

## Pikes Peak Division Bylaws

By-Laws of Pikes Peak Division, Rocky Mountain Region, National Model Railroad Association

July 11, 2008

### ARTICLE I NAME AND PURPOSE

#### Section 1. Name.

Name of this organization is The Pikes Peak Division of the National Model Railroad Association, Inc., PPD-NMRA as an abbreviation. The PPD-NMRA lies within the Rocky Mountain Region (RMR) of the National Model Railroad Association (NMRA). The PPD-NMRA is based in Colorado Springs, Colorado and is incorporated as a non-profit organization under the Laws of the State of Colorado.

#### Section 2. Purpose.

- a. PPD-NMRA exists to further the purposes of the national organization, as found in Article I of NMRA regulations at: [http://www.nmra.org/national/organization/nmra\\_organization.html](http://www.nmra.org/national/organization/nmra_organization.html) and not repeated here.
- b. PPD-NMRA operates in the city of Colorado Springs and nearby areas.
- c. PPD-NMRA participates as a Division within the RMR-NMRA, <http://www.rmr-nmra.org/index.html>.

### ARTICLE II OFFICERS AND COMMITTEES

Section 1. OFFICERS. NMRA membership is required to be an Officer of PPD-NMRA. Officers constitute the administrative body of the PPD-NMRA. Duties and responsibilities of Officers are as follows:

#### A. Superintendent.

- 1) Perform Superintendent functions as required by the NMRA & RMR to include attendance at all RMR Board of Director's meetings.
- 2) Chair the conduct of PPD-NMRA business affairs at all it's meetings to include compliance with its By-Laws.
- 3) Establish Committees and appoint Committee Chairs, as deemed necessary to perform Division activities and disband same when no longer needed.

#### B. Assistant Superintendent.

- 1) Respond to any Superintendent's request for assistance and assume Superintendent functions in the event such becomes necessary.
- 2) Maintain inventories of Division property under the control of Division Officers or Committees and make applicable changes thereto on a timely basis.
- 3) Act as Program Committee chair and arrange for informational presentations at each Division meeting.

#### C. Secretary.

- 1) Maintain By-Laws of PPD-NMRA and update as needed.
- 2) Keep official records of PPD-NMRA, other than financial records maintained by Treasurer.
- 3) Prepare minutes of PPD-NMRA meetings within one week thereafter, and forward to Newsletter Committee for publishing in the next edition of The Milepost.
- 4) Give notice of all Regular and Special meetings of PPD-NMRA. Prepare and submit notices of all meetings and PPD-NMRA activities to Chair of Newsletter Committee, for publication, as well as general correspondence, except in cases where other Member(s) are designated to perform this function.
- 5) Conduct the correspondence pertaining to the business of the PPD-NMRA.
- 6) Perform such other duties as necessary and called for by the Superintendent.
- 7) Maintain an email roster of regularly attending Members.

#### D. Treasurer.

- 1) Maintain custody of, and be responsible for, all funds of PPD-NMRA, and deposit all such monies in the name of PPD-NMRA in such places and amounts as authorized by Officers.
- 2) Maintain financial records of PPD-NMRA in such a fashion that all transactions are clearly understood.
- 3) Assure that at least two Officers are signatories on PPD-NMRA bank accounts.
- 4) Pay all expenses of PPD-NMRA.
- 5) Assist and facilitate the annual audit of PPD-NMRA accounts.

- 6) Prepare any required Federal, Colorado, or local financial, tax, or license filings.
- 7) Render an accounting to the Members at each regular meeting of all monies disbursed and collected.
- 8) Perform such other duties as necessary and called for by the Superintendent.
- 9) Maintain financial records for whatever number of years required by state or Federal statutes.

Section 2. Vacancy In the event of a vacancy in the middle of a term, the Assistant Superintendent shall succeed to the office of the Superintendent. All other offices will be filled by special election at the next available meeting.

