

**RULES FOR DIVISION FOUR MID-CENTRAL REGION,
NATIONAL MODEL RAILROAD ASSOCIATION, INC.**

ARTICLE I: NAME AND PURPOSES

1. This organization shall be known as Division Four Mid Central Region, National Model Railroad Association, Inc., hereinafter referred to as Division Four.
2. The purposes of Division Four are to promote and teach the art, craft and science of model railroading provided in an atmosphere of education, fellowship, communication, and personal development.
3. Division Four is a nonprofit corporation, incorporated under the laws of the State of Ohio, Charter #591522 and established under the Regulations of the National Model Railroad Association, Inc. Division Four is an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code.
4. Boundaries of Division Four shall be the perimeter of the area encompassed by the Ohio counties of Cuyahoga, Erie, Huron, Lorain and Medina, or as directed by the Mid-Central Region By-Laws.

ARTICLE II: MEMBERSHIP

1. Any National Model Railroad Association, Inc. member in good standing residing within the boundaries applicable to Division Four shall hold the same category of membership in Division Four. All members may vote on Division matters, except for matters decided at Board of Directors meetings. Any member may attend regular, special membership and board meetings and may be appointed to committees and hold elective office in the Division.
2. Any member of the National Model Railroad Association, Inc., in good standing, who does not reside within the boundaries of Division Four, may request membership in Division Four. The requester should be active in and supportive of Division Four activities and policies and would be eligible for all Division Four benefits including *The Flatwheel* subscription, Committee Chairmanship and Elective Officer but NOT the Division Superintendent or Assistant Superintendent.
(This provision to be subject to various Rules as authorized by the Mid-Central Region)

ARTICLE III: OFFICERS

1. The elected officers of Division Four shall be the Superintendent, Assistant Superintendent, Secretary, Treasurer, two Directors East – Cuyahoga County, one Director West and two Directors at Large. Their terms of office shall start at the June meeting in the year of election and shall continue until the June meeting two years subsequent to the foregoing election. The area encompassed by Erie, Huron, Lorain and Medina Counties shall be designated the Director West area.
2. All officers and Directors of Division Four shall serve without compensation.
3. No elected officer, except for the Directors and Treasurer, shall serve more than two full consecutive terms in the same office. A review of the financial books shall be done on an annual basis by an ad hoc committee appointed by the Superintendent. The duties imposed on the officers shall be the usual and customary obligations and such others which may be prescribed by these Rules.
4. To accomplish the stated purposes, the Superintendent shall appoint the Chairmen for committees required by the Rules or otherwise deemed necessary. Normally a member of the Board of Directors will be a member of each standing committee and will report to the Board of Directors as necessary on Committee Activities and needs. Committee Chairmen shall serve at the discretion of the Board or for only as long as the committee is required.

ARTICLE III: OFFICERS – Continued

5. The nine elected officers and directors, *The Flatwheel* Editor, and all appointed committee chairmen shall be responsible for the management of Division Four and shall hold not less than four periodic meetings during each year. Although Board meetings shall be open to the membership and will also include such other individuals as may be invited to attend and contribute, only the elected officers and directors are authorized to vote on Division issues at such meetings.
6. The quorum for a Board of Directors meeting shall be five (5) elected Officers or Directors or their proxies.
7. The five (5) area directors are designated as a Steering Committee and will meet at least once per year independent of Board Meetings to discuss matters of mutual membership concern. This Steering Committee will elect a president for each meeting from its membership.

ARTICLE IV: REGULAR DIVISION MEETINGS

1. There shall be at least ten regular meetings held each year.
2. All regular meetings shall be open to all interested persons, subject to limitations proscribed by the NMRA.
3. All Special Membership, Board of Director Meetings, and Committee Meetings shall be open to all Division Four members.
4. A quorum at any regular membership meeting shall be twenty (20) members.

ARTICLE V: ELECTIONS

1. Election of Officers and Trustees shall be held during even numbered years and shall be for terms of two years. During the month of November and/or December of the year prior to elections the Superintendent shall create a Nominating Committee. The Division Nominating Committee shall be composed of a chairman and at least two (2) other members of the division. Members of the Nominating Committee may not nominate themselves for any office, including reelection for office. The Chairman of the Nominating Committee shall deliver his report of the nominations to the Superintendent and Board of Directors at the January Division Meeting.
2. 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 February Division Meeting. The petitioner shall state what office they would like to be placed on the ballot for. The signatures must be legible and be of regular members of Division Four. The NMRA membership number and expiration date must appear with the signature. The petition shall state for which office the candidate is seeking nomination. No candidate can be nominated for more than one office in any election.
3. The Superintendent shall select one or more persons who are not officers or directors to act as the Teller(s), (this person can be the Chairman of the Nominating Committee), to 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 Chairman or designate at the May meeting. Those elected shall be invited to participate in the May Board of Directors meeting. The newly elected members will assume office June 1st.

