

REGULATIONS OF Division 6, Mid Central Region, NMRA Inc.

NMRA MISSION STATEMENT:

The National Model Railroad Association, Inc. (NMRA, Inc.) supports scale model railroading by providing educational programs that expand member enjoyment and skills, by the development of standards, and by promoting fellowship among model railroaders.

ARTICLE I. NAME AND PURPOSE

- Section 1. The name of the corporation shall be Division 6, Mid Central Region, NMRA, Inc. The shortened version of the name is The Buckeye Division. 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. It is established under the provisions of the NMRA Corporate By-Laws with boundaries determined in accordance with its provisions.

- Section 2. The purposes of The Buckeye Division, 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 Corporate By-Laws 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 The Buckeye Division.

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 Corporate By-Laws of the National Model Railroad Association, Inc., as the same currently exist or are hereafter amended. If any conflict exists, the Corporate By-Laws of the National Model Railroad Association, Inc. control the actions of The Buckeye Division, members, Directors, and Officers.
- Section 5. The Buckeye Division is organized exclusively for charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Buckeye Division shall not discriminate based on gender, race, religion, sexual orientation, or any other basis.
- Section 6. The purposes of The Buckeye Division are to develop the technical skills of persons engaged in the art and craft of model railroading and to promote fellowship among model railroaders, to educate persons engaged in model railroading in methods of building and operating model railroad equipment and of prototype practices of railroads, and to advance the hobby of model railroading wherever and whenever possible by publications, events, meetings, and all things necessary within the geographic boundaries established by the National Model Railroad Association, Inc.
- Section 7. No part of the net earnings of The Buckeye Division shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons except that The Buckeye Division shall be authorized and empowered to pay reasonable compensation for services rendered.
- Section 8. No part of the activities of The Buckeye Division shall be carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.
- Section 9. Notwithstanding any other provisions of these articles, The Buckeye Division shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- Section 10. The principal office of The Buckeye Division shall be that of the registered statutory agent or such location(s) as determined by The Buckeye Division Board of Directors.
- Section 11. The Policies and Procedures Manual (PPM) is the official document of The Buckeye Division consisting of its program policies and operating procedures. The Policies and Procedures contained in the PPM can be amended by the recommendation of the appropriate committee Chairs and approved by the Board of Directors.

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 (3) elected Directors. All members of the Board of Directors shall be considered for quorum purposes and each member has one (1) vote. The quorum for a Board of Directors meeting shall be four (4) Board of Directors members or their proxies.
- Section 2. The Board of Directors is specifically authorized to appoint a Deputy Clerk to assist the Clerk. The Board of 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 (3) Directors elected.
- Section 4. The Officers and Directors shall be elected by the membership as set forth in Article X, Nominations, Ballots & Voting. All Officers and Directors shall be, and remain, members in good standing of the National Model Railroad Association, Inc. and residents within The Buckeye Division during their respective terms of office.
- Section 5. Incoming Officers and Directors will take office on the 31 day of May each year.
- Section 6. All reports and records generated by any Officer, Director, or Committee are the property of The Buckeye Division. All reports and records are to be kept in a manner to be available to the BOD of The Buckeye Division. In the event an Officer, Director, or Committee Chair leaves office, their records are to be turned over to The Buckeye Division Superintendent or their representative.

ARTICLE IV. MEMBERSHIP AND DUES

- Section 1. Any member in good standing of The National Model Railroad Association, Inc., residing within the territorial boundaries of The Buckeye Division as established by the Mid Central Region of the National Model Railroad Association, Inc., shall automatically be considered a member of The Buckeye 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, Inc. allowed to vote at national and regional elections shall be entitled to vote on matters brought before the division meeting.

ARTICLE V. RESERVED

ARTICLE VI. RESERVED

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, an Achievement Program, Contests, Elections, Media, Membership, Nomination, Program, Publications, and Webmaster.

Section 2. The Publications Committee shall be responsible for the 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 annual issue of the *Super's Signal* shall be sent to all members of The Buckeye Division, and shall include a timetable of The Buckeye Division meetings and contests for the forthcoming year.

