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# **NEW JERSEY DIVISION BYLAWS**

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## **1.0 NAME**

The name of the Corporation shall be The New Jersey Division, MER, NMRA, Inc.

## **2.0 PURPOSE**

Said corporation is organized exclusively for charitable and educational purposes, including, for such purposes:

- (a) the stimulation, perpetuation and development of the interest in rail transportation and model railroads;
- (b) education of the members and the general public regarding the National Model Railroad Association with reference to railroading;
- (c) the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law.)

## **3.0 ACTIVITIES**

### **3.1 INCLUDED**

Activities of the corporation may include, but shall not be limited to:

- (a) development and preservation of structured educational programs for members and the public for the purpose of improving knowledge or developing capabilities (for example: clinics, seminars, workshops, lessons, slide shows, television, or radio programs);
- (b) publication of newsletters or bulletins containing educational material;
- (c) establishment and maintenance of a reference library and video library;
- (d) preparation of displays and exhibits for the public.

### **3.2 EXCLUDED**

Notwithstanding any other provision of these articles, activities of this corporation shall exclude, except to an insubstantial degree, the following:

#### **(a) ACTIVITIES NOT IN FURTHERANCE OF PURPOSE**

This corporation shall NOT engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation. For example, recreational and social activities must be insubstantial.

#### **(b) CAMPAIGN AND LEGISLATIVE ACTIVITIES**

No substantial part of the activities of the corporation shall be the carrying on the propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements of) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code of 1954, as amended.

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## **4.0 DISSOLUTION**

Upon dissolution or other termination of the corporation, no part of the property of the corporation or any proceeds shall be distributed to or inure to the corporation. All such property and proceeds, to be distributed shall be distributed to such organization as the board of Trustees may direct; provided however, that any transferee organization, at the time of distribution shall qualify under the Internal Revenue Code of 1954, as amended, as a proper transferee.

## **5.0 DISTRIBUTION OF EARNINGS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and make payments and distributions in furtherance of the purposes set forth herein.

## **6.0 NON-DISCRIMINATION POLICY**

The Division membership is governed by the National Model Railroad Association and therefore follows all practices set forward in their policies

## **7.0 REGISTERED OFFICE AND AGENT**

The registered office of the corporation in the State of New Jersey shall be at 5 Misty Glen Dr., Shamong Twp., New Jersey 08088. The registered agent of the corporation at such office shall be Joseph R. Zebrowski.

## **8.0 PRINCIPAL PLACE OF BUSINESS**

The principal place of business in the State of New Jersey is 5 Misty Glen Dr., Shamong Twp., NJ 08088.

## **9.0 OTHER PLACES OF BUSINESS**

Branch or subordinate places of business or offices may be established at any time by the Board at any place or places where the corporation is qualified to do business.

## **10.0 BOARD OF DIRECTORS**

**10.0.1** The activities of the corporation shall be managed by the Board of Directors, which shall consist of nine (9) Directors (the "board").

**10.1** The terms and qualifications of the Directors shall be as follows:

Each director shall be a member in good standing of this corporation.

(a) Each Director shall be a member in good standing of the National Model Railroad Association.

(b) Each Director shall currently reside within one of the following counties in the State of New Jersey:

Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Monmouth, Mercer, Ocean or Salem.

(c) Seven (7) Directors shall be elected by the NJ Div. Membership to serve for a term of two (2) years. In odd numbered years four (4) Directors shall be elected for two-year terms. In even numbered years, three (3) Directors shall be elected to two (2) year terms. Thus, the entirety of this board of seven (7) Directors shall be elected within any two-year period.

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- (d) Two additional Directors shall be elected by the Board during the Election of Officers. The 8<sup>th</sup> Director shall be the Editor of the NJ Division Train Orders Newsletter, and the 9<sup>th</sup> Director shall be the Division Achievement Program (AP) Chair. They will have all rights and voting privileges of the other 7 Directors, except for electing themselves to the positions. These Director positions are elected by the Board to prevent the possibility of the Editor or AP Chair being accidentally removed during a popular vote election by the Membership. The Editor and AP Chair will receive the rights and voting privileges of Director in recognition of the requirements to attend Board meetings, their guidance and input at the Board meetings, and the many hours of work provided in their roles. These Directors position shall only be for the specified roles and if the role is eliminated, or is performed by an existing elected Director, the position will remain vacant.
- (e) The method of changing the authorized number of Directors is by amendment to these bylaws as provided herein.

## 11.0 MEMBERS

Any person who is a member of the National Model Railroad Association and currently resides within one of the following counties in the State of New Jersey is a member of the New Jersey Division: Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Monmouth, Mercer, Ocean or Salem.

