

This constitution is a revision of an earlier version (dated September 11, 2004) and was approved by the membership of Division Five, North Central Region of the National Model Railroad Association comprising members living in the Michigan counties of Jackson, Eaton, Ingham, Livingston, Ionia and Clinton. This constitution was approved on 09/6/2015.

# **CONSTITUTION**

## **DIVISION FIVE**

North Central Region

National Model Railroad Association, Inc.



## **ARTICLE I – NAME AND PURPOSE**

Section 1 This organization shall be known as Division Five of the North Central Region (NCR) of the National Model Railroad Association, Inc. (NMRA), and is established in accordance with their constitutions.

Section 2 The purposes of Division Five are: (a) To further the purposes of the NCR and the NMRA as set forth in their constitutions. (b) To promote interest in, and better understanding of, model railroading; to show and demonstrate the benefits of model railroading to assist in education and youth involvement. (c) To further the hobby by promoting the interchange of ideas among individual model railroaders and club organizations within the Division area.

## **ARTICLE II – TERRITORY, MEMBERSHIP, DUES AND FINANCES**

Section 1 The Division shall operate in the counties of Jackson, Eaton, Ingham, Livingston, Ionia and Clinton in the state of Michigan.

Section 2 All NMRA members in good standing whose residence is within the region listed in Article II Section 1 are automatically members of the Division, as well as the North Central Region (NCR). Exception: A member in good standing whose residence is within the region listed in Article II, Section 1 but has requested membership in another NCR Division through the choice process is not considered eligible to vote or hold office in the Division but does have all other member rights. NMRA members in good standing within the NCR region, but not in the Division

boundaries may request membership in the Division through the NCR choice process. These members have full membership rights within the division.

Section 3 All NMRA members in good standing, regardless of geographic residence, are entitled to attend or participate in any Division activity except for voting or holding a Division office.

Section 4 Membership in the Division will not be denied to any person based on race, religion, gender, political belief, or other protected group as prescribed by state and federal laws.

Section 5 The Division does not charge a fee for attending Division meetings.

Section 6 The Division Board of Directors (BOD) may choose to charge fees for specific activities and services other than meetings such as meets, conventions, tours, or open houses. The fees will be the same for all NMRA members regardless of residence.

Section 7 Guest attendance privileges may be granted to non-NMRA members to introduce them to the Division and NMRA activities. To continue to attend Division sponsored events, guests must become NMRA members after three meetings (in accordance with NMRA rules and policies).

### ARTICLE III – VOTING

Only members in good standing as determined by Article II Section 2 may vote. All matters including election of officers shall be decided by a majority vote of those members present and voting at a meeting of the Division.

### ARTICLE IV – MEETINGS

Section 1 Meetings are to be held once a month from September to April. Additional meetings may be called by the Board of Directors, but voting members must be contacted at least 3 weeks prior to any meeting for business to be conducted at any meeting. This can be via notification in the newsletter.

Section 2 The attendance of eight members in good standing, as defined in Article II Section 2, at any meeting shall constitute a quorum.

Section 3 Election of the Board of Directors shall be at the April meeting of odd numbered years.

## ARTICLE V – OFFICERS

Section 1 The operations of Division Five shall be managed by a Board of Directors whose membership shall consist of the current officers. The term of office for all officers shall be two years. Only members in good standing, as defined in Article II Section 2, may run for elected office and must remain members throughout their terms.

Section 2 Officers of the Division shall consist of a Superintendent (Chief Executive Officer), an Assistant Superintendent (Vice-President), a Paymaster (Treasurer), a Clerk (Secretary) and a Dispatcher (Webmaster) elected from the regular membership. The duties of the officers: Superintendent and Assistant Superintendent shall organize and conduct the monthly meeting and any business, the Paymaster shall collect donations and keep track of reimbursements and Division Five funds, the Clerk shall send out a flyer announcing the meetings and the Dispatcher shall maintain the Division website.

Section 3 The Board of Directors will have at least one annual meeting typically held in July.

Section 4 The Board of Directors shall be empowered to remove any officer for reason of malfeasance, misfeasance, nonfeasance, and to hold a special election at the next meeting. Members shall be notified three weeks in advance of this special election.

## ARTICLE VI – DISSOLUTION

Section 1 Upon dissolution of the Division and payment of all of the liabilities of the Division, the remaining assets shall be distributed, as directed by the Board of Directors, exclusively to charitable or educational organizations which then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future Internal Revenue Code and Regulations of the Department of the Treasury applicable to such action as they now exist or as they may hereafter be amended.

Section 2 No part of the earnings of the Division shall inure to the benefit or be distributable to its members, officers, or other private persons, except that the Division shall be authorized and empowered to make reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision, the Division shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or as these sections may hereafter be amended.

## ARTICLE VII – RATIFICATION AND AMENDMENT

Section 1 This constitution shall be ratified and take effect immediately with an affirmative vote of two-thirds of the members in good standing, as defined in Article II Section 2, voting at a Division Five meeting.

Section 2 This constitution may be amended by an affirmative vote of two-thirds of the members in good standing, as defined in Article II Section 2, present. The text of and proposed amendment(s) shall be sent to the Division membership 3 weeks prior to the vote.

## ARTICLE VIII – SPECIAL COMMITTEES AND PROJECTS

The members in good standing, as defined in Article II Section 2, may vote to allow subcommittees consisting of regular members and others to conduct business on the behalf of the Division for special programs such as NCR and national conventions. These committees will be under the oversight of the board.

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