

Constitution and By-Laws

NFR CONSTITUTION

ARTICLE I: NAME AND PURPOSE

Section 1:

This organization shall be known as the Niagara Frontier Region of the National Model Railroad Association Inc. and is established under the provisions of the Constitution of the National Model Railroad Association Inc. hereinafter referred to as the NMRA. The Niagara Frontier Region NMRA Inc., will be hereinafter referred to as the "Region" or the "NFR".

Section 2:

The purposes of this Region are:

- (a) To further the purposes of the NMRA as set forth in the Constitution of that organization.
- (b) To further the hobby of Model Railroading in the territory comprising the Region.
- (c) To form a closer contact between the NMRA and its individual members and to actively assist in the formation of the policies and the work of the NMRA.
- (d) To promote the social activities and the greater fellowship among the model railroaders in the territory comprising the Region.

ARTICLE II: MEMBERSHIP

(amended Belleville 2005)(amended Chatham 2006)

Section 1:

Any member who is in good standing with the NMRA shall be considered a Regular Member without Subscription of the NFR as per the Regulations of the National Model Railroad Association.

Section 2:

Any Regular Member without Subscription may upgrade their membership type as per the NFR By-Laws Article VII.

Section 3:

Subscriptions to the NFR newsletter for any NFR member who is not receiving the newsletter or is not a member of the NFR may obtain a subscription as per the NFR By-Laws Article VII.

Section 4:

The spouse or minor child of any member in good standing and residing at the same address may become a member of the Region upon payment of the Family membership dues. Such member shall be issued a membership card but, shall not receive the Regional newsletter.

Section 5:

The Divisions of the NFR will be required to align their Memberships and Subscriptions to abide with the Regulations of the National Model Railroad Association and the Constitution and By-Laws of the NFR.

Section 6:

A Distinguished Service Award may be given in recognition of Meritorious Service to the NFR, as determined by the Executive. It shall consist of a plaque and a lifetime subscription to the Regional Newsletter. This award shall be called the Ed Van Leer Award."

ARTICLE III: DUES

(amended Belleville 2005)

Section 1:

No dues shall be required to be paid by any member in good standing of the NMRA and such member shall be entitled to participate in all activities of this Region as long as their NMRA membership is in good standing

Section 2:

Payment of a newsletter subscription fee by non-NMRA members does not entitle them to the activities stated in Section 1.

ARTICLE IV: MEETINGS (amended Rochester 2007)

Section 1: (amended Rochester 2007)

There shall be at least one General Business Meeting per Year. Every attempt shall be made to hold such meetings at a Regional or National Convention inside or within reasonable distance of the NFR Boundaries.

Section 2: (amended Rochester 2007)

Notice of each General Business Meeting shall be sent to all members in good standing to their last known address at least thirty (30) days in advance of the meeting.

Section 3:

At any Regular or Special Business Meeting, ***the attendance of twenty-five (25) members shall constitute a quorum.***

Section 4:

A Special Meeting shall be called at any time upon the written petition of thirty (30) members, not more than two thirds (2/3) of whom shall be residents of any one state or province.

- (a) A notice of the time, date and location of any Special Business Meeting shall be sent to all members in good standing by First Class Mail to their last known address at least thirty (30) days in advance of the date of such Special Business Meeting.
- (b) Such notice shall contain a statement of the particular business to be taken up at the meeting and only such business as mentioned may be considered at any Special Business Meeting.

ARTICLE V: OFFICERS (amended Belleville 2005) (amended Rochester 2007)

Section 1: (amended Rochester 2007)

The Executive Council of the Region shall consist of the following officers, who shall be voting members:

- (a) President: To be held in alternating terms of office by a resident of the United States or Canada.
- (b) Two Vice Presidents: One of whom shall be a resident of the United States and one a resident of Canada. The term of office for each Vice President is four (4) years, and shall be offset by a two (2) year interval. The residency of the Vice President being elected will coincide with that of the President being elected.
- (c) Secretary
- (d) Treasurer
- (e) The most recent Past President who is able and willing to serve

Section 2:

The Board of Directors of the Region shall consist of the members of the Executive Council and the Superintendent of each Division, all of whom are voting members

Section 3:

The term of the Executive Council shall be for two (2) years with the exception of four (4) year terms for the Vice-Presidents. Service shall commence on the first day of August in any odd numbered year or until their successors shall be elected.

Section 4:

No person shall be permitted to serve in the same office of the Region for more than one (1) consecutive term, except for the offices of Secretary, Treasurer, Divisional Representative.

Section 5:

The Officers of the Region shall be elected as provided for in the By-Laws.

