

Second Division Policy Manual

This document represents the standard policies & procedures of the 2nd Division of the PNR. It is intended to guide the Board of Directors (BOD) and committee members in both what tasks need to be done and how those tasks should be done. The procedures in this document should be followed whenever possible; if the BOD chooses to do otherwise, that should only be done after debate and a formal vote; perhaps with the consideration of modifying this document as well.

There is much that is not yet covered in this document, mostly because we can't foresee all possible issues, therefore this is a living document that will continue to grow to meet our needs, and to evolve as our environment changes. It may be changed at the will of the BOD at any time.

The members of the Division may also vote by simple majority to change it; in such cases the voted item is no longer a part of the Policy Manual. Instead it becomes a Special Rule and can only be further modified by a vote of the Division.

It is expected that all BOD members read and become familiar with this document. Division members are also welcome to read it, and probably should before volunteering to be a BOD or Committee member!

This document is a supplement to the Bylaws and intended to codify the will of the Division. In no case can it be in violation of the Bylaws, directives of the Division, or the policies of the PNR, the NMRA, or state and federal laws.

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33 1 COMMITTEES

34 1.1 GENERAL PROVISIONS

35 The following expectations are common to all committees unless otherwise specified.

- 36 • All standing committees report to the BOD.
- 37 • For all standing committees, the chairman and members serve at the pleasure of the BOD, there
38 are no fixed terms, and membership can be increased or decreased as necessary.
- 39 • Committee chairs and members do not need to be BOD members but must be Division
40 members.
- 41 • When necessary, committees may make use of non-Division and even non-NMRA members, but
42 such people may not be formal committee members.
- 43 • Standing committee chairs are encouraged to attend BOD meetings to report out committee
44 status but may delegate this to another committee member or provide updates to the
45 Superintendent or Secretary when necessary and appropriate.
- 46 • Attendance and report out expectations of ad hoc committee chairs shall be defined by the
47 BOD.
- 48 • Only some of the standing committees are expected to report out at the Annual Meeting.
49 However, if appropriate, the chair of any committee may do so, preferably notifying the
50 Secretary in advance of their decision to do so.
- 51 • Committee meeting minutes and other important documentation shall be forwarded to the
52 Secretary for retention at least once per year and at the dismissal of an ad hoc committee.
- 53 • See the section on the Duties of the Superintendent regarding their ex officio capabilities on
54 committees.

55 1.2 BYLAW STANDING COMMITTEE: ACHIEVEMENT PROGRAM

56 The purpose of this committee is to encourage the development of modeling skills of Division members
57 through the application of the NMRA Achievement Program.

58 1.2.1 Committee Duties

59 The duties of the Achievement Program committee shall be:

- 60 • Support and encourage members to take part in the Achievement Program.
- 61 • Provide a single point of contact for members' questions and submissions regarding the
62 Achievement Program.
- 63 • Be the connection between the Division and the Regional and National AP programs.
- 64 • Provide or arrange for merit judging as needed.
- 65 • Coordinate and conduct any contests associated with member meetings.
- 66 • Present an achievement statement at the Annual meeting.
- 67 • Present an update at all member meetings and through other communication channels of who
68 has recently been granted, MMR, AP, and Golden Spike awards.
- 69 • Report out to the BOD as requested.

70 **1.2.2 Achievement Program Annual Statement**

71 The statement of the Achievement Program Committee at the Annual meeting shall include at least this
72 information:

- 73 • Time period covered by the statement.
- 74 • Number of AP and Golden Spike certificates awarded within the Division.
- 75 • Names of new MMR's within the Division.
- 76 • Description of any specific program activities.

77 **1.3 BYLAW STANDING COMMITTEE: MEMBERSHIP**

78 The purpose of this committee is to ensure a robust experience for NMRA members within the Division,
79 to encourage existing members to remain in the NMRA, and to seek out and recruit new members to
80 the NMRA.

81 **1.3.1 Committee Duties**

82 The duties of the Membership committee shall be:

- 83 • Contact and welcome new members.
- 84 • Work to retrain existing members.
- 85 • Identify and implement ways to increase and retrain membership.
- 86 • Send condolences to families upon the passing of a member.
- 87 • Present a membership statement at the Annual meeting.
- 88 • Report out to the BOD as requested.

89 **1.3.2 Membership Annual Statement**

90 The statement of the membership committee at the Annual meeting shall include at least this
91 information:

- 92 • Time period covered by the statement.
- 93 • Number of members added, number left, total number of members at the beginning of the
94 period, at the end of the period, and the net change.
- 95 • Names of members who have passed.
- 96 • Number of members who have converted from Rail Pass to full membership, number who did
97 not renew.
- 98 • Description of any membership recruiting and retention activities.

99 **1.3.3 Condolences**

100 Upon being given notice of a member passing, the chair is to send a card of condolence to the last
101 known address. Should the chair become aware of the passing of a non-member spouse, a card should
102 also be sent. Cards shall be signed "2nd Division, Pacific NW Region, National Model Railroad Assn."

103 **1.4 BYLAW STANDING COMMITTEE: PROGRAMS**

104 The purpose of this committee is to provide a varied and exciting social and educational experience for
105 the Division members. They will seek out speakers and presenters for regular member meetings that

106 allow for entertainment, education, and socialization of the members. The committee is also
107 responsible for the detailed planning and logistics of each Division meeting.

108 1.4.1 Committee Duties

109 The duties of the Program committee shall be:

- 110 • Identify and arrange for special events or activities for meetings.
- 111 • Identify and arrange for clinic presenters for meetings.
- 112 • Identify and arrange for layouts to be toured in association with a meeting.
- 113 • Identify and arrange for locations and dates for meetings.
- 114 • Report out to the BOD as requested.
- 115 • A report out at the Annual meeting is not required.

116 1.5 BYLAW STANDING COMMITTEE: FINANCIAL REVIEW

117 The purpose of this committee is to provide oversight of the Division's income and expenditures and to
118 ensure that the Division's assets are not being misappropriated.

119 The Treasurer may not be a member of this committee, and no more than half of the committee
120 members may have served on the previous year's committee. By this policy document, although
121 allowed by the Bylaws, the Superintendent should not be a member of the committee or execute his Ex
122 Officio privileges on the committee.

123 Should the committee find or suspect actual financial misappropriation, this is not to be communicated
124 to the Treasurer, the BOD, or the membership. Rather the committee should immediately and
125 confidentially report it to the highest non-implicated BOD member that is not a member of the
126 committee, starting with the Superintendent. Together they should determine the appropriate next
127 steps. Should all BOD members be implicated, the committee chair should report the matter to the PNR
128 President for guidance. In all such cases, time is of the essence, and all collected documentation must
129 be secured.

130 1.5.1 Committee Duties

131 The committee shall perform its work during the first quarter of the year. If desired, the BOD may
132 request additional reviews at other times of the year. The Treasurer is expected to make available
133 copies of all Division records in a timely manner to allow a full report out at the next BOD meeting.
134 Committee members should provide due diligence in their task, but as most will not be trained auditors
135 or CPA's, the committee's actions should not be considered a formal audit. The duties of the Review
136 committee shall be:

- 137 • Review the financial records of the Treasurer.
- 138 • Ensure that incomes are from legitimate sources and expenses are for approved and legitimate
139 uses according to the Division Bylaws, Policy Manual, and common sense.
- 140 • Report out to the BOD.
- 141 • Report out a summary at the Annual meeting.

