

**COWCATCHER DIVISION**  
NATIONAL MODELRAILROAD ASSOCIATION  
**By-Laws**  
(As Amended June 2017)

**ARTICLE I - Authority and Purpose**

1. The authority for the By-Laws is derived from the Constitution of the Cowcatcher Division under Article VII, entitled By-Laws.
2. The purpose of the By-Laws is:
  - a) To set down rules which are to be followed in regulating the general affairs of the Division.
  - b) To advise the rights, duties, and powers of the Membership and Officers in relation to the Division and among themselves.

**Article II – Membership and Fees**

1. **Membership Dues.** Membership dues shall be collected by the National Model Railroad Association at a rate to be established by the Association and distributed to the Division in a manner established by the Regulations of the NMRA. The Division may process the applications and collect dues on behalf of the NMRA.
2. **Fees for Members.** The Board of Directors shall set the rate of supplemental fees for members in such a manner as to ensure fiscal responsibility. Nothing in the collection of these fees will constitute a fee for membership in the Division. These fees may be amended by the following procedure:
  - a) Notice of proposed change must be made in the form of a motion at any Board of Directors meeting. Motion shall indicate proposed effective date of change.
  - b) Notice of the motion to change the fee structure shall be published in the first available issue of **The Whistle**, the official publication of the Cowcatcher Division, not less than 60 days prior to the date of the proposed change.

3. **Annual Membership Service Fees** for regular members in the Cowcatcher Division, to cover costs of operation of the Cowcatcher Division including distribution of ***The Whistle***, may be established and made payable in U.S. funds.
4. **Membership.** Any member in good standing of the NMRA who lives within the geographical boundaries of the division (with the exception of Legacy members or Corporate members) as established by the NMRA, will be a member of the Cowcatcher Division. Only those members who reside within said geographical boundaries will be allowed to vote on issues within the division. No person may be a member of the Cowcatcher Division unless they are members in good standing of the NMRA. The categories as defined by the NMRA are Member, Family Member, Student Member, Patron Member, and Corporate Member. The same member opportunities available to NMRA member groups will be afforded to the Cowcatcher Division member.

### **ARTICLE III- Duties of Officers**

1. The Officers and Directors of the Cowcatcher Division shall be the Director, Treasurer (or Secretary-Treasurer) and Directors. The position of Board Advisor shall be filled by the immediate Past President. Representative will be the LSR President and the RAC Alternate will be the LSR Vice-President.
2. The **Director** shall:
  - a) Perform the usual duties of such Officer.
  - b) Serve as presiding officer of the Board of Directors and preside at all regular business meetings of the Cowcatcher Division.
  - c) Submit reports upon request from the National Model Railroad Association and/or the National RAC Representative.
  - d) Have access to the NMRA membership database.
3. The **Treasurer** (Secretary/Treasurer) shall:
  - a) Keep minutes of all meetings of the Lone Star Region and the Board of Directors.
    - 1) Minutes shall be kept in a substantially-bound

book in order that a permanent record may be kept.

- 2) All main motions, whether accepted or rejected, will be listed along with the name of the person making the motion.
  - 3) A summary of all minutes will be submitted for publication in the next regular issue of *The Whistle*.
- b) Prepare and mail the ballot in accordance with the Article IV, Section 1, of the Constitution, when so directed by the Director.
  - c) Have access to the NMRA membership database.
  - d) Furnish a list to the Treasurer for financial verification of members and for further distribution to the elected Division Directors as requested.
  - e) Furnish the Membership Director with a copy of the membership list as necessary to maintain records in current status.
  - f) Prepare a budget to be presented to the Board of Directors following the Annual Meeting to govern the expenditures of the Division for the Fiscal Year. The Fiscal Year, for Internal Revenue Service purposes, shall run from May 1 through April 30.
  - g) Accept all monies due the Cowcatcher Division and deposit the funds in:
    1. Insured accounts in financial institutions insured by agencies of the federal government, or
    2. In money market mutual funds. Disbursement of all funds will be by check.
- 1) **General Fund.** The General Fund, as a business checking account, shall be used to receive and disburse Cowcatcher Division funds on a day-to-day basis.
  - 2) **Convention Fund.** The Convention Fund (as an investment account) shall hold funds as a reserve against convention losses. The division treasurer shall manage the Convention Fund along with the appointed division convention chairman and shall report the balance at each meeting of the Board of Directors. At

each Annual Meeting of the Board of Directors, the division treasurer shall determine the amount to be retained in the Convention Fund and shall direct the transfer of money in to or out of the Convention Fund.