Section 6:

Between the time the election results are known and the first of August is a Transition Period, during which the incoming Executive Council is required to establish new-term budgets and approve committee chairs, and the President-elect appoint committee members, for the upcoming term.

Section 7:

The incoming Executive Council shall be formally presented at the first Annual Business Meeting following the election.

ARTICLE VI: CONFLICTS (amended Belleville 2005)

Section 1:

In the event of any conflict between this Constitution and By-Laws and the Regulations of the NMRA, this Constitution and By-Laws shall be considered as amended in principle to agree with the Regulations of the NMRA and, shall be formally amended to agree at the next Regular Business Meeting of the Region.

ARTICLE VII: DISSOLUTION (amended Belleville 2005)

Section 1:

A motion to dissolve the Region may be considered at any Regular or Special Business Meeting of the Region. However, any vote on such a motion must be made by mail ballot addressed to all members in good standing, and must be passed by a two-thirds (2/3) majority of all such members.

Section 2:

In the event of the dissolution of the Region, the entire assets of the Region shall be turned over to the Board of Directors of the NMRA for such action or distribution as they may see fit.

ARTICLE VIII: BY-LAWS

The By-Laws shall be established and adopted by the Region for its own government and that of its members and officers.

ARTICLE IX: AMENDMENTS

Section 1:

Notice of any proposed amendments to either the Constitution or By-Laws shall be submitted to all the members in good standing by an advance mail notice to their last known address (***no earlier than 90 days, and no later than 10 days prior to the meeting at which the motion will be considered***).

Section 2:

This Constitution may be amended at any Regular or Special Business Meeting upon two-thirds (2/3) majority vote of the members present.

Section 3:

The By-Laws of the Region may be amended at any Regular or Special Business Meeting upon a majority of the members present.

NFR BY - LAWS

ARTICLE I: AUTHORITY AND PURPOSE

Section 1:

The authority for these By-Laws is derived from the Constitution of the Region under Article VIII.

Section 2:

The purpose of the By-Laws is:

- (a) To set down the rules which are to be followed in regulating the regular affairs of the Region.
- (b) To advise the rights, duties and powers of the membership, committees and officers in relation to the Region and among themselves.
- (c) To make provisions for a ballot for the election of officers.

ARTICLE II: DUTIES OF OFFICERS (amended Belleville 2005)

Section 1:

The President shall perform all the usual duties of that office and:

- (a) Shall be the presiding officer of the Executive Council and the Region Board of Directors.
- (b) Shall be the NMRA RAC member or shall appoint another member to be the RAC member with approval of the Executive Council.
- (c) Shall, with the approval of the Executive Council, appoint the members of all standing and temporary committees (with the exception of the Regional AP Chairman) and shall designate the Chairman of each committee so appointed.

Section 2:

The Vice Presidents shall perform all the usual duties of that office and:

- (a) Shall be directly charged with the duty of promoting membership and interest in both the NMRA and the Region.
- (b) In the event the office of the President shall become vacant due to death, disability or resignation, the Vice President who resides in the same country as the President shall assume the office of the President.

Section 3:

The Secretary shall perform all the usual duties of that office and:

- (a) Shall record the minutes of any Regular or Special Business Meeting of the Region and, of any meeting of the Executive Council.
- (b) Shall give written notice of Special Business meetings as required by Article IV, Section 4 of the Constitution.
- (c) Shall give written notice of meeting of the Executive Council as required by Article III, Section 1 of the By-Laws.

Section 4:

The Treasurer shall perform all the usual duties of that office and:

- (a) Shall maintain appropriate bank accounts as necessary. Two members of the Executive Council shall be appointed as alternative signing officers by the Executive Council.
- (b) Shall invest, at the Treasurer's discretion, surplus NFR funds and the Life Fund in guaranteed instruments of investment and, if the investment requires more than one business day's notice to redeem, with prior consent of the Executive Council.
- (c) In the event that national currency regulations or restrictions require or, make it necessary, the President shall, with the approval of the Executive Council, appoint an Assistant Treasurer to handle the funds of the Region in the country in which he resides. In no event shall the Assistant Treasurer be a resident of the same country as the Treasurer.

Section 5:

All officers of the Region, either elected or appointed, shall serve without recompense

Section 6:

In the event of the death, disability or resignation of any officer elected under the provisions of Article V of the Constitution, excepting the President, a successor shall be named by the President and confirmed by vote of the BOD to complete that term of office.

Section 7:

The duties of the officers shall be more fully outlined in the Job Description section of the NFR Executive Handbook.

Section 8:

The Regional AP Chairman shall be appointed by the Education Department of the NMRA as per the NMRA Executive Handbook.

