

## BY LAWS

### CENTRAL INDIANA DIVISION MIDWEST REGION NATIONAL MODEL RAILROAD ASSOCIATION, INC.

#### ARTICLE I MANAGEMENT / OPERATIONS, and ELECTIONS

- Section 1.
- A. The operation of the Central Indiana Division (CID) of the Midwest Region (MWR) of the National Model Railroad Association (NMRA) shall be managed by a Board of Directors (BoD).
  - B. The BoD shall consist of:
    - i. Four elected Officers as defined in ARTICLE II, Section 1
    - ii. Six elected Directors as defined in ARTICLE III, Section 1
    - iii. Three appointed Directors as defined in ARTICLE III, Section 1
    - iv. The immediate Past-President (past-Superintendent) of the CID meaning is the individual who last served as President (Superintendent) prior to his or her term expiring.
  - C. C. Each member of the BoD must be a dues paying member of the NMRA and must reside within the boundaries of the CID.
- Section 2.
- A. Elections of Officers and Directors shall precede the 15<sup>th</sup> of May during the year when said elections are due.
  - B. Officers and elected Directors shall attain those positions by acquiring a majority of votes cast by either a membership quorum or by mailed ballots.
  - C. Three, non-elected Directors shall be appointed by the CID President (Superintendent).
  - D. The Election Committee shall destroy ballots after the election report is accepted at a meeting of the Board of Directors, and the results declared final.
- Section 3.
- Said organization is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE II OFFICERS

- Section 1.
- The elected officers of the CID shall consist of:
- A. President, who shall be known as the Superintendent.
  - B. Vice-President, who shall be known as the Assistant Superintendent

- C. Treasurer, who shall be known as the Paymaster
  - D. Secretary, who shall be known as the Chief Clerk
- Section 2. Election of the four officers will be undertaken as defined in ARTICLE I, Section 2.
- Section 3. The elected term of office of the four officers shall be for a period of two years commencing on May 15<sup>th</sup> in the same year as, and following, the election of the Officers.
- Section 4. Vacancy and Appointment of Officer Positions
- A. Vacancy of an Officer position can occur because
    - i. The Officer moves out of the boundaries of the CID
    - ii. The Officer resigns
    - iii. The Officer is no longer a dues paying member of the NMRA
    - iv. The Officer is removed from his or her position (ARTICLE II, section 7)
  - B. In the event of a vacancy occurring in the office of Superintendent, the Assistant Superintendent shall fill said vacancy.
  - C. In the event of a vacancy occurring in any office other than that of the Superintendent or Past Superintendent, said vacancy shall be filled by an appointment by the Superintendent. The appointment is subject to BoD approval and is for the remainder of the term of the vacated office.
  - D. In the event the immediate Past Superintendent's position/office is vacated, said vacancy shall not be filled.
- Section 5. The term limit of officers holding the position of Superintendent, or Assistant Superintendent shall not exceed a period greater than two consecutive, two-year terms.
- Section 6. A Director or Officer may be removed from office, for just cause, by a two-thirds written vote of the entire BoD.
- Section 7. Duties of said elected officers shall be as follows:
- A. Superintendent
    - i. To plan, organize, coordinate and direct the operations of the CID.
    - ii. As defined by the Constitution of the MWR, NMRA to either;
      - a. serve on the BoD, MWR, NMRA, or appoint a CID member to serve as the CID's representative to the MWR BoD.
        - If an appointment is made it shall be subject to the approval of the BoD, CID.
        - If an appointment is made such appointment shall terminate at the following May 15<sup>th</sup>.
      - b. The CID Superintendent, or his appointed representative to the MWR's BoD, shall have the authority to cast a proxy vote whenever the Superintendent or the appointed representative is unable to attend a MWR BoD meeting.

- B. Assistant Superintendent
  - i. To assist the Superintendent in his normal duties.
  - ii. Coordinate CID swap meets, conventions, clinics and contests.
- C. Paymaster:
  - i. Maintain responsibility and accountability of all CID moneys.
  - ii. Collect all moneys due/owed the CID.
  - iii. Subject to approval by the BoD, timely pay all moneys owed by the CID.
  - iv. At the annual meeting, report to the general membership the financial condition of the CID.
- D. Chief Clerk
  - i. Maintain an active roster of the CID membership.
  - ii. Advise CID membership regarding all swap meets, conventions, clinics and contests.
  - iii. Record, issue and distribute proceedings of all general and BoD meetings to the BoD.
  - iv. Promote CID activities by submitting activity schedules to the MWR *Waybill* on a quarterly basis.
  - v. On an annual basis, prepare and report to the general membership CID progress/activities concerning the past and coming year.
  - vi. Submit all NMRA Dues collected by the division to the designated Midwest Region representative or directly to NMRA National Headquarters.

