

BY-LAWS

PACIFIC SOUTHWEST REGION



9/15/2010

**PACIFIC SOUTHWEST REGION BY-LAWS
NATIONAL MODEL RAILROAD ASSOCIATION, INC.**

Adopted: 6/82
Revised: 11/82
Revised: 8/86
Revised: 9/87
Revised: 6/94
Revised: 3/95
Revised: 6/96
Revised: 9/00
Revised: 3/02
Revised: 9/05
Revised: 9/10

ARTICLE I – NAME, PURPOSE, AND TERRITORY

- Section 1. The full name of the organization is the Pacific Southwest Region of the National Model Railroad Association, Inc. (NMRA), in shortened versions PSR-NMRA and PSR.
- Section 2. The primary purpose of the PSR shall be to further the enjoyment of the hobby of model railroading and promote the purpose, aims and objectives of the NMRA within the Region boundaries.
- Section 3. The territory of the PSR shall be limited to the area approved by the NMRA Board of Directors and described in the PSR Manual of Operations.
- Section 4. The PSR shall be divided into Divisions to facilitate the execution of the objectives of the Region.
- Section 5. The supervision, creation and territory of the Divisions shall be under the authority of the PSR Board of Directors and regulated in accordance with the Manual of Operations.
- Section 6. The Board of Directors of the NMRA shall have final authority in all matters relating to Regional organization, including any amendments of boundaries or additions to, or consolidations of any Regions, including but not limited to, the power to operate.

ARTICLE II – MEMBERSHIP

- Section 1. Any member in good standing with the NMRA (or who is applying for such membership) and living within the boundaries of the region is automatically a member of the region. Their membership is valid until their NMRA membership expires

or until they no longer reside within the region.

Section 2. Existing Life Members: Existing life, honorary life, and affiliate life memberships in the PSR will continue to be honored in the existing manner. No new PSR life memberships of any type will be accepted. Existing NMRA life members (any type) are not considered life members in the PSR unless they have taken appropriate action for such membership (such as taking out a PSR life membership or being nominated to honorary PSR life membership) on or prior to September 7, 2005.

ARTICLE III – MANAGEMENT

Section 1. The general management of the PSR shall be vested in a Board of Directors consisting of one Director from each Division, a President, and Vice President. These board members shall constitute the voting members of the board.

Section 2. The President, and Vice President shall be elected by the NMRA membership of the PSR and shall hold office for a term of two (2) years beginning at the Annual Meeting of the PSR in even years. The President and Vice President may not succeed themselves more than once in the same office.

Section 3. The Directors shall be elected by the membership of their respective Divisions and shall hold office for a term of two (2) years beginning at the Annual Meeting of the PSR in odd years. No Director shall succeed himself more than once.

Section 4. The Secretary, Treasurer and Editor shall be appointed by the President and shall serve a term of two (2) years beginning at the Annual Meeting of the PSR in even years. They shall be PSR members.

Section 5. Each Division shall be managed by a Superintendent and a Chief Clerk/Paymaster elected by the membership of the Division and shall be under the supervision of the Board of Directors of the PSR.

Section 6. All Directors and elected Officers of the Region and of each Division shall be a member in good standing of the NMRA

Section 7. No person shall hold concurrent elected positions within the Region leadership. A person may hold a Region elected position and a Division elected position concurrently.

Section 8. In the event that a Division cannot determine a slate of candidates for a ballot election, the Region President shall be permitted to appoint a Division leader

(Superintendent, President, etc.) and a Secretary/Treasurer (Chief Clerk/Paymaster) to serve for a period of no more than two (2) years at which time the Division shall again attempt to determine a slate of candidates for a formal ballot election.

Section 9. Each Region shall adopt and maintain a set of governing documents consistent with the Regulations and Articles of Incorporation of the NMRA. Each Region may subdivide into Divisions to facilitate the execution of the objectives of the Region. The Divisions shall adopt and maintain a set of governing documents consistent with those of the Region.

ARTICLE IV – MEETINGS

Section 1. There shall be one (1) Convention and Business Meeting of the members annually, which shall be held within thirty (30) days before or after October 1 as determined by the Board of Directors in accordance with the Manual of Operations. In the instance of a major event within the Region during the year such as a National Convention, the Board of Directors may, at their discretion, move the date of the Annual Business Meeting and Convention to coincide with that event for that year.

