

By-laws of the Cherokee Division, Inc.
Southeastern Region, National Model Railroad Association

Adopted by the Cherokee Division December 21,2020

Article I Name, Status, and Purpose

1. The Cherokee Division, Inc., a non-profit corporation chartered in the State of Tennessee, shall be known, and referred to, as the “Division”). The Division is established under the provisions of the governing documents of the Southeastern Region (SER), and the Regulations of the National Model Railroad Association (NMRA). If a conflict should develop between these By-laws and the Region’s governing documents, the Region’s governing documents will prevail. If there is a conflict with the NMRA Regulations, the NMRA Regulations will govern. The Division is the 13th Division within the SER.
2. The Division is organized to promote educational, charitable, historical, and fellow ship activities related to model railroading and rail transportation.

Article II Territory

1. The Division includes portions of the states of Tennessee and Georgia as defined by the SER. The Division includes the following counties:
 - Tennessee: Franklin, Marion, Grundy, Sequatchie, Hamilton, Bradley, McMinn, Monroe, Polk, Rhea, Meigs, Bledsoe.
 - Georgia: Dade, Walker, Catoosa, Whitfield, Murray, Chattooga, and Gordon.
2. Throughout these By-laws, “residence” means the member’s principal residence as determined by the NMRA.

Article III Fiscal Year

The Division’s fiscal year will be from January 1 to December 31.

Article IV Membership, Dues, and Finances

1. Each NMRA member is automatically a member of the Region, if one exists, and of the Division in whose territory the member resides.
2. All NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division, except for voting and holding a Division office.
3. The Division Board of Directors may choose to charge fees for specific activities and services such as meets, conventions, tours, open houses, and a mailed copy of a publication. For such activities, the fees will be the same for all NMRA members, regardless of residence.

4. Guest attendance privileges may be granted to model railroaders to introduce them to Division and NMRA activities. However, no one may consistently attend Division activities or use Division assets without joining the NMRA.
5. No Division dues may be charged per NMRA instructions.

Article V Voting and Office Holding Rights

1. All Division officers, members of the Board of Directors, and officials must live within the Division's territory.
2. Only members of the Division may vote, and each member is entitled to one vote on each issue presented to the membership for a vote.
3. Voting will take place at a minimum, bi-yearly to elect officers. Changes to these by laws or other votes may take place as needed.

Article VI Board of Directors

1. There will be a Board of Directors (the "Board") of the Division that will supervise and control the business, property, and affairs of the Division, except as otherwise provided by law or these By-laws.
2. The Board will consist of a Superintendent (President), Assistant Superintendent (Vice-President), Treasurer, Secretary and three Directors at large. Minimally the Board will consist of a Superintendent and Secretary/Treasurer.
3. The Board will hold at least two regular meetings each year at times, days and places designated by the Superintendent. Notice of the time, day, and place will be given to each Board member and all Division members at least fifteen days in advance.
4. Special meetings may also be held on the request of the majority of the members of the Board.
5. Vote by proxy is not permitted. However, one or more members of the Board may participate in a Board meeting by means of a video conference or teleconference service device that allows all participants to see or hear each other. Where possible the conference shall be recorded, and the recording saved for a period of two years. Minutes of the meeting will be published and signed off by all Board members.
6. A majority of the Board members will constitute a quorum for the transaction of business.
7. No officer or Board member will receive any remuneration of any kind for his or her services. However, they may be reimbursed for reasonable expenses incurred, with the approval of the Board and upon presentation of a written request and appropriate documentation.
8. Unless otherwise stated in these By Laws, *Robert's Rules of Order* will govern the conduct of Board meetings.

Article VII Duties of Officers and Board Members at Large

The Division shall have no less than two elected officials and the Division shall hold no less than one business meeting per year. Officers should be elected by the Division members. If the Division cannot determine a slate of candidates for a ballot election, the SER President is permitted to appoint a Division Superintendent and a Secretary/Treasurer to serve for a period of not more than two years at which time the Division shall again attempt to determine a slate of candidates for a formal ballot election. The same person may not hold both offices simultaneously. The NMRA Regulations require that Division officers **MUST** be current dues paying members of the NMRA and the SER Region. To maintain continuity of administration, the Division may stagger the terms of officers so that not all are elected at the same time. The duties of these officers are as follows:

Superintendent – the Superintendent's responsibility includes the following:

- Provide leadership of the Division.
- Appoint Chairs of Division committees.
- Set up Board and membership meetings.
- Preside at Division meetings.
- Coordinate Division activities.
- Recruit and appoint (with the advice and consent of the SER Education Chair) a Division Achievement Program Coordinator who will promote and administer the Achievement Program.
- Appoint a Membership Chairperson for promoting NMRA/SER/Division membership.
- Report new Division Officers to the SER Secretary and SouthErner Editor as soon as they are elected or appointed.

