

Minutes
Carolina Southern Division, NMRA
Business meeting
Saturday, March 20, 2010

The Business Meeting was called to order March 20, 2010 at 1:15 PM at the Cherryville Depot Museum by Steve August – CS Division Superintendent. There were 15 members present in person or by proxy.

Steve opened the meeting by announcing that the National NMRA Board of Trustees had approved the transfer of York, Lancaster, and Chester counties in South Carolina to the MER and the Carolina Southern Division.

Steve noted the latest update from the NMRA showed over 120 members in the Division.

Steve then stated that the draft bylaws discussed at the Annual Meeting had been posted on the web site and the period for comments had ended March 14. He asked Bob Halsey, chairman of the committee working on the bylaws revision to review the issue.

Bob explained that a new set of bylaws were needed to proceed with incorporation of the Division as a non-profit. The committee began with a set of bylaws Steve had obtained from another North Carolina Division that had already incorporated. They made some updates to them to adopt them to our local approach to things and filter out things specific to the other division. The committee's draft was posted on the web site for review by members and requested comments. One comment was received and after discussion, it was agreed by all that the concern was adequately addressed by the draft document. The primary area where the committee revised the document was in defining the responsibilities of the non-officer Directors.

Rick Knight moved to accept the draft and submit it to the membership for a vote to adopt them. Jim Thomas seconded.

Dave Chance questioned the section describing the use of proxies. Concern was primarily that one person with enough proxies from otherwise inactive members could essentially control all votes on Division business. After further discussion, Gil Brauch suggested that the relevant section be amended to specify that a proxy would be valid only for a particular meeting or any adjournment thereof rather than for any business and any meeting for 11 months as stated in the draft. Rick Knight (as the presenter of the motion) accepted the amendment.

Michele Chance questioned the section on revocation of membership. That membership in the Division was controlled by the NMRA and MER so someone's membership could not be revoked by the Division. Jack Haynes with Bob Halsey assent stated that the committee had recognized that issue and had changed the heading of the pertinent section to specify "attendance and participation privileges". However the committee had missed the wording embedded in the paragraph that described the revocation as applying to "membership". Jack moved that the reference to "membership" be changed to "attendance and participation privileges" to agree with the section heading. Dave Chance seconded. Adopted by unanimous vote.

Steve then asked for a vote on the original motion to accept the draft bylaws, as amended, for a formal vote by the membership. The vote was unanimous in favor.

Steve explained that the amended bylaws would be posted to the web and a ballot would be mailed to all members to be returned by mail or to the Division Business Meeting specified for the tallying of the vote.

Steve (and others) then quickly reviewed upcoming activities:
4/11 Division trip to Gibsonville Garden Railroad
5/15 Division layout visit to Sandhills Model RR club (2 layouts)
3/27 Train Show at Winston-Salem
4/10 Hickory Train Show
4/2 Hendersonville Train Show
5/1 Swap Meet in Mount Pleasant
TBD Visit to Triad Live Steamers
TBD Tour of Lancaster and Chester

Gil Brauch has been working on a new web site design. He passed out a questionnaire about how members use the web site and what they like and use or don't like.

Rick moved that the meeting be closed. Gil Brauch seconded. Vote to approve was unanimous.

Meeting adjourned at 2:15

Submitted 3/20/10
Jack Haynes
Division Clerk

Attachments:

Amended bylaws sections:

3.7 Revocation. Attendance and participation privileges may be revoked for:

1. Making material misrepresentations of fact, or willful or reckless acts which jeopardize the continued lawful existence of the Division,
2. Wrongful allocation of the Division's money, or
3. Continuing to engage in actions of an abusive or disruptive nature after receiving written warning from the Board.

If the Board determines a Member has engaged in an activity that warrants revocation, the Board shall vote to recommend revocation. A majority vote of the Board is required to recommend revocation of a member's attendance at, or participation in, Division activities. The Member's attendance and participation privileges shall then be revoked upon the affirmative vote of two-thirds (2/3rds) of the membership in attendance, or represented by proxy, at the next meeting. A revoked Member may only be re-admitted upon the same procedure. [N.C.G.S. § 55A-6-20]

4.10 Proxies. Each member may vote in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member for a particular meeting by signing an appointment form, either personally or by the member's attorney-in-fact or agent. The appointment of a proxy is effective when received by the Clerk or other Officer or agent authorized to tabulate votes. An appointment is valid for the meeting stated or any adjournment thereof. An appointment of a proxy is revocable by the member unless the appointment form conspicuously states that it is irrevocable and the appointment is coupled with an interest. No proxy may be effectively revoked until notice in writing of such revocation has been given to the Clerk or other Officer or agent authorized to tabulate votes. [N.C.G.S. § 55A-7-24]