- 3) **Reserve Fund.** The Reserve Fund, if needed, shall be used as a reserve for the funds needed in the General Fund.
  - 4) All accounts shall be audited by a committee appointed by the Director prior to presentation to the Annual Meeting of the Board of Directors.
  - h) Prepare a financial report to indicate the sources of receipts and the record of disbursements to be presented to the membership at the Annual Meeting and any Board of Directors meeting.
4. **Directors** shall serve the best interests of the membership in carrying out the objectives of the Cowcatcher Division. A vacancy shall be deemed to exist on the Board of Directors when an appointed member fails to attend in person or by written proxy two successive duly constituted regular meetings or special meetings.
- Only the Director and appointed board members shall have the power of vote on matters brought before the Board of Directors for action or consideration. In the event that any such matter receives an equal number of votes “For” and “Against,” the Director shall exercise the privilege of casting a tie-breaking vote. When one person holds the offices of both Secretary and Treasurer, that person shall be entitled to only one vote.
5. Those Officers and Directors, newly elected in the regular annual election shall take office at the commencement of the “New Business” phase of the annual meeting.
  6. In the event that the Director or other board members will be unable to attend a regular meeting of the Board of Directors, that person may appoint any other Officer, to act as proxy for the purpose of the meeting.
  7. The required **quorum** of the Board of Directors needed in order to conduct business is a simple majority.
  8. Should an elected director be suspected of misuse of office, misconduct, detrimental performance, or malfeasance\* in office, the director can be removed by the following procedures:

- a) A written petition against the director, signed by a majority of the Board of Directors, must be submitted to all members of the Board. Upon receipt by the Board and the director, the director will be immediately suspended.
- b) Within 60 days thereafter, the Board shall meet to hear from the accused and the accusers.
- c) If the Board finds that the charges are sustained, a three-fourths majority vote in favor of a motion to remove the director from office will effect the action. If not, the director shall be reinstated.

\*malfeasance -A term used in Tort Law to describe an act that is legal but performed improperly. An affirmative act that though legal, causes harm.

#### **ARTICLE IV –Board Members**

The Director may appoint a Board Member for each of the following areas and such other committee members as deemed necessary:

1. **Publication.** Duties are:
  - a) Publication of ***The Whistle***, the official publication of the Cowcatcher Division, on a monthly basis. A complete copy of each issue will be forwarded to the Web Master Chair in a form suitable for inclusion on the Cowcatcher Division's official website when it is ready for distribution.
  - b) Submit to the Treasurer an annual budget for all Cowcatcher Division publications.
2. **Contest.** Duties are:
  - a) The administration of all Cowcatcher Division contests. The NMRA Contest Directory will be the example for Cowcatcher Division rules. Any changes from these rules shall be approved by the Board of Directors and published in *The Whistle* at least six months before taking effect.
  - b) The responsibility for the Contest trophies, ensuring that traveling trophies are returned prior to the Annual Meeting; and pass on the acceptance of additional trophies should

any be offered.

- c) Presentation of trophies and awards after such contest.
3. **Achievement.** Duties are the administration and encouragement of the Achievement Program in the Cowcatcher Division.
  4. **Education.** Duties are:
    - a) To serve as a liaison between the Cowcatcher Division and the NMRA, to include transmitting information to National and transmitting information to all members in the division, including, but not limited to, writing a column "Education News" in *The Whistle*.
    - b) To provide the NMRA Education Director with a statistical report twice a year (January and June), to include, but not limited to, number of division clinics held in the Cowcatcher Division; number of division contests with total number of entries; name and number of any youth activities held; name and number of any other NMRA education programs held.
  5. **Membership.** The duties of this committee include promotion of new memberships and the continuation of old memberships.
  6. **Historian.** The Chair shall be responsible for the assembly and preservation of records of events in the past days of the Lone Star Region.
  7. **Web Master.** Duties of this committee would be to maintain the Cowcatcher Division website, updating it as necessary, and inserting pages of importance to the members of the Cowcatcher Division, as submitted by Cowcatcher Division Officers, Directors, Department Chairs, and/or committee members. The Web Master Chair will ensure that all material inserted on the Cowcatcher Division pages are appropriate and represent the highest standards of suitability.
  8. **Youth.** Duties of the committee include:
    - a) Acting as contact for all youth-related model railroad activities.
    - b) Coordinating approved sponsorships for Junior Membership in the National Model Railroad Association and the Cowcatcher