142 1.5.2 Committee Report Format

143 The report out should consist of the following information:

- 144 • Committee members
- 145 • Time period covered by the review
- 146 • Date(s) of the review
- 147 • A statement that the records do or do not appear to be in order
- 148 • Any recommendations resulting from the review

149 Note that the report out does NOT include a financial report out.

150 **1.6 BYLAW STANDING COMMITTEE: NOMINATIONS**

151 The purpose of this committee is to develop and maintain a list of Division members who are willing and
152 able to fill the Officer positions of the Division. While their primary role is to provide a slate of
153 candidates for the annual elections, they also need to be able to provide recommendations for mid-term
154 replacements when called for.

155 In general practice, the Nominating Committee shall consist of the two most recently elected Directors.
156 This default may be changed at the will of the BOD. Other committee members may be added or
157 removed at the will of the BOD. The committee shall select its chair as it desires.

158 Members of the nominating committee may nominate themselves, or be nominated by others, , for any
159 open position.

160 A current copy of the Division membership data and any subsequent updates will be provided to the
161 committee, for the sole purpose of identifying and contacting potential candidates

162 See the section of Officer Elections for additional information on the Nomination Process.

163 **1.6.1 Committee Duties**

164 The duties of the Nominations committee shall be:

- 165 • To maintain a list of potential candidates for Division board and committee membership.
- 166 • Present a slate of at least one candidate for each open office to the BOD in the first quarter of
167 each year for the membership to vote on prior to the annual meeting.
- 168 • Provide recommendations on an ad hoc basis to fill positions when vacancies occur.
- 169 • Confirm that all nominated candidates are willing to accept their position should they win the
170 election.
- 171 • Confirm that all nominated candidates are members in good standing and will continue to be so
172 through the election.
- 173 • Accept nominations from the members.
- 174 • Report out to the BOD as requested.
- 175 • A report out at the Annual meeting is not required.

176 2 DUTIES OF BOARD MEMBERS AND OTHER OFFICIALS

177 2.1 GENERAL PROVISIONS

- 178 • In all cases, the Division or the BOD can assign board members additional duties and tasks
179 beyond those specified here.
- 180 • In all cases, BOD members must act in the best interests of the Division.
- 181 • No one other than the Superintendent may speak for the Division in a public setting unless
182 previously authorized by the BOD. No BOD member may ever speak for the Region or the
183 National organization unless previously authorized by those organizations.

184 2.2 DUTIES OF THE SUPERINTENDENT

185 The Superintendent shall:

- 186 • Preside at all meetings of the Division and the BOD.
- 187 • Attend Region board meetings as a voting member representing the Division.
- 188 • Report out to the BOD and Division a summary of Region board meetings.
- 189 • Report out to the Division a summary of the BOD meetings.
- 190 • Identify a member for the purposes of taking minutes should the Secretary not be available at a
191 meeting.
- 192 • Be the Division's public face, provide any necessary statements to the press, etc.
- 193 • Act in all ways as the chief executive of the Division.

194 As Ex Officio member¹ of all committees except the Nominating committee and any discipline
195 committees, the Superintendent may attend as many or as few of those meetings as they may deem
196 appropriate. In this capacity, the Superintendent may vote on those committees, but their attendance
197 does not count towards quorum.

198 2.3 DUTIES OF THE ASSISTANT SUPERINTENDENT

199 The Assistant Superintendent shall:

- 200 • Perform any of the duties of the Superintendent in the absence of, or at the request of, the
201 Superintendent.
- 202 • Immediately assume the office of the Superintendent upon its vacancy.

203 2.4 DUTIES OF A DIRECTOR

204 A Director shall:

- 205 • Represent the interests of the membership to the BOD and to provide advice and input
206 regarding the general management of the Division

¹ Ex Officio is a parliamentary term meaning by right of position. The Superintendent has the right of his position to sit in on any committee, take part in any committee discussion as a member, and to vote on any committee resolutions that they may choose. Except of course on those committees that the bylaws expressly forbids.

- 207 • Assist the definition and implementation of Division policies, programs, and planning.
208 • Assume positions such as Secretary, Treasurer, Committee chair, or other duties as assigned by
209 the BOD or the Division.

210 2.5 DUTIES OF THE SECRETARY

211 The Secretary shall:

- 212 • Record the minutes of meetings
213 ○ Record the minutes of all BOD meetings
214 ○ Record the minutes of the business portions of all Division meetings
215 ○ Determine quorum status of a meeting through attendance records.
216 • Be the custodian of all Division documents, including the Bylaws, Special Rules, Standing Rules,
217 and Policies and shall purge the records as defined in the Record Keeping section.
218 • Give or cause to be given notice of meetings to each member.
219 • Conduct correspondence as directed by the Division, the BOD, or the Superintendent.

220 2.5.1 Specific Communication Expectations

- 221 • Provide updates to PNR Office Manager for members who provide us an email, on an as needed
222 basis. Currently this is Ed Liesse, eeliesse@aol.com .
223 • Provide the PNR Office Manager with a Division Certification Membership Form (list of current
224 officers) at least annually in December and whenever the officer list changes. Currently this is
225 Ed Liesse, eeliesse@aol.com .
226 • Provide the Oregon Secretary of State with the Corporation’s Annual Report in December, and
227 update the report whenever the registered agent, the superintendent, the secretary, or the
228 business address changes. Note that the state form uses the term President instead of
229 Superintendent. For our purposes, these two terms are synonymous.
230 Oregon Registry Number: 1387755-98
231 Link to Oregon Registry form:
232 ([http://egov.sos.state.or.us/br/pkg_web_name_srch_inq.show_detl?p_be_rsn=1946806&p_src](http://egov.sos.state.or.us/br/pkg_web_name_srch_inq.show_detl?p_be_rsn=1946806&p_src_e=BR_INQ&p_print=FALSE)
233 [e=BR_INQ&p_print=FALSE](http://egov.sos.state.or.us/br/pkg_web_name_srch_inq.show_detl?p_be_rsn=1946806&p_src_e=BR_INQ&p_print=FALSE))
234 • On a monthly basis, send out the BOD “AR List” to remind BOD members of outstanding actions.

235 2.6 DUTIES OF THE TREASURER

236 The Treasurer shall:

- 237 • Be custodian of all funds, collecting and disbursing them as directed by the BOD.
238 • Present a financial statement at each BOD meeting, and the Annual Meeting.
239 • Present a proposed budget at the first BOD meeting of the year.
240 • Prepare the financial records for the Financial Review committee.
241 • Prepare appropriate tax filings as needed.

242 2.6.1 Specific Filing Expectations

- 243 • Annually file 990-EZ form with IRS.
244 • Annually renew EIN with IRS.

245 **2.6.2 BOD Financial Statement**

246 A financial statement for the BOD shall consist of the following:

- 247 • Dates covered by the statement.
- 248 • Statement of beginning and ending total value of Division financial assets as well as the net
249 change in value.
- 250 • Ending balance of each Division account.
- 251 • List of income sources & amounts during the period.
- 252 • List of expense payments & amounts during the period.

253 This information shall be provided to the Superintendent and Secretary in written form prior to the
254 meeting and need only be referred to in the minutes by the Secretary.

255 **2.6.3 Annual Meeting Financial Statement**

256 A financial statement for the Annual meeting shall consist of the following:

- 257 • Dates covered by the statement.
- 258 • Statement of the beginning and ending total value of Division financial assets as well as the net
259 change in value.
- 260 • Summary of key (not all) incomes and expenses during the period.

261 This information shall be provided to the Superintendent and Secretary in written form prior to the
262 meeting and need only be referred in the minutes by the Secretary.

263 **2.7 DUTIES OF COMMITTEE CHAIRS**

264 A committee chair shall:

- 265 • Ensure that the committee meets on a regular and/or timely basis.
- 266 • Ensure that the work of the committee is achieved.
- 267 • Ensure that minutes are taken of committee meetings, either themselves or by appointing a
268 committee secretary.
- 269 • Provide report outs to the BOD and members as appropriate and provide written copies or
270 summaries of the report outs to the Secretary.
- 271 • Provide copies of all minutes to the Secretary for archival on an at least annual basis and upon
272 dissolution.

