

NMRA

Southeastern Region



Superintendent's Handbook

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SOUTHEASTERN REGION, NMRA DIVISION SUPERINTENDENT'S HANDBOOK

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I. INTRODUCTION

The Division Superintendent's Handbook has been created in an effort to be helpful to people in leadership positions in the various SER Divisions. It incorporates current SER and National policies which impact upon operations of all Divisions. It includes “best practices” and “things to remember” that have proven successful for many activities, situations, and locations. We also hope it will help each Division work closely with the Region in a common effort to benefit the entire membership and to promote model railroading. The SER Secretary will send a copy of this Handbook to each new Division Superintendent.

A prerequisite to any successful Division is flexibility within overall policies and requirements. To the maximum extent possible, everything done should be informal in terms of events, structure, and general operations. While we need to function in a business-like manner for financial and liability reasons, our overall objective is to enjoy model railroading.

The Division and the Division Superintendent play a significant role in the model railroad hobby and organization. The first contact with people who have an interest in model railroading usually occurs at the Division level. The officers of the Division should possess a sincere interest in promoting the hobby, encouraging any visitors to belong to the NMRA and to enjoy the challenges and fun the hobby has to offer. The Superintendent and all Division officers are encouraged to read and become familiar with the SER By-Laws. A copy may be obtained from the SER Secretary. The Region also encourages the

Division staff to attend the Region meetings and conventions, and to send copies of any Division publications to the SER Vice President and to the editor of **The SouthErneR** (the Regional publication) for inclusion on a regular basis.

II. DIVISION BY-LAWS

Your Division by-laws should be approved by the Division membership. They should be read and understood by all of the Division officers and maintained by the Secretary. Division By-Laws must be updated to reflect changes in National and SER policies, practices and requirements.

The Appendix to this Handbook is a set of example Division by-laws.

III. OFFICER ELECTION AND RESPONSIBILITIES

A Division shall have no less than two elected officials and the division shall hold no less than one business meeting per year. Officers should be elected by the division members. If a Division cannot determine a slate of candidates for a ballot election, the SER President is permitted to appoint a Division Leader and a Secretary/Treasurer to serve for a period of not more than two years at which time the Division shall again attempt to determine a slate of candidates for a formal ballot election. The same person may not hold both offices simultaneously. The NMRA Regulations require that Division officers **MUST** be members of the NMRA and the Region. To maintain continuity of administration, Divisions may stagger the terms of officers so that not all are elected at the same time. The duties of these officers are as follows:

Superintendent – the Superintendent's responsibility includes the following:

- provide leadership for the Division
- appoint Chairs of Division committees
- set up Division board and membership meetings.
- preside at Division meetings
- coordinate Division activities.
- recruit and appoint (with the advice and consent of the SER Education Chair) a Division Achievement Program Coordinator who will promote and administer the Achievement Program.
- appoint a Membership Chairperson for promoting NMRA/SER/Division membership.
- report new Division Officers to the SER Secretary and SouthErneR Editor as soon as they are elected or appointed.

Assistant Superintendent - assist the Superintendent and presides at meetings in his/her absence.

Secretary/Chief Clerk

- Keep written records of Division Board Meetings.
- In conjunction with the SER Registrar, maintain the membership records of the Division
- Insure timely correspondence with Division members and SER officers regarding division activities and matters.
- See that Division events are publicized locally and in the SouthErneR and Scale Rails.

Treasurer/Paymaster

- Maintain the financial records of the Division.
- Provide an annual report to the directors of the Division and the active Division membership.

Directors (optional) - as appropriate for each Division, one or more Directors may also be elected. These individuals will assist the officers in planning Division events and will assist in overall management of the Division.

IV. MEMBERSHIP AND DUES

Each division has a geographical territory which is determined in accordance with the SER by-laws. Each NMRA member is automatically a member of the Division, if one exists, in whose territory the member resides. Conversely, every member of a Division must be a member of the SER and the NMRA.

All NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division, except for voting and holding a Division office. Guest attendance privileges may be granted to model railroaders to introduce them to Division, SER, and NMRA activities. However, no one may consistently attend Division activities without joining the NMRA. This is a National policy and is driven by insurance and liability concerns about non-members attending officially sanctioned events such as conventions and layout tours or other Division activities.

Divisions cannot charge “dues” per se. However, the Division Board of Directors may choose to charge fees for specific activities, goods, and services such as:

- sales of Division-branded items such as patches, pins, shirts, etc.
- attendance at meets, conventions, tours, open houses
- a mailed copy of a publication.

