

REGULATIONS OF DIVISION 6, MCR, NMRA, INC.

ARTICLE I. NAME AND PURPOSE

Section 1. The name of the corporation shall be: Division 6, Mid-Central Region, N.M.R.A., Inc. The shortened version of the name is Div. 6, MCR, NMRA, Inc. The corporation is incorporated in the State of Ohio as a not for profit corporation, the charter number is 634904 and the corporate filings can be found in the Ohio Secretary of State's office under that number.

Section 2. The purposes of Div. 6, MCR, NMRA, Inc., are as set forth in the articles of incorporation as found on file in the Ohio Secretary of State's office and as found in the Regulations of the National Model Railroad Association, Inc., as currently adopted or as hereafter amended.

Section 3. The principal office of the corporation shall be in the City of Columbus, Ohio, or at such location as directed by the Board of Directors of Div. 6, MCR, NMRA, Inc.

ARTICLE II. AUTHORITY AND PURPOSE

Section 1. The authority for the within Regulations is established by the corporation for its own governance and that of its members, directors and officers.

Section 2. The purposes of the Regulations include:

- A. To set down rules which are to be followed in the regulating of the general affairs of the Corporation.
- B. To advise the rights, duties and powers of the membership and officers in relation to the corporation and among themselves.
- C. To make legal provision for a ballot on any matter which in the judgment of the membership may be necessary and proper.
- D. Such other and further purposes as may be defined herein and as are recognized by law.

Section 3. These Regulations may be amended consistent with the provisions of the laws of the State of Ohio, and in accordance with the provisions set forth in Article XI.

Section 4. No item, power, or section contained in these Regulations can conflict with or be superior to the Regulations of the Mid-Central Region, Inc., 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 and the National Model Railroad Association control the actions of the Div. 6, MCR, NMRA, Inc., members, directors, and officers.

ARTICLE III. OFFICERS AND DIRECTORS

Section 1. The officers of the corporation shall consist of the Superintendent, Assistant Superintendent, Clerk and Paymaster. The Board of Directors shall consist of the elected officers and three elected Directors. All members of the Board of Directors shall be considered for quorum purposes and each member shall have one vote.

Section 2. The Directors are specifically authorized to appoint a Deputy Clerk to assist the Clerk. The Directors may also appoint a Deputy Paymaster to assist the Paymaster. However, any such Deputy Paymaster shall not have signature authority on any bank account or investment of the corporation unless bonded in like manner as any other officer who has such authority.

Section 3. There shall be three directors elected.

Section 4. The Officers shall be elected by the membership as set forth in Article X, Nominations, Ballots & Voting. All officers shall be, and remain, members in good standing of the National Model Railroad Association and a resident of the Division during their respective terms of office.

Section 5. Incoming officers and directors will take office at the end of the Annual meeting of the Mid-Central Region (Banquet Meeting) Spring Convention.

ARTICLE IV. MEMBERSHIP AND DUES

Section 1. Any member in good standing of the National Model Railroad Association, residing within the territorial boundaries of this Division as established by the Mid-Central Region of the National Model Railroad Association, shall automatically be considered a member of this Division. No additional payment of dues shall be required beyond the dues as established by the NMRA and paid to the NMRA.

Section 2. "VOTING MEMBERS". At any special or regular meeting, those members who fall within the classes of membership of the National Model Railroad Association allowed to vote at national and regional elections shall be entitled to vote on matters brought before the division meeting.

ARTICLE V. RESERVED

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ARTICLE VII. COMMITTEES

Section 1. The Board of Directors shall establish such standing or special committees as it deems necessary to promote the purposes and carry on the activities of the corporation. The standing committees shall consist of, but not be limited to: achievement program, contests, train show, modular railroads, new member/membership, program, web master, and publications.

Section 2. The Publications Committee shall be responsible for publication of the SUPER'S SIGNAL in a format and size as specified by the Board of Directors in consultation with the Editor. There shall be a minimum of four issues of the SUPER'S SIGNAL in any calendar year. The first issue of the SUPER'S SIGNAL issued in any calendar shall include a timetable of division meetings and contests for the forth coming year.

- A. Division 6, MCR, NMRA, Inc., shall have an official bulletin called the SUPER'S SIGNAL for official notices, news and notices of interest to the members.
- B. Meeting notices and proposals sent by mail in the SUPER'S SIGNAL or by separate letter from the Clerk, to members shall be sent to the latest address provided the Division by the NMRA for the members resident in the division, no less than thirty (30) days before the last date for returning a ballot, or before a meeting shall be considered sufficient notice.

Section 3. The chairman and all members of standing committees shall be appointed by the Superintendent, subject to confirmation by the Board of Directors. All activities of standing or special committees shall be subject to approval of the Board of Directors.

Section 4. There shall be a Steering Committee consisting of the members of the Board of Directors, chairman of all standing and special committees, and any other members as appointed by the Superintendent and/or Board of Directors. The purpose of the steering 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. A representative from each of the Model Railroad Clubs within the boundaries of Division 6, MCR, shall be able to attend the steering committee meetings.