## 12.0 ELECTION OF OFFICERS

### 12.1 NOMINATIONS AND THE NJ DIVISION ELECTIONS COMMITTEE

- (a) The President shall, with the advice and consent of the board, appoint a NJ Division Elections Committee of two or more members, provided that at least one member of the committee shall be a Director. A Director shall chair the committee.
- (b) The Committee shall recommend to the board the names of qualified persons to be submitted for election as Director. Directors, with the exception of the Train Orders Editor and AP Chair shall be elected by the membership.
- (c) A member may submit to the Board of Directors notice of his/her intention to seek the Office of Director. The notice must be presented to the NJ Division Election Committee in petition form signed by at least five (5) current Regular members of the New Jersey Division by August 1. The name of any member whose petition is in proper form and is received by the NJ Division Election Committee by August 1<sup>st</sup> shall be placed on the ballot for the Office of Director.

### 12.2 BALLOTTING AND ELECTION OF DIRECTORS

- (a) Ballots, Electronic and Paper, will contain the names of the qualified nominees as recommended by the NJ Division Elections Committee, and those submitted properly by petition. Ballots will also provide lines for any member to have the ability to do write in votes, and a provision to abstain from voting.

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- (b) The NJ Division Directors approved the use of electronic balloting beginning with the 2018 election. Election Buddy (electionbuddy.com) was chosen as the electronic balloting source. Provisions are available to allow paper ballots for members without email access, or if requested by some members. A unique, non-tracked number will be provided to each member for voting by either electronic or paper means. The number will be one time use; any additional uses will be voided. Electronic and Paper Ballots will follow the format of Ballots at (a) above.
- (c) The Secretary of the Corporation shall ensure electronic ballots are distributed to any regular Members of the NJ Division by August 30<sup>th</sup>, by the Election Committee or themselves, using Election Buddy. Paper Ballots with unique non tracked codes, generated by Election Buddy for Members that do not vote electronically, will be sent by August 30<sup>th</sup>, each year for election of Directors, together with a postage paid addressed envelope for return of the ballots by a date set by the board.
- (d) Election of Directors is by voting percentage. Highest percentage of votes is first elected, 2<sup>nd</sup> highest percentage of votes is 2<sup>nd</sup> elected and continues until positions are filled.
- (e) Unexpired Terms of Board Members with one year remaining, will be on the ballot as a second voting section. This section will specify Time Remaining (and Officer Title as appropriate) with same voting options as other ballot sections.
- (f) The results of any election will be presented at the Annual Meeting following an election.

## 13.0 ANNUAL MEETING OF MEMBERS AND DIRECTORS

The annual meeting of members for business that may come before the meeting shall be held on a Saturday in the month of September upon not less than ten (10) and not more than sixty (60) days written notice of the time, place, and purpose of the meeting. The meeting shall be held at a place and time as shall be specified in the notice of the meeting.

The annual meeting of the board shall immediately follow the annual meeting of the members, at the same place, to elect officers and to take other action that may come before the meeting. The board may provide for additional regular meetings of the members and the board.

## 14.0 SPECIAL MEETINGS OF MEMBERS OR BOARD

Special meetings of the members or the board for any purpose or purposes may be called at any time by the President or any two (2) of the Directors. Special meetings of the members shall be held upon not less than ten (10), nor more than sixty (60) days' notice given by mail. Special meetings of the Directors shall be held on not less than two (2) days' notice given personally or by telephone, facsimile or E-mail, or upon not less than seven (7) days' notice given by depositing in the United States mails, postage prepaid. This notice shall specify the time, place and purpose or purposes of the meeting.

## 15.0 WAIVERS OF NOTICE OF BOARD MEETINGS AND ADJOURNMENTS

Notice of a meeting need not be given to any Director who signs a waiver of notice before or after the meeting, or who attends the meeting without protesting, prior to the conclusion of the meeting, the lack of notice to the Director of the meeting. Neither the business to be transacted at, nor the purpose of any meeting of the board need be specified in the notice or waiver if the time and place are fixed at the meeting adjourning and if the period of adjournment does not exceed ten (10) day in any one adjournment.

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### **16.0 ACTION WITHOUT MEETING**

The members of the board or any committee may act without a meeting if, prior or subsequent to the action, each Director or committee member shall consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting.

### **17.0 MEETING BY TELEPHONE OR EMAIL**

The board or committee may participate in a meeting of the board or a committee, by means of a telephone conference call, email, or any other means of communication by which all persons participating in the meeting are able to read the words of or hear each other.

### **18.0 QUORUM**

A majority of the Directors shall constitute a quorum for the transaction of business at each meeting of Directors. A majority of the members at a meeting shall constitute a quorum for the transaction of business at any meeting of the members unless there are thirty-one (31) or less members of the corporation in which case fifteen (15) members shall constitute a quorum at any meeting of the members.

The act of the majority of members or Directors at a meeting at which a quorum is present shall be the act of the meeting except that the active majority of the entire board shall be required with respect to any amendment to the bylaws or the certificate of incorporation, or the making of any grant or distribution of funds.

### **19.0 COMMITTEES OF THE BOARD**

The board by resolution approved by a majority of the entire board, may appoint from among the Directors one (1) or more committees (other than the nominating committee) consisting of at least one Director and other members, each of which committees, to the extent provided in the resolution, shall have and may exercise the authority of the board. However, no committee can take the following actions:

- (1) Make, alter, or repeal any bylaws of the corporation;
- (2) Elect or appoint any officer or Director, or remove any officer or Director;
- (3) Make any grants or distribution of funds;
- (4) Submit to members any action that require the approval of the members; or
- (5) Amend, or repeal any resolution previously adopted by the board.

