



Bylaws of Arizona Division of PSR of NMRA

ARTICLE I – NAME, PURPOSE, AND TERRITORY

Section 1. Name

The full name of the organization is the Arizona Division of the Pacific Southwest Region (PSR) of the National Model Railroad Association, Inc. (NMRA). In shortened version, known as AZD.

Section 2. Purpose

The primary purpose of the AZD shall be to further the enjoyment of the hobby of model railroading through education, historic preservation and fellowship. AZD shall be the conduit for the purpose, aims, and objectives of the NMRA within the division boundaries.

Section 3. Territory

The territory of the AZD shall be limited to the area approved by the NMRA Board of Directors and described in the PSR Manual of Operations.

ARTICLE II – MEMBERSHIP

Section 1. Regular Members

Any member in good standing with the NMRA (or someone who has applied for such membership) and living within the boundaries of the division is automatically a member of the division. Their membership is valid until their NMRA membership expires or until they no longer reside within the division.

Section 2. Life Members

Existing life, honorary life, and affiliate life memberships in the AZD will continue to be honored in the existing manner. No new AZD life memberships of any type will be accepted.

ARTICLE III – MANAGEMENT

Section 1. PSR board representation

The members of the AZD shall elect a member of the PSR board, called the Arizona Division Director. This election and the director's duties and responsibilities shall be conducted by the PSR in accordance with their bylaws.

Section 2. AZD Operations

The AZD operations shall be managed by two elected officers and various appointed committees. This management shall be under the supervision of the Board of Directors of the PSR. These officers are:

- Superintendent, who functions as the chief operating officer of AZD
- Chief Clerk / Paymaster, who functions as the secretary / treasurer of AZD

Arizona Division Bylaws

The positions of Chief Clerk and Paymaster may be separated and vested in two people for a stated period of time upon the agreement a majority of the elected officers of the AZD.

Section 3. Election and terms

The Superintendent and Chief Clerk / Paymaster shall be determined by a vote of the membership of the AZD. They shall hold office for a term of two (2) years beginning at the Annual Meeting of Members of the AZD in the year of their election. The AZD election shall be in the alternate years of the Director's election by the PSR. The voting shall be done via the Internet. No Officer shall succeed himself more than once.

Section 3. Membership

All Officers, including the Director, shall be members of the AZD, as defined in Article II.

Section 4. Succession

In the event of an elected office being permanently vacated for any reason, the functions, duties and responsibilities of that office shall be fulfilled until the next regular election by a person selected according to this section.

- The Director shall be succeeded by the Superintendent.
- The Superintendent shall be succeeded by the Chief Clerk / Paymaster.
- The Chief Clerk / Paymaster shall be succeeded by a member of the AZD appointed by the Superintendent.
- The Superintendent may appoint a member of the AZD to fill a vacant Director position in lieu of the above succession order with the explicit agreement of the Chief Clerk / Paymaster. Similarly, the Director may fill a vacant Superintendent position.

ARTICLE IV – MEETINGS

Section 1. Regular Meetings

The AZD shall hold at least three meetings each year, one of which shall be designated the Annual Meeting of Members. The Annual Meeting of Members will normally be held in the last quarter of each calendar year. The Annual Meeting of Members may be rescheduled by the Superintendent of the AZD with 30 days notice through the official publication.

In years where the PSR convention is within the AZD, the PSR Members Meeting at the convention will be considered an AZD Regular Meeting for the purposes of this section.

Section 2. Special Meetings

Special Meetings for any purpose may be called at any time by the Superintendent of the AZD or by not less than twenty (20) members of the AZD requesting such a meeting. Any call for such a meeting shall be forwarded to the Chief Clerk/Paymaster of the AZD in writing. It shall state the nature of the business to be transacted. At least thirty (30) days notice of such meeting shall be given through the official publication.

Arizona Division Bylaws

Section 3. Quorums

Ten percent (10%) of the members of the AZD, present at a Regular Meeting or a Special Meeting, shall constitute a quorum. The members at a duly called and held meeting at which a quorum is present, may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 4. Voting

Each member of the AZD shall be entitled to one vote on all matters submitted to a vote of the members. The deadline set for ballots shall not be less than thirty (30) nor more than sixty (60) days from the date of notification via the official publication. Votes may be taken at any Regular or Special meeting or via the internet.