Section 2. Special meetings of the membership may be called by the Board of Directors. At least thirty (30) days notice of such meeting shall be given through the official publication.

Section 3. The Board of Directors shall meet at least semi-annually at the call of the President, with one such meeting at the Annual Convention location (preferred) or at a location as directed by the President preceding the Annual Business Meeting of the membership.

Section 4. Special meetings of the Board of Directors may be called by the President or upon signed request from three of the Board of Directors stating the subject and desirability of such a meeting.

Section 5. Quorums - The quorum for any meeting of the membership shall be twenty-five (25), and for the Board of Directors, two thirds (2/3) of its members.

Section 6. Vacancies and Proxies - A vacancy in any office of the PSR shall be filled for the unexpired term according to the procedure set forth in the Manual of Operations. A director, unable to attend a duly called meeting of the Board of Directors, may appoint a proxy, notifying the President in writing of such appointment.

ARTICLE V – COMMITTEES

Section 1. Standing Committees - The following standing committees of the PSR shall be appointed by the President and hold office during his term: Budget and Finance, Member Services and Promotion, Contest, By-Laws and Manual of Operations, Nominating, Ballot, Public Relations, Convention Promotion, Publication and Achievement Program. The duties, procedure and membership of these Committees shall be in accordance with the Manual of Operations.

Section 2. Special Committees - The President may appoint such Special Committees as are necessary and their duties and term of office shall be set forth in the appointment.

Section 3. Only PSR members may be appointed to any Standing or Special Committee.

ARTICLE VI – PUBLICATIONS

There shall be one official publication of the PSR, which shall be known as the *Dispatch*. This publication shall be issued to the membership via electronic media or who have subscribed to a paper copy at least four times a year, and shall be the charge of the Publication Committee. The subscription rate shall be set by the PSR Board of Directors. The *Dispatch* shall carry all official notices to the subscribing membership of corporate meetings and all official mail ballots. Non-subscribers shall receive all official notices and ballots by a separate distribution. The PSR web site may be used for hosting the *Dispatch* and other electronic media as directed by the PSR Board of Directors. Division web sites may also be hosted on the PSR web site.

ARTICLE VII – MANUAL OF OPERATIONS

The Manual of Operations is declared the official guide to the conduct of business of the PSR, its divisions, committees and officers. It may be amended by a majority vote of the PSR Board of Directors.

ARTICLE VIII – AMENDMENT

- Section 1. These By-Laws may be amended by a two-thirds (2/3) majority of the votes cast by the membership on a mail ballot or by a two-thirds (2/3) vote of the members present at any Annual or Special Business Meeting.
- Section 2. Membership classes (Article II, Section 1) may be added or deleted to align with NMRA membership classes by a majority vote of the Board of Directors.
- Section 3. Any article, section and/or part of these By-Laws that do not conform to the NMRA constitution and By-Laws may be amended to conform by a majority vote of the Board of Directors.
- Section 4. These By-Laws shall be reviewed at least every two years for accuracy and needed updates by the Board of Directors and amended as deemed necessary. Amendments shall be governed by Section 1 of Article VIII.

ARTICLE IX – DISSOLUTION

- Section 1. In the event of dissolution of the PSR, no distribution of any of the property or assets of the PSR shall be made to any PSR director, officer, member or employee of the PSR, 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.
- Section 2. First consideration should be given to the NMRA for the distribution. If this is not appropriate or practical, the officers of the PSR, may select another organization, so long as it qualifies under the provisions of Section 501 (c) (3) of the Internal Revenue Code.
- Section 3. In the event of the need to dissolve a division of the PSR, the plan of dissolution and distribution of any assets shall be approved by the PSR Board of Directors.

ARTICLE X. – RESOLUTION OF CONFLICTS OF AUTHORITY

In the event of any conflict or question of order of precedence between or among the By-Laws and Manual of Operations of the Region and/or the Division, and the NMRA regulations, the NMRA Regulations shall govern, followed by the PSR By-Laws.