The board by resolution adopted by a majority of the entire board may take the following actions:

- (1) Fill any vacancy in a committee;
- (2) Appoint one or more persons to serve as alternate members of any committee, to act in the absence or disability of members of any committee with the powers of the absent or disabled members of the committee;
- (3) Abolish any committee at its pleasure; or
- (4) Remove any members of a committee at any time, with or without cause.

A majority of each committee shall constitute a quorum for the transaction of business and the actions of the majority of the committee members present shall be the actions of the committee.

Each committee shall appoint from among its members a chairperson, unless the resolution of the board establishing the committee designates the chairperson. A vacancy in the position of chairperson shall be filled in the manner of the original appointment.

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Actions taken during a meeting of any committee shall be kept in a record of its proceedings. The record shall be reported to the board at its next meeting following the committee meeting, except when the meeting of the board is held within two (2) days after the committee meeting, the report shall be made to the board at its second meeting, if not made at the first meeting.

## **20.0 COMPENSATION**

Neither members, Directors, nor officers shall receive any fee, salary, or remuneration of any kind for their services as Director and/or officer, provided, however that Directors and officers may be reimbursed for reasonable expenses incurred with the approval of the board upon presentation of written vouchers.

## **21.0 ELECTION OF OFFICERS**

- (a) At its annual meeting, the Board of Directors shall elect a President, a Vice President, a Treasurer and a Secretary, and any other officers it shall deem necessary.
- (b) The Board of Directors shall annually elect the NJ Division Editor as the 8<sup>th</sup> Director and the AP Chair as 9<sup>th</sup> Director.
- (c) The Board, by resolution adopted by the majority of the entire board, may remove any officers, with or without cause.
- (d) The board shall fill any vacancy among the officers or Directors between annual meetings of the Corporation. Any officer or Director so appointed shall run for election at the next annual election for any remaining unexpired term of that office.

### **21.1 PRESIDENT**

The President shall be the chief executive officer of the corporation and shall have the general charge and supervision, over and responsibility for the affairs of the corporation. The President shall preside at all meetings of the members and at all board meetings. All other officers shall be subject to the authority and supervision of the President. The President may enter into and execute in the name of the corporation contracts or other instruments not in the ordinary course of business, which are authorized, either generally or specifically, by the board. The President shall have the general powers and duties of management usually vested on the office of the President of a corporation. From time to time the President may delegate to any other officer any or all of these duties and authority. The President may use the honorary title of "Superintendent" with the same force and effect as that of the President.

### **21.2 VICE PRESIDENT**

The Vice President, if elected, shall have the duties and possess authority as may be delegated to the Vice President by the President. The Vice President may use the honorary title of "Assistant Superintendent".

### **21.3 TREASURER**

The Treasurer shall have the custody of the funds and securities of the corporation and shall keep or cause to be kept regular books of account for the corporation. The Treasurer shall perform other duties and possess other powers that are incidental to the office or shall be assigned by the President or the board. The Treasurer may use the honorary title of "Paymaster" with the same force and effect as that of Treasurer.

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### 21.4 ASSISTANT TREASURER

Assistant Treasurers, if elected, shall have the duties and possess authority as may be delegated to them by the Treasurer.

### 21.5 SECRETARY

The Secretary shall cause notice of all meetings to be served as prescribed in these bylaws and shall keep or cause to be kept the minutes of all meetings of the board. The Secretary shall have charge of the seal of the corporation and shall perform all other duties and possess powers as are incident to the office or as shall be assigned by the President or the board. The Secretary may use the honorary title of "Clerk" with the same force and effect as that of Secretary.

### 21.6 ASSISTANT SECRETARY

Assistant Secretaries, if elected, shall have the duties and possess authority as may be delegated to them by the Secretary.

### 21.7 TERM LIMITS FOR PRESIDENT/OFFICERS ON BOARD OF DIRECTORS - FUTURE USE

### 22.0 FORCE AND EFFECT OF BYLAWS

The bylaws are subject to the provisions of the New Jersey Nonprofit Corporation Act (the Act), and the certificate of incorporation of this corporation, as it may be amended from time to time. If any provision in these bylaws is inconsistent with a provision of the Act or the certificate of incorporation, the provision of the Act or the certificate of incorporation shall govern to the extent of the inconsistency.

### 23.0 AMENDMENT OF BYLAWS

These bylaws may be altered, amended, or repealed by the members of the Board of Directors, provided that bylaws made by the board may be altered or repealed by the members and new bylaws may be made by the members.

The board may amend bylaws adopted by the members unless the members prescribe in the bylaws at its adoption that it may not be altered or repealed by the board.

Written notice of any bylaw change to be voted on by the members or the board shall be given not less than ten (10) days prior to the meeting at which the change shall be proposed.