

REGULATIONS

DIVISION 7, MID CENTRAL REGION, NMRA, INC.

NMRA MISSION STATEMENT:

The National Model Railroad Association, Inc. (NMRA) supports scale model railroading by providing educational programs that expand member enjoyment and skills, by the development of standards, and by promoting fellowship among model railroaders.

ARTICLE I – NAME AND PURPOSE

SECTION 1. This organization shall be known as Division 7, Mid Central Region, NMRA, Inc. (hereinafter referred to as “the Division”). It is registered as a domestic non-profit corporation under the laws of the State of Ohio (#568906). It is established under the provisions of the National Model Railroad Association, Inc. (hereinafter referred to as the “NMRA”) Regulations, with boundaries determined in accordance with its provisions.

SECTION 2. The Division is organized exclusively for charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)4 of the Internal Revenue Code. The Division shall not discriminate on the basis of gender, race, religion, sexual orientation, or any other basis.

SECTION 3. The purpose of the Division is to develop the technical skills of persons engaged in the art and craft of model railroading and to promote fellowship among model railroaders, to educate persons engaged in model railroading in methods of building and operating model railroad equipment and of prototype practices of railroads, and to advance the hobby of model railroading wherever and whenever possible by publications, events, meetings, and all things necessary within the geographic boundaries established by the NMRA.

SECTION 4. The Division is defined to include Brown, Butler, Clermont, Clinton, Hamilton, and Warren Counties in Ohio; Bartholomew, Dearborn, Decatur, Franklin, Ohio, and Ripley Counties in Indiana; and Boone, Bracken, Campbell, Carroll, Gallatin, Grant, Kenton, Mason, Owen, Pendleton, and Robertson Counties in Kentucky.

SECTION 5. No part of the net earnings of the Division shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Division shall be authorized and empowered to pay reasonable compensation for services rendered.

SECTION 6. No part of the activities of the Division shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Division shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

SECTION 7. Notwithstanding any other provisions of these articles, the Division shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)4 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 8. If there is any provision in any governing document of the Division that conflicts with the governing documents of the NMRA, the conflicting provision of the governing documents of the Division is void from its date of adoption.

SECTION 9. The principal office of the Division shall be that of the registered statutory agent or such location(s) as determined by the Division Board of Directors.

ARTICLE II – MEMBERSHIP AND DUES

SECTION 1. Any NMRA member residing within the Division boundaries shall be a member of the Division.

SECTION 2. To be a member of the NMRA or Division within the meaning of this instrument, all NMRA dues required for the current period must be paid.

SECTION 3. All natural persons holding current Regular, Student, Life, and Corporate NMRA membership may vote on Division matters except in Board of Director and Executive Committee meetings. Any member may attend regular and special membership and board meetings, may be appointed to Division Committees, and hold elective office in the Division.

ARTICLE III – OFFICERS AND TRUSTEES

SECTION 1. The elected officers of the Division shall be the Superintendent and Assistant Superintendent.

SECTION 2. The Secretary and Treasurer shall be appointed officers, nominated by the Superintendent and confirmed by a two-thirds majority of the Board of Directors. There is no limit as to the number of terms a Secretary or Treasurer may serve.

SECTION 3. Together, the Superintendent, Assistant Superintendent, Secretary, and Treasurer shall function as the Division Executive Committee.

SECTION 4. The Division Executive Committee shall appoint the eleven Division Trustees. Nine of the eleven shall be appointed from specific geographic areas of residence within the Division, as follows: one from Kentucky, one from the combined area of Butler and Warren Counties in Ohio, one from east of Interstate 75 in Ohio, one from west of Interstate 75 in Ohio or Indiana, and five at large from any area. The tenth Division Trustee shall be the Annual Division Show Chair, who may reside anywhere within the Division. The eleventh Division Trustee shall be the *Oil Can* Editor, who may also reside anywhere within the Division.

SECTION 5. The term of office for the elected officers shall start at the end of the first regular meeting of each even-numbered fiscal year and shall continue until the end of the first regular meeting of the next even-numbered fiscal year, or until a successor is duly elected or appointed.

SECTION 6. The term of office for the Division Trustees shall start at the end of the first regular meeting of each odd-numbered fiscal year and shall continue until the end of the first regular meeting of the next odd-numbered fiscal year, or until a successor is duly appointed.

SECTION 7. The outgoing Secretary or Treasurer, if any, shall deliver all records for his or her office to his or her newly appointed successor at the earliest possible mutually agreeable time.

SECTION 8. The duties shall be the usual ones for the various offices and such others as may be prescribed by the Regulations.

SECTION 9. No member shall be elected to more than two consecutive terms as Superintendent or Assistant Superintendent. A member may run for and serve again in the same elected office after sitting out one complete term from that office. A member may run for and serve in a different elected or appointed office immediately after serving two elected terms in one office. Service as an appointee to fill the remainder of an unexpired term will not count against the two-elected-term limit.

