

BY-LAWS  
DIVISION 3, MID CENTRAL REGION  
NATIONAL MODEL RAILROAD ASSOCIATION, INC.

I. PURPOSE

A. This organization is formed to promote greater fellowship among members of the National Model Railroad Association (hereinafter referred to as NMRA) in its area, promote the hobby of model railroading and provide a common meeting ground for social activities, and shall be known as Division 3, Mid Central Region, National Model Railroad Association, Inc., hereinafter referred to as Division 3.

B. No act of Division 3 shall conflict with the Constitution or By-Laws of the NMRA or the Mid Central Region.

II. MEMBERSHIP

A. Any member in good standing (current dues paid) of the NMRA residing in the Third Division (as specified in Article I of the By-Laws of the Mid Central Region) is a member of Division 3. Any other members of the NMRA shall be permitted to participate in Division 3 activities, but may not hold office or vote at Division 3 meetings.

B. Copies of the current By-Laws shall be mailed to all voting members of Division 3 with their election ballots. Copies will also be made available at all scheduled meetings.

III. MEETINGS

A. Meetings of Division 3 shall be within Division territory, unless a different meeting place is approved by at least two-thirds of the members attending the meeting at which such divergent meeting is proposed. Nothing contained herein shall prohibit the BOG from choosing a temporary or transitional meeting place in the event the need arises, or from scheduling a tour outside Division 3 in lieu of a regular meeting.

B. A business meeting shall be called if deemed necessary and practical by the presiding officer. Parliamentary procedure as set forth in Robert's Rules of Order shall govern all business meetings of Division 3.

IV. BOARD OF GOVERNORS

A. Division 3 shall be governed by a Board of Governors, which shall consist of the following voting members: Superintendent, Assistant Superintendent, Chief Clerk, Immediate Past Superintendent and three members selected by majority vote of the elected officers; Chairman of special committees, as required, shall be non-voting members. In the event that the Immediate Past Superintendent is one of the newly elected officers, there will be no vote for the position of Immediate Past Superintendent and the Board of Governors will only have 6 voting members.

B. The elected officers shall be the Superintendent, Assistant Superintendent and Chief Clerk.

C. Meetings of the Board of Governors shall be called by the Superintendent as required, at least monthly. Notice must be given to all members of the Board of Governors prior to such meetings. Emergency meetings may be called by the Superintendent, Assistant Superintendent or Chief Clerk. The Elected Officer calling the emergency meeting shall give notice of such meeting to as many members of the Board of Governors as possible. At such emergency meeting four votes of a quorum of the BOG shall be necessary to pass, repeal or modify any matter.

D. At any regularly scheduled meeting of the Board of Governors, a majority vote (3 out of four) of a quorum of the Board of Governors shall have the power to pass, repeal or modify any matter not expressly provided for in this Working Agreement.

E. The duties of the members of the Board of Governors shall be (in addition to any expressed elsewhere in the Working Agreement):

1. The Superintendent shall preside over meetings of the Board of Governors and Division 3.

2. The Assistant Superintendent shall preside in the absence of the Superintendent, and shall assume the office of Superintendent at his request, resignation, death or removal from the Division.
3. The Chief Clerk shall record the Proceedings of meetings of the Board of Governors and business meetings, and shall receive and disburse funds, and keep a record of financial transactions of Division 3.
4. The Immediate Past Superintendent shall act as advisor to the Superintendent and Board of Governors in all matters.
5. The other voting members of the Board of Governors (three) shall chair such committees as necessary to carry out all functions and regularly scheduled activities of Division 3. These members of the Board of Governors may designate any member of Division 3, usually a member of his committee, as proxy for meetings of the Board of Governors.

