shall appoint an ad-hoc committee to make said revisions. Revisions will be available electronically or will be mailed to upon request.
- D. The handbook shall have an index and each section shall be numbered, show the date of issue and the most recent date of revision.

Section 4: The BOD may authorize other official publications of the NER by resolution.

Section 5: Divisions are encouraged to issue their own publications, but the NER assumes no responsibility for such publications or any debts resulting there from.

ARTICLE XI - NMRA ACHIEVEMENT PROGRAM

- Section 1: The NER supports the NMRA Achievement Program.
- Section 2: NMRA Achievement Program Chairperson
- A. The Chairperson of the Achievement Program is appointed by the President and is invited to present the Achievement Program Reports directly to the BOD.
 - B. The Chairperson, or his or her appointed representative, is requested to present Achievement Certificates and Awards at the first NER Convention after receipt by the Chairperson, or mailed to the recipient not later than one week after such convention.
- Section 3: The Chairperson of the Achievement Program for the NER may submit bills for expenses to the NER Treasurer when accompanied by proper documentation and signature.

ARTICLE XII – AMENDING THE BY-LAWS

- Section 1: By-Laws 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 which will be considered and the general nature of the additions or changes proposed; or by the petition process set out in Article VII of these By-Laws.
- Section 2: This notice shall be in writing by mail, **email** or in any official NER publication.
- Section 3: A complete set of By-Laws, as amended, shall be issued to all members of the BOD upon their election and to such others as may require the By-Laws in their NER capacity. Any member so requesting shall receive a copy of the By-Laws.

ARTICLE XIII – DISSOLUTION

- Section 1: Upon the dissolution of the corporation its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, with a preference to model railroading organizations, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Revision History

10/2016	18	Added this revision history
	5,7,8	Changed the responsibilities of the NER Treasurer and NER Convention Committee Treasurer such that the NER Treasurer has oversight over the NER Convention Committee Treasurer and those funds. Also, made the NER Convention Committee Treasurer the assistant NER Treasurer. These changes approved by the NER BOD on 1/15/16.