

**Yellow indicates additions**

**DRAFT REVISION, 8/04**

**MID-EASTERN REGION**

**BYLAWS**

*Table of Contents*

<b>INTRODUCTION</b>	1
<b>ARTICLE I</b>	3
<b>ARTICLE II</b>	4
<b>ARTICLE III</b>	5
<b>ARTICLE IV</b>	6
<b>ARTICLE V</b>	8
<b>ARTICLE VI</b>	10
<b>ARTICLE VII</b>	12
<b>ARTICLE VIII</b>	13
<b>ARTICLE IX</b>	14
<b>ARTICLE X</b>	15
<b>ARTICLE XI</b>	16
<b>ARTICLE XII</b>	17
<b>ARTICLE XIII</b>	18

***INTRODUCTION***

The Mid-Eastern Region was rechartered by the State of Maryland on June 5, 1985, and received eleemosynary recognition from the Internal Revenue Service on October 17, 1985. These two dates should be used for future business purposes.

The MER Board of Directors met on March 1 and 2, 1986, and during the subsequent six months in unique planning sessions. The sessions were devoted to reviewing the past 20 years' worth of old records, board motions, policy statements and the Bylaws to determine if actions, policy or precedents set by the "old" company would no longer apply except as specifically adopted by the "new" company. The Board identified regional objectives and adopted pertinent "old" policy or stated "new" policy which will help to achieve the goals.

Also, the Board created and approved the adoption of the Executive Handbook which will contain all of the MER policy statements and a copy of the MER vital records. This publication is to be issued to the MER officers and used by them as the guidelines for the administration and operation of the region.

Further, the Board created and approved the adoption of the objectives which are listed as follows:

**REGIONAL OBJECTIVES**

## Mid-Eastern Region ByLaws

- Expand interest in and publicize the hobby of model railroading.
  - Promote membership growth.
  - Sponsor **at least one convention** per year.
  - Operate on a balanced budget.
  - Improve and publicize contest judging standards and procedures.
  - Support the national Achievement Program.
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All Bylaw amendment changes occurring since the October 1985 Restatement shall contain the date the amendment change was approved by the membership and placed at the end of the amendment.

When an amendment of the Bylaws occurs, that page should be updated and circulated to the holders of this manual with the revision date on that page. If this method becomes a problem, make the change and place the new issue date in the header on page one and circulate the entire Bylaws Section.

(8/04)

# MID-EASTERN REGION BYLAWS

The Mid-Eastern Region, NMRA, Inc.  
(A Maryland Corporation)

## *ARTICLE I*

### Name, Purpose and Boundaries

**Section 1.** This organization shall be known as the Mid-Eastern Region, NMRA, Inc., and is established under the provisions of the Constitution of the National Model Railroad Association.

**Section 2.** The purpose of the Region is to further the objectives of the National Model Railroad Association as set forth in the **Regulations** of that Association. (8/04)

**Section 3.** (Deleted) (3/01)

**Section 4.** The territory encompassed by this Region shall be as designated in the National Model Railroad Association **Regulations**. Changes to the Region boundaries can only be made by the NMRA Board of **Directors**. (3/01) (8/04)

**ARTICLE II**

**Membership, Fees and Publications** (8/04)

**Section 1. Definition**

All NMRA members residing within the boundaries of the MER are regular members of the MER. NMRA members residing outside the boundaries of MER are not members of MER. Non-NMRA-members are not MER members. (8/04)

**Section 2. Privileges**

Membership in this Region shall include the following privileges: The right to hold office (if residing within Regional bounds), to vote on public questions, the right to attend all public meetings, and the opportunity to receive all regional publications. (8/04)

Honorary Life Membership in the Mid-Eastern Region is limited to the right to receipt of all Regional publications and the right to attend all public meetings. (9/87)

**Section 3. Subscriptions and Fees** (8/04)

- A. Deleted (8/04)
- B. Deleted (8/04)
- C. Deleted (8/93)
- D. Deleted (8/04)
- E. Deleted (11/97)
- F. In the absence of dues per se, a subscription to the LOCAL may be obtained at a cost to be determined by the Board. Any NMRA member may subscribe the LOCAL.
- G. Former MER Life Membership is hereby converted to a lifetime subscription to the LOCAL. No further lifetime subscriptions are offered.
- H. At the discretion of the MER Board of Directors, other fees may be charged for optional activities and services.
- I. Deleted (8/04)

**Section 4. Member Publications**

- A. There shall be an official bulletin of the Region to be known as “The LOCAL”, publication of which shall be at least four (4) times annually.
- B. The LOCAL shall carry notice of all Region meetings and other items of interest to the membership. Publication of notices in “The LOCAL” shall constitute official notice to the membership as required by the Bylaws.

