

**TEXAS GULF DIVISION OF THE LONE STAR REGION OF THE  
NATIONAL MODEL RAILROAD ASSOCIATION, INC.**

**CONSTITUTION**

**ADOPTED MAY 5, 2007**

**ARTICLE I - NAME AND PURPOSE**

**Section 1.** The name of the organization is: **Texas Gulf Division of the Lone Star Region of the National Model Railroad Association, Inc.** (hereinafter referred to as the "Division").

**Section 2.** The purpose of the organization is to:

- a. Promote the hobby of Model Railroading
- b. Promote the greater fellowship of Model Railroading between model railroaders
- c. Further the educational objectives as set forth in the Constitutions of the National Model Railroad Association and the Lone Star Region

**ARTICLE II - MEMBERSHIP**

**Section 1.** Membership in this organization is open to any person, organization, or business interested in the hobby of Model Railroading. A person, organization, or business may join the Division by joining the National Model Railroad Association and by paying the current fees as specified in the By-Laws of the Division.

**Section 2.** A non-member can participate in the Division Functions by becoming a **Friend of the Division**. A Friend of the Division is required to pay a fee as specified in the By-Laws of the Division. Friend of the Division may not vote or hold office in the Division.

**Section 3.** A member is terminated when he/she is no longer a member in good standing with the National Model Railroad Association. A Friend of the Division will be terminated when the Division fees are more than three months in arrears. The Board of Directors of the Division, by majority vote of all those present, may wave the fee payment for Friends of the Division requirement on an individual basis.

**ARTICLE III - MEETINGS**

**Section 1.** There shall be one annual meeting of the general membership to be called the **ANNUAL BUSINESS MEETING**. Other meetings of the general membership may be called by the President or a majority of the Board of Directors. Advance notice of all such meetings must be published in the official publication of the Division.

**Section 2.** The Board of Directors shall meet during the time of the Annual Business Meeting, and at such other times as may be deemed necessary by the President or another member of the Board of Directors. No meetings will occur without advance notice to all members of the Board of Directors.

#### **ARTICLE IV - DIVISION BUSINESS**

**Section 1.** The Division shall be managed by a Board of Directors. The Board of Directors shall consist of a **President, Vice President, Secretary, Treasurer, Division 8 Lone Star Region Board Member, immediate past President, and a Foreperson from each Affiliated Club in the Division.**

- a. Any organized or informal railroad club with prototype or modeling interest may become an **Affiliated Club** in the Division by selecting a Foreperson to sit on the Division Board of Directors for a 2 (two) year term.
  - a. The Foreperson will represent his/her own Affiliated Club before the Division, and will also be a spokesman for the Division before his/her own group.
  - b. The Foreperson must be, and remain, a member in good standing with the following organizations; **National Model Railroad Association, His/Her Affiliated Club.**
  - c. The Foreperson must attend **at least 50 percent of all Board of Directors meetings and must not miss more than 3 (three) consecutive meetings.** A proxy does not count towards these attendance requirements.
  - d. Failure of the Foreperson to fully comply with (1) through (3) above could result in the President contacting the Affiliated Club for a new foreperson. Once contacted, at least 30 days will be allowed for a replacement Foreperson to be named. If none is provided, the Board of Directors may vote to remove the club from the list of Affiliated Clubs in the Division. A club may be reinstated when it meets the above requirements.
- b. A quorum is required for any Board of Directors meeting. At least half of the board must be present, or represented by a proxy, to constitute a quorum for a Board of Directors meeting.
- c. An affirmative vote by the majority of the Board of Directors present or represented by a proxy, is required to pass any motion or resolution, except for Constitutional changes.

**Section 2.** A meeting of the general membership requires a quorum of the board of Directors.

**Section 3.** **This Constitution may be amended or replaced only at a meeting of the “General Membership.” An affirmative vote, by at least two-thirds of all Members present and voting, is required to amend or replace this Constitution.**

#### **ARTICLE V - OFFICERS**

**Section 1.** The officers of the Division will consist of a **President, Vice President, Secretary, Treasurer, and Division 8 Lone Star Region Board Member.**

**Section 2.** The duties of the officers of the Division areas follow;

- a. **The President** will perform the usual duties of the office, preside at all meetings, and make appointments to committees and other positions. The President normally calls all meetings of the Board of Directors.
- b. **The Vice President** will preside at all functions when the President is absent. The Vice president will assume the position of President if that office becomes vacant.
- c. **The Secretary** will keep a record of all business transacted by the Division and by the Board of Directors.
- d. **The Treasurer** will keep a record of all funds received and paid out by the Division.
- e. **The Division 8 Lone Star Region Board Member** will represent the interests of all the Division Members who are not associated with an Affiliated Club.

- Section 3.** Nominations and Elections:
- a.** Nominees for offices shall be submitted by the Affiliated Clubs or any Division member in good standing.
  - b.** All officers, except the Division 8 Lone Star Region Board Member, will be elected by the Forepersons biennially on the even numbered years at the Annual Business Meeting. The Forepersons shall elect a replacement for the office of Vice President, Secretary, or Treasurer for the remainder of the term, whenever a vacancy occurs.
  - c.** The election of the Division 8 Lone Star Region Board Member is conducted by the Lone Star Region.

#### **ARTICLE VI - BY-LAWS**

- Section 1.** The Board of Directors will formulate and maintain By-Laws which conform to the Articles of Incorporation and any State Laws which govern the Corporation.
- Section 2.** **This Constitution and By-Laws supersede all Previous Constitutions and By-Laws heretofore published.**

May 5, 2007 RB