Section 3. Resignation.

Any Officer may at any time request resignation from their office. Such requests shall be in writing and addressed to the Secretary or Superintendent, and shall become effective upon receipt.

Section 4. Impeachment.

Any Officer may be removed from office by a two-third (2/3) majority vote of voting Members.

Section 5. Honoraria. There shall be no honoraria payable to any Officers or Members of PPD-NMRA.

Section 6. Committees. The work and operation of the Division is accomplished via a set of committees, each tending to a finite area of responsibility and comprised of one or more Members as work requires. Each committee shall be chaired by a voting Member of PPD-NMRA, appointed by the Superintendent, serves at the discretion of the Superintendent, and is removed at the call of the Superintendent.

A. Newsletter Committee. The PPD-NMRA newsletter is The Milepost, published monthly.

1. Produce PPD-NMRA newsletter, The Milepost, at least 5 days prior to regular meetings.
2. Publish Minutes of PPD-NMRA monthly meetings in The Milepost, as provided by the Secretary.
3. Electronically distribute The Milepost via coordination with the Website Committee.
4. Surface-mail hard-copy printed editions of The Milepost to Division Members requesting such, and collect an annual fee from such Members to cover printing and postage costs. Any excess fee will be credited to the Treasury.

B. Website Committee. The website is PPD-NMRA's face to the public.

1. Produce the PPD-NMRA website to communicate with PPD-NMRA Members and the general public.
2. Incorporate appropriate text and image data of PPD-NMRA events.
3. Maintain a copy of PPD-NMRA By-Laws on the website.
4. Safeguard the privacy of all persons by not publishing their personal information.
5. Include links to news items or websites of related interest, unless objected to by that site's operator.

C. Module Committee. Module setups demonstrate the hobby to the public, are a recruiting tool, and provide PPD-NMRA Members with social fellowship where they communally enjoy the hobby.

1. Coordinate setup and operation at event sites with event organizers and module owners.
2. Assure setups are staffed by sufficient numbers of NMRA Members to provide module operations and public interface and recruitment.
3. Assure that property of PPD-NMRA and module owners is safeguarded from damage or theft.
4. Maintain a current list describing all modules and related equipment owned by PPD-NMRA and used in module operations. List shall include the location and custodian of the property.

D. Achievement Committee. Recognizes skill advancements of Members via a certificate program.

1. Encourage Members to participate and have their modeling skills officially recognized.
2. Submit Achievement applications for PPD-NMRA Members IAW NMRA program guidelines.
3. Recognize successful applicants at PPD-NMRA monthly meetings by presenting certificates from the national organization to the awardees as soon as possible after receipt.

E. Contest Committee. Demonstrates skill of Members via inspection and discussion of contest entries.

For a contest to be valid, at least three (3) entries must be submitted for judging.

1. Compile a list of eleven (11) monthly contest topics covering a variety of modeling subjects.
2. Provide contest schedule to Milepost Committee for publishing in The Milepost.
3. Conduct contest at monthly meetings, except December.
4. Provide a method for Members to vote on which three (3) entries they consider best.
5. Award ribbons to First, Second and Third place winners of contests.
6. Coordinate with Treasurer when supply of ribbons needs replenishment.

F. Library Committee. Operation of a common repository of video material of interest to Members which are loaned to Members for a period of one monthly meeting cycle.

1. Compile and keep current an inventory of all Library items that are PPD-NMRA property.
2. Provide Library catalog to Website Committee for publishing on the PPD-NMRA website.
3. Operate a reservation function for Library items as requested by Members.
4. Issue out or accept turn in of Library items at PPD-NMRA meetings.
5. Maintain a log of Library items issued to Members and remind Members if item return is overdue.

G. Swap Meet Committee. Produces one or more swap meets per year in PPD-NMRA region.

1. Plan swap meets, schedule venue, publicize events, rent table space to vendors & hobbyists.
2. Provide proceeds to Treasurer for PPD-NMRA general fund.