273 **2.8 DUTIES OF THE REGISTERED AGENT**

274 A member needs to be identified to the state of Oregon as our Registered Agent (RA) and as our
275 Registered Office/Place of Business. This is for receiving official correspondence from the state and for
276 receiving summons, subpoenas, etc. By law, the Registered Office needs to be a physical address within
277 the state of Oregon, not a PO Box, and needs to be where the Registered Agent can usually be found
278 during normal business hours. The Secretary is responsible for updating the Secretary of State whenever
279 the RA changes.

280 The Registered Agent shall:

- 281 • Accept and forward all communications received to the Superintendent and/or Secretary in a
282 timely manner.
283 • Provide NO statements regarding received materials to anyone other than the Superintendent
284 or Secretary.

285 The RA does not need to be a BOD member, but unless there are other reasons, usually it will be the
286 Superintendent or the Secretary.

287 It is important to understand that duties of the RA are simply to receive, and as necessary sign to
288 acknowledge receipt of, official documents and to pass them on to the Superintendent and Secretary.
289 The duties do not extend to discussing, arguing, or challenging the validity of the document being
290 delivered. This is true even if the RA is the Superintendent or Secretary. Such discussions belong in
291 private with the BOD and, if necessary, the Division's attorney. The only exception to this is if the
292 document being delivered is clearly not related to the Division; the RA may then refuse to accept it (ex: a
293 subpoena for the President of the PNR should be rejected, stating "I am not the Registered Agent for
294 that organization".)

295 3 ELECTIONS

296 This section primarily deals with the election of officers. However, see the end for formal referendums
297 and informal surveys.

298 3.1 STANDARD ELECTION GENERAL TIME LINE

- 299 • Q4 – The nominations committee seeks out qualified and interested candidates. They (through
300 Secretary or Superintendent) put out a call to entire membership announcing that nominations
301 are open and the deadline for making them.
- 302 • Q1 – The nominations committee reports out to the BOD with the slate of all candidates who
303 have been nominated and who meet the requirement for nomination. The BOD may also add
304 candidates to the list. Once the BOD has accepted the final list, no further nominations may be
305 made.
- 306 • Q1-Q2 – The secretary conducts an election. The polls must be open for not less than 30 days
307 and must close at least 1 week prior to the Annual Meeting.
- 308 • Q2 – The superintendent announces the results at the Annual Meeting.

309 3.2 NOMINATIONS

- 310 • A person may self-nominate for any position, including one they are currently holding.
- 311 • One member may nominate another, but the nominee must state in writing that they are willing
312 to serve.
- 313 • Neither the Nomination Committee nor the BOD may reject a nomination made in good faith
314 except as noted in Section 4.3. All nominees must be members in good standing as of the date
315 of the Annual Meeting.
- 316 • Nominations must be made directly to the Nominating committee members, either in person or
317 via email.
- 318 • Each nominee shall have the opportunity to provide a photograph of themselves and a
319 statement of not more than 1500 characters, that will be included or referenced in the call to
320 vote. It is the responsibility of the candidate to provide this information to the Nominating
321 committee before the date on which the slate of candidates is presented to the BOD. The BOD
322 has the right reject a photograph or statement should they deem it inappropriate. If necessary,
323 a member of the BOD will be assigned to work with the nominee to resolve identified issues. If
324 a compromise cannot be reached, the BOD has the right to reject the photo or statement
325 entirely; the candidate may still run, but without a photo and/or statement in the call to vote.

326 3.3 PROCESS

- 327 • If only one candidate is running for a given office, they are assumed to be elected by acclamation
328 and no formal voting needs to be carried out for that office.
- 329 • If more than one candidate is running for a given office, the one with the most votes will win;
330 plurality is sufficient, there is no runoff, and there is no quorum or required minimum number of
331 votes cast.

- 332 • If the top two (or more) candidates are tied, winner shall be decided by a high card draw at the
- 333 Annual Meeting. (Using a standard bridge deck, Ace is high, and suits in descending order are
- 334 Spades, Hearts, Diamonds, Clubs.)
- 335 • Voting need not be by secret ballot. This is to ensure that a given member doesn't vote twice,
- 336 can vote via postal mail, etc. However, votes will be treated with respect and knowledge of who
- 337 voted and how they voted will be limited to a need to know basis.
- 338 • Voting can be done via the web, however, members without access to email or the internet
- 339 must be accommodated through postal mail.
- 340 • When using postal mail, the ballot must be received by the Secretary on or before the stated
- 341 deadline; postmark date does not count, and it is the member's responsibility to mail their ballot
- 342 early enough to meet this deadline.
- 343 • The process must ensure that a member can only vote once.
- 344 • The Secretary must keep voting records for at least 90 days past the Annual meeting in case the
- 345 results are challenged. Any five or more division members may challenge the results on or
- 346 before the next BOD meeting by petitioning the Superintendent. The BOD can require the
- 347 voting records be retained longer than 90 days if they make the request sooner than 90 days
- 348 after the election, and they set a specific destruction date. At any time after the defined or
- 349 default retention date, the Secretary must destroy the records and report the same to the BOD.
- 350 • The Secretary shall provide the following report for each position being voted upon: Total votes
- 351 cast, number votes deemed invalid due to duplication, number of votes deemed invalid due to
- 352 other reasons (reasons must be specified), number of votes cast for each candidate, clear
- 353 statement of the winning candidate.
- 354 • When multiple offices are being voted upon, an invalid vote for one office shall not invalidate
- 355 other votes on the same ballot; a blank vote shall not be considered a vote, invalid or otherwise.
- 356 • Write in candidates are not allowed; if someone wanted to be considered, they need to have
- 357 stated so during the nomination process.

358 3.3.1 Sample Election Protocol

359 The following has been used as the process in previous elections and will generally be used going
 360 forward.

- 361 • Q4 BOD meeting: The Nominations Committee is formed and begins canvassing for candidates.
- 362 • 3/14 @ 2359: Cutoff for receipt by Nominations Committee of nominations and candidate
- 363 statements.
- 364 • 3/15: Nominations Committee to notify the board of all candidates and provides their
- 365 statements for review.
- 366 • 3/15: Secretary to confirm membership eligibility, that all candidates will be members on the
- 367 date of the Annual Meeting.
- 368 • 3/15: BOD determines if any candidate statements are inappropriate and need to be updated
- 369 due to comments detrimental to the image of the Division, the Region, or the National
- 370 organizations. Should it be necessary, a specific board member will be assigned to a specific
- 371 candidate to explain and to assist in correcting any issues.
- 372 • 3/22: Secretary to finalize who gets electronic vote invitations and who gets paper ballots for
- 373 those who have no email address and those who have an address that regularly reject emails.

- 374 • 3/22 @2359: Cutoff for receipt by Secretary of all corrections to candidate statements.
- 375 Secretary begins preparing candidate statements for electronic and printed distribution.
- 376 Secretary prepares printed ballots.
- 377 • 3/31: Email of candidate statements to members with valid email accounts.
- 378 • 3/31: Postal mail of candidate statements and paper ballots to members without valid email
- 379 accounts. This consists of a letter from the BOD that is a call to vote, a printed version of each
- 380 candidate's photo and statement, and a stamped return post card with the candidate's names
- 381 for each position.
- 382 • 4/1: Email of electronic vote invitations through Election Buddy.
- 383 • 5/9 @2359: Cutoff for receipt of electronic and paper ballots.
- 384 • 5/10: Identification to the board of winners and of any ties that will need to be broken at the
- 385 Annual Meeting. Secretary notifies those in tied races that they will need to be at the Annual
- 386 Meeting and of the method for breaking the tie.