Assistant Superintendent

- Assist the Superintendent and presides at meetings in his/her absence.

Secretary/Chief Clerk

- Keep written records of Division Board Meetings.
- In conjunction with the SER Registrar, maintain the membership records of the Division.
- Insure timely correspondence with Division members and SER officers regarding Division activities and matters.
- See that Division events are publicized locally, and in the SouthErner and NMRA Magazine.

Treasurer/Paymaster

- Maintain the financial records of the Division.
- Provide an annual report to the Directors of the Division and the active Division membership.

Directors (optional) (One or more Directors may also be elected)

- Assist the officers in planning Division activities
- Assist in overall management of the Division.

Article VIII Vacancies

The Assistant Superintendent will succeed the Superintendent in case of resignation or incapacitation. The Superintendent will appoint a replacement in the case of resignation or incapacitation of any other member of the Board.

Article IX Conflict of Interest

No Board member will cast a vote, or take part in the final deliberation, on any matter in which he or she, or members of his or her immediate family, have a personal financial or other interest.

Article X Committees and Officials

The Superintendent will appoint the following committees and officials:

1. A Nominating Committee of two or more members, at least one of whom will be a Board member or recent Board member. Duties of this committee are described in a later section of these By-laws.
2. An Audit Committee of two or more members. This committee will conduct an annual financial audit of the Division's books at the end of each fiscal year, and when a new Treasurer/Paymaster takes office, reporting the results to the membership at a membership meeting or in the Division's official publication. Neither the Superintendents nor the Treasurer/Paymaster may serve on this committee.
3. An Editor for the official publication of the Division.
4. An Achievement Program Coordinator. This appointment will be made with the advice and counsel of the SER Education Chairman.
5. Other committees as needed to carry on the activities of the Division.

Article XI Membership Meetings

1. Membership meetings will be held at such times and places as may be determined by the Board.
2. A Superintendent will call special meetings upon written application of ten percent of the members or a majority of the Board.
3. The annual meeting of the Division will be held in the fall of each year to hold elections and conduct other appropriate business. Date, time, and location will be communicated to all members at least fifteen days ahead of time.
4. There will be NO proxy voting for any election or for any other business requiring a vote.

5. At any membership meeting, attending members will constitute a quorum for purposes of voting on items announced in advance. Members attending in person will constitute a quorum for other purposes.
6. Any membership meeting may be held in person or by utilizing a video conferencing or teleconferencing service. Online meetings shall be recorded and the recording kept and made available to any member for a minimum of two years.

Article XII Terms of Office, Nominations, and Elections

1. The Superintendent, Assistant Superintendent, Secretary, Treasurer and all Board members will serve two-year terms.
2. None of the aforementioned people may serve in the same capacity for more than two full elected consecutive terms unless there are no other candidates for that position.
3. No one may fill more than one of the foregoing seven positions simultaneously except for brief transition periods.
4. In preparation for each year's annual meeting and election, the Nominating Committee will solicit candidates, explaining the requirements of the position. In addition, any member may nominate someone via a written notice to the Nominating Committee, with the permission of the nominee. Such nominations must be submitted to the Nominating Committee at least thirty days ahead of the election.
5. The names of candidates for office will be communicated to the membership at least fifteen days before the election.
6. Members elected will take office on January 1.

Article XIII Amendments

1. These By-laws may be amended:
 - a) by a majority of the members present at the annual meeting or a special meeting or
 - b) by a majority of the members responding to a vote (may be by special mailed ballot) not held at the annual meeting or special meeting. The proposed amendment must be communicated to all members at least fifteen days before the meeting.
2. These By-laws may be amended without vote in order to bring them into compliance with NMRA and/or SER by-laws, rules or regulations.

Article XIV Referendums

Ten percent of the members may create a referendum issue to be voted on at an annual or special meeting where a quorum is present by submitting their request in writing to the Secretary. The referendum must be communicated to all members at least fifteen days in advance of the vote. Removal of an officer requires a two-thirds vote of the people present in person. Other issues require a majority vote of people present in person.

Article XV Dissolution

The Division will be considered dissolved when any of the following events occurs:

1. A motion for dissolution is adopted by majority vote in the same manner as is provided for amendment of these By-laws
2. No meetings or events of the Division are held or scheduled for twelve consecutive months
3. The Division charter is revoked by the SER.
4. Upon dissolution, the last elected officers and directors will pay all outstanding bills, and promptly forward all assets and records to an SER official SER 501(c)(3) official designated by the SER President. If the SER is unable or unwilling to receive the assets, they will be donated to a 501(c)(3) NMRA organization whose purpose is generally consistent with that of the Division.