

**REGULATIONS OF DIVISION 5  
MID-CENTRAL REGION  
NATIONAL MODEL RAILROAD ASSOCIATION**

**ARTICLE I: NAME AND PURPOSES**

1. This organization shall be known as Division 5 Mid-Central Region National Model Railroad Association, also known as the Western Reserve Division, hereinafter referred to as Division 5.
2. The purposes of Division 5 are to promote greater fellowship among members of the National Model Railroad Association in the Division 5 area (see Article I-#5); to promote the hobby of model railroading; to provide a common meeting ground for social activities; to engage in any and all activities which pertain to and which will enhance the hobby of model railroading.
3. This organization is a not-for-profit corporation, incorporated according to the laws of the State of Ohio and established under provisions of the National Model Railroad Association Regulations.
4. The corporation is incorporated in the State of Ohio as a not-for-profit corporation; the charter number is 650083 and the corporate filings can be found in the Ohio Secretary of State's office under that number. A certificate of continued existence is required to be filed with the Ohio Secretary of State every five (5) years.
5. The boundaries applicable to Division 5 shall be the perimeter of the area encompassed by the Ohio counties of Ashtabula, Geauga, and Lake, or as directed by the Mid-Central Region Regulations.
6. The organization is registered as a Federal 501(c)(3) non-profit educational organization with the United States Internal Revenue Service.

**ARTICLE II: MEMBERSHIP**

Any National Model Railroad Association, Inc. member residing within the boundaries applicable to Division 5 shall be a member in Division 5. To be a member of the Association, Region, or Division organizations, within the meaning of this instrument, all national dues required for the current period must be paid in full. All members may vote on Division matters, except for matters decided at Board of Directors meetings. Any member may attend regular and special membership and Board meetings, may be appointed to Committees, and may hold an elective office in the Division.

## **ARTICLE III: MANAGEMENT**

1. The elected officers of Division 5 shall be: Superintendent and Assistant Superintendent. Their term of office shall start June 1<sup>st</sup> in the year of an election and shall continue until June 1<sup>st</sup> two years subsequent to the foregoing election or until successors are duly elected.

The duties of the Superintendent are:

- Preside at all Division 5, Board of Directors, and Executive Committee meetings.
- Serve or appoint a proxy as the Division representative on the Region Board of Directors.
- Assign the Assistant Superintendent Suitable duties and keep him/her informed of Division 5 business.
- Appoint chairpersons of committees required to accomplish the stated purposes of the Division.
- Cooperate with other Divisions in every way possible.

The duties of the Assistant Superintendent are:

- Assist the Superintendent in any way possible.
  - Assume the functions of the office of Superintendent during the absence of the Superintendent.
2. The appointed officers of the Division shall be the Treasurer, the Clerk, the Directors, and the Trainwire Editor. The Superintendent shall appoint these officers. Their terms of office shall start June 1<sup>st</sup> in the year of an election and shall continue until June 1<sup>st</sup> two years subsequent to the foregoing election or until successors are appointed. Non-elected positions serve at the pleasure of the Superintendent.

The duties of the Treasurer are:

- Pay expenses incurred by the Division as authorized by the Superintendent or Assistant Superintendent.
- Keep records of all receipts and disbursements.
- Pay approved bills as they are due.
- Deposit all Division 5 funds in an insured financial institution approved by the Directors.
- Render a full financial report at each meeting.

The duties of the Clerk are:

- Keep complete records of all Division 5, Board of Directors, and Executive Committee meetings.
- See to publication of notices.
- Prepare and distribute election ballots.
- Maintain current Regulations, and have copies available for Division 5 officers and other interested members.
- Record the date, time, place, and attendance of Division 5 meetings and notify the Mid-Central Region Secretary of the aforementioned.
- Maintain a list of all formal and informal model railroad clubs and special interest groups and other subsections in the Division, with their officers, meeting times, and meeting location and notify the Mid-Central Region Secretary of the aforementioned.
- Notify the editor of the NMRA official publication of the time, place, and program of Division 5 meetings.

The duties of the Directors are to assist the elected officers of the Division in any way possible, to offer guidance and to review the policies and practices in the interest of the general membership.

The duties of any office can be changed at any time at the discretion of the Board of Directors or by amendment of these Regulations.

3. All officers shall serve without compensation.
4. No elected officer shall serve more than two consecutive terms or parts thereof in the same office. The duties imposed on the officers shall be the usual and customary obligations and such others which may be prescribed by these Regulations.
5. The Board of Directors shall consist of the two elected officers, the Treasurer, the Clerk, the Trainwire Editor, and the four Directors. The Directors shall be responsible for the management of Division 5 property and money which shall be held in trust for the Division 5 membership.
6. The Executive Committee, composed of the elected officers and the Treasurer, shall act for and report to the Board of Directors on activities between meetings. The Clerk or his/her proxy must attend these meetings to record minutes, but shall have no vote on proceedings.
7. To accomplish the stated purposes, the Superintendent shall appoint the Chairpersons for committees required by the Regulations. The appointments shall be accomplished promptly after election results are known or as needed.