387 3.4 REFERENDUMS

388 In cases where the BOD wishes to poll a larger base of the membership than might typically attend a
 389 Division or Annual meeting, they may use the above as a general process guideline. Bylaws
 390 amendments and removal of an officer are specifically required by the Bylaws to be debated and voted
 391 on at Division meetings; this process cannot be used for such changes.

392 One key point to remember is that elections are not to be done both by mail/web AND in person at a
 393 Division meeting, they need to be one or the other.

394 3.5 INFORMATIONAL SURVEYS

395 The BOD from time to time may desire to conduct informal surveys of the membership. In such cases
 396 there is no requirement or expectation that the above process be followed. These polls can take place
 397 entirely electronically and do not have to provide response mechanisms for members that do not
 398 normally have access to email or the internet.

399 3.6 ACTIONS TO TAKE UPON BOD CHANGES

400 When the composition of the BOD changes for any reason, the following actions must be taken by the
 401 Secretary unless otherwise noted. These steps should be done within 30 days of the change.

- 402 1. Provide the PNR with an updated Division Certification Membership Form, see 2.5.1
- 403 2. Update the Oregon Secretary of State if the Superintendent or Secretary changes, see 2.5.1
- 404 3. Update signature authority at Chase bank if the Superintendent, Secretary, or Treasurer change.
- 405 Chase accepts the Oregon Secretary of State filing as authority for Superintendent and Secretary
- 406 changes. Either of these members can authorize the Treasurer change. Each member will need
- 407 to present themselves at a local Chase branch. (They do not need to be together, but
- 408 Superintendent should go first.)

409 4 BOARD MEMBER VACANCIES AND REMOVAL

410 4.1 VACANCY IN A BOARD POSITION

411 The Superintendent must declare a board position vacant upon any of the following conditions:

- 412 • Notice of the death of the board member.
- 413 • Notice of the lapse of the member's NMRA membership by more than 30 days.
- 414 • Written resignation by the member.
- 415 • Removal of the member by vote of the Division.

416 Per the bylaws, the Assistant Superintendent immediately assumes the position of Superintendent upon
417 notice or discovery of such vacancy. The new Superintendent must then declare the position of
418 Assistant Superintendent vacant.

419 Should the situation arise where the Superintendent and the Assistant Superintendent positions are
420 both vacant, the remaining BOD member with the earliest Join Date shall become the new Assistant
421 Superintendent, and then immediately become the Superintendent. In such a case the new
422 Superintendent needs to declare their old Director position vacant as well as that of the Assistant
423 Superintendent.²

424 Should any vacancies come to light during a BOD meeting, and if that meeting still has quorum after the
425 vacancies, the BOD may fill the vacancies at that same meeting, with no additional notice or meetings
426 necessary. If quorum is no longer met, or if there are no immediately available candidates, or if the
427 vacancies are declared between meetings, the Superintendent must call a BOD meeting within 30 days
428 to fill the vacancies. The Superintendent and the current or most recent Nomination Committee chair
429 are expected to use that time to identify appropriate candidates for the vacancies.

430 No person may be appointed to the BOD if they do not agree to be appointed.

431 4.2 BOARD MEMBER RESIGNATION

432 A BOD member may voluntarily resign at any time by sending written notification to the Superintendent
433 and Secretary, stating that they are resigning their position effective immediately or on a given date.

434 4.3 REMOVAL OF A BOARD MEMBER

435 A member may be considered for removal from the BOD according to Bylaw Section 5.04 upon
436 recommendation of the BOD or upon receipt of a petition signed by at least five Division members.

437 The following shall be considered sufficient reasons to recommend removal of an officer or to declare a
438 position vacant:

- 439 • Missing 3 consecutive BOD meetings without prior notification.

² This "dance" is to allow Bylaw section 5.05 to continue to function to have a quick election for the Superintendent. It is also more structured than Bylaw section 6.07 and may prevent arguments over who is running the organization.

- 440 • Conduct disruptive or detrimental to the Division, Region, or the NMRA.
441 • Misuse of Division, Region, or NMRA funds or resources.
442 • Repeated or egregious violations of Division, Region, or NMRA directives and instructions, or the
443 failure to follow the same.

444 As the bylaws also allow for removal “without cause”, other reasons may also be considered without the
445 need to be enumerated here.

446 Should criminal activity be suspected, legal and law enforcement options should be used in preference
447 to simple removal of the BOD member.

448 A single member raising such concerns to the Superintendent is sufficient to cause the BOD to review
449 the situation within 30 days. A petition of five or more members presented to the Superintendent is
450 sufficient to cause the Division to review the situation within 30 days, bypassing the BOD review.

451 In any case where the Superintendent is the member of concern, the Assistant Superintendent has the
452 rights and responsibilities described in this section.

453 All portions of meetings discussing removal are to be held in executive session³. All portions of Division
454 meetings discussing removal are to be held as a committee of the whole⁴.

455 A BOD member being considered for removal may not vote at any time regarding the removal
456 proceedings, either at the BOD or at the Division levels. Member is not counted towards quorum for
457 these discussions, and for the BOD, the required quorum is reduced by one.

458 Should a member be removed from the BOD, they may not again be nominated for or hold any elected
459 position in the Division. At any time after two years, a petition by five or more members presented to
460 the Division may be heard and voted on to vacate this clause.

461 4.3.1 Process

- 462 • Once the Superintendent is made aware of a concern regarding a BOD member, they have the
463 right to immediately suspend the member from their rights, responsibilities, and access.
464 • Should the concern be raised without petition, the Superintendent must call a BOD meeting
465 within 30 days to review the concern. This meeting may result in one of three actions:
466 ○ The member will be cleared and reinstated to all rights and responsibilities.
467 ○ The issue will be tabled until legal and law enforcement options are resolved.
468 ○ Preparation of a motion of censure for the member, while retaining them on the BOD.
469 ○ Preparation of a motion to remove the member from the BOD.

³ Executive Session is a parliamentary term meaning that no minutes are published of the session, and members may not discuss or report on the session to anyone outside of another executive session. Minutes should be taken to ensure accurate discussion, but they are not published. The only thing that is published about the session is the final decision, if any. Vote counts and who voted how are not to be published.

⁴ Committee of the Whole is a parliamentary term meaning that committee rules are to be used for the discussion. This is done for two reasons. First, only a committee may go into an executive session, a general meeting may not. Second, by parliamentary rules, a general meeting has stricter limits on debate: a person may only speak twice on a given resolution, and each time must be limited to 10 minutes. In committee, these restrictions are lifted (unless the committee votes otherwise.)

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- Should a motion for censure or removal be prepared, by the BOD or by member petition, the Superintendent must call a Division meeting within 30 days to take up the motion, providing the motion as the notice to the members. The motion shall consist of two parts, the preamble (“whereas clauses”) describing the reason(s) for the motion, and the resolution itself describing the desired action.
 - At the Division meeting called to discuss the motion, the preamble may (and should) be discussed, but may not be amended. Only the resolution may be amended, and that only to change between the options of censure and removal.
 - If the Division votes down either type of motion, the member is retained in their elected position and all previous rights and responsibilities are retained or restored.
 - If the Division votes for a motion of censure, the member is retained in their elected position and all previous rights and responsibilities are retained or restored.
 - If the Division votes for a motion of removal, the member is immediately stripped of their position, rights, and responsibilities, and the position is immediately declared vacant.