For such activities, the fees will be the same for all NMRA members, regardless of residence.

V. FINANCES AND ADMINISTRATION

A checking account should be maintained in the name of the Division to hold and disburse Division funds. Two officers should be authorized to have check-signing privileges; however the Treasurer/Paymaster should be the primary keeper of the funds.

Divisions are encouraged to keep files on a yearly basis. Items to be included in the yearly file: the yearly schedule of activities, bank statements/deposit slips/canceled checks, SER reports, meeting minutes and attendance sheets. Notification of new officers should be provided to the SER Secretary and SouthErneR Editor as quickly as possible after changes occur.

VI. EXAMPLE DIVISION CALENDAR

January - New officers assume office.

January/February - Develop the year's meeting schedule and send notices of meetings to publications. Notify all Division members of the meeting schedule (mail or e-mail). Post copies at local hobby shops; provide copies to the appropriate SER officers and the Editor of **The SouthErneR**.

February through end of year - Hold at least one meeting per calendar quarter including, if possible, an all-day meet/mini-convention or a prototype tour.

November - Annual election of new officers. Having elections early provides an opportunity for the new officers to work with old officers before they take over in January.

VII. SCHEDULE AND PROMOTION

Division Officers should meet prior to the start of each division year and prepare a schedule of activities. In effect, this is the Division's "business plan" for the year. Due to the considerable cost of printing and mailing to the Division membership, to the extent possible it is recommended that a schedule be developed for the complete year. Updates and information on the Division schedule can be distributed at member meetings or by fliers left in the area hobby shops and major clubs. With significant numbers of NMRA members having internet capabilities, electronic distribution of meeting notices, changes in schedules, etc. can be an economical and rapid method of disseminating information. It is important, however, to realize that not all members will have such access and should not be overlooked.

In establishing the dates for the various Division activities, careful consideration should be given to avoiding conflicts with holidays, SER regional conventions, regularly scheduled meetings of other railroad interest groups (such as NRHS), train shows and other popular local activities.

Meetings can also be advertised in **The SouthErneR**, **Scale Rails**, and in the model railroad magazines. The national publications usually have a three-month lead time for each issue, so send your listing in early. Flyers detailing scheduled events, such as the mini-conventions, should be circulated to hobby shops and railroad clubs at least a month in advance of the event. It is strongly recommended that a welcoming letter which encloses a courtesy copy of the schedule be sent to each new member and transferee.

Divisions with websites should consider including links to the SER and the NMRA websites to help members keep informed of regional and national items of interest. Also, send any changes in Division web address to the editor of **The SouthErneR** and all others who need to know.

VIII. DIVISION MEETS AND OTHER ACTIVITIES – IN GENERAL

Division meets will vary widely in scope and complexity. At one end of the scale, a division meet might consist of a single layout tour. Or, it might include a morning clinic followed by the availability of several open layouts in the afternoon. Moving to the high end of the complexity scale, the activity may consist of an all day mix of clinics, contests and tours – fully deserving the title "mini-convention". The following information outlines "lessons learned" and "best practices" for the benefit of all SER Divisions.

Regular Division membership activities should be scheduled at least once per quarter during the active Division year. Each Division needs to determine its own policy concerning type of activities, frequency, operational year, etc. Some Divisions may operate throughout the entire year, while others may "take the summer off" due to competition from other activities. Appropriate starting times for meetings, layout open houses, etc. should be determined on the basis of local conditions (e.g., traffic, availability of facilities, member preferences).

IX. LAYOUT TOURS

The majority of a Division's meets could include traditional home or club layout tours. Arranging these tours may be the most difficult assignment for the officers, as you must convince a member to open his home to a significant number of people. In scheduling layout tours, it is advisable to give any layout or host at least a one-year break between scheduled tours. Frequent visits may create a hardship for the host and cause membership interest to wane. If layouts are nearby you may be able to schedule two layouts for the same meeting day. All layouts should be operational, and preferably have at least some scenery. It is advisable to provide a sign-in sheet or book for the guests at each home. Generally, the host will have his friends help operate the railroad, but if this is not possible, one or more of the officers should offer to assist.

The Division should provide standard recognizable signs such as crossbucks or other highly visible markers to assist division members in finding the meeting location. The host should clearly indicate where he/she would like visitors to enter the house.

It is also helpful if the host could provide a handout that could be passed out at the door. The handout might include a layout plan, plus a brief description of the layout and the thinking that went into its design.

