

ARTICLE I NAME

The name of this corporation shall be THE SOUTHEASTERN REGION OF THE NATIONAL MODEL RAILROAD ASSOCIATION, INC., and will be hereinafter referred to as the Corporation.

ARTICLE II PURPOSES

The Corporation is organized under the Georgia Nonprofit Corporation Code for the following purposes: to further the purposes of the National Model Railroad Association, a nonprofit corporation organized and existing under the laws of the State of Ohio, particularly within Alabama; the Florida counties of Bay, Calhoun, Escambia, Gulf, Holmes, Jackson, Okaloosa, Santa Rosa and Walton; Georgia; Mississippi; the North Carolina counties of Avery, Buncombe, Cherokee, Clay, Graham, Haywood, Henderson, Jackson, McDowell, Macon, Madison, Mitchell, Polk, Rutherford, Swain, Transylvania and Yancey; South Carolina and Tennessee, which purposes are as follows:

- (a) support the goals and objectives of the National Model Railroad Association (NMRA)
- (b) to promote closer understanding and cooperation among model railroad hobbyists nationwide
- (c) to promote the greater fellowship of model railroading among model railroaders within the Southeastern Region;
- (d) to sponsor, organize, conduct and participate in conventions, displays, meeting and other functions relating to model railroading; and
- (e) to advance the hobby of model railroading wherever and whenever possible and to do all things necessary or incident to the aforementioned purposes.

ARTICLE III MEMBERSHIP

1) Eligibility for Membership:

Membership class and eligibility are determined by the Regulations of the NMRA.

(a) Resident Membership: Persons who are members in good standing of the National Model Railroad Association, Inc. while they are residents of the geographical area described in Article II shall be considered members of this corporation. Only resident members may vote in any election for President, Vice President, Secretary, or Treasurer or Director of this Corporation or upon any amendment to the Articles of incorporation or by-laws of this Corporation.

(b) Non-resident Membership: Persons who reside outside the geographical area described in Article II, and are members in good standing of the National Model Railroad Association, Inc. shall not be eligible for membership in this corporation. NMRA members in good standing not residing in the geographical area described in Article II may participate in any

sanctioned activity conducted by this corporation on behalf of the NMRA, and subscribe to any periodicals as may be provided to resident members by paying the appropriate subscription fees as may be applicable.

(c) Persons who are not members in good standing of the National Model Railroad Association, Inc. (NMRA) shall not be eligible for membership in this Corporation. By paying an amount equal to the membership dues as stated in Article IV of these By- laws, such persons may receive the publications of this Corporation for the period to which their payment relates.

2) Withdrawal from Membership:

a) A person who ceases to be a member in good standing of the National Model Railroad Association, Inc. shall thereupon cease to be a member of this Corporation, but may continue to receive the publications of this Corporation for the remainder of the period for which such person's dues have been paid.

3) Application for Membership : Any person requesting membership in the Corporation shall file an application with the National Model Railroad Association (NMRA). The NMRA will properly record the appropriate class of membership, collect fees (dues) as set by that organization, and forward notification of membership to the Corporation's registrar for proper inclusion in the Corporation's membership roles. A certain percentage of the membership fee collected will be apportioned to the corporation to cover the required expenses of official communication with that member

4) Changes between Resident and Non- resident Membership: A person's membership shall change from resident membership to nonresident membership while the person ceases to live in the geographical area described in Article II.

ARTICLE IV MEMBERSHIP FEES

Membership classes and fees are defined by the Regulations of the NMRA .

1) Annual Membership. Membership in good standing in an approved class of membership in the NMRA is all that is required for membership in this corporation. The amount of any membership fee (dues) per class of membership shall be set by the NMRA.

2) Delinquency in Payment of Annual Dues. Delinquency in payment of fees (dues) to the national organization (NMRA) shall be governed by the Regulations of the NMRA and shall constitute a concurrent loss of membership status in this corporation.

3) Life Membership. Life membership in the NMRA shall convey the benefits of membership in the corporation for as long as the member shall live after the date that the application for life membership in the national organization and the life membership dues are received. Transition of Life Memberships is provided for by in the Regulations of the national organization.

4) Additional Fees. At the discretion of the Board of Directors, additional fees may be proscribed for activities of the corporation not covered by the apportioned membership fees received from the national organization. Such fees shall not be inconsistent with any fee structure of the NMRA. Fees in this category may be set for but not limited to subscriptions, merchandise, special events and activities consistent with the goals and objectives of the corporation.

ARTICLE V BOARD OF DIRECTORS

1) Management of the Corporation. The affairs of the Corporation shall be managed by the Board of Directors, membership of which shall consist of the President, Vice President, Secretary, Treasurer, four (4) elected Directors and the Executive Advisor as well as Division Superintendants in attendance at Board of Director Meetings. All Board of Director members shall be resident members of this Corporation. If any member of the Board of Directors shall cease to be a resident member, he shall be deemed to have resigned his position. His later becoming a resident member again shall not affect his resignation.

