

BY-LAWS
Of
DIVISION EIGHT, MID-CENTRAL REGION,
NATIONAL MODEL RAILROAD ASSOCIATION

ARTICLE I – NAME and PURPOSE

Section 1. The full name of this organization shall be “Division 8 of the Mid-Central Region of the National Model Railroad Association, Inc. Hereinafter, this organization is referred to as “Division 8, MCR”, and for short as “Div. 8”. Div. 8 is a non-profit organization existing under Regulations of the Mid-Central Region of the National Model Railroad Association, Inc., hereinafter referred to as MCR, and the Regulations of the National Model Railroad Association, Inc., hereinafter referred to as NMRA.

Section 2. The purpose of Div. 8 is to further model railroading within the aims, policies, and framework that Div. 8 shares with MCR and NMRA. Div. 8 is organized exclusively for the educational, charitable, literary, and scientific purposes of NMRA.

Section 3. The geographic boundaries of Div. 8 shall be those of the area so-named in the Regulations of MCR.

Section 4. This organization is incorporated in the Commonwealth of Kentucky. At all times and in all places in the Articles of Incorporation, By-laws, Financial Records, Meeting Minutes and other communications and records, references to Div. 8 or to Division 8, MCR are for legal purposes references to “Division 8 of the Mid-Central Region of the National Model Railroad Association, Inc.”

ARTICLE II – MEMBERSHIP & DUES

Section 1. Any member in good standing of the NMRA, residing within the territorial boundaries of Div. 8 as established by MCR shall automatically be considered a **Member** of Division 8, MCR.

Section 2. No additional payment of dues shall be required beyond the dues as established by the NMRA and paid to the NMRA.

Section 3. **Members** shall be sent notices, publications, rosters, membership cards, etc., issued for the general membership, and may attend and participate in all meetings, programs, and social activities of the general membership. All other rights and privileges of membership, whether expressed or implied in these By-Laws, shall be consistent with the Regulations of MCR and/or NMRA.

Section 4. Those Div. 8 members who fall within the classes of membership of the NMRA allowed to vote at national and regional elections shall be defined as **Regular Members**.

Section 5. **Regular Members** shall have full voting rights on matters brought before the membership, except in Board of Directors and committee meetings.

Section 6. Any Regular Member may hold elective office in Div. 8.

ARTICLE III – MEETINGS OF THE MEMBERSHIP

Section 1. All regular, special, and annual meetings of the membership shall be open to all members of Div. 8.

Section 2. Regular meetings of the membership shall normally be held on the third Saturday of each month, or as otherwise directed by the Board of Directors. The time and place of each regular meeting of the membership shall be announced by the Superintendent and published in the newsletter.

Section 3. Special meetings of the membership may be called by the Superintendent at his own request, at the request of at least ten (10) members, or at the direction of the Board of Directors. At any special meeting, only such business as has been set forth in the notice of the meeting shall be conducted.

Section 4. The Annual Meeting of the Corporation (Division 8 of the Mid-Central Region of the National Model Railroad Association, Inc.) shall be held during the month of May at such time and place as determined by the Board of Directors.

Section 5. A quorum shall be required to conduct business at any regular, special, or Annual Meeting of the membership. A quorum shall be defined as all regular members in good standing attending a regular, special or Annual Meeting called for the transaction of business.

ARTICLE IV – OFFICERS AND THEIR DUTIES

Section 1. The affairs of Div. 8 shall be managed by its officers subject to:

- a) the Regulations of NMRA
- b) The Regulations of MCR
- c) These By-Laws, and
- d) Actions and approval of the regular members at any regular or special meeting of the membership.

Section 2. Div. 8 shall have four (4) elective officers designated as **Superintendent, Assistant Superintendent, Clerk and Treasurer.**

Section 3. (a) The **Superintendent** shall perform the duties generally associated with the office of President, and shall be the chief officer of the Division and shall preside at all meetings of the general membership. He shall be an ex-officio member of all committees except the Nominating Committee. He shall appoint committee chairmen, and he shall perform other such duties as may be required of him by MCR and NMRA, or as designated in Art. III, Sec. 2 of the MCR Regulations.

(b) As required by MCR Regulations, the election for Superintendent shall be held in the even-numbered years. Like all regional elective offices, the Superintendent may not serve more than two consecutive terms.

