

**By-Laws, Wasatch Division Rocky Mountain Region  
National Model Railroad Association  
June, 1982  
Proposed Revision January 2012**

**i. Section 1- Purpose**

- A.** To educate persons engaged in model railroading in methods of building and operating model railroad equipment and prototype practices.
- B.** To develop the technical skills of persons engaged in the art and craft of model railroading.
- C.** To encourage the collection and preservation of historical data and to promote education about railway history through in model railroading.
- D.** To facilitate communication among all model railroaders, NMRA member and non-member alike.

**ARTICLE OBJECT**

*The object of these by-laws is to establish rules to regulate the affairs of the Division.*

**ARTICLE 2- Division Boundaries**

- A.** The boundaries of this division are set for accounting and voting purposes only.
- B.** The boundaries of the Wasatch Division are the state lines of Utah but excepting that part east of the Colorado River and south of I-70

**ARTICLE 3- Membership**

- A.** Any current NMRA member living within the boundaries of the division is a member of the Division. Membership classification, rights and benefits are defined by NMRA. Family members and Corporate Members do not have voting rights, nor may they be elected or appointed to office within the Division.
- B.** New members will be furnished with a copy of the by-laws and will be placed on the membership list for the division.

**ARTICLE 4- Finances**

- A. No dues or other assessments shall be charged, imposed or solicited. To finance such business matters as might be incurred by the division, voluntary donations will be accepted. The right of members to participate without such donations shall be retained.
- B. The Wasatch Division shall maintain a checking and savings account and if necessary a Certificate of Deposit in the Division name. All checks will require the signatures of two of the elected officers, as will certificates of deposit. Withdrawal of a Certificate of Deposit will be posted in the *Gandy Dancer* Newsletter.
- C. The finances of the Wasatch Division are in no way to be used as loans to any member of the division, other than dues to the NMRA for individuals deemed in-need by the Board of Directors. A majority vote is required of the Board of Directors before funds can be used in this manner.

The financial condition is subject to audit in the month of January and the Treasurers report will be given to the general membership at the January business meeting. A monthly Treasurers report will be attached to the Board of Governors minutes.

#### ***Article 5- Meetings***

- A. Meetings of the Wasatch Division shall be within division territory, unless a different meeting place is approved by at least two-thirds of the members attending at which such a divergent meeting is proposed.
- B. A business meeting shall be called as necessary and practical by the presiding officer. Parliamentary procedures as set forth in Robert's Rules of Order as amended shall govern all business meetings of the Wasatch Division.
- C. General meetings of the membership will be held normally on second Saturday of each month unless otherwise notified.
- D. A quorum for voting purposes shall consist of 10 members of the general membership of the Wasatch Division.

- E. Any member may attend BOD meetings and may speak on any business before the meeting.
- F. Only a BOD member or Committee Chairperson may bring business before the meeting, make or second motions or vote.
- G. All actions of the BOD shall require a majority vote of all BOD members present and voting. A majority vote (3 out of 4) of a quorum (consisting of 4 out of 7 voting members) of the Board of Governors shall have the power to pass.
- H. The Secretary shall vote in case of a tie.
- I. The Superintendent shall give a call for a Special BOD meeting at the written request of any three BOD members, as instructed by the BOD, or as Superintendent deems necessary.

### ***Article 6- Board of Directors***

#### **SECTION 1- BOARD OF DIRECTORS**

The Board of Directors (BOD) will consist of Elected Officers, past Superintendent and Appointed Officers.

#### **Section 2- ELECTED OFFICERS**

The Elected Officers of the Division shall consist of:

- A. The President(herein called the SUPERINTENDENT)
- B. The Vice President(herein called the Asst. SUPERINTENDENT)
- C. The Treasurer

#### **SECTION 3- TERMS OF ELECTED OFFICERS**

The terms of Elected Officers shall be 2 years, beginning at the election in January Meeting of even years. With the exception of the Treasurer unless Just cause is found to remove him/her.

#### **SECTION 4- APPOINTED OFFICERS**

The appointed Officers of the Division shall consist of 3 Board Members and the Secretary. There will be no term set for these positions.

#### **SECTION 5- CONDITIONS OF APPOINTED OFFICE**

The three Board of Directors members Selected by the elected officials shall if all possible be selected from the three main geographical areas covered by the division, if at all possible.

#### **SECTION 6- DUTIES OF OFFICERS**

- A. SUPERINTENDENT.** Serve as the executive officer of the Division; preside over the BOD and General Membership meetings; sign all contracts or other instruments authorized by the BOD; appoint various committee chairpersons as needed. Maintain at all times a respectful and gracious attitude to all members and visitors at all functions.
- B. ASST. SUPERINTENDENT.** The Asst Superintendent shall perform all duties assigned by the Superintendent.
- C. TREASURER.** Receive and keep safe all monies and securities of the Division in such manner as may be designated by the BOD; disbursed money in accordance with the approved budget; maintain books of account; furnish a quarterly Treasurer's report to the BOD meeting. Perform other treasury duties deemed necessary or as specified elsewhere herein.
- D. APOINTED BOARD of DIRECTORS MEMBERS.** Board of Directors (three) shall oversee such committees as necessary, carry out all functions and regularly scheduled activities of the division. If at all possible these will be picked from the three areas of the Division.
- D. Secretary.** The Secretary shall record official minutes of the proceedings of general meetings of the Board of Governors and business meetings. The Secretary is not a voting member of the Board of Governors unless proxy is given to him/her by another Board of Governors member. The Secretary can be used for a tie breaker vote if six out of seven voting Board of Governors members are present and the vote results in a tie.

#### **SECTION 7- ELIGIBILITY**

To be eligible to hold Office in the Division an individual must be a Member (except Family or Corporate Member) in good standing of NMRA. No officer shall hold simultaneously any Office in the Division.