2) Powers of the Directors. The Board of Directors shall have the duty and power to control and manage all affairs of the Corporation; may at any time provide for an audit of the Treasurer's books; shall approve all contracts and purchases; and do any and all business necessary for the Corporation to carry out the objects and purposes of the Corporation as set forth in its Articles of Incorporation. During the temporary absence or disability of the President, and the Vice President, the Board of Directors shall appoint a President Pro-Tempore who shall perform the duties of the President. In the event of the death, permanent disability, or resignation of an officer or director of the Corporation, the Board of Directors shall fill such vacancy for the remainder of the unexpired term by majority vote of the board. Such elections may be conducted by mail or regular meeting of the board. Any officer or director so elected shall hold office until his successor is elected at the next regular election.

3) Meetings of the Directors. The Board of Directors shall hold a regular meeting for the transaction of business at least once in each half of the fiscal year of the Corporation and may hold such additional meetings as the Board may deem necessary. The President shall call with seven (7) days written notice meetings of the Board of Directors at such time and place, within the geographic bounds of the Corporation as he shall decide. Additional meetings of the Board of Directors, as provided for above, shall be called upon written request of three (3) members of the Board of Directors (not to include Division Superintendants). Five (5) members of the Board of Directors shall constitute a quorum, and a majority of those present and voting shall control. Division Superintendants, whether in attendance or not, shall not be included in the quorum. All committee chairman and resident members of the Corporation may attend all meetings of the Board of Directors, with voice but without vote. Division Superintendants attending the meetings shall have voice and voting privileges. Proxy or absentee votes by Directors or Division Superintendants are not authorized or valid. A director who is absent from two consecutive meetings without an excuse acceptable to the Board of Directors shall be considered to have

resigned from office at the end of the second such meeting. This does not apply to Division Superintendants as their attendance is optional.

4) Executive Director. The Board of Directors shall have the authority to employ an Executive Director and establish a Corporation office. The duties of the Executive Director shall be determined by the Board of Directors.

ARTICLE VI OFFICERS

1) President. The President, the Vice President or the President pro Tempore shall preside at all meetings of the members of the corporation and Board of Directors. The President shall:

- (a) serve as a member of the Region Advisory Council (RAC) of the National Model Railroad Association from the Southeastern Region;
- (b) be an ex officio member of all committees;
- (c) enforce the By- Laws;
- (d) appoint the Chairman and members of all committees;
- (e) with the Secretary or Treasurer, sign all written contracts and obligations of the Corporation approved by the Board of Directors; and
- (f) either he or the Assistant Treasurer shall countersign, with the Treasurer, any check or transfer of funds of the Corporation which exceeds \$500.

In order to help to provide representation of this region at meetings of the Board of Directors of the National Model Railroad Association, the President shall serve as a member of the Region Advisory Council (RAC) and provide relevant information to that council in accordance with the operating policies of the Council.

2) Vice President . In case of the temporary absence or disability to act as the President, the Vice President shall perform the duties of the President. The Vice President shall request reports from Division Superintendants of Division meetings and shows, and attempt to coordinate them to avoid conflicting dates as far as possible. The Vice President shall appoint the Division Superintendent of any division which does not elect its superintendent.

3) Secretary . The Secretary shall keep an accurate list of the members of the Corporation, keep minutes of the proceedings of the Corporation and of the Board of Directors which shall, at all reasonable times, be open for inspection by the members of the Corporation, prepare and distribute notices of the annual meeting and ballots for elections, and be the custodian of the Seal of the Corporation.

4) Treasurer . The Treasurer shall have charge and custody of all financial records and books of account, shall send notices to all debtors of the Corporation of amounts due the Corporation, shall deposit all dues transmitted to him and receive and receipt for all other monies belonging to or receivable by the Corporation and shall disburse the same in such manner and

amount as shall be directed by the Board of Directors. He shall keep an accurate record of all monies of the Corporation received and disbursed by him and shall make full and complete reports thereof at the annual meeting of the Corporation and at all meetings of the Board of Directors. He shall, in general, perform all duties incident to the office of Treasurer, subject to the control of the Board of Directors. Except as provided in Article IV, Section 4, all funds of the Corporation shall be deposited in the name of the Corporation in a bank selected by the Board of Directors.

5) Assistant Treasurer . The Assistant Treasurer shall:

(a) countersign any check or transfer of funds of the Corporation which exceed \$500; and
(b) receive and reconcile all statements of checking or savings accounts of the Corporation.

6) Executive Advisor . The retiring President shall automatically be a full member of the Board of Directors and shall be known as Executive Advisor to the Board of Directors.

