

REGULATIONS OF DIVISION 12
MID CENTRAL REGION
NATIONAL MODEL RAILROAD ASSOCIATION
(Amended April 14, 2018)

ARTICLE I: NAME AND PURPOSES

1. This organization shall be known as Division 12, Mid Central Region, NMRA, Inc., also known as the Alleghany Western Division (hereinafter referred to as "Division 12"). It is a not-for-profit corporation, incorporated according to the laws of the Commonwealth of Pennsylvania and established under provisions of the National Model Railroad Association, Inc. (hereinafter referred to as the "NMRA").
2. The boundaries applicable to Division 12 shall be the perimeter of the area encompassed by the Pennsylvania counties of Erie, Crawford, Potter, Warren, and McKean, and the New York counties of Chautauqua, Cattaraugus, and Allegany, or as directed by the Mid Central Region and/or NMRA Regulations.
3. The purposes of Division 12 are to enhance the understanding of railroad modeling and railroad history for members and the general public; to educate people in methods of building and operating model railroads and of prototype practices of railroads; and to develop the technical skills of people engaging in the art and craft of model railroading.
4. Division 12 is organized exclusively for charitable, religious, educational, and 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 the corresponding section of any future federal tax code. Division 12 shall not discriminate on the basis of gender, race, religion, sexual orientation, or any other basis.
5. No part of the earnings of Division 12 shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.
6. No part of the activities of Division 12 shall be carrying on of 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.
7. Notwithstanding any other provision of these articles, Division 12 shall not, except to an insubstantial degree, engage in any activities or exercise any powers that aren't in furtherance of the purposes of this corporation.

ARTICLE II: MEMBERSHIP

Any National Model Railroad Association, Inc. member residing within the boundaries applicable to Division 12 shall be a member in Division 12. To be a member of the NMRA, Mid Central Region, or Division 12 organizations, within the meaning of this instrument, all national dues required for the current period must be paid in full. All members may vote on Division 12 matters, except for matters decided at Board of Directors meetings. Any member may attend Membership and Board meetings, may be appointed to Committees, and may hold an elective office in Division 12.

ARTICLE III: MANAGEMENT

1. The Elected Officers of Division 12 shall be: Superintendent, Assistant Superintendent, and Clerk. Their term of office shall start June 1st in the year of an election and shall continue until June 1st two years subsequent to the foregoing election or until successors are duly elected.

The duties of the Superintendent are:

- Preside at all Division 12, Board of Directors, and Executive Committee meetings
- Serve or appoint a proxy as the Division 12 representative on the Mid Central Region Board of Directors
- Assign the Assistant Superintendent suitable duties and keep him/her informed of Division 12 business
- Appoint Directors and/or chairpersons of committees required to accomplish the stated purposes of Division 12
- Cooperate with other Divisions in every way possible

The duties of the Assistant Superintendent are:

- Assist the Superintendent in any reasonable way possible
- Assume the functions of the office of Superintendent during the absence of the Superintendent

The duties of the Clerk are:

- Keep complete records of all Division 12, Board of Directors, and Executive Committee meetings
- See to publication of notices
- Prepare and distribute election ballots
- Maintain current Regulations, and have copies available for Division 12 officers and other interested members
- Record the date, time, place, and attendance at Division 12 meetings and notify the Mid Central Region Secretary of the aforementioned
- Maintain a list of all formal and informal model railroad clubs and special interest groups and other subsections in Division 12, with their officers, meeting times, and meeting location and notify the Mid Central Region Secretary of the aforementioned
- Notify the editor of the NMRA official publication of the time, place and program of Division 12 meetings

2. The Appointed Officers of Division 12 shall be the Directors and the Treasurer. The Superintendent shall appoint these officers. Their terms of office shall start June 1st in the year of an election and shall continue until June 1st two years subsequent to the foregoing election or until successors are appointed. Non-elected positions serve at the pleasure of the Superintendent.

The duties of the Treasurer are:

- Pay expenses incurred by Division 12 as authorized by the Superintendent or Assistant Superintendent
- Pay approved bills as they are due
- Keep records of all receipts and disbursements
- Deposit all Division 12 funds in an insured financial institution approved by the Directors
- Render a full financial report at each Board of Directors meeting

The duties of the Directors are:

- To assist the elected officers of Division 12 in any reasonable way possible.
- To offer guidance and to review the policies and practices in the interest of the general membership.

The duties of any office can be changed at any time at the discretion of the Board of Directors or by amendment of these Regulations.