H. Nominations and Election Committee.

1. Find candidates to fill the ballot of PPD-NMRA Officer vacancies.
2. Operate annual election each December for the ensuing year.

I. Membership Committee.

1. Grow PPD-NMRA by encouraging people to become Members of NMRA.
2. Assist persons with membership issues.

J. Raffle Committee. Generate income for PPD-NMRA general fund and gift exchange.

1. Solicit donations of goods or gift certificates from hobby shops or other sponsors.
2. Conduct monthly and special raffles.
3. Conduct annual gift exchange at December meeting. Gifts may be donated by hobby shops and other sponsors, or may be purchased using funds generated by monthly or special raffles.

K. Refreshments Committee. Provide hospitality at PPD-NMRA meetings and events.

1. Provide snacks and non-alcoholic drinks at meetings.
2. Maintain cash snack fund and purchase items as needed.
3. Provide proceeds to Treasurer when funds on hand exceed needs of monthly purchases.

L. Ad Hoc Committees. As needed, the Superintendent may establish committees and appoint committee chairs for issues or matters not already addressed by existing committees.

### ARTICLE III MEMBERSHIP

Section 1. Any NMRA Member residing in the geographical area served by the PPD-NMRA may be a Member of PPD-NMRA pursuant to these By-Laws. PPD-NMRA shall rely solely on national NMRA membership cards in lieu of division cards.

Section 2. Membership Categories. PPD-NMRA membership categories are the same as the national organization and will not be repeated here. "Member" refers to those who hold a membership in the national organization. For specifics refer to: <http://www.nmra.org/national/nmra/nmraregulations2008-1-27.html#art4>. (Non-Members may attend PPD-NMRA meetings but shall be referred to as visitors.)

Section 3. Membership Benefits. All Members shall receive the PPD-NMRA newsletter, The Milepost, and other materials to be issued as budgets permit. The Milepost is distributed electronically. Members requiring a printed hard copy of The Milepost, by First Class Mail, will be assessed an annual fee for printing and postage costs, with the annual amount determined by Newsletter Committee Chair, with payment due in January of each year. All other Member benefits are as described by the national organization at: <http://www.nmra.org/national/nmra/nmraregulations2008-1-27.html#art4>

Section 4. Good Standing. All PPD-NMRA Members shall be considered in good standing provided NMRA dues are paid and membership is current. NMRA members who deviate from accepted norms of public behavior and bring discredit to the hobby or the PPD-NMRA may be asked by the membership to terminate their participation in the Division. Any Member not in good standing shall lose all voting rights and privileges of participation in the PPD-NMRA. The Member in question may present their case in a hearing to the Officers or Members before action is taken. Membership in PPD-NMRA may be withdrawn if cause can be shown.

Section 5. Hearings. Hearings will be held by arrangement with the Officers at a location of convenience, not less than one week before the next meeting. Hearings shall be limited to Officers and the party requesting the hearing.

#### ARTICLE IV MEETINGS

Section 1. Regular Meetings. Frequency, schedule and location of regular meetings shall be as determined by the Members.

Section 2. Quorum. A quorum at any regular meeting shall consist of at least 12 Regular Members in good standing of whom at least two (2) shall be Officers. A quorum is required for a vote to be valid.

Section 3. Additional Membership Meetings. Additional meetings may be called by the Superintendent at any time by notifying the membership in writing, email or telephone.

Section 4. Officer Meetings. Officer meetings may be called as necessary by Superintendent.

Section 5. Reports. At each regular meeting, the Superintendent, Secretary, Treasurer, and any committee chairperson may present a report on their respective activities since the last regular meeting. All reports shall be made a part of the minutes of the regular meetings.

