

NWV Model Railroad Association, Inc Bylaws as originally adopted and amended

Article 1 – Name and Purpose

- 1.1 The NWV Model Railroad Association, Inc. (aka NWV) was incorporated under the Nonprofit Statutes of the State of Vermont on January 1, 2008.
- 1.2 The purpose of the NWV is to educate and promote the art of model railroading. This purpose may be achieved by, among other things:
 - A. Supporting and developing the technical skills of persons engaged in the art and craft of model railroading;
 - B. Educating persons engaged in model railroading about methods of building and operating model railroad equipment and prototype practices;
 - C. Advancing the art and craft of model railroading wherever and whenever possible by publications, meetings, web activity and through other activities that promote these purposes.

Article 2 – Membership

- 2.1 There shall be four classes of membership and the dues for each level of membership shall be set forth in the Corporate Procedural Policy. All classes of membership shall be entitled to “Member Prices” on all association educational activities.
 - A. Regular Member - eligible to participate in all association meetings and activities, with full voting rights.
 - B. Associate Member - available to persons with a principle place of residence more than 50 miles from the association offices and is eligible to participate in all association educational meetings and activities. An associate member has full voting rights.
 - C. Affiliate Member – a person who is at least 8 years old and under 16 years old who lives in the household of a regular member and is accompanied by the regular member while at NWV activities and functions. An affiliate member has no voting rights.
 - D. Honorary Member- conferred on worthy persons as voted upon by a majority of the regular members at the association’s annual meeting. An honorary member is eligible to participate in all association educational meetings and activities but shall not have voting rights nor be assessed any association dues.

Article 3 – Meetings

- 3.1 Annual meetings. An annual meeting of the members shall be held each year during the first calendar quarter for the purpose of the election of directors, to receive reports from officers and committee chairpersons and to discuss matters pertaining to the NWV and its members.
- A. A quorum for the annual meeting is at least 50% of the board plus 20% of the other NWV voting members.
 - B. Proxy voting shall be allowed. Each proxy counts toward the number in attendance for determining a quorum.
 - C. Items requiring a vote shall be validly adopted if a simple majority of the members at the meeting in which a quorum is present vote in favor of them.
 - D. Robert’s “Rules of Order” shall govern the annual meeting, except when in conflict with a provision of the bylaws. In that event, the bylaws shall prevail.
- 3.2 Board of directors meetings
- A. Meetings of the board shall be called by the president or upon application to the secretary by three board members or officers.
 - B. A board meeting shall be held prior to the annual meeting to prepare for the annual meeting.
 - C. A quorum for a board of directors meeting is 60% of the board members.
 - D. Proxy voting shall not be allowed.
 - E. Items requiring a vote shall be validly adopted if a simple majority of the directors at the meeting in which a quorum is present vote in favor of them.
 - F. Robert’s “Rules of Order” shall govern a board of directors meeting, except when in conflict with a provision of the bylaws. In that event, the bylaws shall prevail.
- 3.3 Special meetings to remove director(s).
- A. A special meeting called for the purpose of removing a director or directors from the board may be conducted at any time during the year.
 - B. Such special meetings shall be called upon application to the secretary by three board members or officers.
 - C. A quorum for such special meetings is at least 50% of the board plus 20% of the other NWV voting members.
 - D. Proxy voting shall be allowed. Each proxy counts toward the number in attendance for determining a quorum.
 - E. Items requiring a vote shall be validly adopted if a simple majority of the members at the meeting in which a quorum is present vote in favor of them.

- F. Robert's "Rules of Order" shall govern a special meeting to remove director(s), except when in conflict with a provision of the bylaws. In that event, the bylaws shall prevail.

3.4 Special meetings to remove member(s).

- A. A special meeting of the board of directors called for the purpose of removing a member or members may be conducted at any time during the year.
- B. A member or members may only be removed for acts of violence, theft or deliberate damage of property.
- C. Such special meetings shall be called upon application to the secretary by three board members or officers.
- D. A quorum for such special meetings is at least 75% of the board of directors .
- E. Proxy voting shall be allowed. Each proxy counts toward the number in attendance for determining a quorum.
- F. Items requiring a vote shall be validly adopted if a simple majority of the members at the meeting in which a quorum is present vote in favor of them.
- G. Robert's "Rules of Order" shall govern a special meeting to remove member(s), except when in conflict with a provision of the bylaws. In that event, the bylaws shall prevail.

Article 4---Directors

- 4.1 Number of Directors. The number of directors shall be at least one (1) and not more than four (4). Each shall serve for a three (3) year term.
- 4.2 Election of Directors. At each annual meeting directors shall be elected to fill vacant positions on the board.
- 4.3 Compensation. All directors shall serve without compensation in performance of their duties.
- 4.4 Removal. Director(s) may be removed from office at a special meeting to remove director(s).
- 4.5 Vacancies. Whenever any director vacancy occurs between annual meetings, a replacement shall be appointed by the remaining directors to fill the unexpired term. The new director shall take office immediately.
- 4.6 Powers and duties. The business and affairs of the corporation are under the authority of the board of directors. The powers and duties of the board shall include, but are not limited to, setting policy, engaging management, establishing budgets and fiscal controls, overseeing transactions and other activities, and ensuring that the purposes of the NWV are properly carried out.

Article 5—Officers

- 5.1 Designation. There shall be five (5) principal officers of the corporation consisting of president, vice president, secretary, treasurer and education chair.

Any two (2) or more offices may be held by the same person, except the offices of president and secretary.

- 5.2 Election and term of office. Each officer shall serve a term of one (1) year. The officers shall be elected by the board of directors at a board of directors meeting immediately following the annual meeting.
- 5.3 Removal. Any officer may be removed by the board of directors at a board of directors meeting at any time whenever in the board's judgment the best interests of the NWV would be served.
- 5.4 Vacancies. A vacancy in any office because of death, resignation or removal shall be filled by the board for the unexpired portion of the term.
- 5.5 Duties. The duties of the officers are contained in the Corporate Procedural Policy.
- 5.6 Compensation. All officers shall serve without compensation in performance of their duties. The board may authorize the payment or reimbursement of certain expenses of an officer related to the corporation's business or operations.

Article 6—Amendment of the Bylaws

- 6.1 Notification. Proposed bylaw amendments must be communicated to the voting membership by written or electronic mail four (4) weeks before the board of directors can move on its adoption.
- 6.2 Adoption. Adoption can be at any board of directors meeting following the notification period by a simple majority vote.
- 6.3 Communication of the bylaws. The bylaws shall be communicated to each member regardless of membership class as specified in the Corporate Procedural Policy.

Article 7—Dissolution

- 7.1 The corporation may be dissolved upon the simple majority vote of the board of directors at any annual meeting or board of directors meeting.
- 7.2 Upon dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to a federal, state or local government for a public purpose.
- 7.3 No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including publishing or

distribution of statements) any political campaign on behalf of any candidate for public office.