

Constitution
of the
HUDSON-BERKSHIRE DIVISION
NER * NMRA

(As amended on 01/20/16)

ARTICLE I Name and purpose

- Section 1: The name of the organization shall be HUDSON-BERKSHIRE DIVISION of the Northeastern Region of the National Model Railroad Association Inc.
- Section 2: The purpose of the HUDSON-BERKSHIRE DIVISION shall be to promote and foster model railroading activities on the division level and to carry out the objectives of the Northeastern Region of the National Model Railroad Association. The HUDSON-BERKSHIRE DIVISION is organized for pleasure, recreation and other non-profitable purposes, within the meaning and interpretation of Section 501(c)(7) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), substantially all of the activities of which are for such purposes.
- Section 3: No part of the earnings of the HUDSON-BERKSHIRE DIVISION shall inure to the benefit of, or be distributed to members, directors, or other private persons, except that the HUDSON-BERKSHIRE DIVISION shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in this constitution. No substantial part of the activities of the HUDSON-BERKSHIRE DIVISION shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the HUDSON-BERKSHIRE DIVISION shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- Section 4: Notwithstanding any other provision of this constitution, the HUDSON-BERKSHIRE DIVISION shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal income taxes under Section 501(c)(7) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by an organization contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

Section 5: Upon dissolution of the HUDSON-BERKSHIRE DIVISION the Board of Directors shall, after paying or making provision for the payment of all liabilities of the HUDSON-BERKSHIRE DIVISION, dispose of all assets of the HUDSON-BERKSHIRE DIVISION exclusively for the HUDSON-BERKSHIRE DIVISION in such a manner, or to the organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the same time qualify as an exempt organization or organizations under Section 501 (c)(7) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any assets not disposed of shall be disposed of by the Attorney General of the State of New York to an organization or organizations operating exclusively for charitable, educational, religious, or scientific purposes.

ARTICLE II Membership

Section 1: Anyone interested in model railroading and residing within the Division geographic area as defined by the North East Region of the National Model Railroading Association, shall be eligible for membership in the HUDSON-BERKSHIRE DIVISION.

Section 2: All members of the HUDSON-BERKSHIRE DIVISION are required to be members in the NMRA.

ARTICLE III Meetings

Section 1: There shall be at least two meetings of the HUDSON-BERKSHIRE DIVISION within the calendar year.

Section 2: An annual business meeting open to the general membership shall be held for the election of officers and directors and general conduct of the division's business.

Section 3: All HUDSON-BERKSHIRE DIVISION meetings shall be scheduled by the Officers with prior notification of such meetings being sent to all members.

Section 4: Seven (7) members or more shall constitute a quorum at any meeting of the HUDSON-BERKSHIRE DIVISION.

Section 5: All meetings shall be conducted in accordance with "Robert's Rules of Parliamentary Order."

ARTICLE IV Government

- Section 1: The government of the HUDSON-BERKSHIRE DIVISION shall rest in the hands of the elected Officers and elected Directors which shall hold all monies and properties of the HUDSON-BERKSHIRE DIVISION in trust for the membership.
- Section 2: There shall be a President and a Vice-President elected by the members at the Annual meeting, and a Secretary-Treasurer appointed by the elected Officers.
- Section 3: Officers and Directors shall be elected for a two-year term at the Annual Meeting.
- Section 4: Officers and Directors shall be members of the NMRA and reside within the Division geographic area as defined by the North East Region of the National Model Railroading Association.
- Section 5: Vacancies in the BOD shall be filled by appointment by the President except that the Vice President shall replace the President. All such appointments shall be confirmed by the BOD at the next meeting of the BOD.

ARTICLE V Amendments

- Section 1: This Constitution may be amended at any Division meeting by a two-thirds vote of the membership present, provided that such proposed amendment has been submitted in writing to the Officers and Directors, and with published notice to members thirty (30) days before the next Division meeting.
- Section 2: The By-Laws may be changed by the Officers and the Directors.

ARTICLE VI Newsletter

- Section 1: The official publication of the HUDSON-BERKSHIRE DIVISION shall be the Form 19.
- Section 2: The editor of the Form 19 shall be appointed by the President and confirmed by the BOD.

Section 3: **The Form 19 shall be available to members of the HUDSON BERKSHIRE DIVISION as part of their Division membership.**