5 STANDARD MEETING AGENDAS AND MINUTES

5.1 GENERAL NOTES

- 486 • The Secretary is responsible for formalizing the agenda before the meeting based on best
487 information available at the time. For example, if it is known that the Membership chair will not
488 be available or has nothing to report, that item should be removed from the agenda. Likewise,
489 if Previous Notice⁵ has been given for a topic, that should be added to the New Business section.
- 490 • Officially, officer report outs need to be before committee report outs, and both are given in the
491 order they are listed in the bylaws. Both should be completed before Old and New Business
492 unless specifically directed by previous meeting instructions.
- 493 • Old Business is for topics specifically deferred from previous meetings, not just “anything we’ve
494 talked about before.” In reality, this section will rarely be used but it will be obvious when to
495 use it.
- 496 • New Business is where most of the Division business will be handled, although officers and
497 committees can appropriately propose New Business during their report outs.
- 498 • In general minutes from previous meetings are not to be reviewed as there are often more 90
499 days between meetings. However, the Secretary should still take minutes and make them
500 available for review and comment by those who are interested.
- 501 • For all meetings where business is transacted, the Secretary must determine if quorum is met
502 before any votes are taken. Quorum should again be determined before additional votes if
503 there is any question if that status has changed.

5.2 ANNUAL MEETING

- 504 • Call to order
- 505 • Officer Reports
- 506 ○ Superintendent
- 507 ○ Secretary
- 508 ○ Treasurer
- 509 • Committee Reports
- 510 ○ AP
- 511 ○ Membership
- 512 ○ Programs
- 513 ○ Financial Review
- 514 ○ Nominations
- 515 ○ Other standing committees
- 516 ○ Other ad hoc committees
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⁵ The bylaws require notice be given in advance of certain important topics that will be discussed at a future meeting. Most commonly this would be bylaws amendments, but other topics that would result in significant impact or change should also be brought up. This agenda section supports “where previous notice has been given” without the need for a separate mailing to all members. When giving notice, NO discussion is held on the topic at that time, and NO votes are taken at that time. The notice is simply acknowledged and noted in the minutes.

- 518 • Old Business
- 519 • New Business
- 520 • Election Results
- 521 • Announcements & Previous Notice
- 522 • Adjournment

523 A social or educational program may be added to this meeting as desired. AP judging should be
524 available.

525 5.3 DIVISION MEETING AGENDA

- 526 • Call to Order
- 527 • Reports
 - 528 ○ Superintendent
 - 529 ○ Other officers if necessary
 - 530 ○ Committees if necessary
- 531 • Old Business
- 532 • New Business
- 533 • Announcements & Previous Notice
- 534 • Adjournment

535 A social or educational program may be added to this meeting as desired. AP judging should be
536 available.

537 5.4 BOD MEETING

- 538 • Call to Order
- 539 • Officer Reports
 - 540 ○ Superintendent
 - 541 ○ Secretary
 - 542 ▪ AR Review
 - 543 ▪ Summary of recent Annual and Division minutes, if any
 - 544 ▪ Q1, odd years – Review of Bylaws, Policy manual, Standing Rules.
 - 545 ▪ Q1 – Asset review
 - 546 ▪ Q1 – Announcement that general records were purged
 - 547 ▪ Q4 – Announcement of general records to be purged in January
 - 548 ▪ Q3 or Q4 – Announcement that voting records were purged, depends on timing
 - 549 between Annual meeting and BOD meeting.
 - 550 ○ Treasurer
 - 551 ▪ Q1 – Proposed budget for the year
- 552 • Committee Reports
 - 553 ○ AP
 - 554 ○ Membership
 - 555 ○ Programs
 - 556 ○ Financial Review
 - 557 ▪ Q2 – Report out

- 558 ○ Nominations
- 559 ▪ Q1 – Report out
- 560 ○ Other standing committees
- 561 ○ Other ad hoc committees
- 562 • Old Business
- 563 • New Business
- 564 ○ Q1 – Formation of Financial Review Committee
- 565 ○ Q4 – Formation of Nominations Committee
- 566 • Announcements & Previous Notice
- 567 • Adjournment

568 5.5 MINUTES

569 The Secretary is responsible for taking minutes of all BOD meetings. If there is any business transacted
570 at a Division or Annual meeting, the Secretary must take minutes as well. If the Secretary is not
571 available, the Superintendent must identify a member to take the minutes.

572 Minutes are a formal and legal record of the actions taken by the Division and BOD; thus, they need to
573 capture no more than the topics covered and the final decisions made.

- 574 • They are not a transcript, and they do not need to cover every digression. The completed
575 minutes do not even have to be in the exact order of the meeting if doing so makes them
576 clearer. (Because of the general informality of our organization, discussions will often drift back
577 and forth between topics.) On the other hand, it can be helpful to capture the board outline of
578 the discussion as well as options explored for future reference.
- 579 • Unless specifically voted otherwise for a given decision, they do not need to capture vote
580 counts, or voting record by member for any decision.
- 581 • At Division or Annual meetings, general remarks, introductions, general announcements, etc.,
582 do not necessarily count as “minute-worthy”, and do not need to be captured.
- 583 • Under no circumstance should topics covered during the social or educational program be
584 captured in the minutes. Such descriptions plus general announcements may well be captured
585 and disseminated through other channels such as the Division newsletter, but they are NOT part
586 of the legal record of the Division and must not be logged as such.
- 587 • Topics raised as “Previous Notice” MUST be captured in the minutes.
- 588 • If a section of the agenda is not covered in a meeting, or a report is not given, the Secretary
589 should simply not list it in the minutes. This prevents aspersions to “do-nothing” officers or
590 committees.
- 591 • As a matter of convenience, an “AR List” of assigned Actions Required by the various members
592 will be attached to the minutes and reviewed by the Secretary at every meeting.
- 593 • Time and date of the meeting’s start and close do need to be captured, even if the chair does
594 not make a formal announcement as such. This along with a statement of quorum should make
595 a copy of the minutes appropriate for proof to vendors.

596 The decisions need to be clearly called out so that the minutes can be used as proof to outside
597 organizations (banks, vendors, etc.) The Secretary will provide a scanned copy of the minutes with
598 signature if necessary.

599 The Secretary should finalize the minutes and send them to the BOD within 7 days of a given meeting.
600 BOD members shall have an additional 7 days to object to anything captured. Once any issues are
601 resolved, the Secretary shall file the final version of the minutes.

602 Minutes are not sent to members unless there is a specific need to do so. The Superintendent is
603 expected to summarize recent BOD minutes at Division meetings as part of their report out.

604 6 RECORD KEEPING

605 6.1 GENERAL PROVISIONS

606 Very few Division records need to be kept forever, not all records should be seen by all members, and
607 most records should be stored electronically on Division assets. The BOD is responsible for defining
608 these attributes for each document or class of documents. Unless otherwise specified, the following
609 general rules apply:

- 610 • All documents kept in electronic form are to be stored on 2divpnr@gmail.com.
- 611 • Often paper documents can equally well be scanned and stored electronically; this includes
612 items such as receipts.
- 613 • Those few documents that must be paper are to be physically kept by the Secretary and
614 transferred to the next Secretary as needed.
- 615 • Most documents are to be purged after 3 years. This includes minutes and most financial
616 records.
- 617 • Documents that are to be kept indefinitely should be reviewed by the BOD at least once every 2
618 years to ensure that the document is still current, correct, and necessary.
- 619 • Most non-financial documents are to be publicly visible. These documents will be duplicated
620 from their storage location onto the Division website.
- 621 • Most financial documents are to be private, only visible to BOD members.
- 622 • All documents are to have a specified owner who is responsible for the content and for storing
623 the document (and sending it to the Webmaster for public display if appropriate.)

624 Committee chairs are responsible for keeping committee documentation as they see fit as long as they
625 are available for electronic transfer to the Secretary annually and at the end of the committee life.

626 Keeping personal copies of documents should be avoided, and when there are any differences between
627 a personal copy and a Division copy, the Division copy is assumed to be correct.