SECTION 10. The Superintendent, the Assistant Superintendent, the Secretary, the Treasurer, and the eleven appointed Division Trustees shall together comprise the Board of Directors.

SECTION 11. The Board of Directors shall be responsible for the management of the Division, and have legal title to all Division property and money to hold in trust for the Division membership.

SECTION 12. The Division Executive Committee shall act for and report to the Board of Directors on activities between meetings.

SECTION 13. All members of the Board of Directors shall reside within the geographic boundaries of the Division as established by the NMRA.

SECTION 14. All members of the Board of Directors shall be members in good standing of the NMRA, and must remain so throughout the duration of their terms.

SECTION 15. All members of the Board of Directors shall serve without compensation, except for the reimbursement of reasonable expenses.

SECTION 16. At any meeting of the Board of Directors, any member of the Board may appoint, by written non-directed proxy, any other member of the Division to act on his or her behalf. Such proxy shall be counted in all voting and in determining the presence of a quorum.

ARTICLE IV – MANAGEMENT

SECTION 1. The Superintendent shall preside at all Division, Board of Directors, and Executive Committee meetings, and serve or appoint a proxy as the Division representative on the Mid Central Region Board of Directors. He or she shall also assign the Assistant Superintendent suitable duties and keep him or her informed about Division business.

SECTION 2. The Division Superintendent shall appoint chairs of such committees as may be required to accomplish the stated purposes within the Division. The Division Superintendent shall cooperate with other Divisions in every way reasonably possible.

SECTION 3. The Assistant Superintendent shall assist the Superintendent in any way possible, and assume the office of Superintendent during the absence of the Superintendent.

SECTION 4. The Secretary shall keep complete records of all Division, Board of Directors, and Executive Committee meetings, publish notices, prepare and distribute election ballots, maintain current and have copies of the Regulations available for Division officers and other interested members. He or she shall record the date, time, place, and attendance of Division meetings and shall keep the Mid Central Region Secretary informed about the dates, times, and locations of Division meetings.

SECTION 5. The Treasurer shall deposit all Division funds in a financial institution(s) approved by the Directors, supervise the budgeting process, keep a true account of all receipts and disbursements, maintain all tax records, have the books balanced by the end of each fiscal year, make the books and records available for an annual audit by a properly qualified member of the Division who shall be appointed by the Superintendent, render a full report to the BOD within two months after the end of the fiscal year, and publish an extract of that report in the next available issue of the *Oil Can*.

SECTION 6. Members may be reimbursed for actual expenses, approved by a member of the Executive Committee, with appropriate receipts.

ARTICLE V – MEETINGS AND EVENTS

SECTION 1. There shall be at least ten regular meetings or events held each year, or other number as determined by the Board of Directors.

SECTION 2. Within the policies and requirements of the NMRA, all regular meetings and events shall be open to all interested persons.

SECTION 3. All special membership meetings and Board of Directors meetings shall be open to all Division members.

SECTION 4. The quorum at any regularly scheduled membership meeting shall be the number of members present. The quorum at any special membership meeting shall be twenty members.

SECTION 5. The Board of Directors shall meet at least once quarterly, and at other times as required to transact Division business.

SECTION 6. Only Board of Directors members or their proxies shall vote at Board of Directors meetings. The quorum for a Board of Directors meeting shall be seven Directors or their proxies.

SECTION 7. Only Executive Committee members or their proxies shall vote in Executive Committee meetings. The quorum for Executive Committee meetings shall be three members of the Executive Committee or their proxies.

ARTICLE VI – ELECTIONS

SECTION 1. The Division Nominating Committee shall be composed of a Chair and at least two other members, each of whom is appointed by the Superintendent and resides in a different county within the Division. The current Superintendent shall not serve on the Committee, nor sit with it during its deliberations. The Nominating Committee shall report the nominations to the Division Secretary and the Mid Central Region Secretary.

SECTION 2. Nominations for Division officers may be made by a petition signed by two members and submitted to the Division Nominating Committee prior to or during the first Division meeting following the publication of the Nominating Committee's list.

SECTION 3. No member shall be nominated to elective office without his or her prior approval.

SECTION 4. Election for Division officers shall be conducted by mail ballot, or electronic ballot, or at a regularly scheduled meeting of the Division, as designated by the Division Board of Directors. Other Division issues may be included on the ballot.

SECTION 5. The Nominating Committee shall appoint a Teller to receive the ballots, tally the votes, and report officer and issue balloting results to the Division Secretary.

SECTION 6. The Nominating Committee shall publish their list of nominees for elected office in the issue of the *Oil Can* that is published three months prior to the end of each odd-numbered fiscal year (example: in the October *Oil Can* if the fiscal year ends on December 31).

SECTION 7. Nominations from the floor, if any, will be accepted during the first meeting following the publication of the Nominating Committee's list.