**ARTICLE III**

**Membership Meetings**

**Section 1. Annual Meeting**

The Annual Meeting of the Region shall be at the Fall Convention unless otherwise designated by the Board of Directors. **The Annual Meeting is open to all members at no cost.** (8/04)

**Section 2. Special Meetings**

A Special Meeting shall be any meeting called as hereinafter provided for the purpose of considering any particular or special business. Only such particular or special business may be considered at a Special Meeting. Upon their own motion, or upon the petition of ten percent (10%) of the members of this Region, but not less than twenty five (25) such members, directed to them, the Board of Directors may call such Special Meetings as appear necessary. (8/04)

**Section 3. Notification**

**The Secretary shall ensure that** notices of the Annual Meeting or Special Meetings are sent to the members (or printed in the regional publication) at least 30 days prior to the date of such meeting. Announcement will be deemed sufficient notice when sent to the last address given to the office of the Region by the member. (11/97) (8/04)

**Section 4. Quorum**

At the Annual Meeting and at any Special meeting twenty five (25) such members constitute a quorum for the transaction of business. (11/97)

**Section 5. Rules**

The rules contained in Robert's Rules of Order Revised shall govern the meetings in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of this Region. (11/97)

**Section 6. Financial Responsibility**

No individual, club, division or organization other than the Mid-Eastern Region, NMRA Inc., shall bear any loss from any event except when such event is held in conjunction with a National Meeting or held jointly with another National Model Railroad Association Region, providing that the event is properly contracted in accordance with the Mid-Eastern Region Handbook. (11/97)

**ARTICLE IV**

**Elections, Eligibility, Nominations and Ballots (8/04)**

**Section 1. Elections**

- A. All Officers and Directors of this Region shall be elected for two (2) year terms. Elections shall be held annually with the three (3) Directors-at-Large elected on the **ODD** numbered years and the four (4) Officers elected on the **EVEN** numbered years. They shall take office at the close of old business at the Annual Meeting following their election and shall hold the office for two (2) years, or until their successors are elected and qualified. **(11/97)**
- B. No two Offices listed in Article VI, Section 1., A., may be held by the same person, nor may the President, Vice President, Secretary or Treasurer hold the position of Business Manager, except as may be required on a temporary basis. If a member of the Board is elected to another position and still have an unexpired term, he shall resign his former position.
- C. No Officer or Director may hold the same office for more than two consecutive terms, except that the Office of Treasurer is limited to five consecutive terms. **(3/01)**
- D. Any elected Officer may be removed from Office by a two-thirds (2/3) vote of the members present at the Annual Meeting or a Special Meeting called for that purpose, upon written complaint to any Director of ten (10) or more regional members expressing misfeasance, malfeasance or nonfeasance of Office.
- E. The holder of any office listed in Article VI, Section 1., who, at the roll call of a meeting, is absent for the third consecutive time shall be considered as having resigned the office. If a valid written reason is on hand at this time, such action may be held in abeyance by a unanimous vote of the Board of Directors at this third consecutive meeting. Multiple meetings held on the same day or at the same conference shall, for attendance purposes, be considered one meeting. **(9/87)**
- F. Any officer may be excused from attending a scheduled meeting by submitting reasons in writing to the President two (2) weeks prior to the meeting. Any combination of excused and unexcused absences resulting in three consecutive missed meetings shall be treated under ARTICLE IV, Section 1, E. **(9/87)**
- G. If an officer resigns, dies or becomes incapacitated before the end of their term the President shall appoint a successor to fill the unexpired term, subject to the consent of a majority of the remaining Board of Directors. **(3/01)**

**Section 2. Eligibility**

Only a member of MER who resides within the boundaries of MER may run for or hold an office or appointed position for MER. Inasmuch as officers must reside within MER boundaries, any relocation outside of MER will be considered as automatically vacating the office.