#### **ARTICLE IV: MEETINGS**

1. There shall be at least ten (10) regular meetings held each year.
2. All Regular meetings shall be open to all interested persons.
3. All special membership, Board of Directors meetings, and all Executive Committee meetings shall be open to all Division 5 members.
4. The quorum at any regular meeting shall be sixteen members.
5. The Board of Directors shall meet at least once annually and any other times required to transact Division 5 business affairs. Only members of the Board of Director members or their proxies shall vote at said meetings.
6. Only Executive Committee members or their proxies shall vote in Executive Committee meetings.
7. The quorum for a Board of Directors meeting shall be five Directors or their proxies.
8. Financial matters can be discussed at regular meetings, but any vote pertaining to same will be voted upon at a Board meeting.

## **ARTICLE V: ELECTIONS**

1. The Division Nominating Committee shall be appointed by the Superintendent. It shall be composed of a Chairperson and two other members. If possible, each person on the committee shall be from a different county of the Division. The current Superintendent shall not serve on the committee, nor sit with it during its deliberations. The Nominating Committee will report the nominations to the Clerk and the membership.
2. Members of the Nominating Committee may not nominate themselves for any office, including re-election for office.
3. The Superintendent shall select one or more persons who are not officers or directors to act as the Teller(s); this/these person(s) may also be the Chair of the Nominating Committee. They shall receive, count, and tabulate the ballots. The Teller(s) shall report the results of the election to the officers of the Division and to all nominees prior to the May meeting. The results are to be announced by the Teller at the May meeting. Those elected shall be invited to participate in the May Board of Directors meeting. The newly elected officers will assume office June 1<sup>st</sup>.
4. Nominations for Division 5 offices may be made by a petition signed by two members and the nominee and submitted to the Nominating Committee. The signatures must be legible and the member's NMRA membership number and their membership expiration date must appear with the signature. The petition shall state for what office the candidate is seeking nomination. No candidate can be nominated for more than one office in an election.
5. Nominations from the Nominating Committee shall be presented at the January meeting of the election year. Nominations of members from the floor shall be presented at the February meeting of the election year. Nominations from the floor shall be by a motion and must be seconded. Nominees cannot nominate themselves.
6. No member shall be nominated to an elective office without their approval.
7. Election for Division officers shall be conducted by ballot (via mail or electronic means). Other Division issues may be included on the ballot. Nominees for office and qualifications for same shall be included in the March issue of the Trainwire for elected office balloting.
8. The Teller(s) shall see to the sending (via mail or electronic means) of a ballot to each member of the Division who is listed on the Division 5 Mid-Central Region NMRA, Inc. most current membership list from the NMRA.
9. The name and address (mailing address or electronic address) of the Teller(s) and the latest date for return of the ballots shall be included in the ballots. The only address to which a ballot can be sent is that of the Teller(s). The use of any other address will result in the ballot being declared void. The Teller(s) is/are responsible for determining the propriety of election results and for bringing to the attention of the Board any evidence of ballot irregularity.
10. The Teller(s) shall present the ballots and give notice of the results of the balloting to the Board of Directors no less than two (2) weeks prior to the May membership meeting.

11. Balloting results shall be published in the May issue of the Trainwire.
12. The Teller(s) shall give notice to the winners of their election at the earliest possible time; to permit the new officers to prepare for the assumption of their new duties.
13. Notice of resignation from any elected or appointed office except that of Superintendent, for any cause shall be made in writing to the Superintendent as soon as the officer knows of his/her plans to resign or as soon as feasible.
14. Notice of resignation from the office of Superintendent for any cause shall be made in writing to the Assistant Superintendent as soon as the Superintendent knows of his/her resignation plans or as soon as feasible.
15. In the event of the Superintendent's resignation, the Assistant Superintendent shall act as the interim Superintendent from the time of notice of vacancy until an election to fill the unexpired term of Superintendent takes place.
16. Election of Superintendent to fill a vacancy should be conducted within sixty days from notification of the former Superintendent's resignation. If six months or less remains in the unexpired term, the Assistant Superintendent shall continue in the post.
17. The Superintendent elected to fill a vacating Superintendent's position shall hold office until the next regularly scheduled election of officers.
18. The Board of Directors shall elect a successor to complete the unexpired term of any vacant Division 5 elected office except that of Superintendent.
19. A signed petition for recall of any officer shall be presented to the membership at the first regular meeting following the accumulation of thirty signatures of the members. The wording of the petition shall be published in the appropriate edition of the Trainwire prior to the meeting where the recall vote will be taken. Members shall vote on the recall as per the petition at the next regular meeting subsequent to the meeting at which the recall petition was presented. A two-thirds (2/3) majority vote of members present shall be required for recall of any officer.
20. If all elected offices only have a single candidate, then an Election by Acclimation process can be implemented as long as the Division nominating committee has made a diligent effort/search for multiple candidates for each elected office. The Election by Acclimation process shall consist of the Division 5 Board Of Directors reviewing the actions of the Nominating Committee, and after determining that no suitable additional candidates can be found, passes by majority vote that the election process is complete and the specified candidates will be the new duly elected officers. No membership balloting (paper or otherwise) will be required for this process.