ARTICLE V: ELECTIONS - Continued

4. Election of all officers and directors shall be by uniquely identified mail-in or electronic ballot. The Teller shall mail a ballot prior to March 31st to each regular member of the Division who is included on the most current monthly membership list received from the NMRA.
5. Ballots shall be delivered to the Teller or sent to his/her address. The ballots shall be postmarked no later than April 15th of the year of the election. The name of the Teller and his address shall be included on the return ballot. The only address the ballot can be mailed to is the Teller. The use of any other address will nullify and void the ballot. The Teller is responsible for determining the propriety of election results and for bringing to the attention of the Board of Directors any evidence of ballot irregularity.
6. Balloting results shall be posted in the next issue of *The Flatwheel*.
7. In the event of the Superintendent's resignation, the Assistant Superintendent shall act as Superintendent until the next regularly calendared election. The position of Assistant Superintendent shall remain vacant unless the Superintendent orders an unscheduled election to fill the unexpired term.
8. The Board of Directors may appoint a successor to complete the unexpired term of any vacant Division Four office, except that of the Superintendent.
9. A signed petition for recall of any officer shall be presented to the membership at the first regular meeting following the accumulation of one-third of current regular members signatures. The wording of the petition shall be posted in the earliest edition of *The Flatwheel* 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 the members present shall be required for recall of any officer.

Reasons for recall or dismissal of Officers, Directors, *The Flatwheel* Editor and Committee Chairmen shall include unsatisfactory performance, unethical practices (as judged by the Board of Directors) or missing Four (4) consecutive Board of Directors meetings.

ARTICLE VI: PUBLICATIONS

1. Division Four shall have an official publication called *The Flatwheel* to be published prior to each regular meeting for the benefit of the members.
 - a. *The Flatwheel* shall be administered by *The Flatwheel* Editor, who shall be appointed by, and responsible to, the Superintendent.
 - b. *The Flatwheel* shall state the time and location of the next general meeting.
 - c. The Minutes of the previous regular meeting shall be forwarded to *The Flatwheel* Editor by the Secretary or his or her representative in a timely fashion for inclusion in the next publication. Other officers, including committee chairs, are expected to submit applicable reports to *The Flatwheel* Editor in a timely fashion for inclusion. These reports may include information concerning past events, future events or both.
 - d. Upon completion for publication *The Flatwheel* Editor shall forward the publication to the Webmaster for inclusion on the Division Four website.

ARTICLE VI: PUBLICATIONS – Continued

2. Division Four shall maintain a website:
 - a. The website shall be administered by the Webmaster, who shall be appointed by, and responsible to the Superintendent.
 - b. Content of the website should provide members with timely information. The website's homepage should display an accurate indication when the website was last updated. The website should be updated no less than once a month.
 - c. The Webmaster shall post *The Flatwheel* onto the website in a timely manner after being received from *The Flatwheel* Editor.
 - d. The Webmaster, at his or her discretion, may further promote Division Four and/or provide information to members through any form of social media, subject to approval by the Superintendent.

ARTICLE VII: PRIORITY

1. No item, power, or section contained in these Rules may 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 Mode Railroad Association control the Actions of the Division Four members, directors, and officers.

ARTICLE VIII: PROCEDURES

1. No amendment to these Rules shall be accepted by the Board of Directors or membership which will remove or otherwise impair the nonprofit and/or exempt status of Division Four.
2. Parliamentary procedures not included in the Rules of Division Four shall be governed by Roberts Rules of Order.
3. These Rules may be amended by a unanimous vote of the Board of Directors present at a regular or special meeting of the Board, or by two-thirds (2/3) of the members present at a regular meeting or a special meeting called for that purpose.

ARTICLE IX: MANAGEMENT

1. The Superintendent shall preside at all Division Four and Board of Directors Meetings and shall serve or appoint a proxy as the Division Representative on the Region Board of Directors. He shall also assign the officers and the Area Directors suitable duties and keep them informed about Division Four business.
2. The Assistant Superintendent shall assist the Superintendent in any way possible, and jointly assume the functions of the Superintendent during the absence of the Superintendent.

