

BY-LAWS of
DIVISION 1, MID-CENTRAL REGION, NMRA

SECTION 1: Name and Purpose

1.1 This organization is formed to promote fellowship among members of the National Model Railroad Association in the Division 1 area, to promote the hobby of model railroading in the Division 1 area, to provide a common meeting ground for social activities, and to engage in any and all activities which pertain to and will enhance the hobby of model railroading through educational opportunities at meetings, clinics, tours and fellowship

1.2 The organization shall be known as Division 1, Mid-Central Region, National Model Railroad Association, Inc.

SECTION 2: Membership

2.1 Any member of the NMRA (exclusive of RailPass members), living in the area comprising Division 1, as defined by the Mid-Central Region By-Laws Article I - Boundaries by County, shall be allowed to hold office in Division 1 and vote on Division 1 matters.

SECTION 3: Meetings

3.1 Meetings of Division 1 shall be held in the counties in its territory during the months of September, October, November, January, February, March, April May and June, unless a different meeting location is approved by a majority of the members attending the meeting at which such an alternate meeting place is proposed.

3.2 Meetings shall be held on the third Sunday of each of the months, listed in 3.1 above, unless a different meeting date is approved by a majority of the members attending the meeting at which such an alternate date is proposed.

3.3 Parliamentary procedures not included in these Bylaws shall be governed by Robert's "Rules of Order" as amended.

SECTION 4: Financial

4.1 In accordance with the established policy, no dues or other assessments shall be charged, imposed or solicited, except that to finance such special projects as might be approved by the Division.

4.2 In the event a special project is proposed and approved, requiring more money than is readily available, special fund raising projects or assessments may be proposed, providing active members are given notice of such proposal or assessment in the "*Peddler Freight*". At the next

regular meeting the project or assessment will be presented and at least 75% of the members attending the meeting must approve.

4.3 Any single expenditure from the Treasury in excess of One Hundred Dollars (\$100.00) shall require approval of the membership at a regular business meeting.

4.4 Any expenditure/project in excess of \$499.00 needs prior approval from the membership. Two readings at regular meetings of the expenditure/project are required before a vote will be taken. After the first reading, the proposal will be published in the Peddler Freight. After the second reading, 75% of members attending the meeting must approve.

SECTION 5: Elections / Appointments

5.1 Officers of Division 1, shall be NMRA members elected bi-annually and shall serve for two years. Newly elected officers shall begin their terms on July 1st in the year the Officers are elected.

5.2 The Division Superintendent shall be an elected officer and is the Presiding Officer.

5.3 The Assistant Division Superintendent shall be an elected officer.

5.4 The Treasurer shall be an elected officer and not subject to term limits.

5.5 The Chief Clerk shall perform the duties of Secretary and shall be appointed by the Superintendent.

5.6 The Superintendent and Assistant Superintendent may serve for a maximum of two (2) consecutive full terms in the same office. This does not prohibit any officer from standing for the same office in the future. The Treasurer may serve for an unlimited number of consecutive terms.

5.7 In the event the Superintendent shall vacate his/her position, the Assistant Superintendent shall move up to Superintendent and a New Assistant Superintendent shall be elected. In the event another Officer vacates his/her position, the Division 1 members shall elect a replacement at the next regular meeting.

5.8 Officers of Division 1 shall also serve as Directors/Trustees of the non-profit corporation known as Division 1, Mid-Central Region, National Model Railroad Association, Inc. These Officers/Directors/Trustees will appoint the corporation's Statutory Agent with the agreement of a majority of the membership present at a regularly scheduled meeting.

5.9 In February of the elections year, the Superintendent shall appoint an Election Committee of three paid up NMRA members.

5.10 In March the election committee shall receive nominations for office from the membership. Nominations from the floor will be accepted at the March general meeting.

5.11 In April, a short biography of each candidate shall be published in the *"Peddler Freight"*.

5.12 In the May *"Peddler Freight"*, authorized ballots will be inserted. These ballots may be sent to the designated member to hold for tabulation at the May meeting or may also be brought by the voting member to the May meeting. No proxy ballots will be accepted.

5.13 The Superintendent may appoint a "Superintendent's Advisory Committee" to assist him/her in the planning and execution of the Division's business. No binding votes or business shall be performed at these meetings as per Ohio's Sunshine Law.

5.14 The Superintendent shall appoint all Chairpersons and Committees as needed.

5.15 The Superintendent shall have the power to replace any Chairperson who does not perform his/her duties.

5.16 Chairpersons of any committees, after consultation with the Superintendent, shall have the power to replace any member(s) of their committee who does not perform his/her duties.

5.17 All active committees shall report to the membership at each regular meeting. Within one month of the completion of any project and payment of all bills, the Committee Chairperson shall present a final report to the membership.

5.18 Unless, after a diligent effort/search, only one candidate is nominated for an officer position; then, in such case, the sole nominee shall be elected by a motion to have an election by acclamation.

SECTION 6: Miscellaneous

6.1 There will be an audit each year of the Treasurers records by a committee appointed by the Superintendent. The Chairperson of the committee shall be appointed by the committee.

6.2 Miscellaneous matters not provided for, herein, shall be handled at the meeting at which the matter is proposed.

SECTION 7: Bylaws

7.1 In the event changes are proposed to the Bylaws the proposed changes shall be published in The Peddler Freight. At the next regular meeting the proposed changes will be presented for a vote. At least 75% of the members attending the meeting must approve the changes.

7.2 The Superintendent shall be responsible for keeping track of the Bylaws of Division 1.

These By-Laws were amended on February 18, 2018.

Conflict of Interest Policy

Division 1 Mid-Central Region National Model Railroad Association, Inc

Article I – Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II – Definitions

1. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest – A person has a financial interest in any entity with which the organization has a transaction or arrangement.
 - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement.
 - b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III – Procedures

1. Duty to Disclose – In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
2. Determining Whether a Conflict of Interest Exists – After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV – Records of Proceedings

1. The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V – Compensation

1. A voting member of the governing board who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI – Annual Statements

1. Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy.
 - b. Has read and understands the policy.
 - c. Has agreed to comply with the policy, and
 - d. Understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

Article VII – Periodic Reviews

1. To ensure the organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted.
2. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in injurement, impermissible private benefit or in an excess benefit transaction.

Article VIII – Use of Outside Experts

1. When conducting the periodic reviews as provided for in Article VII, the organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Conflict of Interest Policy adopted on June 7, 2013