628 6.2 PRIMARY DOCUMENT REVIEW

629 Primary documents that are given a 2-year review cycle should be reviewed by the individual BOD
630 members during January of odd years. Should any member determine that something needs to be
631 changed, it can be brought up in the Q1 BOD meeting for discussion. If changes are needed to the
632 Bylaws or Standing Rules, they can then be presented to the Division at the Annual meeting.

633 If no changes are identified, the Secretary should so note in the meeting minutes.

634 6.3 RECORDS PURGE

635 At the Q4 BOD meeting, the Secretary should identify which records are scheduled to be purged. If no
636 objections are raised, those records should be removed from the document storage in January⁶.

⁶ For example, at the 2020 Q4 BOD meeting, the Secretary should announce that all general records from 2017 (n-3), and all tax records from 2013 (n-7) are scheduled to be purged. If no objections are made, the Secretary purges

637 6.4 DOCUMENT CLASSIFICATIONS

<i>Document</i>	<i>Life</i>	<i>E/P</i>	<i>Review Cycle</i>	<i>Access</i>	<i>Owner</i>
Primary Documents					
<i>Bylaws, Current</i>	Indefinite	Elect.	2 years	Public	Secretary
<i>Bylaws, Historical</i>	Indefinite	Elect.	NA	Public	Secretary
<i>Standing Rules⁷</i>	Indefinite	Elect.	2 years	Public	Secretary
<i>Policy Manual</i>	Indefinite	Elect.	2 years	Public	Secretary
Minutes					
<i>BOD/Division/Annual Minutes (includes attached officer & committee reports)</i>	3 years	Elect.	NA	Public	Secretary
<i>Committee Minutes, Current Year</i>	Current year only	NA	NA	NA	Committee Chair
<i>Committee Minutes, Previous Years</i>	3 years after currency	Elect.	NA	Public	Secretary
Finances					
<i>Tax ID Number</i>	Indefinite	Elect.	NA	Private	Treasurer
<i>Tax Returns & Related Items</i>	7 years	Elect.	NA	Private	Treasurer
<i>Bank Statements</i>	3 years	Elect.	NA	Private	Treasurer
<i>Reimbursement forms, receipts, etc.</i>	3 years	Elect.	NA	Private	Treasurer
Other Documents					
<i>Division Certifications</i>	3 years	Elect.	NA	Private	Secretary
<i>Membership Rosters</i>	3 years	Elect.	NA	Private	Secretary
<i>Asset Inventory</i>	Indefinite	Elect.	1 year	Private	Secretary
<i>Voting Records</i>	90 days unless vote is challenged	Mix	NA	Secretary unless election challenge filed	Secretary
<i>Division Newsletter</i>	Indefinite	Elect.	NA	Public	Editor

those records in January 2021, and announces the completion of the purge at the 2021 Q1 BOD meeting. (Yes, this means some general records are kept almost 4 years, however this process is simple and consistent as opposed to making frequent checks for records that need to be dropped, either with no additional notice, or with frequent purge notices.

⁷ Standing Rules are decisions the Division has made which are to remain generally in effect but are not part of the Bylaws. These are topics that would normally be covered by the Policy Manual, but for some reason have been modified or defined by the membership as a whole and may not be changed at the pleasure of the BOD.

638 7 PHYSICAL ASSETS

639 The Division may from time to time purchase assets to support Division and NMRA goals. As these do
640 represent a significant expenditure of our funds, they should be treated well and not lost or forgotten.

641 7.1 ASSET TRACKING

642 All Division assets should be labeled as “Property of 2nd Division, PNR, NMRA”. It is understood that
643 some items cannot be so labeled without impacting their functionality, but an approximation at least
644 should be attempted.

645 The Secretary shall maintain a list of all assets owned by the Division, the member responsible (aka
646 “owner”), and their condition. Owners are expected to update this list whenever the asset location,
647 condition, or changes owners. Asset owners must also notify the BOD when an asset is lost, stolen,
648 damaged, or otherwise rendered unusable.

649 7.2 USE OF ASSETS

650 Members are expected to take reasonable care of assets and to maintain them as appropriate. They
651 may also make reasonable⁸ personal use of the items:

- 652 • Personal use may not take priority over Division use.
- 653 • Personal use may not impact the useful life of the asset.
- 654 • Personal use may not be for financial gain.
- 655 • Personal use may not cloud ownership of the asset.

656 Assets may be loaned to other NMRA organizations if appropriate. Loaning to non-NMRA organizations
657 should be done infrequently and only upon the vote of the BOD.

658 7.3 DISPOSITION OF ASSETS

659 At least annually the Secretary is expected to review the list of assets to confirm the information is still
660 valid and to make recommendations to the BOD for possible disposition or replacement.

661 It is the responsibility of the BOD to make the decision to dispose of an asset. Under no circumstance is
662 any asset to be simply “given” to a member. Assets can be disposed of as follows (no priority implied):

- 663 • Consignment to the trash
- 664 • Sold or traded at fair market value
- 665 • Ruffled off at a Division meeting (such raffle must be open only to Division members)
- 666 • Donated to a non-profit organization
- 667 • Given to another NMRA organization

⁸ For example, a member may not use the Division’s turnout jigs to start a business, but they may make more turnouts for use on their home layout than required by the AP certificate. They may use the jigs to build a small number of turnouts that might be used at a local club as part of their AP certification, but they may not leave the jigs at the club for general use. And the jigs must be returned promptly when needed for the next user in clean and good working condition.

668 8 COMMUNICATIONS

669 8.1 DIVISION COMMUNICATIONS TO MEMBERS

670 All communication to Division members will be sent to the member's email address on record with the
671 NMRA. Email is considered the primary communication method to the members of the Division. This
672 follows the PNR direction that all communications be done electronically.

673 The email may include the actual information to be communicated (date and location of an upcoming
674 meeting for example), or it may simply be an announcement that provides a link back to the Division
675 website where the information is actually stored (bylaws, candidate statements, or recent upload of the
676 Division newsletters for example). The decision of which to use should be based primarily on how large
677 the email is: shorter emails are more likely to be read, and larger emails are more likely to "bounce" if
678 they are too large.

679 It is the responsibility of the member to keep their current email address registered with the NMRA to
680 ensure that they receive the information in a timely manner. If an email bounces, the Division may
681 reach out to the member, but is under no obligation to do so. If asked by the member, we will certainly
682 pass the corrected information on to the National to be updated. (See section 2.5.1)

683 8.2 COMMUNICATIONS FROM MEMBERS TO THE DIVISION

684 Members should initiate communications to the BOD and key Chairs via standard email aliases
685 published on the Division website and elsewhere as needed. Use of phone numbers is discouraged due
686 to privacy concerns, the impact of untimely phone calls, and the fact that most people no longer answer
687 their phones if they don't recognize the calling number. No Division issue is so urgent that it requires an
688 immediate answer. Finally, no member's physical address is ever to be published on the Division
689 website.

690 This does not stop members from voluntarily sharing such information among themselves, only the
691 Division is prevented from publishing such information. For example, BOD members and Chairs are
692 encouraged to share their phone numbers and addresses with each other.

693 The standard email aliases are shown below. If a Director wants their own 2dpnr.org alias for the
694 duration of their term, they may also have one.

Superintendent	super@2dpnr.org
Vice-Superintendent	vice-super@2dpnr.org
Secretary	secy@2dpnr.org
Treasurer	treasurer@2dpnr.org
AP Chair	ap@2dpnr.org
Membership Chair	membership@2dpnr.org
Semaphore Editor	editor@2dpnr.org
Board	board@2dpnr.org
Webmaster	webmaster@2dpnr.org

695 8.3 DIVISION WEBSITE

696 The Division website is <http://2dpr.org/> . It is an open site with no special access rights needed to
697 access it.

