



LONE STAR REGION

NATIONAL MODEL RAILROAD ASSOCIATION



CONSTITUTION

(As amended July 2015)

ARTICLE I - Name

SEC. 1. The name of this organization shall be the Lone Star Region of the National Model Railroad Association, Incorporated.

ARTICLE II - Purpose

SEC. 1. The objective of this organization is exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code."

SEC. 2. Upon the dissolution of this organization, 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 the federal government, or to a state or local government, for a public purpose.

ARTICLE III - Membership

SEC. 1. Any person who is a member of the NMRA, except Legacy and Corporate members, in good standing and lives within the geographical area as defined by the NMRA shall be a member of the LSR and the respective Division of the LSR.

SEC. 2. Every member of the NMRA is entitled to attend or participate in any activity of any region, no matter where the member lives, but a member shall only vote or hold office in the LSR if the member's primary residence is located within the geographical boundaries of the region.

SEC. 3. Acceptance of membership in the LSR shall constitute an agreement of such members to comply with the Constitution and By-Laws of LSR and NMRA.

SEC. 4. Date of membership shall be the same as the date of the NMRA dues. Normally, the NMRA will collect dues and track expiration dates. The region Treasurer may collect NMRA dues and shall forward them to the NMRA. A division may collect NMRA dues and shall forward them to the LSR treasurer, who shall then forward them to the NMRA. Renewal notices will be sent by the NMRA. The NMRA shall forward all appropriate funds collected in behalf of the region to the Treasurer of the LSR.

ARTICLE IV - Organization

SEC. 1. The officers of this organization shall be a President, a Vice-President, a Secretary, and a Treasurer. These officers shall be elected by a mail (mail to be defined in this and all instances in this constitution as postal mail, facsimile, or electronic mail/balloting) vote of the general membership; President and Treasurer shall be elected in odd-numbered years beginning in 2015, Vice-President and Secretary shall be elected in even-numbered years beginning in 2018. Each officer shall hold office for two (2) years or until their successors are elected; except that Vice-President and Secretary elected in 2015 will serve a three (3) year term. The new term will follow the LSR fiscal year calendar, beginning on May 1, and ending on April 30.

SEC. 2. There shall be a Board of Directors for the Lone Star Region consisting of the Officers designated in Sec. 1., and the immediate Past President as provided in Sec. 4., and an even number of Division Directors representing geographically defined Divisions. Division Directors shall be elected for a two (2) year term of office. Half of the Division Directors shall be elected on even numbered years and the remainder on odd numbered years.

The Region shall also elect three (3) At-Large Directors. These At-Large Directors shall be elected for a two (2) year term, on the even numbered years. No more than one At-Large Director shall be elected from any one Division of the Region.

Both classes of Directors shall be elected by mail (mail is defined as postal mail, facsimile, or electronic mail/balloting) ballot. In the voting for Division Directors, only those members having their principal place of residence within the Division boundaries shall be entitled to vote to elect the Director for that Division, whereas all members are eligible to vote for the Directors-at-Large.

A quorum of the Board of Directors membership shall be necessary to do business. Business may be transacted by mail (mail is defined as postal mail, facsimile, or electronic mail/balloting), telephone or other electronic communications, but must be ratified at the next official meeting.

No member's name may be placed on the ballot for more than one position as a Region Officer or Director, with the exception that the offices of Secretary and Treasurer may be combined, if the candidate is willing to occupy both positions

SEC. 3. The Board shall set the boundaries of the Divisions on the basis of population or area, but not on a combination of population and area. A two-thirds (2/3) vote of the Board shall be required to set, or to change, the boundaries of a Division, but no such decision shall be made more than once in four (4) consecutive calendar years.

The members of each Division shall name the Division by mail (mail is defined as postal mail, facsimile, or electronic mail/balloting) or other electronic form of ballot after an open nominations period. A plurality vote by those voting in the election shall be required to name a Division or to change its name, but no election to change the name of a Division shall be held except by an affirmation vote of the Board. No such election shall take place more than once in four (4) consecutive calendar years.

Divisions shall ensure that any governing rules or policies shall conform to the rules and

policies of the NMRA and the LSR.

- SEC. 4.** The immediate Past President, at the expiration of his term as President shall become a full voting member of the Board as Board Advisor and serve as long as the next President is in office. In the event the immediate Past President is unable or unwilling to serve, the Board Advisor vacancy will be filled as provided in SEC. 6.
- SEC. 5.** No member shall serve more than two (2) consecutive terms as President. There shall be no limit on the number of times a member may hold any other office.
- SEC. 6.** In the event the Board President is unable or unwilling to server, the vacancy will automatically be filled by the current Vice-President. All other vacancies on the Board of Directors shall be filled by a candidate meeting the provisions of SEC 2 and SEC 7 for the un-expired term by a vote of the Board of Directors at any regular meeting, or at a special meeting called for that purpose, or by a mail (mail is defined as postal mail, facsimile, or electronic mail/balloting), telephone, or other electronic communication vote of the Board of Directors and ratified at the next regular meeting of the Board.
- SEC. 7.** Permanent residence within the geographic boundaries of the Lone Star Region and membership in the Lone Star Region for one (1) year preceding date of taking office shall be a prerequisite to holding office in the Lone Star Region. In the event that an officer moves out of the Region or Division they were elected to represent during his term of office, the vacancy created will be filled as provided in SEC. 6.