3. All officers shall serve without compensation.
4. No elected officer shall serve more than two consecutive terms in any one elective office. Any partial term of office shall not count as one of the two consecutive terms. The duties imposed on the officers shall be the usual and customary obligations and such others that may be prescribed by these Regulations.
5. The Board of Directors shall consist of the three Elected Officers, the Treasurer, and the Appointed Directors. The Directors shall be responsible for the management of Division 12 property and money, which shall be held in trust for the Division 12 membership.
6. The Executive Committee, composed of the elected officers and the Treasurer, shall act for and report to the Board of Directors on activities between meetings.
7. To accomplish the stated purposes, the Superintendent shall appoint the Chairpersons for committees established by the Superintendent or Board of Directors. The appointments shall be accomplished promptly after election results are known or as needed.

ARTICLE IV: MEETINGS

1. There shall be several membership meetings held each year.
2. All members of Division 12 may participate and vote during a membership meeting.
3. All NMRA members may participate, but not vote, during a membership meeting.
4. Also present at a membership meeting, and neither participating nor voting, may be an NMRA member's immediate family, an NMRA member's assigned caregivers, and individuals as Guests. An individual may be present as a guest at no more than three membership meetings.
5. The quorum at any membership meeting shall be ten Division 12 members.
6. Financial matters can be discussed at membership meetings, but any vote pertaining to same will be voted upon at a Board of Directors meeting.
7. The Board of Directors shall meet at least once annually and any other times required to transact Division 12 business affairs. Only members of the Board of Directors or their proxies shall vote at said meetings.
8. All Board of Directors meetings shall be open to all Division 12 members and NMRA members.
9. The quorum for a Board of Directors meeting shall be four members of the Board of Directors or their proxies.
10. Non-NMRA members may attend the Board of Directors meeting by permission from a Board of Director member only.
11. The Executive Committee shall meet as necessary between Board of Directors meetings to act for and then report to the Board of Directors.
12. Only Executive Committee members or their proxies shall vote in Executive Committee meetings.
13. The Executive Committee meetings shall be open to all Division 12 members.

ARTICLE V: ELECTIONS

1. Election of Officers shall be held during even-numbered years, and shall be for terms of two years.
2. At least by the month of December of the year prior to elections, the Superintendent shall create a Nominating Committee composed of a chairman and at least two other members, each of whom resides in a different county within Division 12. The current Superintendent shall not serve on the committee, nor sit with it during its deliberations. Members of the Nominating Committee may not nominate themselves for any office, including re-election for office. The Nominating Committee will report the nominations at the January meeting of the election year.
3. Nominations for Division 12 offices may also be made by a petition signed by four members and the nominee and submitted to the Nominating Committee. The signatures must be legible and the member's NMRA membership number and their membership expiration date must appear with the signature. The petition shall state for what office the candidate is seeking nomination. No candidate can be nominated for more than one office in an election.
4. Nominations of members from the floor shall be presented at the February meeting of the election year. Nominations from the floor shall be by a motion and must be seconded. Nominees cannot nominate themselves.
5. No member shall be nominated to an elective office without his or her approval.
6. If after a diligent effort/search, only one candidate is nominated for any Officer position, the sole nominee may be elected by a motion to have an Election by Acclimation. In instances where the entire slate of candidates for Division Officers are running unopposed, balloting will not be necessary if a motion to have an Election by Acclimation is proposed and passed.
7. The Superintendent shall select one or more persons who are not Officers or Directors to act as the Teller(s); this/these person(s) may also be the Chair of the Nominating Committee. They shall receive, count, and tabulate the ballots.
8. Election for Division 12 officers shall be conducted by uniquely identified mail or electronic ballot. Other Division 12 issues may be included on the ballot. Nominees for office and qualifications for same shall be included in the March issue of the newsletter for elected office balloting.
9. The Teller(s) shall communicate with the Clerk to see to the distribution of a ballot, prior to March 31st, to each member of Division 12 who is listed on the Division 12, Mid Central Region, NMRA, Inc. most current membership list from the NMRA.
10. The name and address of the Teller(s) and the latest date for return of the ballots shall be included in the ballots. The stated electronic instructions not being followed or the Teller(s) address not being used will result in the ballot being declared void. The Teller(s) is/are responsible for determining the propriety of election results and for bringing to the attention of the Board any evidence of ballot irregularity.