**ARTICLE III                    DIRECTORS / TRAINMASTERS**

- Section 1.                    Directors of the CID shall also be known as Trainmasters.
- Section 2.                    Directors include those elected or appointed as specified in ARTICLE I, Section 2.
- Section 3.                    Terms of Office for Directors / Trainmasters
  - A. Elected Directors / Trainmasters can serve in office for a period of two consecutive, two-year terms.
    - i. Each term commences on May 15 following the election in which the Director / Trainmaster was elected.
    - ii. Ideally, three Directors / Trainmasters shall be elected in even calendar years and three in odd calendar years.
    - iii. Elected Directors may hold that position for a period not to exceed two consecutive elections or four consecutive years.
  - B. Appointed Directors/Trainmasters may serve for a period up to one year but not beyond May 15<sup>th</sup>.
    - i. Appointed Directors/Trainmasters may hold an appointed position for a period of one year and may be reappointed for an additional two. Total appointed time shall not to exceed three consecutive years.
- Section 4.                    Vacancies
  - A. The Superintendent shall appoint a CID member to fill any vacancy of an

elected or appointed Director / Trainmaster said appointment to be for the duration of the term of the vacated position.

- B. Removal of any Director / Trainmaster from his or her (their) position requires a two-thirds written vote by the entire BoD and must be for just cause.

#### **ARTICLE IV                      BOARD OF DIRECTORS**

Section 1.                      The Board of Directors (BoD) shall be composed of:

- A. Four elected Officers as specified in ARTICLE II, Section 1.
- B. Six elected Directors / Trainmasters as specified in ARTICLE III, Section 1.
- C. Three (3) appointed Directors / Trainmasters
- D. The Immediate Past-Superintendent of the CID as specified in ARTICLE I, Section 1.

Section 2.                      The duties of the Board of Directors shall be to:

- A. Ratify the appointment of alternate officers and/or Directors / Trainmasters of the CID.
- B. Plan all meetings and assemblages of the CID as defined in ARTICLE V, Section 1.
- C. To hold legal title to all properties and moneys of the CID.
- D. Prior to the Annual Meeting, or the Paymaster's Annual Report, appoint two (2) CID-BoD members and one (1) non board member to audit the Division's financial records.

Section 3.                      A simple majority of the BoD shall constitute a quorum of the board at CID BoD meetings.

#### **ARTICLE V                      MEETINGS**

Section 1.                      There shall be one Annual Meeting of the CID membership.

- A. The annual meeting should be held after the first CID sponsored public event of the year.
- B. The following rules shall apply to the Annual Meeting:
  - i. Attendance by fifteen (15) CID members shall constitute a quorum.
  - ii. All regular CID business shall be transacted.

Section 2.                      Specially called meetings:

- A. Upon motion and approval of the BoD
  - B. Upon a motion and approval from the floor at the Annual Meeting
  - C. Upon submittal of a written, signed petition of fifteen (15) CID members
- Section 3. There may be other meeting and/or assemblage of CID members, as approved by the BoD, which will further the purposes and causes of the CID such as:
- A. instructional programs / clinics
  - B. home layout visitations (layout tours)
  - C. prototype railroad inspections / tours
  - D. conducting model contests for such categories as construction, photography, favorite train, etc
  - E. judging entries in model contests on merit or audience appeal. Audience appeal may be accomplished by popular vote.

**ARTICLE VI DUES**

- Section 1. The CID shall not charge dues for CID membership
- Section 2. All NMRA dues moneys collected by the CID shall be forwarded directly to the designated Midwest Region representative of the NMRA or directly to NMRA Headquarters by the Chief Clerk as provided for in Article II, Section 7, subsection D, vi.
- Section 3. CID projects and activities shall be funded at the direction of the CID BoD.

**ARTICLE VII AMENDMENTS**

- Section 1. Proposed Constitutional amendments shall be submitted, in writing, for BoD consideration a minimum of three months prior to the Annual CID Membership Meeting.
- Section 2. Proposed Constitutional amendments, accompanied with any, and all, BoD recommendations, shall be submitted in writing to the CID membership no less than one month in advance of the Annual CID Membership Meeting.
- Section 3. A majority vote by the CID membership, in attendance at the Annual CID Membership Meeting, or a majority vote by those casting mail ballots (when that is used in place of the Annual CID Membership Meeting), shall be required to amend the Constitution.
- Section 4. The By-Laws of the CID may be amended by a two-thirds vote of the entire members of the CID Board of Directors.

**ARTICLE VIII                    BY LAW, CONSTITUTION and REGULATION VIOLATIONS**

Section 1.                    Nothing in these By Laws of the CID should be in violation of either the Midwest Region Constitution and By Laws or the Regulations of the National Model Railroad Association.

**ARTICLE IX                    CONFLICT OF INTEREST**

Section 1.                    The following conflict of interest policy will be distributed annually to each Director at the first BoD meeting following the beginning of the term as listed in the Bylaws. Each Director, by reading and signing this sheet acknowledges receipt of the policy and verification that he or she does not have a financial interest with the CID. If a Director or his or her immediate family determines there is a financial interest, the circumstances of that interest must be listed.

Section 2.                    No Board member or member of a committee with Board of Directors delegated powers,

- shall cast a vote or take part in the final deliberation on any matter in which he or she, or members of his or her immediate family, have a personal financial interest.
- shall receive a part of the net earnings of the corporation except that the CID shall be authorized and empowered to pay reasonable compensation for services rendered.