7) Requirement of, and payment for, fidelity bond. The Corporation shall obtain and pay the premium for a fidelity bond from a commercial insurance company, covering the President, Treasurer, and Assistant Treasurer in an amount determined by the directors of the Corporation.

ARTICLE VII ELECTIONS AND TERMS OF OFFICE

1) Elections:

(a) The President, Vice President, Secretary, Treasurer and Directors shall be elected by the resident members of the Corporation.
(b) The Board of Directors shall appoint one or more Assistant Treasurers as needed.
(c) If an election by the members of the Corporation is to be held or a proposed amendment is to be considered at a meeting, the Secretary shall prepare and distribute to the members eligible to vote, six weeks prior to the meeting, ballots setting forth the names of the nominees for the various offices and the proposed amendment. Ballots postmarked not later than two weeks prior to the meeting will be counted by the committee appointed by the President, and the results of the election published in the next issue of the corporation's magazine, The Southerner.

2) Nominating Committee. A nominating committee consisting of at least three (3) regular members of the Corporation shall be appointed by the President. Upon being appointed to the nominating committee the appointee is ineligible to run for any position in the corporation during that election, either on the ballot or as a write- in candidate. The appointed committee shall submit to the President nominations for the office of President, Vice President, Secretary, Treasurer and two Directors by February 1 of the year in which such officers are to be elected. Nominations may also be made to the President, in writing, for any office by any regular member of the Corporation if accompanied by a written statement by the nominee that if elected he will

serve.

3) Terms of Office.

(a) The President, Vice President, Secretary, and Treasurer shall be elected to serve for two (2) years. Directors shall be elected to serve for four (4) years. The terms of office of the Directors shall be staggered so that two Directors are elected each two years.

(b) No person other than the President shall be elected to the same office or as a director for more than two successive full terms. Nothing in this section shall prevent the election for up to two full terms of a person who has been elected to serve the unexpired term of his predecessor, nor the election to an office or as a director of a person who has, more than one term previously, formerly served in that position.

4) Tenure . All duly elected officers and directors shall be installed in office at the annual business meeting of the Corporation and shall serve until their successors shall be installed. If an officer or director shall cease to be a resident member he shall be deemed to have resigned. His later becoming a resident member again shall not affect his resignation.

ARTICLE VIII

FISCAL YEAR AND MEETINGS

1) Fiscal Year and Annual Meeting . The fiscal year of the Corporation shall commence on the first day of the month of January and end on the last day of the month of December. The annual meeting of the Corporation shall be held each year within the month of May, unless a different date is authorized by the Board of Directors, at such time and place as approved by the membership of the Corporation. At least fifteen (15) days written notice shall be given by the Secretary to all members of the Corporation as to the place and date of the annual meeting.

2) Purpose . The purpose of the annual meeting and convention shall be as follows:

- a) to receive reports from officers and committees;
- b) to install the officers and directors elected in accordance with these by laws;
- c) to handle any other business that may come before the membership; and
- d) to pursue the purposes of the Corporation.

3) Special Meetings . In addition to the annual meeting, special meetings of members of the Corporation may be called at any time by order of a majority of the Board of Directors. At least fifteen (15) days written notice of the date and place of any special meeting shall be given by the Secretary to all members of the corporation.

4) Quorum . The presence of twenty percent (20%) or more of the resident members in attendance at the annual meeting shall constitute a quorum for all purposes at meetings of the members of the Corporation.

5) Convention Bids . Bids for location of the convention city for the next annual meeting shall be received and approved by the board of directors and presented to the membership

at the annual meeting.

6) Responsibility for Convention Arrangements . The organization inviting a Corporation convention is to be principally responsible for the convention arrangements. The corporation will fund normal convention activities with the exception of train shows and extra fare activities. A written contract specifying the responsibilities shall be executed between the Corporation and the organization inviting the Corporation convention.

ARTICLE IX COMMITTEE CHAIRMEN

The President shall appoint the following Committee Chairmen:

(1) Publications Chairman . The Publications Chairman shall normally be editor of the Southeastern Regional publication, "The Southerner" , and shall perform the duties generally associated with such, including the distribution of the publication to SER members and subscribers. The "Southerner" shall be published and distributed no less than four (4) times nor more than six (6) times annually. Should the financial condition of the treasury warrant such action, publication of "The Southerner" will be suspended until such time as finances will permit publication to resume. It will be the responsibility of the Treasurer to advise the Board of Directors of the funds so that the proper decision can be made and the editor informed as to the decision of the Board of Directors.

(2) Membership Chairman . The Membership Chairman in coordination with NMRA Headquarters membership personnel shall:

- a) promote new membership
- b) promote continuance of memberships through notification of expired terms of memberships and required renewals,
- c) notify applicants of their membership.