Within two weeks of the layout tour's completion, a thank-you letter or a note of appreciation should be sent to the layout tour host.

X. PROTOTYPE TOURS

If possible, try to schedule at least one prototype tour each year. These might be railroad yards and facilities, rapid rail facilities, trolley museums, railroad museums, tourist railroads, research facilities, manufacturer's facilities, industries with rail service, etc. One or more of the following challenges may have to be addressed:

- admission fees.
- bus transportation and, therefore, some sort of fee.
- limits on the number of attendees.
- activities at the site to be visited.
- possibilities for combining the tour with other activities.

It is usually necessary to make arrangements well in advance. Be sure to find out all the requirements, such as age limits, liability releases, hard hats, sturdy shoes, photography restrictions, parking arrangements, etc. Of necessity, some tours limit the number of attendees. If this is the case, attendance should give priority to Division members in good standing. Several groups spread over different periods of time on the same day can generally be arranged to accommodate the most number of people. Ensure that attendees are impressed with safety and the need to stay together.

XI. CONTESTS

Model contests are frequently held at meets and mini-conventions. Members from one of the local railroad clubs in the area might host this activity and the club members provide judges. If this can be arranged, always coordinate with them several months in advance of the meet to discuss categories, signs and any other type of needed assistance. The Division Achievement Program coordinator may obtain qualified judges and run the formal NMRA judging. You can work with the SER Contest Chair if help is needed with qualified judges. Also, contests can be judged by popular vote with appropriate certificates and/or ribbons for winning entries in each category specified.

Other popular contests to consider are: photo contests, switching layout contests, and the **Favorite Train** category. Remember to announce the details of contests in the schedule prepared well before the meeting.

XII. CLINICS AND TAPE/SLIDE SHOWS

Clinics lasting one to two hours are appropriate for most ordinary division meetings. Three to four hours of clinics should adequately fill the program for a mini-convention. Depending upon the number of expected attendees and clinicians, you should consider running two or more clinics simultaneously to provide options for attendees. Typically, each clinic should be limited to about 40 - 50 minutes, leaving 10 minutes transition time between clinics. The clinic program should offer a range of subjects to provide something of interest for everyone. Each clinic should cover a manageable subject, i.e., not too complex for the time available. Organizers need to assure that requisite electrical outlets are available for projectors, power tools, etc. to be used by the clinician, and that any special requirements are met (e.g., ventilation if painting or gluing is done).

A **handout sheet** and visual aids are suggested for each clinic. The handout has two purposes. First, it facilitates note taking and gives the attendees a record of the clinic to take home. Second, it usually assures that the clinic presenter is better prepared. Remind each presenter that a clinic **with a handout** can be counted towards Author points in the NMRA Achievement Program.

Hands-on "make and take" clinics can be considered if the facilities permit. A nominal additional fee may be required of participants because materials must be purchased. Examples of this type of clinic might include figure painting, making signs, constructing modular framework, building simple structures, weathering rolling stock, and similar activities.

XIII. MINI-CONVENTIONS

Mini-conventions held by the Division are generally scheduled on a Saturday. They may feature several events, clinics, modular displays, contests and the like, and will normally be better attended than the regular monthly activities. If a Division has only one mini-convention a year, it should incorporate the annual meeting and election of officers, since this is likely to be the only activity held during the year at which a significant portion of the Division membership will be present.

Planning - The mini-convention schedule should be completed at least two or three months prior to the event to allow clinic presenters adequate time to prepare their presentations and to allow sufficient time for publicizing the events in Division publications and/or **The SouthErneR**.

Meeting Location - The meeting location for mini-conventions should be large enough to accommodate a substantial number of attendees. It should have areas or rooms for clinics/films, layout displays, model contests/displays, refreshments/general discussion and registration. Optional space may be provided for modular operations, vendor literature, vendor sales, etc. depending upon policies for the use of the facility. Churches and school buildings can often be used for nominal rental or donations. There should be adequate parking, clearly posted signs and, if possible, an intercom/public address system available to keep attendees informed of activities within the mini-convention. Remember to check on availability and access to the meeting location several days prior to the meet. The facility should be open for set-up at least two hours before the beginning of the meet.

