

BYLAWS
of
DIVISION 8, MID CENTRAL REGION,
NATIONAL MODEL RAILROAD ASSOCIATION

ARTICLE 1 – NAME and PURPOSE

Section 1. The full name of this organization shall be Division 8, Mid Central Region National Model Railroad Association, Inc. Hereinafter, this organization is referred to as “Division 8, MCR, NMRA”, and for short as “Division 8”. Division 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 Division 8 is to promote the hobby of model railroading through education of the public, to promote fellowship among the members, to develop technical skills of those involved in the hobby, to educate members engaged in model railroading in methods of building and operating model railroad equipment and of prototype practices, and to advance the hobby wherever and whenever possible by publications, meetings, events, and all things necessary.

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

Section 4. Division 8 is incorporated in the Commonwealth of Kentucky. At all times and in all places in the Articles of Incorporation, bylaws, financial records, meeting minutes and other communications and records, references to Division 8 or to Division 8, MCR are for legal purposes references to “Division 8, Mid Central Region, National Model Railroad Association, Inc.”

Section 5. No item, power, or section contained in these Bylaws can conflict with or be superior to the Regulations of the Mid Central Region or the Regulations of the National Model Railroad Association, Inc., as the same currently exist or are hereafter amended. If any conflict exists, the Regulations of the Mid Central Region or the Regulations of the National Model Railroad Association, Inc. control the actions of Division 8, Mid Central Region, National Model Railroad Association, Inc. and its officers, trustees and members. Division 8 is organized exclusively for the educational, charitable, literary, and scientific purposes of NMRA within the meaning of Section 501(c)(3) of the Internal Revenue Code. Division 8 shall not discriminate on the basis of age, gender, race, religion or belief, sexual orientation, or other factors.

ARTICLE 2 – MEMBERSHIP & DUES

Section 1. Any member in good standing of the NMRA, residing within the territorial boundaries of Division 8 as established by the MCR Regulations, 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, 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 Bylaws, shall be consistent with the Regulations of MCR and/or NMRA.

Section 4. Those Division 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 Division 8.

ARTICLE 3 – MEETINGS OF THE MEMBERSHIP

Section 1. All general meetings, special meetings, Annual Meeting, and board of director meetings shall be open to all members of Division 8.

Section 2. Non-NMRA members may attend general meetings and special meetings and participate in activities at these meetings that are not closed to them by the NMRA Regulations or action of the NMRA Board of Directors. Non-NMRA members may attend a board of directors meeting by permission from the Superintendent and 1 other officer only.

Section 3. General 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 general meeting of the membership shall be announced by the Superintendent and published in the newsletter and on the website.

Section 4. 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 5. 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 6. A quorum shall be required to conduct business at any general meeting, special meeting, or Annual Meeting of the membership. A quorum shall be defined as all regular members in good standing attending a regular meeting, special meeting or Annual Meeting called for the transaction of business.

Section 7. All general meetings, special meetings, Annual Meeting, and board of director meetings may be conducted in person or virtually at the direction of the Board of Directors.

ARTICLE 4 – OFFICERS AND THEIR DUTIES

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

- A. The Regulations of NMRA
- B. The Regulations of MCR
- C. These Bylaws, and
- D. Actions and approval of the regular members at any regular or special meeting of the membership

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

Section 3. Superintendent

- 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. They shall be an ex-officio member of all committees except the Nominating Committee. They shall appoint committee chairmen, and they shall perform other such duties as may be required by MCR and NMRA, or as designated in Article III, Section 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 successive elected terms, after which they are ineligible for re-election for two years.
- 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 submission 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 lodging. 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 Division 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:
 - a. Division Newsletter, *The Pie Card*, to provide education and information to members and the public, set-up costs, mailing costs, etc.
 - b. Maintenance of Division library and educational materials
 - c. Donations to charities, educational activities (speakers, clinics, public shows, displays, etc.

- d. Awards, promotion of the hobby
- e. Expenses of the Superintendent, audit and legal services, annual board meeting, annual dinner and summer outing, etc.

Section 4. Assistant Superintendent

- A. The duties of the Assistant Superintendent shall conform generally with those usually assigned to the office of Vice President. They shall assist the Superintendent in any way possible and assume the duties of Superintendent during the absence of the Superintendent or at the request of the Superintendent.

Section 5. Clerk

- A. The duties of the Clerk shall conform in general to those usually assigned to the office of Secretary. They shall maintain complete records of all meetings of the general membership. Keep a current roster of Division 8 members. Maintain and have available copies of the Bylaws of Division 8, Regulations of MCR, and Regulations of NMRA for the officers and other interested members of Division 8.
- B. The Clerk shall be responsible for communicating the Nominating Committee Report to Division 8 membership in January of even numbered years. The Clerk will then be responsible to prepare a ballot and distribute to Division 8 members by UPSP mail or electronic means prior to the general membership meeting in February of even numbered years.
- C. The Clerk shall be responsible for proposals of amendment, revision or substitution of these Bylaws. Distribution by USPS mail or electronic means to the address reported on the most current membership list received from NMRA shall be deemed as sufficient notification.

Section 6. Treasurer

- A. The Treasurer shall manage all disbursements of Division 8 funds. They 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 Division 8 monies and shall have such books balanced at the end of each calendar month.
- C. They 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.
- D. The Treasurer shall present a current financial report at each meeting of the general membership.

ARTICLE 5 - TRUSTEES

Section 1. In addition to its four officers, Division 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 Division 8 to hold in trust for the membership.

Section 3. In the event of the dissolution of Division 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 Division 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 6 – 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 Division 8 officers and the three (3) elected Division 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 also be conducted by phone, email or virtual meeting.

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 member of Division 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 7 – COMMITTEES

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

Section 2. Standing committees of Division 8 shall be the following:

- A. Achievement Program
- B. Audit
- C. Contests
- D. Library
- E. Media
- F. Meetings and Program

- G. Membership
- H. Member Welfare
- I. Newsletter Committee
- J. Public Shows & Exhibitions
- K. Train Show and Sale
- L. Throttle

Section 3. Each committee not otherwise defined in these Bylaws shall consist of a chairperson appointed by the Superintendent and any regular member(s) appointed by the committee chairman.

Section 4. After election results are made known, the Superintendent-elect shall announce their 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.

Section 5. 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 6. The **Audit Committee** shall audit the Treasurer's books each July to verify the Treasurer's report on the financial condition of Division 8. Copies of the Audit Committee's report shall become part of the records of the Clerk and Treasurer.

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

Section 8. The **Library Committee** shall be responsible for the Division 8 Lending Library. The Lending Committee will provide lending agreements, collect deposits, monitor lending library inventory and be responsible for borrowed lending library items.

Section 9. The primary responsibility of the **Media Committee** is to promote Division 8 and the Model Railroading Hobby. And maintain a positive reflection upon Division 8, the Mid Central Region and the National Model Railroad Association. The Media Committee shall be responsible for all aspects of media including social media and advertising. Assist other committees to ensure Division 8 is portraying a consistent and professional image. The Committee will maintain the Division 8 website and any social media sites. The Media Committee will take responsibility for the dissemination of any print and electronic media including election ballots, all notices of meetings of the general membership and any other meetings or gatherings, and the newsletter.

Section 10. The **Meetings and Program Committee** shall develop, coordinate and present programs at each general meeting to implement and further the objectives set forth in Article I Section 2 of these Bylaws.

Section 11. The **Membership Committee** shall be responsible for the promotion of membership in the NMRA, MCR, and Division 8. The committee shall identify and greet all visitors at general meetings and make sure they are introduced to the membership. The committee will contact directly any new members of Division 8 and shall be responsible for introducing new members to the membership at Division 8

general meetings and in the newsletter. The Committee will make sure the new member is aware of our website, our social media, our newsletter and the location of the Division 8 Timetable on the website. The Committee will also make sure the new member has password access to the Members Pages on the website. The Committee shall be responsible for the timely distribution of monthly membership reports received from the MCR Membership Committee to Division 8 officers and trustees. The Membership Committee Chairman will serve on the MCR Membership Committee and will maintain, act upon, and provide feedback on the monthly membership reports received from the MCR.

Section 12. The **Member Welfare Committee** shall ensure that grieving and ill Division 8 members and their families receive sympathy cards, get well cards, and gift cards. When appropriate, he ensures that donations are made in memory of individuals on behalf of the Division 8 membership.

Section 13. The **Newsletter Committee** shall be responsible for all aspects of the official newsletter, *The Pie Card*. The chairman 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 the first date of each month. The committee will coordinate with the Media Committee to distribute *The Pie Card*.

Section 14. The **Public Shows & Exhibitions Committee** shall be responsible for the development and presentation of any and all public displays and programs to further the membership and educational efforts of Division 8, the Mid Central Region and the NMRA.

Section 15. The **Train Show and Sale Committee** shall be responsible for planning and management of Division 8 train show, including scheduling, venue rentals, staff, model train layouts, and table sales. The committee will work with the Media Committee to promote the show. The committee will assist the Treasurer in maintaining an account showing current net income and expenses.

Section 16. 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. The purpose of the Throttle Committee is to serve in an advisory capacity to the Superintendent and Board of Directors for the discussion of ideas and development of policies for Division 8, for review of each standing committee subject area, and to review and present recommended motions for special projects. Special projects are hereby defined as activities not necessary for the normal operation of Division 8.

Section 17. **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 Bylaws.

ARTICLE 8 – MANAGEMENT OF DIVISION BUSINESS

Section 1. The Division 8 fiscal year shall be from July 1st of one year to June 30th of the following year.

Section 2. Records of Division 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 Division 8 shall conform to all conditions earlier set forth herein under Article IV, Section 3, paragraph (c) of these Bylaws.

ARTICLE 9 – ELECTIONS

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

Section 2. The election process shall follow the following timeline and shall be concluded by the March general meeting on even numbered years:

- A. The Superintendent will appoint a Nominating Committee by the September general meeting in odd numbered years.
- B. The Nominating Committee will report nominees to the Clerk prior to the January general meeting in even numbered years.
- C. The Clerk will read the report of the Nominating Committee at the January general meeting in even numbered years.
- D. Nominees running unopposed may be elected by Acclamation at the January general meeting in even numbered years.
- E. If nominees are not elected by Acclamation, the Superintendent at the January general meeting in even numbered years will appoint a Teller and one or more members to act as judges in counting ballots.
- F. Ballots will be mailed or sent by electronic means prior to the February general meeting of the membership in even numbered years.
- G. The Clerk will announce the election results before the conclusion of the March general meeting in even numbered years.

Section 3. The **Nominating Committee** shall be appointed by the Superintendent and consist of a chairman and at least two (2) other regular members. 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 September general meeting prior to the election the following March in even numbered years.

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 sent to the Clerk prior to the January meeting of the membership on even numbered years. The report shall indicate the nominees of the Committee, those nominated by

petition, and shall include a brief biographical sketch about each nominee and his qualifications. The Nominating Committee's duties are completed at the end of the January meeting on even numbered years.

Section 5. At the January meeting of the membership on even numbered years, the Clerk will read the report of the Nominating Committee. After the Clerk reads 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 (1) office in any election.

Section 6. If after due diligence, only one candidate is nominated for any Division 8 office or trustee position, the sole nominee may be elected by a motion of the membership to have an Election by Acclamation during the January meeting in even numbered years. In instances where the entire slate of candidates for Division 8 officers and trustees is running unopposed, distribution of ballots will not be necessary if a motion to have an Election by Acclamation is proposed and passed by the membership present during the January meeting in even numbered years.

Section 7. The Superintendent shall appoint, prior to the conclusion of the January meeting in even numbered years, a regular member not on the ballot as Teller to count and tabulate ballots. The Superintendent shall appoint one or more regular members who are not on the ballot as judges to review 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 general meeting in even numbered years.

Section 8.

- A. Election of all officers and trustees shall be by USPS mail or by electronic means unless superseded by an Election by Acclamation as stated in Article IX, Section 6.
- B. Ballot preparation shall be concluded by the Clerk and mailed or sent by electronic means prior to the February general meeting in even numbered years.
- C. The Clerk shall send a ballot by USPS mail or electronic means to each regular member of the Division. Ballot distribution will be done using the most current membership list received from NMRA headquarters prior to the date of the ballot. The Clerk shall be assisted by the Media Committee in the distribution and collection of ballots.
- D. The ballot shall specify the address or email address to return the ballot and the closing date for receiving ballots returned by first-class mail or by electronic means. It shall indicate those nominated for office and shall provide one (1) space to mark for each elective office on the ballot. The Clerk shall include biographic information about each nominee in the ballot.
- E. In order to be valid, a ballot must be returned by the date specified on the ballot. A ballot sent to any other mailing address or email address specified on the ballot will result in the ballot being declared null and void. No ballot will be accepted by hand delivery.

Section 9. The Committee members, the Teller and the judges shall be released from their duties upon the installation of the newly elected officers and all election records shall be filed with the Clerk.

ARTICLE 10 - TERMS OF OFFICE

Section 1. The term of office of the elective officers shall begin in even-numbered years at the end of the spring Mid Central Region Board of Directors meeting and shall continue for two (2) years, or until a successor is duly elected, or is appointed. If there is no spring Mid Central Region Board of Directors meeting, the term of office shall begin by the last day of May in even numbered years.

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 Division 8 elected officers and Trustees but shall begin with the spring Mid Central Region Board of Directors meeting in even numbered years. If there is no spring Mid Central Region Board of Directors meeting, the term of office shall begin by the last day of May in even numbered years.

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

ARTICLE 11 – 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, Division 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 upon the death of any Officer or Trustee or when an Officer or Trustee resigns his office or when any Officer or Trustee discontinues membership in Division 8.

Section 4. 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 12 – ADOPTION OF AMENDMENTS

Section 1. Bylaws established and adopted for the governing of Division 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 Bylaws may be initiated by a two-thirds majority vote of the Board of 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 Bylaws shall be referred to a special committee on bylaws 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 Division 8 of a meeting for voting on any such amendment, revision or substitution shall be sent by USPS mail or by electronic means 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 Bylaws shall require a two-thirds ($\frac{2}{3}$) 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 Bylaws were adopted at the general meeting of January 16, 1997 with Amendments adopted at the regular meeting of August 16, 2008.

Changes as of September 25, 2020 prepared by Division 8 Bylaws Committee, Ron Ellison Chairman, Bob Dawson and Russell Weis Committee Members. Approved by the Division 8 Board of Directors September 24, 2020 Approved by member vote at the regular meeting November 21, 2020

Changes as of June 18, 2022 prepared by Division 8 Bylaws Committee, Ron Ellison Chairman, and Stan White Committee Member. Approved by the Division 8 Board of Directors June 2, 2022. Approved by member vote at the regular meeting June 18, 2022.