698 The site is used by members and non-members as a central resource for longer-term information about
699 the Division. It should be generally kept up to date. While it does have an announcement section, that
700 should not be used as the only method of communicating with members.

701 It is currently maintained by Jeff Shultz on his personal server.

702 8.4 DIVISION FACEBOOK

703 The Division Facebook page is <https://www.facebook.com/PNR2ND> . Members will need to “Like” or
704 “Follow” the page in order to view posts. Any posts made by members will be reviewed before they are
705 made visible on the main page.

706 The site is intended for timely announcements, reminders, and other transient communications (photo
707 of the week, etc.) It should not be used as the only method of communicating with members.

708 It is currently administered by Jeff Shultz and Ross Ames.

709 8.5 DIVISION NEWSLETTER

710 The Division newsletter is “*The Semaphore*”. Notices that a new issue has been uploaded to the Division
711 website are to be sent to all members with email addresses.

712 Its primary function is to summarize recent member and BOD meetings and give general
713 announcements. It is also available to members who wish to share articles they have written (as such it
714 does count towards AP Author credit.) It is published on an irregular schedule as meetings and
715 members provide material.

716 The current Editor is Richard Kurschner and the Publisher is Jeff Shultz.

717 8.6 SUPPORTING MEMBERS WITHOUT EMAIL

718 Members are strongly encouraged to provide the NMRA with their email addresses. Doing so makes a
719 stronger connection between the organization and member, as well as providing them with an
720 additional source of organization and modeling information from all levels of the NMRA.

721 For the time being, however, the BOD has decided that members without listed email addresses will still
722 receive US Mail summarizing pertinent information. When necessary this will include a link back to the
723 Division website for more information. Again, members are encouraged to share their email addresses
724 with NMRA as not doing so increases the expense to the Division, and increases the demands placed on
725 Division volunteers. The following types of communications will be sent to these members:

- 726 • Notices of meetings (postcards).
- 727 • Where required, advance notice of special topics at meetings such as bylaws amendments,
728 officer removals, etc. (postcard, letter, or large mailer depending on complexity of issue).

- 729 • Voting packets consisting of candidate statements and postage paid return ballots (letter
730 w/enclosed pre-stamped ballot postcard), or if all officers are being elected by acclamation,
731 notice of a non-election (postcard).
732 • Other information that must be communicated to all members.

733 The following types of communication will NOT be sent to postal mail only members:

- 734 • Division newsletter (available online).
735 • Informational polls.
736 • Meeting minutes (most available online).

737 Because of the effort and expense of mailing information to members, the BOD retains the right to stop
738 this support at any time and to strictly follow the guidelines of the Region.

739 **8.7 PUBLIC COMMUNICATIONS**

740 All communications, verbal or written, directed towards the general public must be made by or be pre-
741 approved by the Superintendent. This includes statements or interviews regarding the Division and its
742 activities as well as flyers or other types of meeting announcements. Without pre-approval, all
743 members including the remainder of the BOD must be clear to state that they are expressing their own
744 opinions, and not that of the Division, Region, or the National organizations.

745 9 FINANCES

746 9.1 USE OF DIVISION FUNDS

747 Division funds may only be used within the guidelines stated in section 2 of the Bylaws, to wit,

748 *“... to promote public education, interest, awareness, and knowledge of model*
749 *railroading; to promote education and fellowship among Division members; to carry out*
750 *the various programs of the Region and the NMRA.”*

751 The BOD has a fiduciary responsibility to the Division to evaluate all expenditures considering this
752 Objective as well as the Division’s current funds and expected income.

753 9.2 BANK ACCOUNTS

754 The Division shall maintain a checking account and a savings account. If desired and appropriate, an
755 investment account can also be maintained. All accounts must be at FDIC or similarly insured
756 institutions; checking and savings accounts must be at Federal or State chartered institutions.

757 These accounts may be at physical banks, online banks, credit unions, or brokerage houses, as the BOD
758 sees fit and as fees are minimized. At least checking and savings accounts should be with the same bank
759 to simplify account transfers. Banking points of service should be easily accessible to BOD members
760 who may reside anywhere in the Division.

761 The minimum checking account balance shall be the bank’s no-fee minimum balance plus \$500. The
762 maximum checking account balance shall be the bank’s no-fee minimum balance plus \$1500. The
763 Treasurer is expected to make transfers to maintain these balance levels as needed, and at no point to
764 let the balance drop below the minimum no-fee amount.

765 9.3 SIGNATURE AUTHORITY

766 Division checks may be signed by the Superintendent, the Secretary, or the Treasurer. A person may not
767 be the signer of a check made out to themselves.

768 Checks for any amount need only a single signature.

769 New signers must take necessary steps to gain their authority within 30 days of their election or
770 appointment. Former signers must take necessary steps to release their authority within 30 days of
771 their tenure’s expiration.

772 9.4 ANNUAL BUDGET

773 Prior to the Q1 BOD meeting, the Treasurer is to prepare a budget for the year, using previous years’
774 experience and expectations to forecast the future needs of the division as guide. The intention is to
775 provide guidance to the BOD ensuring they understand the Division’s financial resources and needs.

776 Typically, the following items should be considered against the current funds and the period until the
777 next hosted convention or other fundraising events.

- 778 • Division Events: venue, snacks, door prizes
- 779 • Communications: postage, printing, website expenses
- 780 • Miscellaneous: election support, governmental filings, convention seed money
- 781 • Estimated incomes: PNR allotment, NMRA Membership Retention, net convention income

782 At the Q1 BOD meeting, the budget is to be reviewed, amended as needed, and approved for the
783 remainder of the year. There is no requirement that all budgeted amounts be spent, nor are purchases
784 limited to budgeted items.

785 Again, the budget approval is not necessarily enacting legislation, it is guidance to ensure that all
786 members of the BOD understand the financial plans and constraints for the year. Special or one-time
787 purchases beyond those defaults listed in the Reimbursements section below, should probably not be in
788 the base budget, rather they should be separately discussed and approved.

789 9.5 REIMBURSEMENTS

790 From time to time members will personally pay Division expenses and require reimbursement. A small
791 set of expenses that represent certain members doing their jobs may be paid without BOD approval:

- 792 • Secretary: postage, printing, election fees, government filings
- 793 • Treasurer: financial fees, tax filings
- 794 • Program Committee: venue fees and snacks for scheduled events.

795 Other reimbursements require BOD approval. While the BOD may approve a reimbursement after the
796 fact, there is no requirement that they do so. It is best for a member making a purchase to request
797 approval before spending their money.

798 Under no circumstance will the Division reimburse for the purchase of items that will be wholly owned
799 by a member. Members may loan assets to the Division, and the Division can pay for consumables
800 associated with that loan, but no payment will be made for the asset itself.⁹

801 All reimbursements must be formally requested with the following information: date of expense,
802 vendor, amount, description, and requestor. All requests should be by email and must include an image
803 of the receipt. The BOD is currently working on a specific form for submissions.

804 9.6 TIME LIMITS

805 Time is of the essence regarding financial transactions; it is the Treasurer's responsibility to ensure that
806 the time limits below are strictly enforced. Exceptions require notice by the Treasurer to the BOD.

- 807 • Deposit of received funds: within 30 days of receipt
- 808 • Payment of bills due and reimbursements: within 30 days of receipt

⁹ Example: The Division will not buy the Secretary a personal printer that will occasionally be used for Division printing. But the Division can pay the Secretary for ink cartridges and paper used only for Division printing. Should the Division decide that a printer is needed at events on a regular basis, it could be purchased with Division funds. One member would be responsible for transporting and storing it. If they chose to use it on a sporadic basis at their home, that would be ok, but they must not use division consumables, or use it so much as to impact its useful life as described in the section on Assets.