**Section 8- Committees**

- A. The Superintendent shall appoint or reappoint all committees as needed. The Chairman of any committee shall have the power to replace any member of his/her committee who does not perform the duties required of him/her or commits acts that could be detrimental to the Wasatch Division and its members.
- B. Committees must provide at minimum a monthly progress report of its activities and progress before the regular scheduled Board of Governors meeting to the Superintendent.

**Section 9- Election of Officers**

- A. Officers shall be elected every two years or until successors are duly elected and appointed. No officer shall serve more than two consecutive terms in any one position with the exception of the Treasurer unless he/she fails to comply with the duties of the position.
- B. The Superintendent will select a nominating committee consisting of a chairman and two others, none of who are members of the Board of Governors. The committee will be appointed at the October meeting and will present a list of nominees for the three elected positions of Superintendent, Assistant Superintendent, and Treasurer at the December business meeting. There will be a minimum of two members nominated to each position nominated for each office and nominations from the floor will be accepted. In the case of an office does not have any accepted nominees for that office the current office holder can be nominated to that office even after two consecutive terms. All nominees for the three elected positions are to be member of Good Standing members of the NMRA prior to assuming office. The nominating committee shall take charge of the elections, the printing and

counting of ballots and the announcement of new officers at the January business meeting. Any member absent from the December meeting may obtain an absentee ballot from the nominating committee and return it prior to the beginning of the January general business meeting, at which time the new officers will be announced.

- C. New officers shall commence their term of office at the end of the general business meeting in January or after satisfying NMRA membership requirement.
- D. In the event an elected officer other than the Superintendent vacated his/her position the members shall elect a replacement at the next business meeting to hold the office until the next regular election.
- E. No member shall be nominated for elective office without his/her approval.

#### **SECTION 10- REMOVAL OF OFFICERS**

- A. JUST IN CAUSE. Just in cause includes and is limited to the following:
  - 1. Failure of Officer to attend two consecutive regular BOD meetings without satisfactory explanation to the BOD.
  - 2. Failure of the Officer to present to the Superintendent evidence of correction of the delinquency of dues within thirty days after notification of such delinquency to the NMRA.
  - 3. Misfeasance, malfeasance, or nonfeasance in office.

- B. SUSPICION OF JUST CAUSE

Presentation of suspicion of Just Cause shall be signed and dated, delivered to the Secretary in a sealed envelope to be opened only by the Superintendent or Asst Superintendent in the presence of the BOD at a regular BOD meeting: delivery to be at least ten days prior to the meeting. The accused Officer shall then be excused from the meeting and the Superintendent (in the case that it is the Superintendent) shall order a call of a Special BOD meeting not less than fifteen, nor more than thirty days, later to determine the resolution of the suspicion and shall appoint a committee

of at least three BOD and no announcement of its meetings are required. Attendance will be at the committee's written invitation only. No minutes shall be taken by the committee. Their findings, in writing, shall be delivered to the Superintendent in a sealed envelope at the Special BOD meeting. The decision of the BOD in resolution of the suspicion shall be recorded in the BOD minutes.

C. **REMOVAL**

Upon notification to the Superintendent or BOD of Immediate Just Cause an officer shall be immediately removed from Office. If the special BOD meeting shall determine that Just Cause for removal does exist: an Appointed Officer shall be immediately removed from Office; an Elective Officer shall be placed on a Recall ballot for a vote of Members.

D. **Resignations.**

Any Officer may resign Office by presenting a written resignation to the Secretary.

**SECTION 11- VACANCIES**

A. **SUPERINTENDENT.** The Office shall be served by the Asst. Superintendent.

The Superintendent shall appoint a new Asst Superintendent with the approval of the BOD.

B. **ASST SUPERINTENDENT.** The Superintendent shall select a new Asst.

Superintendent, with the approval of the BOD.

C. **SUPERINTENDENT and ASST. SUPERINTENDENT.** If the vacancies occur in

offices at the same time, the BOD shall call an immediate Special BOD meeting to elect one of the Directors to be Superintendent.

D. **TREASURER.** Superintendent shall select a new Treasure, with the approval

of the BOD.

**SECTION 12- CONTINUITY**

- A. All out going officers shall turn over to their successor any and all correspondence, records, documents, supplies, equipment and monies belonging to the Division and entrusted to their care.
- B. To provide a legal continuity for the Division, except in case of Death, Recall or Removal, the vacating officer shall be considered to be occupying the Office until replaced, not withstanding any other provision herein.

**ARTICLE 7- Amendments**

- A. Amendments to these by-laws may be proposed by the Board of Directors or by a petition signed by ten members of the Wasatch Division. A proposed amendment shall be submitted in writing to the Secretary.
- B. Notice of proposed amendments to the by-laws shall be posted in one issue of the *Gandy Dancer* newsletter and posted on the website for two months prior to a vote. Approval shall be an affirmative vote by two-thirds of the members attending the business meeting at which the amendment is voted upon. The failure of any member to have received prior notice shall not invalidate the proceedings.

**Presentation and Adoption**

The forgoing by-laws for the Wasatch Division of the Rocky Mountain Region of the National Model Railroad Association were read, article by article, to a quorum of regular members assembled on the \_\_ day of \_\_\_\_\_, 2012, I at general meeting of the Wasatch Division, and upon motion to vote, duly seconded and carried, the same received a two-thirds majority vote favoring adoption by regular members present and voting; the same said by-laws to become effective as of the date of adoption: signed,

By:

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David Shearer  
Superintendent  
Wasatch Division

Attested:

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Cindy Meiser  
Assistant Superintendant  
Wasatch Division

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Kevin Stockseth  
Treasurer  
Wasatch Division