Registration Fee - A registration fee may be charged to cover the cost of the facilities, prizes, and other expenses. The Division Board should try to determine a break-even point well in advance to establish this fee. Clinic presenters normally are exempt from paying registration

Refreshments - This area may be handled by the Division or by a group from the host facility, with any profits in the latter situation going to that group. Depending upon the starting time of the mini-convention, suggested foods include: coffee in a large urn; donuts and pastries (can be obtained through most donut shops at quantity discount with prior arrangement); cookies; soft drinks; and some type of sandwiches and chips (if facilities permit preparation). Condiments, plastic ware, cups, napkins, trash bags should be provided by the Division if not specifically handled by a host group.

XIV. SUPPLIES FOR A MEET OR MINI-CONVENTION

The supplies necessary to successfully **register the attendees** include: A table(s); registration forms (name and address); name badges (not necessary for those having NMRA, region or club badges); door prize tickets; agenda; paper, pens, and masking tape; money box; and tape or tacks (if allowed) for posting signs.

Supplies required for providing **Movies and Slide Shows** may include: a projector; extension cords; window black-out covers (if needed); spare projector bulbs; projector table; screen; and tape recorder and tapes.

Supplies required for putting on successful **Displays and Contests** include: tables (covered with paper or a cloth; good lighting; contest forms; contest category signs; and slips of paper for ballots (if a popular vote method is used) and a ballot box.

The Officers of the Division should make it a point to greet as many attendees as possible, particularly those you do not know. Nothing discourages a new member faster than seeing a number of cliques formed around him from which he or she is excluded.

Blank membership forms should be on hand, in case visitors decide to become members.

XV. REPORTS TO THE REGION

Regardless of the actual operating year established by each Division, quarterly reports should be submitted to the SER Vice President and the **SouthErneR** editor so that information can be provided to the SER Board and subsequently published in **The SouthErneR**. These reports provide information to the SER Board on activities, accomplishments, problems, plans, and financial health of each Division within the SER. Items to include in reports include:

Officers and Directors: List including names, addresses, telephone numbers and e-mail addresses.

Membership: Membership recruitment activities conducted during the year.

Division Events: Include meetings, shows, displays, etc. Each event should include some information about the event, attendance, level of participation and, if possible, pictures.

Charitable and Educational Activities: Include information about the Division's charitable contributions and educational activities.

Achievement Program Activity: List of members who earned the Golden Spike or one or more Achievement Certificates.

Future Directions: Potential new activities or events that the Division plans to investigate for the future.

XVI. SER CONVENTIONS

Divisions should consider hosting an SER convention. The SER Convention Chair is available to assist Divisions with information, advice, and guidance for the planning, procedures, and steps required for a successful regional convention. The SER has a Convention Handbook which spells out the responsibilities of the host Division, and the responsibilities of the SER. While SER Conventions are not designed to be money-making enterprises, a host Division can expect to receive significant revenue when a convention is successful. Conventions are designed for the betterment of the hobby through clinics, tours, and general fellowship, and can serve as a showcase for local layouts, prototype facilities, and clinics. There are, to be sure, certain problems in hosting a convention, such as affordable lodging and meeting facilities, availability of high-quality model railroad clubs and home layouts, possible lack of prototype sites, and overall manpower requirements. Many of these can be overcome through assistance of the SER as long as there are local model railroaders who will provide a nucleus for planning.

Appendix - Example Division By-laws

The example By-laws that follow are intended to serve – by example - as a “list of things to think about” when Division By-laws (i.e. the Division’s governing documents) are created or revised. It also offers suggested wording (particularly Article IV) which will help insure that Divisional By-laws conform to the NMRA Regulations.

No Division will choose to adopt all these provisions exactly as written. Some of the provisions are accompanied by comments, explanations, or suggested alternatives. The Division depicted is, of course, **hypothetical**.

For nonprofit organizations in general, there is a “pecking order” that must be observed. Starting at the top:

- State laws, particularly corporate laws.
- The organization’s articles of incorporation (if incorporated).
- The individual organization’s Constitution and By-laws or governing documents.

Thus, for example, provisions of an organization’s governing documents that conflict with state law are invalid. In addition, some states require inclusion of specific provisions and/or the use of specific terminology. The example provisions that follow may or may not conform to your state’s requirements.

For NMRA divisions, there is an additional “pecking order” to consider. Divisional By-laws must conform to the Regional governing documents, and with National Model Railroad Association (NMRA) Regulations.