ARTICLE III: COMMITTEES (amended Belleville 2005)(amended Chatham2006)

Section 1:

The Executive Council shall consist of the officers of the Region as defined in Article V, Section 1 of the Constitution. The Executive shall take and hold title to all monies of the Region and, shall designate a depository or depositories to receive the funds of the Region.

Section 2:

The Region Board of Directors (BOD) shall consist of the members of the Executive Council and the Superintendent of each Division as defined in Article V, Section 2 of the Constitution.

- (a) The BOD shall meet at the call of the President or upon the request of three (3) members of the Board. The Secretary shall give a written notice to all members of the time, date and location of such meeting at least ten (10) days in advance of the meeting. At any meeting of the BOD, **six (6) members shall constitute a quorum.**
- (b) There shall be at least two (2) meetings of the BOD in any calendar year. These meetings may be concurrent with meetings of the General Operating Committee as defined in Section 3.

Section 3:

The General Operating Committee (GOC) shall consist of the members of the Region Board of Directors and the Chairpersons of all standing and temporary committees as defined in Article III, Section 8 of the Regional By-Laws.

- (a) The GOC shall meet at the call of the President or upon the request of five (5) members of the committee. The Secretary shall give a written notice to all members of the time, date and location of such meeting at least ten (10) days in advance of the meeting.
- (b) There shall be at least two (2) meetings of the GOC in any calendar year.

Section 4:

The Convention Committee shall consist of a Convention Coordinator and such other members as deemed necessary, appointed by the President as provided in Article II, Section 1, of the By - Laws. It shall be the duty of the Convention Committee to plan and arrange for all Regional Conventions. It shall assist the local Convention Committee in making plans for and handling the details of a Regional Convention.

Section 5:

The Nominating Committee shall be chaired by the immediate Past President and up to three (3) other members. The Nominating Committee shall prepare a document containing the names of candidates who have committed to run for each of the NFR offices.

This document must be presented to the Executive Council **180 days prior** to the Annual Business Meeting.

Section 6:

A Membership Committee for both the United States and Canadian segments of the Region shall be established. The Committee will consist of the following individuals:

- (a) The Vice President of corresponding residency shall chair each of the committees.
- (b) Members of each committee shall include the Treasurer and the Chairperson of the Computer Services Committee, along with any other persons deemed necessary.
- (c) The Chairperson of the Computer Services Committee shall maintain the membership files of the Region.

Section 7:

The standing NFR committees shall be:

Achievement Program
Regional Historian
Membership, Canada

Contest
Nominations and Ballot
Conventions

Publications
Membership, United States
NMRA RAC Member

Section 8:

The terms of all standing and temporary Committee Chairpersons and members shall be coincident with the term of the President who appointed them.

Section 9:

The duties of the Committee Chairpersons shall be more fully outlined in the Job Description section of the NFR Handbook.

ARTICLE IV: ELECTION OF OFFICERS

Section 1:

Within thirty (30) days after the receipt of the report of the Nominating Committee, the Secretary shall prepare or cause to be prepared a ballot containing the name or names of the candidates submitted by the Nominating Committee to be mailed to all members in good standing.

Section 2:

The ballots, after having been distributed, shall be sent to Chairman of the Ballot Committee within a suitable period, not less than thirty (30) days not later than February 1, to be counted and the results delivered to the Executive Council.

Section 3:

The candidate receiving the highest number of votes for any office shall be declared elected. In the event of a tie vote, a run-off election shall be held at the Annual Meeting and, the member receiving the highest number of vote cast, by those present, shall be declared elected.

Section 4:

The right to write in names not otherwise on the ballot shall be preserved.

ARTICLE V: ORDER OF BUSINESS

Section 1:

The order of business at any Annual Business Meeting or General Operating Committee Meeting shall be as follows:

- (a) Reading of the Minutes
- (b) Reports of the Executive Council
- (c) Reports of the Division Superintendents
- (d) Reports of the Standing Committees
- (e) Report from NMRA Canada
- (f) Old Business
- (g) New Business
- (h) Selection of future meeting location and time.
- (i) Remarks of visiting NMRA Officers
- (j) Installation of Officers (if applicable)
- (k) Adjournment

Section 2:

Unless otherwise provided, Robert's Rules of Order shall prevail at all meetings.

ARTICLE VI: TERRITORY **(amended Rochester 2007)**

Section 1:

The territory encompassed by this Region shall be as defined by the By-Laws of the NMRA.