ARTICLE V - Nominations and Elections

- SEC. 1.** At least six (6) months prior to the next annual meeting, the President shall appoint a nominating committee chairman who shall appoint a committee of four (4) members to serve with him, with not more than two (2) from the same geographical area of the Region.
- SEC. 2.** It shall be the duty of this committee to name a slate of at least two (2) candidates for each office where possible except that the President can be nominated for a second term without opposition when the nominating committee unanimously agrees.
- SEC. 3.** Candidates may also be named by petition signed by not less than fifteen (15) members, which petition shall be filed with the chairman of the nominating committee not later than thirty (30) days prior to the date of mailing (mail is defined as postal mail, facsimile, or electronic mail/balloting) the ballots.
- SEC. 4.** All members shall file with the chairman of the nominating committee, at the time of their nomination, a written consent to their candidacy and the acceptance of the office to which nominated if elected.
- Due to the limitations imposed by ARTICAL IV SECTION 2, in the event there are multiple At-Large Director nominees from the same Division only the nomine receiving the most votes will be eligible to hold office. Nominees impacted by this limit will be informed of this limitation at time of nomination.
- SEC. 5.** Members also have the right to write in the name of any other member for any office and

cast their vote for such member in this manner.

SEC. 6. Ballots shall be prepared by the Secretary or by a committee appointed by the President and mailed (mail is defined as postal mail, facsimile, or electronic mail/balloting) to the members not less than sixty (60) days prior to the Annual Meeting, with instructions to the members that such ballots be voted and returned not less than thirty (30) days prior to the date of the Annual Meeting.

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SEC. 7. The chairman of the nominating committee shall be responsible for the counting of the ballots and shall certify the results of the voting to the President and the Secretary as soon as possible after the closing date. No persons whose name appears on the printed ballot shall assist in the counting of the votes. The chairman will also certify the results of the voting at the next regular meeting of the Board of Directors and will present the ballots as part of his report.

SEC. 8. The highest number of votes cast will elect. In case of a tie, the Board of Directors will decide the winner by voting.

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ARTICLE VI - Meetings

SEC. 1. There shall be one Annual Meeting of the general membership to be called the Annual Convention.

SEC. 2. The Board of Directors shall meet during the time of the Annual Meeting and such other times as may be deemed by the President and the other members of the Board.

SEC. 3. Purposes of the Annual Meeting shall be:

- a. To receive reports from officers and committee chairmen.
- b. Discuss all matters pertaining to the Lone Star Region.
- c. To install the elected officers for the coming year. The installation shall be the first order of new business at the Annual Meeting, at which time the new officers take office.

SEC. 4. The rules contained in "Robert's Rules of Order, Revised" shall govern the meeting in all cases where they are applicable and in which they are not inconsistent with this Constitution.

ARTICLE VII - Amending This Constitution

This Constitution may be amended by a mail (mail is defined as postal mail, facsimile, or electronic mail/balloting) vote of the membership with a two-thirds (2/3) affirmative vote of the members voting. Amendments may be proposed by the Board of Directors or by a petition signed by at least fifteen (15) members in good standing. Submission to the membership will be on the next regular ballot for election of officers, unless in an emergency when the Board of Directors can approve a special mail (mail is defined as postal mail, facsimile, or electronic mail/balloting) ballot.

ARTICLE VIII - By-Laws

- SEC. 1.** The By-Laws will serve as the ruling law for the Lone Star Region, but may be changed at any time by a majority vote of the Board of Directors at any regular or special meeting.
- SEC. 2.** The By-Laws for the Lone Star Region shall consist of all major motions approved by the Board of Directors. The Secretary shall make a list of all such matters, and make copies available to all officers of the Lone Star Region, and as a part of a permanent file for each office, and will carefully keep securely a permanent Region copy.
- SEC. 3.** Any matters not covered by the Constitution are proper for action by the Board of Directors, and such action shall govern the membership.
- SEC. 4.** Any member may propose a change in the By-Laws by a written resolution, submitted before or during any meeting of the Board of Directors, and the Board will be required to vote on the resolution during that meeting. However, such resolutions may be tabled or sent to a committee for study for a period not to exceed the next regular Board Meeting, at which time the resolution must be voted on. There is no limit to the number of times a member may submit such a resolution, except that he may only submit it once at any one meeting of the Board of Directors.
- SEC. 5.** This Constitution and By-Laws supersedes all previous Constitutions and By-Laws heretofore published.