By-laws of the (Hypothetical) Southland Division Southeastern Region, National Model Railroad Association (Adopted by the Southland Division xx/xx/xx)

Article I Name, Status, and Purpose

1. The name of the organization is the Southland Division (the “Division”). It is established under the provisions of the governing documents of the Southeastern Region (SER), and the Regulations of the National Model Railroad Association (NMRA). If a conflict should develop between these By-laws and the Region’s governing documents, the Region’s governing documents will prevail. If there is a conflict with the NMRA Regulations, the NMRA Regulations will govern.
2. The Division is incorporated in (state), and is classified by the U. S. Internal Revenue Service as a 501-c-3 tax exempt organization.
3. The Division is organized to promote educational, charitable, historical, and fellowship activities related to model railroading and rail transportation.

Comment: Incorporation and achieving 501-c-3 status usually require the services of an attorney, and not all Divisions take this step. Incorporation is desirable for liability purposes, and is necessary for 501-c-3 status. The latter is desirable for many reasons, including (1): volunteers can usually deduct their non-reimbursed cash expenses from their taxable income, and (2) donations of money and/or equipment may be tax-deductible for the donors.

Article II Territory

1. The Division includes (x), (y) and (z) Counties in the state of (state within the SER).
2. Throughout these By-laws, "residence" means the member's principal residence.

Comment: Division territory must be approved by the Region. Territory is usually defined by county. In some cases, other methods, such as ZIP codes, may be needed to accurately describe a division's territory.

Article III Fiscal Year

The Division fiscal year will be from January 1 to December 31.

Comment: Any time period may be selected, e.g., July 1 – June 30

Article IV Membership, Dues, and Finances

1. Each NMRA member is automatically a member of the Region, if one exists, and of the Division, if one exists, in whose territory the member resides.
2. All NMRA members, regardless of residence, are entitled to attend or participate in any activity of the Division, except for voting and holding a Division office.
3. The Division Board of Directors may choose to charge fees for specific activities and services such as meets, conventions, tours, open houses, and a mailed copy of a publication. For such activities, the fees will be the same for all NMRA members, regardless of residence.
4. Guest attendance privileges may be granted to model railroaders to introduce them to Division and NMRA activities. However, no one may consistently attend Division activities or use Division assets without joining the NMRA.

Article V Voting and Office Holding Rights

1. All Division officers, members of the Board of Directors, and officials must live within the Division's territory.
2. Only members of the Division may vote, and each member is entitled to one vote on each issue presented to the membership for a vote.

Article VI Board of Directors

1. There will be a Board of Directors (the "Board") of the Division that will supervise and control the business, property, and affairs of the Division, except as otherwise provided by law or these By-laws.
2. The Board will consist of the Superintendent, the Assistant Superintendent, the Treasurer-Paymaster, the Secretary and three Directors at large.
3. The Board will hold at least two regular meetings each year at times, days and places designated by the Superintendent. Notice of the time, day, and place will be given to each Board member at least fifteen days in advance.
4. Special meetings may also be held on the request of the majority of the members of the Board.
5. Voting by proxy is not permitted. However, one or more members of the Board may participate in a Board meeting by means of a conference telephone, or similar telecommunications device that allows all participants to hear each other.
6. A majority of the Board members will constitute a quorum for the transaction of business.
7. No officer or Board member will receive any remuneration of any kind for his or her services. However, they may be reimbursed for reasonable expenses incurred, with the approval of the board and upon presentation of a written request and appropriate documentation.
8. Unless otherwise stated in these By-laws, *Robert's Rules of Order* will govern the conduct of board meetings.

- If a majority constitutes a quorum, it is helpful to have an odd number of members on the board.
- A smaller or larger board will be appropriate for some Divisions.

Article VII Duties of Officers and Board Members at Large

1. The Superintendent will preside over Division and Board meetings, and will perform the usual duties of the head of a nonprofit organization. He or she will be an *ex officio* member of all committees except the Nominating and Audit Committees.
2. The Assistant Superintendent will act as Superintendent when the Superintendent is absent or otherwise unable to serve, and will perform any duties assigned by the Superintendent.
3. The Secretary will maintain the Division's files and records, take minutes at Board meetings and see that Division events and activities are publicized.
4. The Treasurer/Paymaster is responsible for receiving and disbursing funds, and preparing financial reports.
5. Board members at large will perform tasks assigned to them by the Superintendent.

Many Divisions prefer to combine a number of these functions.

Article VIII Vacancies

The Assistant Superintendent will succeed the Superintendent in case of resignation or incapacitation. The Superintendent will appoint a replacement in the case of resignation or incapacitation of any other member of the Board.

Some Divisions may prefer to have vacancies filled by a majority vote of the Board.