**Section 3. Nominations**

- A. A Nominating Committee consisting of a chairman and two (2) members shall be appointed by the President to examine and nominate candidates for Officers and Directors of the Mid-Eastern

## Mid-Eastern Region ByLaws

Region, NMRA, Inc., and in conformance with policy, the nominations must have the approval of the nominee and be accompanied with a photograph and a statement of not than 200 words.

(3/01) These statements must be received by the committee by close of nominations for communication to all members. (8/04)

- B. Nominations may also be made by petition, signed by at least twenty five (25) members. Each petitioner must supply proof of membership. Such petition must include a signed statement from the nominee indicating his approval and listing his qualifications. Also included shall be a statement of not more than 200 words and a photograph to be printed in the Ballot Issue of the *LOCAL* regional publication. (11/97)
- C. Balloting shall be by mail. The ballot will be designed to deter fraudulent duplication. (3/01)
- D. The Ballot Committee shall report the results of the election to the President, and the Director this committee is assigned to, in writing. (11/97)
- E. Candidates receiving a simple plurality of votes shall be declared elected.
- F. A schedule for nominations, petitions, ballot and election results may be found in Policies, Article VI. (11/97)
- G. The Ballot Committee shall also mail and tabulate any special mail ballots as authorized by the Board of Directors.

**Section 4.** NMRA Director DELETED (8/04)

**ARTICLE V**

**Officers**

**General:** All Officers must be at least twenty one (21) years of age and be eligible for bonding as may be required by the Board of Directors. In addition, the President must have served at least one full term in some ELECTED office of the Region Board of Directors, previously. (3/01) All officers must reside within MER boundaries.(8/04)

**Section 1.**

The President shall perform the usual duties of President and shall preside at all meetings. The President shall appoint or change the Chairs of all committees with the exception of the Regional Achievement Program Chair. The President shall submit a report of the Region's activities for the year at the Annual Meeting. The President or his designee shall represent the MER on the Regional Advisory Council of the NMRA. (3/01) (8/04)

**Section 2.**

The Vice President shall be an aide and assistant to the President in any way possible and shall assume the duties of the Office of the President during his absence or upon his request. The Vice President shall represent the Divisions at the Board of Directors meetings. (3/01)

**Section 3.**

The Secretary shall keep the minutes of all official meetings, shall sign, countersign or attest all official papers of the Region, and perform the usual duties of a Secretary. The secretary shall be responsible for the records and legal documents of the Region except for the membership and financial records. Other duties include being responsible for the maintenance, updating and distribution of the change pages of the Executive Handbook. The secretary shall be responsible for general communications and correspondence for the Region and shall see that proper notice is given of meetings as directed by the President and shall provide for general communication for the Board of Directors and Advisory Council to be sent as necessary. (3/01)

**Section 4. Treasurer**

- A. Shall keep a record of all funds received and paid out by the Region. Shall submit a Financial Report to the President and other reports as requested at each board meeting. The treasurer shall balance the books prior to the Annual Meeting and present a Financial Statement therefrom in writing at the Annual Meeting. (3/01)
- B. Shall ensure that all money is deposited promptly in accounts maintained for that purpose in convenient banks; all accounts shall be joint requiring a single signature of the Treasurer, President, or Secretary. (8/04)
- C. Shall see that the proper signatures are placed on all accounts with each change in administration promptly.
- D. Shall pay immediately all vouchers from the various committee chairmen up to the budgeted amount. All vouchers beyond this must have approval of the Board of Directors.

## Mid-Eastern Region ByLaws

### **Section 5.** Director

- A. Shall be responsible for the activities of the Standing Committees assigned by the President and shall present a consolidated report of their activities in writing at the Annual Meeting.  
**(3/01)**
- B. Shall assume whatever other duties as may be assigned to each by the President.