## **ARTICLE VI: PUBLICATIONS**

1. Division 5 shall have an official bulletin called the Trainwire for news and notices of interest to the members.
2. Official notices shall be published in the Trainwire whenever possible.
3. Meeting notices and proposals included in the Trainwire, or by separate letter from the Clerk, to the latest address provided by the Division 5 membership roster, shall be considered sufficient notice.
4. Each Division 5 member shall be mailed all ballots to be resolved by a vote of the membership.

## **ARTICLE VII: PRIORITY**

No provision or action of Division 5 or its Directors shall be valid when it is or becomes in conflict with the Regulations of the National Model Railroad Association, Inc., and/or Regulations of the Mid-Central Region, Inc. as the same currently exist or are hereafter amended. If any conflict exists, the Regulations of the Mid-Central Region and the National Model Railroad Association control the actions of Division 5 MCR, NMRA, Inc. members, directors, and officers.

## **ARTICLE VIII: PROCEDURES**

1. No amendment shall be accepted by the Board of Directors, Executive Committee, or membership which will remove the not-for-profit status from Division 5.
2. Parliamentary procedures not included in the Regulations of Division 5 shall be governed by Robert's Rules of Order.
3. A proposal to amend the Regulations may be initiated by a two-thirds (2/3) majority vote of the Board of Directors, or by a petition to the Clerk, not less than sixty days before a regular meeting. The petition must be signed by at least fifteen members. After publication of the proposal in the Trainwire, a membership meeting motion requiring a two-thirds (2/3) majority vote for approval may be made instructing the Clerk to prepare a mail ballot for resolution of the issue. A two-thirds (2/3) majority of the mail ballots received is required for approval.
4. In the event of the dissolution of Division 5 by amendment to Regulations by actions of the Division Board of Directors, the entire assets of Division 5 shall be dispersed by the Board of Directors, but shall not accrue to the benefit of any Division 5 member or members. Records of the Division shall be transferred to the Mid-Central Region Board of Directors.

## **ARTICLE IX: FINANCIAL PROCEDURES**

1. The Fiscal year for Division 5 shall be January 1<sup>st</sup> through December 31<sup>st</sup>.
2. In October of each year, a budget for the upcoming fiscal year shall be formulated. That budget should be completed and presented to the Board for their approval at the November meeting, absent extraordinary circumstances. Upon approval it will be published in the next Trainwire.
  - A. All officers, directors, committee chairpersons, and/or members who have information or projects which would affect the treasury shall submit a budget showing potential expenses and/or income for the upcoming year.
  - B. When a new officer or chairperson assumes a position, the outgoing officer or chairperson will assist in the formulation of the budget for that office or committee.
  - C. Only the Board has the authority to make contributions to an organization or representative of same. Said contributions shall be made solely for the promotion of the hobby. Any contributions need a majority vote of a quorum of the Board. Discussion of contributions will be during Board meetings and acted on at a subsequent Board meeting.
3. No new projects shall be started or allocated funds until plans and a preliminary budget are presented to the Board of Directors. The presentation must be accompanied by a written report and any documentation which can substantiate the preliminary budget.
4. The Division 5 financial books will be audited annually. The audit for the prior fiscal year is to be completed by April 1 of the current year.
5. A financial audit will be performed on any Division 5 event that uses a financial accounting system that is separate from the Division 5 financial books. This audit is to be performed within 90 days of the close of the event.
6. Financial audits are to be performed by at least two people approved by the Superintendent. The auditors shall not have had any financial responsibility for the Division 5 event being audited.
7. A written financial audit report is to be generated by the Auditors within 30 days of the completion of the audit. Copies of the financial audit report are to be provided to the Superintendent, Treasurer, Clerk, and, when applicable, the chairperson of the Division 5 event.