A. The Buckeye Division, 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 or email in the *Super's Signal* or by a separate letter from the Clerk, to members shall be sent to the latest address provided to The Buckeye Division by the National Model Railroad Association, Inc. for the members resident in The Buckeye 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 chairs 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 the approval of the Board of Directors.

Section 4. There shall be a Steering Committee consisting of the members of the Board of Directors, chairs 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 Buckeye Division. A representative from each of the Model Railroad Clubs within the boundaries of The Buckeye Division shall be able to attend the Steering Committee meetings. If a formal vote is required, only the members of the Board of Directors may vote.

ARTICLE VIII. RESERVED

ARTICLE IX. MEETINGS

- Section 1. The Annual Membership Meeting of The Buckeye Division shall be held at the first division meeting after June 1 of each year, at such time and place as determined by the Board of Directors. The purpose of said Annual Membership 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 their request, at the request of at least ten (10) members of The Buckeye Division, or 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 the proper request has been made. At any such special meeting, only such business as has been set forth in the notice of the meeting shall be conducted.
- Section 3. The voting members of The Buckeye Division present in person at any Annual or Special Meeting of the membership shall constitute a quorum for the transaction of business.
- Section 4. The Board of Directors shall meet at least once quarterly, and at other times as required to transact The Buckeye Division business. Only Board of Director members or their proxies shall vote at Board of Director meetings.

ARTICLE X. NOMINATIONS, BALLOTS, AND VOTING

- Section 1. The Division Nominations Committee shall be composed of a chair and at least two (2) other members of The Buckeye Division, appointed by the Superintendent, from different counties, if possible. No current Officer or Director shall serve on the Nominations Committee, nor sit with it during its deliberations. Members of the Nominations Committee may not nominate themselves for any office. The chair of the Nominations Committee shall deliver their report of the nominations to The Buckeye Division Clerk and the Mid Central Region Secretary no later than fourteen (14) days after the February 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. Any partial term of office shall not count as one of the two consecutive terms. Directors have no term limits.
- Section 3. Nominations for Officer or Director
 - A. Nominations for Officer or Director may be made by petition, signed by the candidate, and delivered to the Chair of the Nominations Committee, or in their absence to the Superintendent, signed by five (5) members of The Buckeye Division prior to or at the beginning of the February Division Meeting. The signatures must be legible and the signatories' NMRA, Inc. membership number and expiration date must appear with

the signature. The petition shall state for what office the candidate is seeking the nomination.

- B. Nominations for Officer or Director may be made during the Nominations Division Meeting by a Buckeye Division member and approved by five (5) members of The Buckeye Division who are present at the February Division Meeting.
- C. No candidate can be nominated for more than one (1) office in any election.
- D. No member shall be nominated to elective office without their approval.

Section 4. Election of all officers and directors

- A. Election of all Officers and Directors shall be by ballot sent by any method permitted by law. Election information shall be included in the March issue of the *Super's Signal*. The ballot shall be sent to each member of The Buckeye Division who is listed on The Buckeye Division's most current Membership list. The ballots for Officers and Directors shall not provide a space for write-in votes, and any write-in votes shall not be counted, pursuant to current Ohio Law (ORC 1702.26) that applies to not for profit corporations.
- B. In the event of only one (1) nominee for an Officer or three (3) nominees for Director, the office(s) may be filled by acclamation, as defined by Robert's Rules of Order. Each office will be voted on separately. In instances where the entire slate of candidates is running unopposed, distribution of ballots will not be necessary if election by acclamation is passed.

Section 5. In the event The Buckeye Division Superintendent vacates their office prior to the end of their elected term, The Buckeye Division Board of Directors, by letter to the Mid Central Region President, shall request the Mid Central Region President to appoint the Assistant Superintendent to the unexpired term of office.

Section 6. In the event any other Officer or Director vacates their office prior to the end of their elected term, the Board of Directors by a majority vote may appoint a successor to the unexpired term of office.