ARTICLE IX: MANAGEMENT – Continued

3. The Secretary shall keep complete records of all Division Four, Board of Directors, and Executive Committee Meetings, publish notices, prepare and distribute election ballots, maintain current and have copies of the Rules available for Division Four Officers and other interested members. The Secretary shall record the date, time, place, and attendance of Division Four meetings.
4. The treasurer shall deposit all Division Four funds in a financial institution approved by the Board of Directors keep records of all receipts and disbursements and make available a full report each month to the elected Board Members via mail or email/pdf file.

At the May meeting of the Board of Directors in the election year, the Treasurer shall have prepared and have ready all books and records of Division Four for a biennial audit. The audit shall commence after the May meeting of each biennial election year and shall be completed in sufficient time so that the results of the audit are available at the June meeting of each biennial election year. The Superintendent shall appoint a committee to perform the audit no later than the April meeting of each biennial election year.

5. The Division Four Superintendent shall appoint chairmen of such committees as may be required to accomplish the stated purposes with the Division and cooperate with other Divisions in every way possible.
6. The Division Four Secretary shall, if requested, keep the Regional Secretary informed as well as possible of the time, place, program, and attendance of Division Four meetings.
7. Directors shall attend all Board of Directors meetings and offer guidance and review of policies and practices of Division Four in the interest of the general membership.
8. Members may be reimbursed for necessary expenses incurred on behalf of Division Four. Reimbursement shall come from the Division Four Treasury subject to the provisions in Article X, Section 7.

ARTICLE X: FINANCE AND PROCEDURES

1. The Fiscal Year for Division Four shall be January 1st through December 31st.
2. In October of each year a budget for the upcoming fiscal year shall be formulated. That budget shall be completed and presented to the membership for approval at the November meeting, absent extraordinary circumstances.
 - a. All Officers, Directors, Committee Chairpersons, and/or members who have information or projects that will affect the treasury shall submit a budget showing potential expenses and/or income for the new year.
 - b. When a new officer or chairman is taking over a position, the outgoing officer or chairman will assist in the formation of the budget of the office or committee.
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 figures.
4. No member of Division Four may formally initiate inquiries or represent Division Four to outside clubs, groups, or businesses without the prior written consent of the Board of Directors of Division Four.
 - a. In order to avoid conflict with Section 3, feasibility studies for new projects may be conducted after a verbal presentation to the Board of Directors.

ARTICLE X: FINANCE AND PROCEDURES - Continued

- b. Ideas for new projects may be presented at any Division Four Board of Directors, or General Membership Meetings, but no funds may be allotted until Section 3 is complied with.

- 5. A member in good standing may be rewarded for his or her efforts in the promotion of the National Model Railroad Association and/or Division Four or for service rendered above and beyond the call of duty. This reward may not exceed a value of more than one half percent (1/2%) of Division Four financial assets, as stated in the Treasurers report as of the beginning of the fiscal year for the year the compensation is to be put forth. A maximum cap of two percent (2%) may be awarded per fiscal year.

- 6. Division Four assets are generally held in checking, savings and time deposit accounts. Any other investments require approval of the Board.

- 7. For Division purposes, the elected officers and committee chairmen are authorized to spend up to \$100 without prior approval of the Board of Directors. Any amount in excess of \$100 will require prior approval of the Board. The Board is authorized to spend up to \$1,000 total per annum for unallocated Division funds without prior approval of the membership. Amounts expended for routine purposes connected with the annual Train Show are not intended or otherwise considered in this provision.

ARTICLE XI:

Note: For future use.

ARTICLE XII: 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 National Model Railroad Association, Inc the entire assets of the Division shall be transferred first to an organization which is exempt under Internal Revenue Code Section 501(C)(3). If qualified, the transfer will be 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. If neither of these organizations qualify as exempt under Section 501(C)(3), the Board of Directors shall select a qualified organization.

IN WITNESS WHEREOF, the foregoing Rules were duly adopted by the members of Division Four, Mid-Central Region, National Model Railroad Association, Inc., at a regular meeting called by the Board of Directors for that purpose, by affirmative vote on the February 8th, 2022.

ATTEST

 02/11/22

Lee Sheffield
Superintendent

 2/11/22

Christine Shick
Secretary