**ARTICLE VI**

**Board of Directors**

**Section 1.**

- A. The Board of Directors of the Mid-Eastern Region, NMRA, Inc., shall consist of the four (4) Officers: President, Vice President, Secretary, Treasurer, **and the** three (3) Directors at Large. **(1/90)** (8/04)
- B. The order of presidential succession shall follow the order as set forth in Section 1., A. in this article. The directors succession order shall be based on their plurality in the last election.
- C. Deleted **(3/01)** (8/04)
- D. **In the event of a vacancy on the Board not covered by (A) or (B), the President will, with the approval of the Board, appoint a replacement to fill out the vacated term.** (8/04)

**Section 2.**

The Board of Directors shall hold the legal title of all property and monies of the Mid-Eastern Region, NMRA, Inc., in trust for its members. Each **BOD** member shall be required to submit an annual budget by collaborating with the committees they are managing in order to regulate future Treasurer's payments. They shall forward their requests to the Budget Committee Chair by a date decided by the Treasurer. **(3/01)** (8/04)

**Section 3.**

There shall be at least two (2) meetings per year of the Board of Directors of the Region. These meetings shall be held at such time and place as directed by the President. Upon petition of any three (3) members of the Board of Directors, additional meetings of the Board may be called as necessary, or to fix the date and time of a meeting in the event the President fails to do so. **(11/97)**

**Section 4.**

Only those listed in Article VI, Section 1., A., shall vote on actions taken by the Board of Directors. (1/90) (8/04)

**Section 5.**

No Officer or Director, shall receive any compensation or gratuities for his services, **except that the President may receive a complimentary room during MER conventions**. At the discretion of the Board of Directors, reimbursements for transportation, lodging and incidentals when incurred on official Mid-Eastern Region business may be authorized. **(11/97)** (8/04)

## Mid-Eastern Region ByLaws

### **Section 6.**

No Officer or Director shall chair any standing committee except as may be required on a temporary basis. (3/01)

### **Section 7.**

No Officer or Director shall participate in any business associations or any decision-making actions of the Board from which they or any family members would profit personally.

### **Section 8.**

There shall be an official publication of the Region known as the “MER Executive Handbook” which will contain a copy of the MER vital records, the Internal Revenue Service 501(c)(3) statement, operating procedures, and all MER policy statements. The MER Executive Handbook shall be issued to each Officer and Director and is to be used by them as the guidelines for the administration and operation of the Region. Each Officer and Director shall be responsible for turning over the MER Executive Handbook to their elective successor to that office. (11/97)

**ARTICLE VII**

**Business Manager**

**Section 1.**

- A. A Business Manager shall be appointed by the President with the concurrence of a majority of the Board of Directors. The Business Manager shall sit on the MER Board of Directors as a non-voting member and shall receive and dispense counsel on all matters relating to the operation of the business office. (3/01)
- B. The Business Manager shall maintain such membership records as required for reporting purposes, subscriptions to the LOCAL, etc . Funds received will be deposited on a timely basis. (3/01) (8/04)
- C. The Business Manager shall submit a budget to operate the office prior to a date established by the Treasurer. (3/01) (8/04)
- D. The Business Manager shall perform other duties as may be directed by the President. (3/01)
- E. This position will not be considered for purposes of a quorum, succession, or asset trust of the MER. (11/97)
- F. The Business Manager shall receive no compensation or gratuities for his/her services. At the discretion of the Board of Directors, reimbursements for transportation, lodging and incidentals when incurred on official Mid-Eastern Region business may be authorized. (11/97)

**ARTICLE VIII**

Standing Committees

**Section 1. Committees**

Standing Committees are those permanent committees that carry out the normal operations of the Region. They will be established by the BOD and listed in Policy Section IX. **(3/01)**

**Section 2. Chairs**

- A. Committee Chairs shall be resident members of the MER. **Committee Chairs are appointed by, and serve at the pleasure of, the MER President. Each appointment will be approved by the Board .** As with the officers noted above, relocation outside of MER boundaries shall be considered automatic vacating of the position. (8/04)
- B. The President will designate an elected official to whom the chairs will report. The chairs will file a written report of the yearly activities with the official prior to the Annual Meeting so that the designated official can report to the membership. The President may change committee chairs if he feels it to be in the best interests of the Region. **(3/01)**
- C. Annually, the Budget Committee will be responsible for receiving operating budget requests and requests for special projects. They shall evaluate the requests and develop a sensible operating budget proposal and present it to the Board of Directors at their annual budget meeting. **(11/97)**

**Section 3. Audit Committee**

The President shall appoint an Audit Committee of two or more members. The committee will:

- A. Conduct an audit of the Region's financial books and statements at least every two years or whenever there is a personnel change in the Office of the Treasurer.
- B. When appropriate, recommend changes in the Region's financial practices and procedures.
- C. Report the results of the foregoing work to the Board at the first Board meeting after the audit.