ARTICLE VIII. RESERVED

ARTICLE IX. MEETINGS

Section 1. The Annual Division Meeting of the membership shall be held at the first meeting in the second quarter of each year, at such time and place as determined by the Board of Directors. The purpose of said Annual Meeting shall be to transact such business as may properly come before the meeting.

Section 2. Special meetings 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. Special meetings shall be held at such time and place as directed by the Board of Directors, but not more than sixty (60) days after proper request therefore has been made. At any such special meeting, only such business as has been set forth in the notice of meeting shall be conducted.

Section 3. The voting members present in person at any Annual or Special Meeting of the membership shall constitute a quorum for the transaction of business.

ARTICLE X. NOMINATIONS, BALLOTS AND VOTING

Section 1. The Division Nominating Committee shall be composed of a chairman and at least two (2) other members appointed by the Superintendent. No current officer or director shall serve on the Nominating Committee. Members of the Nominating Committee may not nominate themselves for any office. The chairman of the Nominating Committee shall deliver his report of the nominations to the Clerk not later than fourteen (14) days after the November Division Meeting.

Section 2. Officers shall be elected in the even numbered years for a two (2) year term. Directors shall be elected in the odd numbered years for a two (2) year term. Officers are bound by a two consecutive term limitation. Directors have no term limits.

Section 3. Nominations for officer or director may also be made by petition, signed by the candidate, and delivered to the Chairman of the Nominating Committee, or in his absence to the Superintendent, signed by ten (10) members of the division at or prior to the November Division Meeting. The signatures must be legible and the member's NMRA membership number and expiration date must appear with the signature. The petition shall state what office the candidate is seeking nomination. No candidate can be nominated for more than one office in any election.

Section 4. Election of all officers and directors shall be by mail-in ballot, which will be included in the January issue of the SUPER'S SIGNAL. The Clerk shall prepare a ballot for inclusion in the newsletter to each member of the division who is listed on the Division 6, Mid-Central Region, most current membership list from the NMRA prior to the mailing date of the January issue of the SUPER'S SIGNAL.

Section 5. Ballots shall be delivered to the Inspector of Elections or sent to his address by letter postmarked no later than March 31 of the year of the election. The name of the Inspector of Elections and his address shall be included on the ballot form. The only address to which a ballot can be mailed is the Inspector of Elections. The use of any other address will result in the ballot sent to the other address being declared null and void.

Section 6. The Superintendent shall select one or more persons who are not officers or directors to act as the Inspector of Elections, this person can also be the Chairman of the Nominating Committee, to receive, count and tabulate the ballots. The Inspector of Elections shall report the results of the election to the officers of the Division and to all nominees prior to the Annual Meeting. The results are to be announced by the Clerk at the annual meeting.

ARTICLE XI. AMENDMENTS

Section 1. A proposal to amend the Regulations may be initiated by a two-thirds majority vote of the Directors, or by petition to the Clerk not less than sixty (60) days before a regular meeting signed by thirty (30) members, not more than ten (10) of whom are from any one county. After publication of the proposal, a membership meeting motion requiring a two-thirds majority vote for approval may be made instructing the Clerk to prepare a mail ballot for resolution of the issue before the next regular meeting. The Directors may authorize early balloting if the issue is urgent. A two-thirds majority of the mail ballots received is required for approval.

Section 2. The Regulations of Division 6, Mid-Central Region, N.M.R.A., Inc., may be amended by a two-thirds majority of either the Directors, or of the members present at a regular meeting or a special meeting called for the purpose of amending the Regulations.

ARTICLE XII. INITIATIVE AND REFERENDUM

Section 1. Recall of any officer for misfeasance, malfeasance, or nonfeasance may be initiated by a petition to any officer signed by thirty (30) members. A two-thirds majority vote of members at any regular meeting shall be required for approval.

Section 2. The members of Division 6 shall have the right by petition to have any action taken by the Division 6 Board of Directors or any propositions submitted to the membership for a vote at any regularly scheduled election.

Section 3. Each petition shall contain the exact wording of the action of the Board of Directors or the proposition to be voted upon and shall contain the signatures of not less than thirty (30) voting members of the Division.

Section 4. Any such petition for any action taken by the Board of Directors or on any proposition shall be submitted to the Division Election Chairman not less than 90 days prior to the date of the election.

Section 5. A two-thirds majority of the votes received on such actions or propositions shall adopt such actions or propositions.

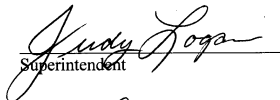
ARTICLE XIII. RESERVED

ARTICLE XIV. RESERVED

ARTICLE XV. DISSOLUTION

In the event of the dissolution of the Division by action of its members or by action by the Mid-Central Region Board of Directors or by the NMRA, Inc., Board of Directors, the entire assets of the Division shall be transferred first to the Mid-Central Region and if and only if the Mid-Central Region is no longer in existence, the NMRA, Inc.

IN WITNESS WHEREOF, the foregoing Regulations were duly adopted by the Board of Directors of Division 6 at a regular Board meeting by an unanimous vote on the 11th day of November, 2009.


Superintendent


Clerk

Attest: