

CONSTITUTION AND BY-LAWS OF DIVISION 10 OF THE MID-CENTRAL REGION OF THE
NATIONAL MODEL RAILROAD ASSOCIATION
Updated 2/4/2024

CONSTITUTION

Article I - Name and Purpose

Sec 1 This organization shall be known as DIVISION 10 of the Mid-Central Region of the National Model Railroad Association, Inc., and is established under the provisions of the Association Constitution and By-Laws with boundaries determined in accordance with its provisions.

Sec 2 The purposes of DIVISION 10 are:

- A. The promotion of greater fellowship among members of the National Model Railroad Association in the DIVISION 10 area,
- B. To promote the hobby of model railroading, and
- C. To provide a common meeting ground for social activities.

Article II - Membership

Sec 1 Any Association member residing in the DIVISION 10 boundaries shall be eligible for regular membership in the Division. To be a member of the Association, Region, or Division within the meaning of this instrument, all dues required for the current period must be paid. All members may vote on Division matters except in Board of Director and Executive Committee meetings. Any member may attend regular and special membership and board meetings, may be appointed to Committees, and hold elective office in the Division.

Sec 2 Other classes of membership without voting rights or Board of Director representation may be established by the By-Laws.

Article III - Management

Sec 1 The elected officers of the Division shall be the Superintendent, Assistant Superintendent, Secretary, and Treasurer. Their term of office shall start at the end of the regular October meeting in every even year and shall continue until the end of the second following October meeting or until a successor is duly elected.

Sec 2 The appointed officers of the Division shall be the Division Trustees and The Lantern Editor. The term of office of Division Trustees shall start at the end of the October meeting in every even year and continue until the end of the October meeting in the next even year.

Sec 3 All officers shall serve without compensation.

Sec 4 The duties shall be the usual ones for the various offices and such others as may be prescribed by the By-Laws. No member shall serve more than two consecutive terms or parts thereof in one elected office.

Sec 5 The Board of Directors shall include the four elected Division officers, The Lantern Editor, and at least four (4) appointed Division Trustees. The Directors shall be responsible for the management of the Division, and have legal title to all Division property and money to hold in trust for the Division membership.

Sec 6 The Executive Committee, composed of the elected officers, shall act for and report to the Board of Directors on activities between meetings.

Sec 7 To accomplish the stated purposes, the Superintendent shall appoint the Chairmen for Committees required by the Constitution and By-Laws or otherwise, promptly after election results are known.

Article IV - Meetings

Sec 1 There shall be at least ten (10) regular meetings held each year.

Sec 2 All regular meetings shall be open to all interested persons.

Sec 3 All special membership meetings and Board of Director meetings shall be open to all DIVISION 10 members.

Sec 4 The quorum at any regular or special membership meetings shall be ten (10) members.

Sec 5 The Board of Directors shall meet at least twice annually, and at other times required to transact Division business affairs. Only Board of Director members or their proxies shall vote at board of Director meetings. The quorum for a Board of Directors meeting shall be five (5) Directors or their proxies.

Sec 6 Only Executive Committee members or their proxies shall vote in Executive Committee meetings. The quorum for Executive Committee meetings shall be three (3) members of the Executive Committee or their proxies.

Article V - Elections

Sec 1 The Division Nominating Committee shall be composed of a Chairman and at least one (1) other member, both of whom are appointed by the Superintendent. The current superintendent shall not serve on the Committee, nor sit with it during its deliberations. The Nominating Committee shall report the nominations to the Secretary.

Sec 2 Nominations for Division offices may be made by a petition signed by two (2) members and submitted to the Division Nominating Committee. No member shall be nominated to elective office without his prior approval,

Sec 3 Election for Division officers shall be conducted by mail ballot. Other Division issues may be included on the ballot.

Sec 4 The MCR President shall appoint a Superintendent to fill a vacancy for any cause including failure to make a nomination. The Division may conduct an interim election later at a Division meeting for a Superintendent of its own choice to complete the unexpired term.

Sec 5 The Board of Directors shall elect a successor to complete the unexpired term of any vacant Division office except that of Superintendent.

Sec 6 Recall of any officer for misfeasance, malfeasance, or non-feasance may be initiated by a petition to any officer signed by twenty (20) members. A two-thirds majority of members present at any regular meeting shall be required for approval of the recall.

Article VI - Publications

Sec 1 The Division shall have an official bulletin called The Lantern for news and notices of interest to the members.

Sec 2 Meeting notices and proposals sent by mail in The Lantern, or by separate letter from the secretary, to the latest address provided to the Division membership roster, shall be considered sufficient notice.

Article VII - Priority

Sec 1 No provision or action of the Division or its Directors shall be valid when it is, or becomes, in conflict with the provisions of the Association Constitution and By-Laws or actions of the Association Board of Trustees.

Article VIII - Procedures

Sec 1 Parliamentary procedures not included in the Constitution and By-Laws may be governed by Robert's "Rules of Order" as amended.

Sec 2 A proposal to amend the Constitution may be initiated by a two-thirds majority vote of the Board of Directors, or by petition to the Secretary not less than sixty (60) days before a regular meeting signed by twenty (20) members. After publication of the proposal in the The Lantern, a membership meeting motion requiring a two-thirds majority vote for approval may be made instructing the Secretary to prepare a mail ballot for resolution of the issue. A two-thirds majority of the mail ballots received is required for approval. The By-Laws may be amended by a two-thirds majority of either the Directors, or of the members present at a regular meeting or a special meeting called for the purpose.

Sec 4 In the event of the dissolution of the Division by amendment to the Constitution or by the action of the Association Board of trustees, the entire assets of DIVISION 10 shall be dispersed by the Board of Directors, but shall not accrue to the benefit of any individual or individuals. Records of the Division shall be transferred to the Region Board of Directors.

BY-LAWS

Article I - Division Boundaries and Trustee Appointments

Sec 1 DIVISION 10 shall consist of the following Kentucky Counties: Adair, Anderson, Bath, Bell, Bourbon, Boyle, Breathitt, Carter, Casey, Clark, Clay, Clinton, Cumberland, Elliott, Estill, Fayette, Fleming, Floyd, Franklin, Garrard, Harlan, Harrison, Jackson, Jessamine, Johnson, Knott, Knox, Laurel, Lee, Leslie, Letcher, Lincoln, Madison, Magoffin, Martin, Menifee, Mercer, McCreary, Montgomery, Morgan, Nicolas, Owsley, Perry, Pike, Powell, Pulaski, Rockcastle, Rowan, Russell, Scott, Wayne, Whitley, Wolfe and Woodford.

Sec 2 The Division shall be known as the "Lexington DIVISION 10, Mid-Central Region, National Model Railroad Association, Inc." to reflect the geographical location of the Division and its membership.

Article II -Membership

Sec 1 Honorary membership in recognition of meritorious service to the hobby or to the Division may be voted by a two-thirds majority of the Board of Directors.

Article III - Management

Sec 1 The Superintendent shall preside at all Division, Board of Director, and Executive Committee meetings, and serve or appoint a proxy as the Division representative on the Region Board of Trustees. He shall also assign the Assistant Superintendent suitable duties and keep him informed about Division business.

Sec 2 The Assistant Superintendent shall assist the Superintendent in any way possible, and assume the office of Superintendent during the absence of the Superintendent.

Sec 3 The Secretary shall keep complete records of all Division, Board of Director, and Executive Committee meetings, keep current a full roster of Division members, publish notices, prepare and distribute election ballots, maintain current and have copies of the Constitution and By-Laws available for Division officers and other interested members. He shall record the date, time, place and attendance of Division meetings, and maintain a list of all formal and informal clubs and other subsections in the Division with their officers, meeting time and place.

Sec 4 Treasurer

4.1 The Treasurer shall deposit all Division funds in financial institutions approved by the directors, keep records of all receipts and disbursements, and balance the Division books by the end of each month.

4.2. The Treasurer shall provide a monthly report for the Division bank account to the Division's elected officers with a copy to the Lantern Editor. The report will describe the account's opening and closing balances and intervening deposits and payments. The report will also include the names of persons making financial contributions to the club during the month covered by the report.

4.3. If requested by a Division elected officer, the Treasurer shall report the balance of the Division bank account at the general membership meeting immediately following the request. If unable to attend, the Treasurer shall provide the balance to the requesting officer prior to the meeting.

4.4. The Treasurer shall submit to the board prior to the first general membership meeting of each year (a) a report concerning all Division receipts and disbursements during the immediately prior year and

(b) a proposed budget for the current year. The report for the Division's checking and PayPal accounts will describe their opening and closing balances and intervening deposits and payments. The board shall meet immediately after the first general meeting or as soon after as practicable to consider the annual report and proposed budget and to discuss and adopt a final budget for the current year. The Treasurer will provide to the Lantern Editor for publication summaries of the annual report and final budget.

Sec 5 The Division Superintendent shall appoint chairmen of such committees as may be required to accomplish the stated purposes within the Division, and cooperate with other Divisions in every way possible. He shall keep the region Secretary informed as well as possible of the time, place, and program and attendance of Division meetings. He shall keep the Region Secretary informed about the name, place, meeting time, activities, and secretary or correspondent's name and address for each active model railroad club in the Division.

Sec 6 The Executive Committee shall appoint the five (5) Division Trustees.

Sec 7 The Executive Committee shall appoint The Lantern Editor.

Sec 8 Members may be reimbursed for pre-approved actual expenses, approved by a member of the Executive Committee with appropriate receipts.

Article IV - Committees

Sec 1 The Board of Directors shall establish such committees as they deem necessary for the operation of the Division.

Sec 2 The Lantern Editor shall be responsible for all aspects of The Lantern. The Editor shall report income and expenses to the Treasurer in time to complete the Annual Report.

Sec 3 The Nominating Committee Chairman shall receive marked ballots by mail, tally the votes, and report officer and issue balloting results to the Division Secretary.

Article V - Elections

Sec 1 The Nominating Committee shall publish their list of nominees for elected office in the August The Lantern of every even year.

Sec 2 Petitions for nominations will be discussed and accepted at the regular June meeting in every even year.

Sec 3 Ballots for elected officers and issues requiring mail voting and sketches of nominees for office shall be sent by mail, in any issue of The Lantern; or in a separate letter or by electronic means from the Secretary, not less than thirty (30) days before the meeting at which the new officers are to be installed. The name and address of the Nominating Committee Chairman and the latest date for return of ballots (in hand by September for elected officer ballots) shall be clearly indicated. The nominees receiving the largest number of votes for each office and the votes on issues shall be certified by the Nominating Committee Chairman to the Secretary not less than three (3) days before the installation meeting. The Nominating Committee Chairman shall give advance notice to the winners of their election at the earliest possible time to permit their preparation for assumption of the new duties and shall present the ballots and tabulation to the Board of Directors for review before public announcement of the results. Those elected shall be invited to participate in the Director meeting discussions. The election results will be published in the October The Lantern of the even years.

Sec 4 When an amendment or issue must be submitted by mail independently of an election for officers, the procedure shall be similar to that of Sec. 3, but the ballots shall be returned to the Secretary or someone appointed by him for tallying and reporting.

Sec 5 Election of the Division 10 Officers shall be conducted by mail ballot, which shall be sent by First Class mail or Electronic mail. If after a diligent effort/search, only one candidate is nominated for any Division 10 Officer position, the sole nominee may be elected by a motion to have an Election by Acclamation. In instances where the entire slate of candidates for Division 10 Officers are running unopposed, mailing of ballots will not be necessary if a motion to have an Election by Acclamation is proposed and passed.

Sec 6 The term 'mail' and 'letter' shall include email.

Article VI - Publications

Sec 1 Official notices shall be published whenever possible in The Lantern.

Sec 2 All official notices requiring prompt delivery shall be sent by First Class Mail or Electronic Mail.

Sec 3 Each DIVISION 10 member shall be receive a copy of The Lantern via First Class Mail or Electronic Mail.

Sec 4 The term 'mail' and 'letter' herein shall include email.

Certification: The Division 10 officers shown below certify that the above document is a true copy of the Constitution and Bylaws of Division 10 of the Mid-Central Region of the National Model Railroad Association as revised July 7th, 2023.


Larry Smith Superintendent

Date

2/4/24


Tom O'Connor Secretary

Date

2/4/24

Revision History

12/30/2023 - Reformatted paragraphs, Article V – Elections renumbered, added page break between Constitution and By Laws sections, and added Revision History. RKB

Note – this document is a supplement to the Articles of Incorporation recorded in the Kentucky Office of the Secretary of State filed October 8th, 1999. RKB

7/12/23 – Changes to By Laws, Article III - Management, revised Sec 4 – Treasurer. RKB

11/22/22 – Changes to By Laws, Article V – Elections: change Sec 3, 1st sentence adding 'or by electronic means'; added Sec 5 – Acclimation; Adding Sec 6 to mirror Article VI, Sec 5 including 'email' to terms 'mail' and 'letter'. RKB

08/15/17 – Change to By Laws, Article V – Elections, Sec 2, Petitions sentence change 'July' to 'June'; Article VI Sec 2, add 'or electronic mail'; Sec 3 change 'mailed' to 'receive' and add 'or by Electronic Mail' to end of sentence. RKB

11/19/19 – Change to By Laws, Article VI – Publications, added Sec 4. RKB