

BYLAWS

TWIN CITIES DIVISION OF THE THOUSAND LAKES REGION OF THE NATIONAL MODEL RAILROAD ASSOCIATION, INC.

Amendments included – 13 May 1986, 10 May 1988, 9 May 1991, 14 May 1992, 12 May 1994, 13 May 2004, 9 September 2004, 8 May 2008, and 12 January 2019

Article I. Membership

1. There shall be one class of membership in this Corporation, the Twin Cities Division, as follows:

A. Member: Any person who is a member-in-good-standing of the National Model Railroad Association (“NMRA”) may participate in the Division as a Member. Members are entitled to full voting privileges within the Division and may serve as officers of the Division.

Article II. Meetings

1. There shall be one annual business meeting for the election of officers, the time and place to be determined by the officers. At least three days notice shall be given.

2. Special meetings can be called by the President. The purpose of the meeting shall be given in the call. At least three days notice shall be given.

Article III. Officers

1. The officers of the corporation shall be a President (Division Superintendent), a Vice President (Assistant Superintendent), a Secretary (Chief Clerk), a Treasurer (Paymaster), a Public Relations Director, a Crossing Gate Editor, and a Director-At-Large.

A. The President, Vice President, Secretary, and Director-At-Large shall be deemed by popular election by the Members.

B. The Treasurer, Public Relations Director, and Crossing Gate Editor shall be appointed by the President and approved by a majority of the elected officers.

2. The officers of the corporation shall be Division Members.
3. At the annual business meeting, nominations for candidates for the offices to be filled by election shall be accepted from the floor or in writing.
4. The officers shall be elected by a simple majority of Members present by ballot to serve two years or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected. The President and the Secretary shall be elected in even numbered years, and the Vice President and the Director-at-Large shall be elected in off numbered years.
5. No member shall hold more than one office at a time, and no member shall be eligible to serve as an officer for more than six consecutive years unless no other candidate is nominated and willing to accept the position at hand.
6. In the event of a vacancy in any office by reason of a change in residence to outside the Twin Cities area, resignation, incapacity, or death, the directors shall appoint a successor who shall hold office until the next annual meeting for the election of officers.
7. Should an officer be suspected of misuse, misconduct, or detrimental performance while in office, said officer may be removed by a written petition against the officer signed by at least two-thirds of the officers. The vacancy will be filled according to Section 6 of this Article.
8. The officers shall constitute the Board of Directors of the corporation.

Article IV. Duties of Directors and Officers

1. The general management of the affairs of the corporation shall be vested in the directors. The officers shall be responsible for specific duties as follows:

A. **President.** The President shall:

- (i) Preside at all meetings of the membership and of the directors.
- (ii) Be ex officio a member of all the committees.
- (iii) Be an official representative of the corporation on the TLR

Board.

(iv) Perform such other duties as, by custom, devolve upon a President or are conferred upon him by the corporation or the Board of Directors.

B. **Vice President.** The Vice President shall be the aid and assistant to the President and shall assume the duties of the President in his absence or at his request.

C. **Secretary.** The Secretary shall:

(i) Maintain accurate minutes of all meetings.

(ii) Keep the Division's official membership roll and call the roll when it is required.

(iii) Notify the membership of meetings and conduct the general correspondence of the Corporation - that is, correspondence which is not a function proper to other offices or to committees.

(iv) Maintain record books in which the articles of incorporation, bylaws, minutes, and membership roster are entered, with any amendments to those documents properly recorded, and to have the current record books on hand at every meeting.

(v) Provide an agenda for all meetings.

D. **Treasurer.** The treasurer shall:

(i) Keep an accurate record of all funds received and funds paid out and balance on hand.

(ii) Collect all dues and revenue from any sponsored activity.

(iii) Balance the books and prepare a written financial report at the end of each quarter in each year and at such other times as the officers may request.

(iv) Keep the books ready and available for audit.

(v) Report and provide a financial statement at the annual meeting.

(vi) Make disbursement by check upon receipt of an invoice or voucher. All invoices or vouchers must be approved by the person responsible

for the expenditure. Persons authorized to make miscellaneous expenditures out of personal funds may be reimbursed in a similar manner. No funds may be expended without the approval of the Board.

(vii) Assist with matters of a financial character.

(viii) Prepare and submit tax documents.

E. Public Relations Director. The Public Relations Director shall:

(i) Welcome new participants.

(ii) Induce former Members to restore themselves to active status.

(iii) Secure as much good publicity for the Division as possible.

(iv) Be responsible for a Twin Cities Division public relations booth at functions as determined by the T.C.D. Board of Directors.

F. Crossing Gate Editor. The Crossing Gate Editor shall publish the Crossing Gate on a frequency to be determined by the Board of Directors.

G. Director-At-Large. The Director-At-Large shall assume those duties deemed necessary by the Superintendent with the advice of the other officers.

Article V. Voting

1. Each Member, in good standing, with current dues paid, present at a meeting shall be entitled to one vote.

2. Voting by proxy is not permitted.

Article VI. Committees

1. Committees, standing or special, shall be appointed by the President as the corporation or officers shall from time to time deem necessary to carry on the work of the corporation.

Article VII. Priority

1. No act of the corporation nor requirement of these Bylaws shall conflict with the Constitution, Bylaws, or other regulations of the TLR or the NMRA.

Article VIII. Amendments

1. The Bylaws may be amended by a two-thirds vote of the Members present at any general meeting or at any special meeting called for that purpose, provided notice of the proposed amendment is sent to the Members at least 30 days prior to the meeting. The notice shall contain the paragraph numbers, headings, and text of the wording of the proposed amendment.