Article IX Conflict of Interest

No Board member will cast a vote, or take part in the final deliberation, on any matter in which he or she, or members of his or her immediate family, have a personal financial or other interest.

Because of recent scandals in the corporate and nonprofit world, nonprofit organizations of all sizes are being urged to create an Audit Committee and to adopt a conflict of interest policy. Such policies can cover many pages, and may be separate from the By-laws. The policy in the foregoing paragraph is about as simple as it can be.

Article X Committees and Officials

The Superintendent will appoint the following committees and officials:

1. A Nominating Committee of two or more members, at least one of whom will be a board member or recent board member. Duties of this committee are described in a later section of these By-laws.
2. An Audit Committee of two or more members. This committee will conduct an annual financial audit of the Division's books at the end of each fiscal year, and when a new Treasurer/Paymaster takes office, reporting the results to the membership at a membership meeting or in the Division's official publication. Neither the Superintendent nor the Treasurer/Paymaster may serve on this committee.
3. An Editor for the official publication of the Division.
4. An Achievement Program Coordinator. This appointment will be made with the advice and counsel of the SER Education Chairman.
5. Other committees as needed to carry on the activities of the Division.

Article XI Membership Meetings

1. Membership meetings will be held at such times and places as may be determined by the Board.
2. The Superintendent will call special meetings upon written application of ten percent of the members or a majority of the Board.
3. The annual meeting of the Division will be held in November of each year to hold elections and conduct other appropriate business. Date, time, and location will be communicated to all members at least fifteen days ahead of time.

4. Proxy voting is permitted on any issue where advance notice is sent to all members, such as referendums, changes in the By-laws, or election of officers. Proxies will be sent to the Division Secretary, who will vote them as directed.
5. At any membership meeting, (x) members (in person or by proxy) will constitute a quorum for purposes of voting on items announced in advance. (x) Members (in person) will constitute a quorum for other purposes.

Attendance required for a quorum should depend on the size of the Division. A commonly used alternative defines a quorum as a specified percentage of the members.

Article XII

Terms of Office, Nominations, and Elections

1. The Superintendent, Assistant Superintendent, Secretary, Treasurer/Paymaster and all Board members will serve two year terms.
2. None of the foregoing seven people may serve in the same capacity for more than two full consecutive terms.
3. No one may fill more than one of the foregoing seven positions simultaneously except for brief transition periods.
4. In preparation for each year's annual meeting and election, the Nominating Committee will solicit candidates, explaining the requirements of the position. In addition, any member may nominate someone via a written notice to the Nominating Committee, with the permission of the nominee. Such nominations must be submitted to the Nominating Committee at least thirty days ahead of the election.
5. The names of candidates for office will be communicated to the membership at least fifteen days before the election.
6. Members elected will take office on January 1.

- For nonprofit organizations in general, the most common term of office is three years. In the SER, terms of office in the various divisions are commonly two years.
- Divisions may prefer to elect the Directors, with the Directors electing the Superintendent and other officers.
- Some Divisions may require mailed ballots and/or more rigorous procedures for nominations from members not on the Nominating Committee.

Article XIII

Amendments

These By-laws may be amended by two thirds vote of the members present at the annual meeting or a special meeting, provided there is a quorum. The proposed amendment must be communicated to all members at least fifteen days before the meeting.

Possible alternative: some organizations require a two-thirds vote for some changes, and a simple majority for others.

Article XIV Referendums

Ten percent of the members may create a referendum issue to be voted on at an annual or special meeting where a quorum is present by submitting their request in writing to the Secretary. The referendum must be communicated to all members at least fifteen days in advance. Removal of an officer or a change in the By-laws requires a two thirds vote of the people present (in person or by proxy). Other issues require a majority vote of people present (in person or by proxy).

Article XV Dissolution

The Division will be considered dissolved when any of the following events occurs:

- A motion for dissolution is adopted by a two thirds vote in the same manner as is provided for amendment of these By-laws, or
- No meetings of the Division are held or scheduled for twelve months, or
- The Division charter is revoked by the SER.

Upon dissolution, the last elected officers and directors will pay all outstanding bills, and promptly forward all assets and records to an SER official designated by the SER President. If the SER is unable or unwilling to receive the assets, they will be donated to another 501-c-3 organization whose purpose is generally consistent with that of the Division.

Some sort of dissolution provision is required for 501-c-3 organizations, and is recommended for all nonprofit organizations. The provision in the governing documents should be consistent with any dissolution provision in the Articles of Incorporation.
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