ARTICLE V – COMMITTEES

Section 1. Standing Committees

The following standing committees of the AZD shall be appointed by the Superintendent and hold office during his term. The duties, procedure and membership of these Committees shall be in accordance with the Manual of Operations. The Superintendent shall notify the PSR President of all Committee Chairs.

- Achievement Program Committee
- Budget and Finance Committee
- Bylaws and Manual of Operations Committee
- Communications Committee
- Contest Committee
- Member Services Committee
- Nominations and Elections Committee

Section 2. Leadership Committee

Leadership Committee is hereby established. This committee shall meet at least quarterly at the call of the Superintendent. The Leadership Committee is composed of:

- The Superintendent (Chairperson)
- The Director
- The Chief Clerk/Paymaster
- The Chairpersons of all committees, except the Audit Committee Chairperson

Section 3. Special Committees

The Superintendent may appoint such Special Committees as are necessary and their duties and term of office shall be set forth in the appointment.

Arizona Division Bylaws

Section 4. Membership

Only AZD members as defined in Article II may serve on any Standing or Special Committee.

ARTICLE VI – PUBLICATIONS

There shall be one official publication of the AZD, which shall be known as the *Spur Line*. This publication shall be issued to the membership via electronic media at no charge at least three times a year and shall be the responsibility of the Communications Committee. The *Spur Line* shall carry all official notices. Members without access to electronic distribution may receive a printed version by mail at a cost adequate to reimburse AZD for the expenses of publication and distribution.

ARTICLE VII – MANUAL OF OPERATIONS

The Manual of Operations is declared the official guide to the conduct of business of the AZD and its committees and officers. It may be amended by a majority vote of the AZD Officers.

ARTICLE VIII – AMENDMENT

Section 1. Normal amendment

These bylaws may be amended by a two-thirds (2/3) majority of the votes cast by the membership on a mail or electronic ballot or by a two-thirds (2/3) vote of the members present at any Annual or Special Business Meeting.

Section 2. Article II, Section 1

Membership classes recognized by these bylaws may be added or deleted to align with NMRA membership classes by a majority vote of the elected AZD officers.

Section 3. NMRA conformance

Any article, section and/or part of these bylaws that does not conform to the NMRA constitution and bylaws may be amended to conform by a majority vote of the elected AZD officers.

Section 4. Periodic updates

These bylaws shall be reviewed at least every two years for accuracy and needed updates by the bylaws and Manual of Operations Committee. The committee recommendations shall be reviewed by the elected AZD officers and the Bylaws and Manual of Operations amended as deemed necessary. Any resulting amendments shall be governed by Article VII and Article VIII Section 1.

ARTICLE IX – DISSOLUTION

Section 1. Recipient of assets

In the event of dissolution of the AZD, no distribution of any of the property or assets of the AZD shall be made to any PSR or AZD director, officer, member or employee. Such property or assets shall be given only to an organization or organizations which would qualify under Section 501 (c) (3) of the Internal Revenue Code.

Section 2. NMRA as a recipient

First consideration should be given to the NMRA to be the recipient. If this is not appropriate or practical, the officers of the AZD, may select another organization, so long as it qualifies under the provisions of Section 501 (c) (3) of the Internal Revenue Code.

Section 3. Plan of Dissolution

In the event of the need to dissolve the AZD of the PSR, the plan of dissolution and distribution of any assets shall be approved by the PSR Board of Directors.

ARTICLE X. – RESOLUTION OF CONFLICTS OF AUTHORITY

In the event of any conflict or question of order of precedence between or among the bylaws and Manual of Operations of the PSR and/or the AZD, and the NMRA regulations, the NMRA Regulations shall govern, followed by the PSR bylaws, followed by the AZD bylaws.

Arizona Division Bylaws

AZD Bylaws Change Log-3	
Date ratified	Change(s)
	Completely rewritten to replace 1988 document and to comply with PSR 501(c)3 requirements