- 809 • Request for reimbursement: within 90 days of the expense
- 810 • Check lifetime: 180 days. If necessary, the Treasurer is expected to follow up with the payee
- 811 after 120 days to ensure that this is achieved.

812 9.7 CONVENTION INTERFACE

813 Should the Division choose to host a Regional or National convention, or should they choose to partner
814 with another NMRA organization to do so, the following expectations apply.

815 A Convention Committee is an organization separate from the Division that reports to the Region or the
816 National organization depending on the type of convention and will be bound by any policies and
817 expectations of that organization. It may have many of the same members as the Division but is to be
818 considered in all ways as a separate entity. It is expected that the Committee provide regular updates to
819 the Division.

820 All Committee finances are to be separate from the Division's finances.

821 The Division may loan up to \$1500 interest-free to the Committee up to 3 years in advance of the
822 convention's expected date to assist with startup costs. This loan must be paid back, in full, within 60
823 days of the convention's completion. This loan payback must not be considered as part of the net
824 proceeds. If the Division is not part of the hosting team, then we may not provide a loan of any amount
825 to the Committee.

826 Net proceeds from the convention must be paid out to the Division within 90 days of the convention's
827 completion.

828 For jointly hosted conventions, there must be a memorandum of understanding between the
829 convention committee, the Division and all other hosting parties that spells out duties, expectations,
830 and sharing of proceeds.

831 10 PRIVACY & SECURITY

832 10.1 PRIVACY

833 All members have the right to privacy. While the NMRA does collect members addresses, phone
834 numbers, and email addresses, the Division may not use that information for other than Division related
835 matters. All members who have access to this protected information must treat it as private and take all
836 necessary steps to keep it confidential:

- 837 • Access to member information must be limited to those with a defined Need to Know.
- 838 • Individuals with a Need to Know must take reasonable precautions to ensure that member
839 information is not exposed to outsiders.
- 840 • Members' information may not be sold or distributed to any other person or organization by the
841 Division or any member for any purpose.

842 Members are free to share their own information as they please and are encouraged to do so in order to
843 facilitate the fellowship goals of the organization. But it must be their choice.

844 Members who do chose to share their information with others should have the reasonable expectation
845 that their information will remain private with whoever receives it. Members who receive this
846 information are therefore also bound by the requirements of this section.

847 The following information are specifically considered Personal Information:

- 848 • Member ID
- 849 • Join Date
- 850 • Expiration Date
- 851 • Name
- 852 • Address
- 853 • Phone Number
- 854 • Email Address

855 Members who publicly participate in division activities tacitly agree to have their names and images
856 published in Division communications. BOD members and Committee Chairs also consent to have
857 contact emails published in Division communications and on the website.

858 Members who have passed on will also have their names published in Division communications.

859 10.1.1 Non-Personal Information

860 Aggregated information and information that cannot be traced back to an individual may be used and
861 published by the Division as the BOD might decide. Examples would include number of members added,
862 count of members by city, average time in the NMRA, etc.

863 10.2 INFORMATION SECURITY

864 While we do not have anything that approaches "top secret" information, the Division does use
865 information that must be handled with care to protect our members, our finances, and our reputation.

866 All members, and the BOD in particular, are responsible to make sure that this information is not
867 exposed or compromised.

868 In order ensure this security, the following steps are expected:

- 869 • Division accounts and passwords will have defined owners who are responsible for sharing and
870 updating the information. This includes for the Division website, Division file storage, on-line
871 banking, etc.
- 872 • Division passwords are to be shared on a Need to Know basis, and who has these passwords
873 must be tracked.
- 874 • Division passwords must be changed when members no longer have a Need to Know, and at
875 least annually.
- 876 • Minimum standard for a password is: at least 8 characters, one capital, one lower case, one
877 number, one special charter. It may not be the same as other account passwords and may not
878 be one that has been used before.

879 11 SAFETY

880 11.1 PHYSICAL SAFETY

881 Members have the right to assume that Division activities will be conducted at locations that are
882 generally safe, and in a way that harm should not cause harm.

883 Each BOD member and presenter is responsible for identifying and addressing safety concerns at any
884 event. This includes, but is not limited to, taping down loose power cords in walkways, preventing
885 access to live circuits and hot soldering irons, and preventing exposure to noxious or hazardous fumes
886 from paints for example. If necessary and appropriate, signage should be posted to identify risks so that
887 members may be aware of any issues.

888 Organizers are expected to ensure that venues are likewise in generally good repair. If there are
889 concerns, the organizers must raise the issue to the venue. If no or inadequate action is taken, it is up to
890 the organizer to cancel the activity or provide advance notice to members of identified risks.¹⁰

891 11.2 INSURANCE & LIABILITY

892 The Division will not provide insurance for any activities or location. All venues, layout hosts, etc. are to
893 provide their own.¹¹

894 Each participant is ultimately responsible for their own safety and conduct. The Division will not accept
895 liability for injuries caused to members, or damages caused by members.

896 11.3 AT-RISK PERSONS

897 The Division shall in all ways comply with the NMRA At-Risk Persons Policy, found at
898 <https://www.nmra.org/nmra-risk-persons-policy>. While this primarily applies to persons under the age
899 of 18, it also applies to any person who requires a legal guardian in order to participate. In short:

- 900 • The Division shall have no programs or activities directed specifically towards at-risk persons.
- 901 • Student members and other at-risk members must have their parent, legal guardian, or guardian
902 designee with them at all times during a Division event.
- 903 • Parents, legal guardians, and guardian designees do not have to be Division members to attend
904 events in support of their at-risk member.

905 While we would not charge a parent, legal guardian, or guardian designee an admission fee to
906 specifically attend our event, they would need to pay for any other incidental personal costs involved
907 such as food, tour admission, etc. Should they choose to participate on their own, they would be
908 expected to pay for their own membership, event admission, material costs, etc.

¹⁰ Don't schedule a tour of a lead mine if the provider doesn't supply respirators and you haven't told members to bring their own.

¹¹ Note that convention committees are not part of the Division and are not necessarily bound by Division policies.

909 To be clear, parents, guardians, and guardian designees who ARE members are still expected to always
910 be with their at-risk member when in attendance.

911 This policy does not prevent At-Risk Persons from participating in Division activities, they simply must do
912 so in a safe and controlled manner, and they may not be the focus of the activity.

913 This policy does not prevent an individual member from volunteering to work with organizations that
914 may focus on At-Risk persons. Nor does it prevent the Division from publishing volunteer requests from
915 such organizations or making material contributions (kits, tools, etc.) to such organizations. For
916 reference such organizations would be Boy Scouts, 4H, schools, etc.

917 12 DIVISION AWARDS

918 12.1 GOLDEN SEMAPHORE AWARD

919 From time to time the Superintendent, with the advice of the BOD, may present the Golden Semaphore
920 award to a deserving current or past Division member for extraordinary service to the Division. This
921 shall be the highest level of recognition that may be awarded by the Division to any member. Whenever
922 possible the award should be given in person at a Division meeting. The award may be granted
923 posthumously. Only in rare cases should a member ever be granted this award more than once.

924 The award shall consist of a plaque inscribed with the Member's name, a brief statement of the reason
925 for the award, the date of the award, the Superintendent's name, the Division logo, and the image of a
926 semaphore. Plaque shall be gold on black. The recipient's name shall also be posted permanently on
927 the Division website.

928 A typical recipient might be someone retiring from active contributions after a significant number of
929 years in elected or volunteering positions. Running a National convention might be another appropriate
930 accomplishment.

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933 History

934 03/05/2021 with clerical corrections approved on 03/12/2021 – Addition of section 3.6 “Actions to take
935 Upon BOD Changes” and clarifications to section 2.5.1 “Duties of Officers, Secretary, Specific
936 communications expectations”

937 12/27/2020 – Final draft approved by BOD