(3) Convention Coordinator. The Convention Coordinator shall assist in the organization of a convention committee in the convention city selected by the membership. He may serve as advisor to the local convention committee. He will report to the President every ninety (90) days regarding the action of the local convention committee.

(4) Education Chairman . The Education Chairman shall oversee all aspects of the education program of the corporation in accordance with directives and guidance from the NMRA national Education Program Chairperson. The Contest Chairman, the Achievement Program (AP) Chairman and the Member Aid Chairman shall report to the Education Chairman. Contests and all AP program activities shall be conducted in accordance with the guidelines from the NMRA.

(4.1) Achievement Program Chairman . The Achievement Program Chairman shall be responsible for the local administration of the Achievement Program as established by the NMRA. He shall maintain records of participation, track submissions and report to the Board of Directors and the membership periodically as appropriate. He will make the interpretation

of award requirements and the certification of achievement application within the Southeastern Region.

(4.2) Contest Chairman. The Contest Chairman shall be responsible for conducting the model contest at the annual meeting. This responsibility includes notification of such a contest to the membership through the regional publication, providing entry forms, establishing qualification procedures, selecting judges and providing recognition of winners. The Contest Chairman shall establish close liaison with the Convention Chairman and the Achievement Chairman. The Contest Chairman will use the contest rules and criteria of the NMRA. Additional categories and awards may be awarded from time to time as deemed appropriate by the Education Chairman and approved by the Board of Directors. The Contest Chairman shall coordinate security matters with the local convention committee.

(4.3) Registrar. The Registrar, in coordination with NMRA Headquarters, shall:

- a) Receive membership reports from the NMRA
- b) Provide updated Corporation rosters to persons designated by the Board of Directors, in accordance with NMRA privacy policies.
- c) Provide updated division rosters to Division Superintendents or their designees.
- d) Provide new member and expired member mailig lists to the Membership Chair.
- e) Provide SouthErneR subscriber list to the SouthErneR Editor as requested.
- f) Provide periodic membership reports at Board of Director meetings and Corporation membership meetings.
- g) Provide corrections to Corporation member data to the NMRA as such information becomes available.

5) Other Committees . The President shall have the power to create such other committees for such purposes as he deems necessary.

ARTICLE X

DIVISIONS

1) Establishment and boundaries.

(a) The establishment by resolution of board of directors of fifteen divisions of this Corporation, in order to encourage greater participation by modelers in local areas in the activities for which the Corporation is organized, is hereby ratified.

(b) With the consent of a majority of the resident members of the divisions involved, the board of directors may, by resolution, establish one or more new divisions or change the

boundaries of the divisions.

(2) Organization of divisions: The members of each division may determine whether the division will incorporate, or operate as an unincorporated association. The by- laws of the division, and its articles of incorporation if the division is incorporated, shall not be inconsistent with the articles of incorporation and by- laws of this Corporation.

ARTICLE XI AMENDMENTS

1) These By- Laws may be amended or repealed in whole or in part by the Board of Directors at any regular meeting, subject, however, to approval at any annual meeting, special vote or meeting called for that purpose, by a vote of two thirds (2/ 3) of the resident members **who are present and voting**, and provided reasonable written notice of such proposed amendment has been sent to each resident member of the Corporation by the Secretary.

2) Each proposed amendment shall contain the exact wording of the action or proposition and shall contain the signatures of not less than ten (10) resident members of the corporation or a statement by the Secretary that a majority of all of the board of directors has recommended the adoption of the proposed amendment.

3) Proposed amendments may be sent to all resident members for approval, by mail, or by any electronic means at the discretion of the Board of Directors. It will be necessary for two-thirds (2/ 3) of those voting to approve to amend these By- Laws by this method.

4) Changes required to these bylaws by the Regulations of the NMRA shall not require a vote of the membership and the membership shall be advised of the changes no later than the next annual meeting of the corporation.

ARTICLE XII RULES OF ORDER

Robert's Rules of Order for Deliberative Assemblies shall be the parliamentary standard of the association on all points not otherwise provided for by these Articles.

ARTICLE XIII SEAL

The Board of Directors shall provide for a corporate seal which shall be in such form and design as directed by the Board of Directors.

**ARTICLE XIV
WAIVER OF NOTICE**

Whenever any notice whatever is required to be given under the provisions of the Georgia Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or of the By- Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**Article XV
DISSOLUTION**

(1) In the event of dissolution of the Corporation, no distribution of any of the property or assets of the Corporation shall be made to any trustee, officer, member or employee of the Corporation, but such property or assets shall be given only to an organization or organizations, which would qualify under Section 501 (c) (3) of the present Internal Revenue Code.

(2) Such organizations to be selected by the officers of the Corporation, whose purposes may be similar to or different from the purposes of this Corporation, provided that the corporation qualifies under the provisions of Section 541 (c)(3) of the present Internal Revenue Code or the comparable provisions of the Internal Revenue Code in effect.