11. The Teller(s) shall report the results of the election to the Board of Directors and to all nominees no less than two (2) weeks prior to the May membership meeting. The results are to be announced by the Teller at the May meeting. Balloting results shall be published in the May issue of the Newsletter. Those elected shall be invited to participate in the May Board of Directors meeting. The newly elected officers will assume office June 1st.
12. Notice of resignation from any elected or appointed office except that of Superintendent, for any cause shall be made in writing to the Superintendent as soon as the officer knows of his/her plans to resign or as soon as feasible. Notice of resignation from the office of Superintendent for any cause shall be made in writing to the Assistant Superintendent as soon as the Superintendent knows of his/her resignation plans or as soon as feasible.
13. In the event of the Superintendent's resignation, the Assistant Superintendent shall act as the interim Superintendent from the time of notice of vacancy until an election to fill the unexpired term of Superintendent takes place. Election of Superintendent to fill a vacancy should be conducted within sixty days from notification of the former Superintendent's resignation. If six months or less remains in the unexpired term, the Assistant Superintendent shall continue in the post. The Superintendent elected to fill a vacating Superintendent's position shall hold office until the next regularly scheduled election of officers. The Board of Directors shall elect a successor to complete the unexpired term of any vacant Division 12 elected office except that of Superintendent.
14. A signed petition for recall of any officer shall be presented to the membership at the first regular meeting following the accumulation of signatures of 75% of the members. The wording of the petition shall be published in the appropriate edition of the Newsletter 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 members present shall be required for recall of any officer.

ARTICLE VI: PUBLICATIONS

1. Division 12 publications shall be in an appropriate electronic format, allowing for mailed publications where members do not have/use email.
2. Division 12 shall have an official bulletin or newsletter for news and notices of interest to the members, as well as some form of web presence.
3. Official notices shall be published whenever possible.
4. Meeting notices and proposals included in Division 12 publications shall be considered sufficient notice.
5. Each Division 12 member shall be sent all ballots to be resolved by a vote of the membership, either electronically or by mail if necessary.

ARTICLE VII: PRIORITY

No provision or action of Division 12 or its Directors shall be valid when it is or becomes in conflict with the Regulations of the National Model Railroad Association, Inc., and/or Regulations of the Mid-Central Region, 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 Division 12 MCR, NMRA, Inc. members, directors, and officers.

ARTICLE VIII: PROCEDURES

1. No amendment shall be accepted by the Board of Directors, Executive Committee, or membership which will remove the not-for-profit status from Division 12.
2. Parliamentary procedures not included in the Regulations of Division 12 shall be governed by Robert's Rules of Order.
3. A proposal to amend the Regulations may be initiated by a two-thirds (2/3) majority vote of the Board of Directors, or by a petition to the Clerk, not less than sixty days before a regular meeting. The petition must be signed by at least fifteen Division 12 members. After publication of the proposal in the Newsletter, a membership meeting motion requiring a two-thirds (2/3) majority vote for approval may be made, instructing the Clerk to prepare a ballot for resolution of the issue. A two-thirds (2/3) majority of the ballots received is required for approval.

ARTICLE IX: FINANCIAL PROCEDURES

1. The Fiscal year for Division 12 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 should be compiled by the Treasurer and presented to the Board for their approval at the November meeting, absent extraordinary circumstances. Upon approval it will be published in the next Newsletter.
 - A. All officers, directors, committee chairpersons, and/or members who have information or projects which would affect the treasury shall submit a budget showing potential expenses and/or income for the upcoming year.
 - B. When a new officer or chairperson assumes a position, the outgoing officer or chairperson will assist in the formulation of the budget for that office or committee.
 - C. Only the Board has the authority to make contributions to an organization or representative of same. Said contributions shall be made solely for the promotion of the hobby. Any contributions need a majority vote of a quorum of the Board. Discussion of contributions will be during Board meetings and acted on at a subsequent Board meeting.
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 the preliminary budget.
4. The Division 12 financial books will be reviewed annually. The review for the prior fiscal year is to be completed by April 1 of the current year.
5. A financial review will be performed on any Division 12 event that uses a financial accounting system that is separate from the Division 12 financial books. This review is to be performed within 90 days of the close of the event.
6. Financial reviews are to be performed by at least two people approved by the Superintendent. The reviewers shall not have had any financial responsibility for the Division 12 event being audited.
7. A written financial report is to be generated by the Reviewers within 30 days of the completion of the review. Copies of the financial report are to be provided to the Superintendent, Treasurer, Clerk, and, when applicable, the chairperson of the Division 12 event.

ARTICLE X: DISSOLUTION

1. No donor, member, Director or Officer of Division 12 shall be entitled to share in the distribution of any of the Division 12 assets.
2. Upon dissolution, the records of Division 12 shall be transferred to the Mid Central Region Secretary, of the National Model Railroad Association, Inc. (NMRA).
3. The directors filing dissolution documents regarding Division 12 may designate that any assets of Division 12 shall be transferred for one or more exempt purposes to the National Model Railroad Association, Inc. (NMRA) if it is recognized by the Internal Revenue Service as a tax exempt organization and provisions of Section 4 are followed.
4. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.