(c) The Superintendent shall be reimbursed for reasonable expenses incurred during the performance of duties of the office, and the carrying out of the business of the Division. Reimbursement will be made upon submittal of bills and receipts to the Treasurer and approved by the Board of Directors. Reimbursable expenses may include, but are not limited to, car mileage, postage, phone calls, meals and motels. Expenditures in excess of fifty dollars (\$50.00)

for any one item will require prior approval of the Board of Directors. Reimbursement request for any expense in excess of five dollars (\$5.00) must be accompanied by a receipt.

(d) The Superintendent will submit a proposed budget for Div. 8 in July of each year to the Board of Directors. The proposed budget will be reviewed and modified as necessary by the Board of Directors prior to adoption in August after the year-end financial resolution. Budget categories may include, but are not limited to, the following: Division Newsletter (Pie Card) to provide education and information to members and the public; set-up costs, mailing costs, etc.; Maintenance of Division library and educational materials, donations to charities, educational activities (speakers, clinics, public shows, displays, etc.), awards, promotion of the hobby, expenses of the Superintendent, audit and legal services, annual board meeting, annual dinner and summer outing, etc.

Section 4. The duties of the **Assistant Superintendent** shall conform generally with those usually assigned to the office of Vice President. He shall assist the Superintendent in the duties assigned to him.

Section 5. (a) The duties of the **Clerk** shall confirm in general to those usually assigned to the office of Secretary. He shall maintain complete records of all meetings of the general membership; keep a current roster of Div. 8 members; prepare and distribute election ballots and all notices of meetings of the general membership and other publications; maintain and have available copies of a) By-Laws of Div. 8, b) Regulations of MCR, and c) Regulations of NMRA for the officers and other interested members of Div. 8.

(b) The Clerk shall be responsible for the mailing or other distribution of publications, all notices, unmarked ballots, proposals for amendment, revision or substitution of these By-Laws, but this distribution excludes "The Pie Card". Distribution to the address reported on the most current membership list received from NMRA shall be deemed as sufficient notification.

Section 6. (a) The **Treasurer** shall manage all disbursements of Div. 8 funds. He shall receive and deposit all dues and other funds in an insured depository approved by the Trustees.

(b) The Treasurer shall keep accurate books showing all receipts and disbursements of Div. 8 moneys; and shall have such books balanced at the end of each calendar month. He shall retain all records and documents in support of receipts and disbursements and shall report to the Superintendent all past or overdue receivables for action thereupon. The Treasurer shall present a current financial report at each meeting of the general membership.

ARTICLE V TRUSTEES

Section 1. In addition to its four officers, Div. 8 shall have three (3) **Trustees**, elected as members-at-large from the Regular Membership.

Section 2. The Trustees shall have legal title to all property, records, and moneys of Div. 8 to hold in trust for the membership.

Section 3. In the event of the dissolution of Div. 8, either by amendment of its Bylaws or by action of the governing bodies of MCR or NMRA, after determining that all debts, liabilities and responsibilities of

Div. 8 have been met and properly disposed of, the Trustees shall transfer all such records and remaining assets to the Board of Trustees of NMRA.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. The **Board of Directors** of Division 8 of the Mid-Central Region of the National Model Railroad Association, Inc., hereinafter referred to as “**the Board of Directors**”, shall consist of the four (4) elected Div. 8 officers and the three (3) elected Div. 8 Trustees.

Section 2. The Board of Directors shall meet as may be required to conduct its business. Business of the Board of Directors may be conducted by phone.

Section 3. A quorum shall be declared at any meeting of the Board of Directors attended by two (2) Trustees and two (2) Officers.

Section 4. Only members of the Board of Directors in attendance at any meeting of the Board of Directors may vote on questions under consideration. A regular meeting of Div. 8 may address the Board during its meeting only at the invitation of the Board.

Section 5. All business activities authorized and funds disbursed by the Board of Directors are to be reported to the membership as soon as possible.

ARTICLE VII – COMMITTEES

Section 1. Any member in good standing of Div. 8 may be appointed to Division 8 Committees, with the exception of the Nominating Committee.

Section 2. Standing committees of Div. 8 shall be the following: Achievement, Audit, Membership, Model Contest, Program, Publications, Public Show, Exhibition, Train Show and Sale, and Throttle. Each committee not otherwise defined in these By-Laws shall consist of a chairperson appointed by the Superintendent and any regular member(s) appointed by the committee chairperson.

Section 3. After election results are made known, the Superintendent-elect shall announce his committee chairmen appointments promptly to the membership. Committee chairmen shall keep records appropriate to their committee and provide verbal or written reports as requested by the Superintendent or the Throttle Committee.