## V. FINANCES

- A. No dues or other assessments may be imposed by the Board of Governors. The Division may accept voluntary donations to finance the business of the Division.
- B. Special money raising projects may be entered into, providing that two-thirds of the members attending the meeting following that at which the proposal is made shall approve the project and also providing that the members of Division 3 are given prior notice of such proposal  
Announcement in the Call Board, or written notice by mail shall constitute proper notification. The failure of any member to receive such notice shall not invalidate the proceedings, provided that at least 75% of those attending the meeting have received notice.
- C. Division 3 shall maintain a checking account, a passbook savings account, Certificates of Deposit, and other investments as authorized, all in the name of Division 3, MCR, NMRA, INC...
  1. The checking account balance shall be maintained at a level sufficient to cover expected operating expenses. Any excess funds shall be transferred to the passbook savings account. Signing of the checks shall be done by either the Superintendent or Chief Clerk.
  2. The balance in the passbook account shall be maintained at a level sufficient to cover expected expenses. Any amount in excess of this shall be transferred to Certificates of Deposit or other investments. Withdrawals must be signed by the Superintendent or Chief Clerk.
- D. Funds not required for current expenses shall be invested in insured, interest bearing instruments. Withdrawals from the principal sum of the investments shall require the following procedure:
  1. Notice of such proposed withdrawal shall be posted in two consecutive issues of the Call Board, prior to a vote.
  2. Such withdrawal must be approved by at least two-thirds of the members present at the Division 3 business meeting at which the withdrawal is voted. Failure of any member to receive notice shall not invalidate such a vote, provided that 75% if those attending the meeting received such notice.
  3. The actual withdrawal shall require the signature of both the Chief Clerk and one other elected officer
- E. As a courtesy to the general membership, the Board of Governors shall obtain formal approval for any single expenditure in excess of five hundred dollars (\$500.00) by a vote of the membership at a regular business meeting.
- F. The financial condition of Division 3 shall be audited annually in the month of April by an independent auditor.
- G. The Division shall hold one or more train shows to raise funds, and promote the hobby of Model Railroading to the general public. One such show shall be held in the month of November in conjunction with Model Railroad Month. The Board of Governors shall appoint a committee Chairman or chairmen to make all necessary arrangements for said show or shows.

The Board of Governors may authorize such expenditures as are necessary for the show or shows to retain an exhibition hall; print tour guides, announcements and advertisements; solicit dealers and exhibitors and such other like expenditures. The vote of the membership shall not be required for such expenditures.

VI. COMMITTEES

A. The Superintendent shall appoint or reappoint all special committees as needed. The Chairman of any Committee shall have the power to replace any member of his committee who does not perform the duties required of him.

B. All committees shall report to the Board of Governors from time to time, and within two months of the completion of their project, shall present a final report to the Board of Governors, including an accounting of their expenditures, which report shall be made available to the membership.

VII. ELECTION OF OFFICERS

A. Members of the Board of Governors shall be elected biannually (each even numbered year), said election shall take place by secret mail ballot of the general membership, the results of which shall be counted at the April business meeting of each even-numbered year. The nominees for the respective offices receiving the greatest number of votes shall be considered duly elected. Members may cast their ballots at the meeting or mail them to a specified teller prior to the meeting. Members of Division 3 who are unable to attend the business meeting are especially encouraged to vote by mail. In the event of a tie vote for any office, the election shall be resolved by the Board of Governors. No ballots will be distributed at the April Meeting.

B. A nominating committee consisting of a chairman and at least two others shall be appointed by the Superintendent at least two months prior to the election. One month prior to the election the nominating committee shall announce the nominees, at which time nominations from the floor shall be accepted. The nominating committee shall take charge of the elections, printing and counting of ballots, and the announcement of new officers.

C. The term of office for elected officers shall commence in May following the election and shall continue for two years or until successors are duly elected and appointed. No elected officer shall serve more than two consecutive terms in any one position

D. In the event an elected officer other than the Superintendent vacates his position, the members shall elect a replacement at the next business meeting to hold the office until the next regular election.

VII. AMENDMENTS

A. Amendments to these By-Laws may be proposed by the Board of Governors or by a petition signed by ten members of Division 3. A proposed amendment shall be submitted in writing to the Chief Clerk.

B. Notice of proposed amendments to these By-Laws shall be posted in two consecutive issues of the CALL BOARD prior to a vote. Approval shall be an affirmative vote by two-thirds of the members attending the business meeting at which the amendment is voted upon. The failure of any member to have received notice shall not invalidate the proceedings, provided that at least 75% of those attending the meeting have received notice.