

BY-LAWS OF THE REDWOOD EMPIRE DIVISION
of the PACIFIC COAST REGION
of the NATIONAL MODEL RAILROAD ASSOCIATION
AMENDED JULY 2023

The Redwood Empire Division (hereinafter referred to as "RED"), having been established by the Pacific Coast Region (hereinafter referred to as "PCR") of the National Model Railroad Association (hereinafter referred to as "NMRA") as an operating unit, does hereby adopt and proclaim the following By-Laws to govern its operations:

- 1) MEMBERSHIP - The RED membership shall consist of all members of the PCR who are within a geographic territory determined by the PCR.
- 2) PURPOSE - The purpose of RED shall be consistent with the PCR purpose including but not limited to the furtherance of the hobby of model railroading, as stated in the Manual of Operations and Articles of Incorporation.
- 3) OFFICERS - The elected officers of RED shall be a Superintendent/Director, a Chief Clerk-Paymaster, and two Member Representatives.

A) Duties of SUPERINTENDENT/DIRECTOR

- i. The Superintendent/Director shall act as liaison with the PCR, cooperating with the PCR officers and Board of Directors in support of the PCR purpose and objectives as they may apply to RED.
- ii. The Superintendent/Director shall act as the Executive Officer, presiding at all meetings of RED. The Superintendent/Director shall appoint such officers and committees as may be necessary and advisable to further the purpose of RED and the PCR.
- iii. The Superintendent/Director may incur reasonable expenses as deemed necessary and appropriate to advance the business of RED, up to the limits described in Section 3B(iii) below.
- iv. If a Chief Clerk-Paymaster vacates his/her position due to resignation or a new election, or if otherwise deemed necessary and appropriate, the Superintendent/Director may request an independent review of the financial books and records of RED by a third party member chosen from among the current RED membership and approved by a VOTE OF OFFICERS.

B) Duties of CHIEF CLERK-PAYMASTER

- i. The Chief Clerk-Paymaster shall act as Secretary, keeping a record of matters discussed at Business Meetings (as defined herein) and a log of members attending business meetings.
- ii. The Chief Clerk-Paymaster may incur reasonable expenses as deemed necessary and appropriate to advance the business of RED, up to the limits described in Section 3B(iii) below.
- iii. The Chief Clerk-Paymaster shall receive all money coming into the RED and shall deposit them in a convenient bank *"that is a member of the Federal Deposit Insurance Corporation (FDIC) and/or a savings and loan institution that is a member of the Savings and Loan Insurance Corporation (SLIC)" as set forth in the PCR NMRA MANUAL OF OPERATIONS*. Such account shall be held in the name of RED with a signature card for withdrawal by either the Chief Clerk-Paymaster or the Superintendent/Director. The Chief Clerk-Paymaster shall pay the expenses incurred as part of RED receiving services or goods and otherwise as required to conduct the affairs of RED. Notwithstanding the foregoing, only the Superintendent/Director and Chief Clerk-Paymaster may incur expenses on behalf of RED. Additionally, an expense of \$300 or more must be submitted to a VOTE OF OFFICERS as defined herein.
- iv. The \$300 figure set forth above was determined in the year of the adoption of these AMENDED BY-LAWS. It is agreed and understood that, when calculated in future years, the Chief Clerk-Paymaster may apply an inflation factor based on annual increases in the Consumer Price Index (as determined per annum by the U.S. Bureau of Labor Statistics) to raise this figure without requiring a further amendment of these By-Laws. This figure shall be published annually and circulated to the membership along in the manner described in Section 3B(v) below.
- v. The Chief Clerk-Paymaster shall maintain a ledger of all financial transactions. The ledger shall be made available to any RED member in good standing requesting a copy thereof. Additionally, the ledger will be circulated to the RED membership approximately quarterly whether published in a RED newsletter or circulated electronically via email.

(continued next page)

- vi. The Chief Clerk-Paymaster shall report to PCR as requested by PCR and in accordance with the PCR NMRA MANUAL OF OPERATIONS.

C) Duties of the two MEMBER REPRESENTATIVES

- i. Member Representatives are expected to attend Business Meetings as they may be called by the Superintendent/Director, of which there will be approximately four per year, and vote on matters put to a vote by the Superintendent/Director or as part of a VOTE OF OFFICERS as required by these By-Laws.
- ii. Member Representatives are expected to generally assist in supporting the purpose of RED, communicating with other members, attending RED meetings and events as much as is reasonably possible, and generally act as ambassadors of goodwill for RED and the model railroading hobby.

4) VOTES OF OFFICERS - The four elected Officers may vote in a voice vote or by email from time to time. A majority of the Officers voting on a matter will carry, typically three of four. If an office is vacant, a majority becomes two. In the event of a tie, the Superintendent/Director will act as tie breaker. In any situation where a vote is impractical or impossible due to vacancy or absence, after making all reasonable efforts to gather votes from Officers, the Superintendent/Director is authorized to proceed but ONLY on matters that cannot reasonably be postponed or tabled.

5) MANUAL of OPERATIONS - The "PACIFIC COAST REGION OF THE NATIONAL MODEL RAILROAD ASSOCIATION MANUAL OF OPERATIONS" (referred to herein as the PCR NMRA Manual of Operations) is available for all members to review on the PCR website. These RED By-Laws are at all times intended to comply and be consistent with this PCR NMRA Manual of Operations as it may be revised from time to time.

6) COMMITTEES - As mandated by the PCR NMRA Manual of Operations, the RED shall have the following Committees: Membership, Member Aid, Achievement Program, and Contest. The Chairpersons of such Committees are members who serve on the respective PCR Committee. The PCR NMRA Manual of Operations does not further specify any minimum number of members or meetings regarding such RED Committees. Therefore, may these By-Laws establish that such RED Committee Chairpersons shall convene such meetings (if any) and put forth such agendas as they reasonably believe to be necessary and appropriate to support the purpose of the RED in the area that the Committee's mandate includes.

7) ELECTIONS -

FREQUENCY AND LENGTH OF TERM: In odd numbered years, the Superintendent/Director and one Member Representative will be up for re-election. In even numbered years, the Chief Clerk/Paymaster and one Member Representative will be up for re-election. As such, the term of office for all Officers is two years. There are no term limits.

TIMING: The commencement of an election cycle shall be announced before June 30 of each year, in a general communication or posting reasonably expected to reach all the membership. Candidates will submit their names for consideration on or before July 31 of each year. All members in good standing are eligible to vote. The method of voting shall be determined in good faith by the Officers by a VOTE OF OFFICERS, balloting is generally expected to be via electronic media or online platform and shall be conducted in a manner that ensures votes are secret, counts are maintained accurately, and records are retained in the event of a dispute of the results. A member who is not an officer shall be asked to serve as Elections Chairperson and such appointment shall be approved by a VOTE OF OFFICERS. The voting period shall commence two weeks from the date of widespread availability of ballots. The election results shall be announced in a timely manner. Officers elected shall take office as soon as is practicable and shall serve their two-year term ending on the date approximately two years hence if another person is elected to their office, or as may be extended by their re-election or serving in an "acting" capacity as set forth in Section 8.

8) VACANCIES - The vacancy of any office due to the resignation of an Officer or any other event causing the Officer to be unable to fulfill his/her duties shall be filled by the appointment of a member by the remaining Officers in a VOTE OF OFFICERS. Before a VOTE OF OFFICERS to fill a vacancy, an announcement shall be made in a mailing or other posting to the membership describing the existence of a vacancy to allow members to submit their name for consideration. The occurrence of a vacancy, and whether or not the position is filled by appointment as described herein, does not change the timing of a future election cycle as set forth in Section 7. A member appointed to fill a vacancy hereby shall use the term "ACTING" as a prefix to their title until duly elected.

(continued next page)

9) MEETINGS - The Officers shall hold approximately four official business meetings each year. The "Business Meetings" may be meetings of the general membership specifically called to meet this requirement or may be integrated into a social or other gathering. For the purpose of this section, a meeting conducted by videoconference using popular platforms that are reasonably accessible by most members is considered to be the same as any meeting conducted in person. RED members are welcome to attend Business Meetings.

At a Business Meeting, the following shall occur:

- i. the Chief Clerk/Paymaster shall announce that this is a Business Meeting and make a log of members in attendance as well **as** keep minutes of key occurrences in the Business Meeting;
- ii. the Superintendent/Director shall announce that the following section of the meeting will be considered a Business Meeting, and provide an overview of any material business of RED or PCR that they feel should be disseminated, and call for questions or comments thereon;
- iii. the Chief Clerk/Paymaster shall provide an overview of expenses occurred since his/her last such report and advise attendees where to find additional information;
- iv. one or both Member Representatives shall make any comments they feel to be of interest;
- v. any present Committee Chairpersons may elect to comment on recent activities of their Committee if any; and
- vi. attendees shall be invited to express comments or concerns and/or ask questions on any aspect of RED or its Officers role therein.

10) AMENDMENTS - These By-Laws may be amended by two thirds vote of the membership present at any Business Meeting or a special meeting called for such a purpose. Written notice of By-Law changes shall be circulated to all RED members not less than 15 working days prior to said meeting.

11) CODE OF ETHICS - These By-Laws are to include RED's Code of Ethics, as follows:

Code of Ethics for RED Officers and Volunteers
Adopted July, 2023

I. Personal and Professional Integrity

All staff, board members and volunteers of RED shall act with honesty, integrity and transparency in all their dealings with each other and as representatives of RED. RED promotes an environment that values respect, fairness, integrity and collaboration.

II. Support of Purpose

RED staff, Board members, and volunteers by virtue of their roles and responsibilities, shall be supportive and consistent with the PCR Purpose by providing model railroading and support that is locally focused and personal, so all members of the RED have the opportunity to fully benefit from their National Model Railroad Association membership.

III. Governance and Accountability

The RED Officers shall be responsible for setting and guiding the direction of RED including its finances, programs and operations, The Officers shall:

- *Exercise reasonable care, good faith, commitment and due diligence in organizational affairs;*
- *Ensure that RED conducts all transactions and dealings with integrity and honesty;*
- *Ensure that RED promotes working relationships with board members, staff, volunteers, and program beneficiaries that are based on mutual respect, fairness and openness;*
- *Ensure that RED is fair and inclusive in its practices;*
- *Ensure that the resources of RED are responsibly and prudently managed; and*
- *Ensure that RED has the capacity to carry out its programs effectively.*

IV. Legal Compliance

RED Officers shall be knowledgeable about and comply with all applicable laws, regulations and conventions.

(continued next page)

V. Financial Stewardship

RED shall manage its funds responsibly and prudently. This includes the following considerations:

- *That all spending practices and policies are fair, reasonable and appropriate ensuring financial viability and sustainability and*
- *That financial reports are complete and accurate in all material respects.*

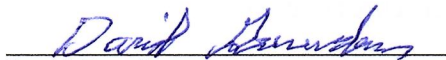
VI. Transparency and Disclosure

RED shall provide comprehensive and timely information in response to reasonable requests by its members. Basic informational data regarding RED including but not limited to financial statements shall be posted, published, or otherwise made available as set forth in these By-Laws. All financial, organizational, and program reports shall be complete and accurate in all material respects.

VII. Inclusiveness and Diversity

RED supports and promotes inclusiveness and diversity.

12) ADOPTION AND CERTIFICATION - I hereby certify that these By-Laws were duly approved by membership vote in accordance with the provisions of the previous RED By-Laws (dated April, 1995), and replace such By-Laws in their entirety as of the date below.



David Grundman

ACTING CHIEF CLERK/PAYMASTER

Dated: JULY 18, 2023