Section 2:

The territories of the various Divisions which may, from time to time, be established, shall be defined by the Executive Council after consultation with the Superintendent(s) of Division(s) affected

Section 3:

DIVISIONS

Divisions of the Niagara Frontier Region are defined by counties in the States of New York and Pennsylvania and by Regional Municipalities (RM), Counties, Districts, Cities and postal code in the Province of Ontario as follows:

Allegheny Highlands Division (AHD)

In New York: Allegheny, Cattaraugus, and Chautauqua counties.

In Pennsylvania: McKean, Warren, Erie, Crawford, and Potter counties.

Central Ontario Division (COD)

In Ontario: RMs of Durham, Halton (except the cities of Burlington and Oakville), Peel (except the city of Mississauga), York, counties of Hastings, Northumberland, Peterborough, Simcoe, and cities of Haliburton, Kawartha Lakes, Prince Edward, Toronto.

International Division (ID)

In Ontario: RM Niagara and cities of Haldimand, Hamilton and Norfolk.

In New York: Erie and Niagara counties.

Lakeshore Division (LSD)

In New York: Cayuga, Genesee, Livingston, Monroe, Ontario, Orleans, Steuben, Seneca, Wayne, Wyoming, and Yates counties.

Ontario Northland Division (OND)

In Ontario: Postal codes that begin with P (except P0X, P0W, P0T, P0V, P8N, P9A, P9N and P7 being all the territory west of Thunder Bay).

This would include the Districts of Algoma, Cochrane, Manitoulin, Muskoka, Nipissing, Parry Sound, Sudbury, Timiskaming.

Saint Lawrence Division (SLD)

In Ontario: Counties of Frontenac, Lanark, Leeds and Grenville, Lennox and Addington, , Prescott and Russell, Renfrew, Stormont, Dundas and Glengarry and city of Ottawa.

In New York: Jefferson and Oswego counties.

Southern Tier Division (STD)

In New York: Schuyler, Chemung, Tompkins, Cortland, Tioga, and Broome counties.

In Pennsylvania: Bradford and Tioga counties.

Western Ontario Division (WOD)

In Ontario: Postal codes that begin with the letter 'N'.

This would include the RM Waterloo, counties of Bruce, Dufferin, Elgin, Essex, Grey, Huron, Lambton, Middlesex, Oxford, Perth, Wellington and cities of Brant, Brantford and Chatham-Kent,.

ARTICLE VII: Dues and Subscriptions

(amended Belleville 2005)(amended Chatham 2006)

Section 1:

All members of the NMRA within the NFR shall be considered a Regular Member without Subscription as per the Regulations of the National Model Railroad Association.

Section 2:

All existing NFR Life Members shall retain that level of membership along with all of the rights that existed with that level of membership on August 31, 2005.

Section 3:

Anyone who does not fit into the descriptions of this article, Sections 1 or 2 will have their existing memberships continue until their expiry date and after that time their membership will need to be converted to align with the membership guidelines as described in the Regulations of the National Model Railroad Association.

Section 4:

Any member of the NFR that wishes to subscribe to the NFR newsletter may do so at a rate of 10 dollars in their home currency, payments from Canadian members shall be made in Canadian dollars, payments from American members shall be paid in American dollars with no currency conversions applied.

Section 5:

Any non-member of the NMRA or NFR that wishes to subscribe to the NFR Newsletter may do so at a rate of 16 dollars in the following currencies: payments from Canadian residents shall be made in Canadian dollars, payment from non-Canadian residents shall be paid in American dollars with no currency conversions applied.

Section 6:

The NFR will not sell new NFR Life Subscriptions.

Section 6:

This section is to be reserved for the listing of all membership types and fees.

ARTICLE VIII: MEMORIAL FUNDS

Section 1:

The NFR shall establish within its own treasury a mechanism by which Memorial Funds made be created. The purpose of the fund will be to accept donations made to the Region in the memory of a past member. The funds donated are to be kept distinct and separate from the general operating funds of the Region.

Section 2:

A Memorial Fund Committee shall be established to manage the affairs of all memorial funds. The committee shall consist of the following three (3) individuals:

- (a) President
- (b) Treasurer
- (c) One (1) Regional member appointed by the BOD

Section 3:

The purpose of the Memorial Fund Committee will be to ensure that the assets generated by each of the memorial funds are utilized in a manner consistent with the spirit in which each of the funds was established.

Section 4:

Memorial funds may be established at the request of a member or spouse of a member, upon approval of the BOD.

Section 5:

The Frank McNairn Memorial Fund has been established in November, 1992 to honor the memory of Mr. Frank McNairn of Burlington, Ontario, Canada.

Revised September 1, 2007

This revision of the NFR Constitution and By-Laws was updated on September 1, 2007 using the September 1, 2005 revision as a base. It contains all amendments passed by the membership at the Annual General Meetings from 2005 to 2007.