Section 4. (a) The duties of the **Throttle Committee** conform generally with those usually associated to a Steering Committee. The purpose of the Throttle Committee is to serve in an advisory capacity to the Board of Directors for the discussion of ideas and development of policies for the Division, and to review and present recommended motions for special projects. Special projects are hereby defined as activities not necessary for the normal operation of Div. 8.

(b) The Throttle Committee shall consist of the members of the Board of Directors, chairmen of all standing committees, and any other members appointed by the Superintendent and/or Board of Directors. The Superintendent shall act as chairman.

Section 5. The **Membership Committee** shall be responsible for the promotion of membership in NMRA, MCR, and Div. 8. The committee shall identify and greet all visitors and new members of Div. 8, and shall be responsible for introducing new members and visitors to the membership.

Section 6. The **Program Committee** shall develop, coordinate and present programs at each regular meeting to implement and further the objectives set forth in Article I Section 2 of these By-Laws.

Section 7. The **Model Contest Committee** shall announce and conduct a contest at each regular meeting. The Model Contest Committee shall determine and announce the rules, awards and manner of judging in each of its contests.

Section 8. The **Publication Committee** shall be responsible for all aspects of the official newsletter, "The Pie Card", and such other publications as it may be directed to produce, including postage and distribution and shall approve all billings for production costs prior to payment by the Treasurer. The chairman shall be the Editor of "The Pie Card", and as such, shall determine the closing date, composition, and publication date of each issue so that copies may be distributed at a sufficient time in advance of each regular meeting. The Editor shall assist the Treasurer in maintaining an account properly showing current net income and expense balance as well as advertising commitments.

Section 9. The **Audit Committee** shall audit the Treasurer's books each July to verify the Treasurer's report on the financial condition of Div. 8. Copies of the Audit Committee's report shall become part of the records of the Clerk and Treasurer. The committee shall also audit each election ballot tabulation and verify to the Clerk the Teller's balloting report.

Section 10. The **Achievement Committee** shall be responsible for the encouragement and presentation of any NMRA approved work in any local, regional or national contest or award program, as well as educational programs associated with the NMRA Achievement Program.

Section 11. The **Public Show Committee** shall be responsible for the development and presentation of any and all public displays and programs to further the educational efforts of Div. 8 of the MCR NMRA and of the NMRA.

Section 12. The **Exhibition Committee** shall be responsible for the continuing development and operation of any and all Div. 8 Train Exhibitions.

Section 13. The **Train Show and Sale Committee** shall be responsible for planning and management of Div. 8 swap meets, including scheduling, venue rentals, advertising and table sales. The committee will assist the Treasurer in maintaining an account showing current net income and expenses.

Section 14. **Special committees** shall be designated by the Superintendent for action not otherwise provided for herein, with the charge and specific term of action given at the time of appointment of the chairman. Special committees' conduct shall be consistent with all provisions of these By-Laws.

ARTICLE VIII – MANAGEMENT OF DIVISION BUSINESS

Section 1. Div. 8's fiscal year shall be from July 1st of one year to June 30th of the following year.

Section 2. Records of Div. 8 activities shall be maintained by the elected officers and committee chairs in addition to those heretofore described, and shall include, but are not limited to, physical assets, library contents, meetings agendas, formal committee reports, official correspondence, legal and corporate records.

Section 3. Any request to the Treasurer for reimbursement of expenses rendered by officers, committee chairmen, or others charged with carrying out the business of Div. 8 shall conform to all conditions earlier set forth herein under Article IV, Section 3, paragraph (c) of these By-Laws.

ARTICLE IX – ELECTIONS

Section 1. Any regular member of Div. 8 is eligible to run for and hold elective office in Div. 8.

Section 2. The election process shall be concluded at the March meeting of the membership.

Section 3. The **Nominating Committee** shall consist of a chairman and at least two (2) other regular members appointed by the Superintendent. No more than one (1) current officer or Trustee shall serve on this committee nor sit with it during its deliberations. The Superintendent shall not be eligible to sit on this committee. The committee shall report to the Clerk. The committee shall be announced at the regular September meeting prior to the election.

Section 4. Nominations may also be made by petition to the Nominating Committee signed by five (5) or more members and presented to the committee prior to the delivery of its report to the Clerk. A member of the Nominating Committee may use the petition procedure for his own nomination. The Nominating Committee report shall be given to the Clerk prior to the January meeting of the membership. The report shall indicate the nominees of the Committee, those nominated by petition, and shall include a brief biographic sketch about each nominee and his qualifications. The Nominating Committee's duties are completed at the end of the January meeting.