Section 7. Ballots will be retained by the Elections Chair until ordered destroyed by the Board of Directors.

Section 8. The Superintendent shall select one (1) or more persons who are not Officers or Directors to act as the Elections Chair. This person can also be the ~~Chairman~~ of the Nominations Committee, to receive, count, and tabulate the ballots. The Elections Chair shall report the results of the election to the Officers of the Division, the Mid Central Region Secretary, 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 Board of 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 the 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 ballot, as outlined in Article X. Section 4., for resolution of the issue before the next regular meeting. The Board of Directors may authorize early balloting if the issue is urgent. A two-thirds majority of the ballots received are required for approval.

- Section 2. The Regulations of The Buckeye Division may be amended by a two-thirds majority of either the Board of 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 The Buckeye Division shall have the right by petition to have any action taken by The Buckeye Division Board of Directors or any propositions submitted to the membership for a vote at any regularly scheduled meeting.

- 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 Buckeye Division.

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

- 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

- Section 1. In the event of the dissolution of The Buckeye Division by the action of its members or by action by the Mid Central Region Board of Directors or by the National Model Railroad Association, Inc. Board of Directors, the entire assets of The Buckeye 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 National Model Railroad Association, Inc.

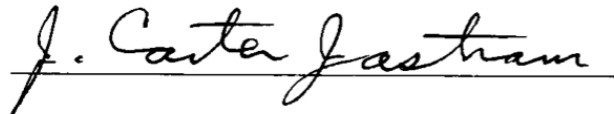
Section 2. If the stated purposes of the National Model Railroad Association, Inc. have changed from promoting the hobby of model railroading, then the directors filing dissolution documents regarding The Buckeye Division may designate any other hobby organizations, recognized by the Internal Revenue Service as a tax-exempt educational organization, that subscribe to the same purpose, namely the promotion of the hobby of model railroading.

IN WITNESS WHEREOF, the foregoing Regulations were duly adopted by the Board of Directors of The Buckeye Division at a special Board of Directors meeting by a unanimous vote on the 24th day of February 2022.

Attest:



Matt Goodman
Division 6 Superintendent



J. Carter Jastram, Clerk, Division 6

Revised 5 March 2014:
Article X: Sections 3, 4, and 5.

Revised 20 September 2015:
Document: Name change Division 6, Mid-Central Region, NMRA, Inc. to Buckeye Division 6 NMRA Inc., and Division 6, MCR, NMRA, Inc. to Buckeye Division 6 NMRA Inc.

Article II, Sections 5, 6, 7, 8, 9,10: added.

Article III, Section 1: quorum clarified.

Article III, Section 5: Extra information removed.

Article IX, Section 4: Added.

Article X, Section 3d: Added.

Article XV, Section 2: Added.

Revised 26 April 2020:
Article III: Clarified the roles of the Board of Directors and the division Directors.
Article III, Section 5: Changed the date Officers or Directors take office from a floating date to a fixed date.
Article VI, Section 1: Added media to the Standing Committees.

Article IX, Section 1: Changed the date of the Annual Business Meeting from a floating date to a fixed date.

Article I–XV: Changed some names for consistency.

Revised __ February 2022:

Title - Name change

Article I - Name Changes

Article II - Name Changes and caps on Directors & Officers

Article II, Section 11 - Added

Article III - Name Changes and caps on Directors & Officers

Article IV - Name Changes

Article VII - Name Changes

Article VII, Section 1 - Addition of nominations & elections to permanent committees

Article IX - Name Changes

Article X - Name Changes including Nominations Committee

Article X, Section 1 - Changed the date for the nominations report

Article X, Section 3A - Reduced the number of members needed for a nomination

Article X, Section 3B - Changed the date and reduced the number of members for a nomination

Article X, Section 4A - Broadened the method of ballot distribution

Article X, Section 4B - No ballot needed if the election passed by acclamation

Article X, Section 7 - Clarified ballot retention

Article XI - Name Changes

Article XII - Name Changes

Article XV - Name Changes

Revised __ November 2023:

Article VII, Section 1 - Committee Name Order Changed