The following individuals may not serve on the Audit Committee: Board members, the Business Manager, and anyone involved in investing the Region's money.

Mid-Eastern Region ByLaws

***ARTICLE IX***

Special Committees

**Section 1.** Any committee may be created by the President as the need arises, and will be known as a Special Committee.

**Section 2.** The appointed chair will report directly to the President as necessary. **(3/01)**

**Section 3.** A Special Committee will be disbanded upon completion of its duties or sooner at the direction of the President.

**Section 4.** Deleted **(11/97)**

**ARTICLE X**

**Divisions**

**Section 1.**

This Region may be subdivided into Divisions to facilitate the execution of the objectives of the Region. Divisions will be assigned numbers and boundaries, when chartered. (3/01) Article 8, Section 8, of the NMRA Regulations describes how Region boundaries may be changed. (8/04)

**Section 2.**

Divisions shall provide themselves with a set of Bylaws consistent with that of the N.M.R.A. and the Mid-Eastern Region. Divisions shall be free to conduct their own business in conformance with the purpose of this Region (Article I, Section 2) and be subject to the regulations set forth by the Board of Directors of the Mid-Eastern Region. Divisions may not perform in conflict with any action or principles of this Region, and any question regarding same will be determined by the Mid-Eastern Region Board of Directors. (11/97)

**Section 3.**

A Division Superintendent shall be in charge of each division, with other officers being elected as required. The Superintendent and other Officers shall be elected by the members of the Division in which they reside, pursuant to the Constitution and/or Bylaws of the Division.

**Section 4.**

Division Superintendents are not voting members of the Mid-Eastern Region Board of Directors. (3/01) (8/04)

**Section 5.**

All Officers and members of the Division shall be members of the National Model Railroad Association and the Mid-Eastern Region. (11/97)

**Section 6.**

The Division Superintendent shall submit a written financial and activities report of the Division to the Vice President prior to the Annual Meeting and shall keep the LOCAL Editor informed of Divisional activities as they transpire. (8/04)

***ARTICLE XI***

**Advisory Council**

**Section I.**

- A. An Advisory Council to the Board of Directors shall consist of the immediate Past President, the Standing Committee chairs and other committee chairs as may be appointed by the President, the Business Manager and the Division Superintendents.
- B. The Advisory Council may be called to meet in conjunction with the mandatory meetings of the Board of Directors at the direction of the President and at such other times as ordered by the Board of Directors.

***ARTICLE XII***

**Amendments**

**Section 1.**

Amendments to these Bylaws may be made at the Annual Meeting, at a Special Meeting called for such purpose, or by mail ballot authorized by the Board of Directors but any proposed amendments shall be submitted to the members with notice at least thirty (30) days before for such vote.

**Section 2.**

Any notice to a member shall be deemed sufficient if sent to the last address given to the Business Office of this Region by such member. (3/01)

**Section 3.**

Voting may be by proxy, provided, however, that such proxy notice shall be mailed directly to the Secretary by the person giving the proxy at least ten (10) days prior to such meeting.

**Section 4.**

A majority of the votes cast shall be necessary for the adoption of any amendment.

***ARTICLE XIII***

**Dissolution (11/97)**

Dissolution of this Region shall occur whenever one of the following events occur:

1. A motion for dissolution is adopted in the same manner as is provided for the establishment of a Region as stated in the NMRA Constitution.
2. Whenever a twelve-month period has elapsed and no meetings of the Region Board of Directors, or Annual or Special Meeting has been held.
3. The NMRA withdraws the rights of the Region to function.

Upon dissolution of this Region, the last elected officers and directors shall wind up the affairs of the Corporation within one month of the dissolution and shall promptly make payment of all liabilities of the Region and forward the remaining assets of the Corporation exclusively to the NMRA. Disposition of the assets shall be such so that no member of the Region shall receive any of the assets. However, if the named recipient is not then in existence or is no longer a qualified distributee, or is unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation or Corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The End