SECTION 8. Ballots for officers and biographical sketches of nominees for office shall be sent by mail or email either in the first *Oil Can* issue published following the publication of the Nominating Committee's list, or in a separate mailing or emailing from the Secretary posted not less than thirty days before the meeting at which the new officers are to be installed. The name, address, and/or email address of the Teller and the latest date for return of ballots (in the Teller's hands by the end of the last day of the odd-numbered fiscal year) shall be clearly indicated. The nominees receiving the largest number of votes for each office shall be certified by the Teller to the Secretary not less than three days before the installation meeting. The Teller shall give advance notice to the winners of their election at the earliest possible time to

permit their preparation for assumption of the new duties and shall present the ballots and tabulation to the Board of Directors for review before public announcement of the results. Those elected shall be invited to participate in any Directors' meeting discussions held after the election is concluded.

SECTION 9. Ballots for issues shall be coordinated with officer elections when possible. In the event of amendments or issue-only elections whose timing cannot be coordinated with officer elections, the procedures and timing followed shall be similar to those delineated in Sec. 8, but the ballots shall be returned to, tallied by, and reported by the Secretary or someone appointed by him or her. Disposition of ballots after any election shall be the responsibility of the Board of Directors.

SECTION 10. The Board of Directors shall determine whether any given election will be conducted by mail, email, or some other means, as long as all Division members have reasonable access to election materials and have an equal opportunity to vote.

SECTION 11. After the conclusion of any election or balloting, the results shall be published in the first available issue of the *Oil Can*.

SECTION 12. The Mid Central Region President shall appoint a Superintendent to fill a vacancy for any cause including failure to make a nomination. The Division may conduct an interim election later at a Division meeting for a Superintendent of its own choice to complete the unexpired term.

SECTION 13. The Board of Directors shall elect a successor to complete an unexpired term in the office of Assistant Superintendent.

SECTION 14. Recall of any officer for misfeasance, malfeasance, or nonfeasance may be initiated by a petition to any officer signed by twenty members. A two-thirds majority of members present at any regular meeting shall be required for approval of the recall. The intention to hold a recall vote must be announced to the membership at least thirty days before the vote.

ARTICLE VII – PUBLICATIONS

SECTION 1. The Division shall have an official bulletin called the *Oil Can* for news and notices of interest to the members.

SECTION 2. Meeting and Event notices and proposals sent either by USPS mail or electronic delivery in the *Oil Can*, or by separate letter from the Secretary, to the latest address provided to the Division membership roster, shall be considered sufficient notice.

SECTION 3. All official notices and ballots shall be sent by First Class Mail or by email to the latest address provided to the Division, or by a combination of the two. In addition, copies of official notices shall be published whenever possible in the *Oil Can* (print or electronic formats).

SECTION 4. Each Division member shall be e-mailed an electronic copy of the *Oil Can* at the last address provided to the Division.

SECTION 5. The *Oil Can* Editor shall be responsible for all aspects of the *Oil Can*.

ARTICLE VIII – PROCEDURES

SECTION 1. Parliamentary procedures not included in the Regulations shall be governed by Robert's Rules of Order as Currently Revised.

SECTION 2. A proposal to amend the Regulations may be initiated by a two-thirds majority vote of the Board of Directors or by petition to the Secretary not less than sixty days before a regular meeting signed by twenty members. After publication of the proposal in the *Oil Can*, a membership meeting motion requiring a two-thirds majority vote for approval by those members present may be made instructing the Secretary to prepare a mail/email ballot for resolution of the issue. A two-thirds majority of the mail/email ballots returned is required for approval.

SECTION 3. The Regulations may also be amended by a three-quarters (75%) majority of either the Board of Directors, or of the members present at a regular meeting or a special meeting called for the purpose, provided at least a thirty-days notice of the intent to amend is given to the membership.

ARTICLE IX – COMMITTEES

SECTION 1. The Board of Directors shall establish such committees as they deem necessary for the operation of the Division.

ARTICLE X – FISCAL YEAR

SECTION 1. The fiscal year for keeping of accurate records and operation of budgets shall be from the first day of January of any given year to the thirty-first day of December of the same year.

ARTICLE XI – DISSOLUTION

SECTION 1. No part of the net earnings of the Division shall ever be conveyed to the benefit of any donor, member, Director or Officer of the Division or any private individual. No donor, member, Director or Officer of the Division shall be entitled to share in the distribution of any of the Division assets.

SECTION 2. Upon dissolution, any assets of the Division must be transferred without restriction to the National Model Railroad Association, Inc. (NMRA).

SECTION 3. If the stated purposes of the National Model Railroad Association have changed from promoting the hobby of model railroading, then the directors filing dissolution documents regarding the Division may designate any other hobby organizations, recognized by the Internal Revenue Service as a tax exempt educational organization that subscribe to the same purpose, namely the promotion of the hobby of model railroading.

SECTION 4. Upon dissolution, the records of the Division shall be transferred to the Mid Central Region Secretary.

END OF THE REGULATIONS

Prepared by Frank J. Koch, Division 7 Treasurer, and Michael C. Brestel, Division 7 BOD.

Approved by the Division 7 Board of Directors, March 11, 2017.

Approved by member vote and certified on June 9, 2017.