- c) Division.  
Coordinating candidates for the Junior Membership Program from each Division at the Annual Lone Star Region Board of Directors Meeting.
  - d) Gather ideas and programs to support the Youth membership effort and report on these at each Annual Board of Directors Meeting.
9. **Non-Rail:** Duties of the committee include:
- a) Overseeing any Arts & Crafts Contests and its awards. This includes seeing that there are at least three qualified judges (if at all possible) for this contest.
  - b) Choosing with care full discretion, expenditures from the Cowcatcher Division Non-Rail Budget Allowance.
  - c) Reporting non-Rail activities to the Cowcatcher Division board.
10. **Parliamentarian:** Duties of the parliamentarian include:
- a) Provide members and the executive board with training on simple parliamentary procedures (how to state a motion, rules of debate, quorums, etc.)
  - b) Maintain a copy of the Constitution and By-Laws at every general and executive meeting.
  - c) Sit in close proximity to the presiding officer during meetings.
  - d) Assist with voting procedures.
  - e) Support the director in maintaining order.
11. **Events:** To foster and encourage model railroading for the Cowcatcher Division.
12. **Operations:** To assist in the preparation of any and all events held by the Cowcatcher Division including room setup and tear down for such event.
13. **Programs:** To promote and schedule guest speakers, clinics and other such programs at meetings of the Cowcatcher Division.
14. Such other committees shall be appointed by the Director from time to time as deemed necessary.

## **ARTICLE V – Youth Membership Program**

1. **Objective.** The object of the Youth Membership Program is to promote model railroading among young people, 18-years old and younger within our communities, to encourage our young people to become involved in model railroading, thereby encouraging their peers to become involved and to become members of the Cowcatcher Division and the National Model Railroad Association.

2. **Method.** Sponsor Junior Membership in the National Model Railroad Association and the Cowcatcher Division, with appropriate dues paid by the Cowcatcher Division.

3. **Implementation.** To be conducted on a Division basis as follows:

a) At the Annual Meeting of the Board of Directors, the Director will submit the name of one junior person, 18 years old or younger, to the Board of Directors for inclusion in the Junior Membership Program. The Board will then direct the Treasurer to pay for this person's membership in the National Model Railroad Association and the Cowcatcher Division.

1) The payment for a Junior Membership for anyone individual is on a one-time basis and will not continue on an annual basis.

b) The Division board will pick their choice from a list of candidates submitted by:

1) Individuals who are members of the NMRA Cowcatcher Division.

2) Clubs that are located within the Cowcatcher Division.

3) The Division Director.

4) If more than one candidate is submitted, the final choice will be made by vote of the Board of Directors.

c) In addition to the candidate names submitted by the Division Director, the elected board members may submit the names of other candidates.

d) Each submission must include a short commentary stating why the particular individual should be included in the Junior



Membership Program. Examples of reasons include an interest in model railroading, modeling skills, and inability to pay for the dues. The most important factor is the candidate's interest in model railroading.

- e) Each year the division Director will submit a new choice for inclusion in the Junior Membership Program. The same person cannot be selected more than once unless that person can show a real financial burden and/or exceptional modeling ability and no other names are submitted for consideration at the same time.
  - 1) It is the Director's duty to seek new candidates for the program.
  - 2) When the same person is considered for a second year in the program, the membership payment must be approved by a vote of the Board of Directors who will consider that person's true value to be included a second time.
  - 3) If there are no candidates from the division for a particular year, a new list of candidates will be gathered for consideration for the next year. It is not necessary that the division have a candidate each year; however, the division Director is encouraged to seek out qualified candidates.
- f) The division Director shall keep track of the progress being made by the members that have been recruited for the Junior Membership Program. By doing this, the Director can answer questions the Junior members may have, offer suggestions for improved modeling, and give whatever assistance is needed for fulfillment in the hobby.

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