

The Constitution of The Garden State Division

of the Northeastern Region of the National Model Railroad Association, Inc.

Article 1 - Name and purpose

- Section 1** The name of the organization shall be The Garden State Division of the Northeastern Region (NER) of the National Model Railroad Association (NMRA), Incorporated (The Garden State Division/NER/NMRA, Inc.), and shall be referred to hereafter as the Garden State Division. The Garden State Division was established on March 28, 1963.
- Section 2** The purpose of the Garden State Division is to educate, stimulate, encourage, and foster the study, art, and craft of railroads and model railroading and to promote and support the programs and activities of the NER and the NMRA. The Garden State Division is organized solely for educational purposes within the meaning and interpretation of Section 501(c)(3) of the internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).
- Section 3** No part of the earnings of the Garden State Division shall inure to the benefit of, or be distributed to members, directors, or other private persons, except that the Garden State Division shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in this constitution. No substantial part of the activities of the Garden State Division shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Garden State Division shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Section 4** Notwithstanding any other provision of this constitution, the Garden State Division shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).
- Section 5** Upon dissolution of the Garden State Division the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Garden State Division, dispose of all assets of the Garden State Division exclusively for the Garden State Division in such a manner, or to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the same time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by the Attorney General of the State of New Jersey to an organization or organizations operating exclusively for charitable, educational, religious, or scientific purposes.

Article 2 - Membership and Dues

- Section 1 Any current member of the NMRA who resides in the counties of Bergen, Essex, Hudson, Hunterdon, Morris, parts of Middlesex and Mercer, Passaic, Somerset, Sussex, Union, Warren in the State of New Jersey, or Richmond (Staten Island) in the State of New York, shall be a member of the Garden State Division.
- Section 2 Voting privileges shall be extended to all members of the Garden State Division.
- Section 3 All members of the Garden State Division are required to be members of the NMRA.

Article 3 - Meetings

- Section 1 Meetings and other activities open to the general membership for enjoying the art and craft of model railroading and otherwise pursuing the stated purposes of the Garden State Division shall be scheduled throughout the year in accordance with the interest and participation of the membership.
- Section 2 An annual business meeting open to the general membership shall be held for the election of officers and directors and general conduct of the division's business.
- Section 3 Meetings of the Board of Directors shall be held at least twice each year (in addition to the Annual Meeting).

Article 4 - Officers and Directors

- Section 1 The Officers of the Garden State Division shall be President (Superintendent), Vice President (Assistant Superintendent), and Secretary -Treasurer (Chief Clerk and Paymaster) or. Secretary and Treasurer, if the offices are separated.
- Section 2 The Board of Directors (BOD) shall comprise the President, Vice President, Secretary - Treasurer or Secretary and Treasurer, if the offices are separated, and at least two Directors at Large. The total number of members on the BOD should be an odd number to prevent tie votes.
- Section 3 Officers and Directors at Large shall be elected at the annual meeting. Officers shall serve a term of one year. President and Vice President may serve a maximum of five elected consecutive terms. Secretary and Treasurer do not have term limits. Directors at Large shall serve a term of two years, alternating so only half of the Directors at Large will be elected at any time. Directors at Large do not have term limits. All references in the Constitution and Bylaws to Secretary - Treasurer shall be interchangeable with either Secretary or Treasurer except Bylaw Article 3 Section 5 where the duties of these offices are set forth.
- Section 4 The government of the Garden State Division shall be vested in the BOD, which shall hold all monies and properties of the Garden State Division in trust for the membership.
- Section 5 All members of the BOD shall be members of the Garden State Division and the NMRA.

Section 6 BOD shall be elected by the general membership.

Section 7 Vacancies in the BOD shall be filled by appointment by the President except that the Vice President shall replace the President. The BOD at the next meeting of the BOD shall confirm all such appointments.

Article 5 - Standing Committees

Section 1 All chairpersons of standing committees shall be appointed by the President and confirmed by the BOD. Chairperson of committees shall appoint committee members. Standing committees shall consist of:

- Nominating Committee
- Educational Program Development Committee
- Workshop Committee
- Convention/Event Committee

Article 6 - Publications

Section 1 The official publication of the Garden State Division shall be the Whistle Post.

Section 2 The Editor of the Whistle Post shall be appointed by the President and confirmed by the BOD.

Section 3 The Whistle Post shall be published in advance of scheduled meetings or activities.

Section 4 The Whistle Post shall be available to members of the Garden State Division and the general public as prospective members by subscription or on the Garden State Division website.

Article 7 - Government

Section 1 Nominations and Elections

- A. The Nominating Committee shall prepare a slate of qualified candidates for election including at least one name for each elective office.
- B. Elections of officers and directors are to be held at the annual business meeting.
- C. The nominee must accept all nominations either verbally or in writing.
- D. Members shall have the right to make nominations during the annual business meeting. A second is required to place the name on the ballot.
- E. Members shall have the right to write in names on the ballot if secret ballots are used.
- F. A simple majority shall win the office. The President casting an additional ballot shall resolve a tie vote.

Section 2 Amendments, Proposals, Initiatives and Referendums

- A. Board of Directors
 - 1. Meetings of the BOD shall be called by, and presided over by, the President.
 - 2. A minimum of two weeks written notice is required for meetings of the BOD unless

- waived by a majority of the BOD for a special meeting.
3. A majority of the BOD shall constitute a quorum.
 4. A director may appoint another member by written proxy to act on their behalf as a director on all matters at a meeting of the BOD. Proxies shall be counted in both voting and determining a quorum.
 5. Adoption of proposals shall require a simple majority of the votes.
 6. Adoption of amendments to the By-Laws shall require a 2/3 majority of the votes.
 7. Adoption of amendments to the Constitution shall require a 2/3 majority of the votes and shall be sent to the general membership for adoption.

B. General Membership

1. Meetings of the general membership shall be called by, and presided over by, the President. One month published or written notice is required.
2. Fifteen [15] members shall constitute a quorum.
3. Initiatives may be submitted for adoption by the Garden State Division by petition of at least ten [10] members. A copy of the proposed initiative must be filed with the Secretary - Treasurer 14 days prior to the meeting where it will be considered. Adoption of initiatives shall require a vote of the general membership and a two-thirds majority in favor for passage.
4. Adoption of amendments to the Constitution having been approved by the BOD shall require a vote of the general membership and a two-thirds majority in favor for passage.

Adopted February 13, 2011

Attest *C. Compagno*,
Ciro Compagno, Secretary

As amended 01-26-02, 01-19-03, 02-8-04, 04-17-05, 01-17-10 and 02-13-11