#### ARTICLE V AMENDMENTS

Changes to the By Laws shall be made in the following manner: any Member or officer proposing a constitutional amendment must present it at a regular business meeting where it will be discussed and then automatically tabled. The proposed amendment must then be published in full in the next monthly newsletter or an addendum thereto. At the next regular meeting, the amendment will again be introduced for discussion and voted upon. All By Law changes will be decided by a two-thirds (2/3) vote and all other business transactions before the membership will be decided by a simple majority vote of a quorum of Members present at a regular meeting or by a mail or email ballot.

#### ARTICLE VI VOTING AND ELECTIONS

Section 1. Only Members in good standing shall be entitled to vote, IAW guidelines of the national organization, found at: <http://www.nmra.org/national/nmra/nmraregulations2008-1-27.html#art10>.

Section 2. The right to write-in names not on a ballot shall be preserved.

Section 3. In the election of an officer, the candidate receiving the largest number of votes for any given office shall be declared the winner. In case of a tie, the Superintendent shall have the right to cast the deciding vote.

Section 4. On all matters to be voted upon, a simple majority of the votes cast will suffice the question, unless otherwise noted specifically in this article. To be a valid vote, a quorum must be present.

Section 5. Nominations for Superintendent, Assistant Superintendent, Secretary, and Treasurer made by the Nominating Committee shall be accepted during the November regular meeting. Nominations will be accepted from the floor and verified by the Election Committee. Election of Officers will be held during the business meeting held in December. These elections shall be conducted by secret ballot, unless no opposition exists for any of the four positions. All successful candidates shall take office on January 1st following their election.

Section 6. Length of Office. The Superintendent, Assistant Superintendent, Secretary, and Treasurer shall hold office for one (1) year, or until their successors have taken office.

#### ARTICLE VII AUDITS

Section 1. Prior to and for acceptance at the April meeting, an audit shall be made of the books of PPD-NMRA for the preceding calendar year. The audit shall be performed by a Member who is neither the

current Treasurer nor the Treasurer for the period being audited. Audit results will be presented at the April meeting and included in the minutes. If the Treasurer is replaced before his/her term ends, succeeding Treasurer must have an audit made within sixty (60) days of the time he/she takes office.

Section 2. Special Audit. By means of a special motion passed at a regular meeting by a two-third (2/3) majority of the Regular Members voting, a special audit shall be made. The maker of the motion shall automatically be included in the auditing committee.

#### ARTICLE VIII INCOME AND EXPENSES

Section 1. Committee Chairs for PPD-NMRA activities at which monies are collected are responsible for collection of said monies and accounting for such to the Treasurer for depositing in PPD-NMRA treasury.

Section 2. General administrative business expenses may be paid if they conform to the usual and customary PPD-NMRA activities and/or are in line with PPD-NMRA activity plans. Items outside of what is usual and customary for PPD-NMRA (including sudden or unexpected expenses) will be approved by two Officers prior to being paid and/or by a vote of Members. Purchases of permanent property or materials must be approved by a vote of Members at a regular meeting or by email ballot if urgent.

#### ARTICLE IX DIVISION PROPERTY

Section 1. Property Interest. No Member shall have any right of interest, whether legal or equitable, to any asset, claim, or property held or owned in the name of PPD-NMRA.

Section 2. Accountability. Assistant Superintendent shall maintain an inventory listing of all PPD-NMRA property. Committee chairpersons responsible for inventory shall maintain a current listing of property under their control and provide copy of that listing to Assistant Superintendent when the listing changes.

Section 3. Disposition. Sale or disposal of PPD-NMRA assets with an original purchase cost in excess of \$50.00 must be approved by majority vote of the Members.

#### ARTICLE X DISSOLUTION

Section 1. Dissolution of the corporation requires approval of a two-thirds majority of voting Members.

Section 2. In the event of dissolution of the corporation, the Officers shall, after paying all PPD-NMRA liabilities, dispose of PPD-NMRA assets by turning over such assets to the RMR-NMRA.<sup>55</sup>