Section 5. At the January meeting of the membership, after reading the report of the Nominating Committee, nominations may be made from the floor by any regular member. No nomination shall stand without the knowledge and consent of the nominee. No candidate can be nominated for more than one office in any election.

Section 6. The Superintendent shall appoint, prior to the conclusion of the January meeting, a regular member not on the ballot as Teller to receive, count, and tabulate marked ballots. The Superintendent shall appoint one or more regular members who are not on the ballot as judges to oversee and assist the Teller in counting the ballots. The results are to be given to the Clerk, and the Clerk shall announce the results before the conclusion of the March meeting.

Section 7. (a) Election of all officers and directors shall be by mail-in ballot only.

(b) Ballot preparation shall be concluded by the Clerk and mailed prior to the February meeting of the membership.

(c) The Clerk shall mail a ballot to each regular member of the Division. Ballot distribution will be done using the most current membership list received from NMRA headquarters prior to mailing date of the ballot.

(d) The ballot shall specify the address of the Teller and the closing date for receiving marked ballots returned by first-class mail to the Teller. It shall indicate those nominated for office and shall provide one (1) write-in space for each elective office on the ballot. The Clerk shall include biographic information about each nominee in the ballot mailing.

(e) In order to be valid, a ballot must be returned to the Teller's address and by the date specified on the ballot. A ballot sent to any other address will result in the ballot being declared null and void. No ballot will be accepted by hand delivery.

Section 8. The Committee members, the Teller and the judges shall be released from their duties upon the inauguration of the newly elected officers and all election records shall be filed with the Clerk.

ARTICLE X - TERMS OF OFFICE

Section 1. The term of office of the elective officers shall begin in even-numbered years at the end of the meeting after the regional spring meeting of the MCR Board of Trustees and shall continue for two (2) years, or until a successor is duly elected, or is appointed.

Section 2. The term of office of Trustees shall be for six (6) years, with one (1) Trustee elected each even-numbered year.

Section 3. No member shall serve in more than one (1) elective office for the same term.

Section 4. The terms of office of the Board of Directors shall be the same as the Div. 8 elected officers and Trustees but shall begin with the Annual Meeting of the Corporation (Division 8 of the Mid Central Region of the National Model Railroad Association, Inc.).

Section 5. Each officer and trustee shall serve without compensation or salary.

ARTICLE XI –VACANCIES

Section 1. Should a vacancy occur in the office of Superintendent for any cause including failure to make a nomination, the MCR President shall appoint a Superintendent to fill the vacancy. Per Article X, Section 7 of MCR Regulations, Div. 8 may then conduct, at a regular meeting, an election for a Superintendent of its choice to complete the unexpired term.,

Section 2. Should a vacancy occur among the Trustees on the Board of Directors or in any elective office other than that of Superintendent, the Board of Directors shall appoint promptly a successor to fill the unexpired portion of the term of office.

Section 3. A vacancy shall be considered to exist (a) upon the death of any Officer or Trustee or (b) when an Officer or Trustee resigns his office or (c) when any Officer or Trustee discontinues membership in Div. 8 or (d) when an Officer or Trustee is removed for cause by the Board of Directors acting on a motion duly made, seconded and affirmatively voted by a majority of the Board of Directors in any regular meeting of the membership.

ARTICLE XII – ADOPTION OF AMENDMENTS

Section 1. By-Laws established and adopted for governing of Div. 8, its Officers, Trustees, and its membership shall be consistent with the regulations of MCR and of the NMRA.

Section 2. A proposal to amend the By-Laws may be initiated by a two-thirds majority vote of the Directors, or by petition to the Superintendent signed by at least 20% or more of the regular members.

Section 3. All proposals for revision, amendment or substitution of the By-Laws shall be referred to a special committee on By-Laws appointed by the Superintendent for verification of consistency with the regulations of MCR and NMRA and for preparation and presentation for adoption as provided herein.

Section 4. Notice to the members of Div. 8 of a meeting for voting on any such amendment, revision or substitution shall be mailed not less than fourteen (14) days before the date of such meeting, nor more than forty-five (45) days after the date of said proposal. Notice of the meeting shall contain a complete copy of, or detailed information about the specific amendment, revision or substitution to be presented at that meeting.

Section 5. The adoption, amendment, revision or substitution of the By-Laws shall require a two-thirds (2/3rds) majority vote of the regular members in good standing present and voting at any regular or special meeting called for such purpose, and shall take effect immediately following said vote.

These By-Laws adopted at the regular meeting of January 16th, 1997 with Amendments adopted at the regular meeting of August 16, 2008.