

PACIFIC COAST REGION
OF THE
NATIONAL MODEL RAILROAD ASSOCIATION

BY-LAWS

May 15, 2005

Updated January 1, 2006

PACIFIC COAST REGION
OF THE NATIONAL MODEL RAILROAD ASSOCIATION

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ACKNOWLEDGMENT

- These By-Laws were originally adopted in May 1995.
- They were updated with subsequent amendments and retyped in February 2002, and were approved on May 5, 2002.
- An amendment to reorganize PCR committees into departments was approved on April 27, 2003.
- Amendments to make the By-Laws consistent with the new NMRA Regulations were approved on May 15, 2005, including transitional provisions regarding membership and dues.
- Transitional provisions were deleted January 1, 2006.

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ARTICLE 1 – NAME AND TERRITORY

Section 1. The PACIFIC COAST REGION OF THE NATIONAL MODEL RAILROAD ASSOCIATION (hereinafter “Region” or “PCR” or “Corporation”) is organized as a non-profit corporation under the laws of the State of California. The territory of the Region is that described in the Regulations of the National Model Railroad Association (NMRA). The supervision, creation, and territory of the Divisions within the Region shall be under the authority of the Board of Directors of PCR and regulated in accordance with its Manual of Operations.

ARTICLE 2 – MEMBERSHIP AND DUES

Section 1. The membership categories defined in the NMRA Regulations are applicable to the PCR. An NMRA member residing in the territory of PCR and one of its Divisions, with the exception of Legacy and Corporate members, is automatically a member of PCR and that Division.

Section 2. Single NMRA dues covering the national, Region, and Division levels of membership are established by the NMRA and no additional dues may be imposed by the Region and its Divisions. NMRA will allocate a portion of said dues to PCR to cover Region and Division administration of all NMRA mandated programs and activities.

Section 3. In lieu of dues, the PCR and its Divisions may impose such user and attendance fees and other charges as are necessary to cover the costs of programs, activities, services, and publications.

Section 4. The programs and activities of PCR and its Divisions shall be open to participation by all NMRA members. Additional costs and fees may be charged for NMRA members who reside outside the territory of PCR, but who wish to participate in or receive publications from PCR and any of its Divisions.

Section 5. Anyone who holds office, elected or appointed, in PCR and its Divisions shall be a member of NMRA, PCR, and the applicable Division.

ARTICLE 3 – MANAGEMENT

Section 1. The general management of PCR shall be vested in a Board of Directors, consisting of one Director from each Division, the President, and Vice-President. The Treasurer and Secretary are ex-officio non-voting members of the Board."

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ARTICLE 3 – MANAGEMENT (continued)

Section 2. The President and Vice-President shall be elected by the membership of PCR and shall hold office for a term of two years beginning at the Annual Business Meeting of PCR in odd 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 years beginning at the Annual Board of Directors Meeting of PCR in even years. No Director may serve for more than two consecutive terms.

Section 4. The Secretary and Treasurer shall each be appointed by the President and shall serve a term of two years beginning at the Annual Meeting of PCR in odd years.

Section 5. Each Department of PCR shall be managed by a Manager as provided in Article 5.

Section 6. Each Division shall be managed by a Superintendent, a Chief Clerk, and a Paymaster elected by the membership of the Division and shall be under the supervision of the Board of Directors of PCR. The Chief Clerk and Paymaster may be combined into a single office.

Section 7. The Region's Representative on the Regional Advisory Council (RAC) of NMRA shall be the President or other designee as provided in the PCR Manual of Operations.

Section 8. Should an elected Officer or Director be suspected of misuse, misconduct, detrimental performance or malfeasance in office, he/she can be removed by the following procedures:

- A. A written petition against the Officer or Director signed by a majority of the voting members of the Board of Directors shall constitute suspension from office.
- B. Within 60 days, the Board of Directors shall meet to hear from the parties involved.
- C. If the Board determines that the charges are sustained, a two-thirds majority in favor of the motion to remove him/her from office will effect the action. If not passed, the Officer or Director shall be reinstated.

ARTICLE 4 – MEETINGS

Section 1. There shall be an Annual Business Meeting of the members which shall be held in conjunction with the Annual Convention as specified in the Manual of Operations.

Section 2. Special Meetings of the Membership may be called by the Board of Directors, and at least 30 days official notice of such meeting shall be given to the members as provided in the Manual of Operations.

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ARTICLE 4 – MEETINGS (continued)

Section 3. The Board of Directors shall meet at least semi-annually at the call of the President, with one such meeting preceding the Annual Business Meeting of the membership and shall be held during the Annual Convention as specified in the Manual of Operations.

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

Section 5. The quorum for any meeting of the Membership shall be thirty-five (35). The quorum for any meeting of the Board of Directors shall be four (4) voting members.

Section 6. A vacancy in any office of PCR shall be filled in accordance with the procedures as set forth in the Manual of Operations.

ARTICLE 5 – DEPARTMENTS AND COMMITTEES

Section 1. The following Departments are established for the operation of PCR: Administration, Membership, Publications, Convention, Contest, Achievement Program, and Non-Rail Activities. The President shall appoint the Manager of each Department who shall hold office during the President's term. Each Department shall be organized with standing committees and/or staff positions as provided in the Manual of Operations.

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

ARTICLE 6 – PUBLICATIONS

Section 1. The official publication of PCR, as provided in the Manual of Operations, shall be issued to all membership categories, except Family Member, and shall be the responsibility of the Publications Department. It shall carry all official notices to the membership of corporate meetings and all official mail ballots.

ARTICLE 7 – MANUAL OF OPERATIONS

Section 1. The Manual of Operations is the official guide to the conduct of the business of PCR, its Divisions, Committees, Departments, Directors, and Officers. It may be amended by majority vote of the Board of Directors.

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ARTICLE 8 – AMENDMENT

Section 1. These By-Laws may be amended by a two-thirds majority of the votes cast by the membership on a mail ballot or a two-thirds vote of the members present at any annual or special meeting.

ARTICLE 9 – DISSOLUTION

Section 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 Internal Revenue Code.

Section 2. Such organization(s) shall be selected by the Board of Directors of this Corporation.