

**Michiana Division
Midwest Region
National Model Railroad Association
Bylaws
Adopted by the Michiana Division 11/19/2011
Amended 12/17/2017
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Amended 3/16/2020**

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Article I – Purpose, Authority and Administration

1. The purpose of these Bylaws is to facilitate the governance and administration of the Michiana Division (hereinafter the “Division”) of the Midwest Region (hereinafter the “Region”).
2. These Bylaws are established pursuant to Article IV, Section 1 of the Division’s Constitution. The Division’s Constitution, these Bylaws and the Policies & Procedures provided for in Article V below set forth the rules regulating the affairs of the Division. Collectively these organizational documents constitute the Division Executive Handbook.
3. The Division’s principal office shall be the address of the Superintendent or such address as determined by the Board of Directors (hereinafter the “Board”). The Division may have additional offices at other places as determined by the Board.
4. Cash assets shall be maintained by the Paymaster in one of more bank accounts pursuant to Article II, Section 4, Subsection a below. Non-cash assets shall be entrusted to members as determined by the Superintendent.
5. The fiscal year of the Division shall be the twelve (12) month period from January 1 ending December 31. The Division shall hold a spring membership meeting, generally April, May or June. The Board of Directors shall hold

meetings as necessary during the year, including a meeting in April, May or June prior to the spring membership meeting.

Article II – Officers

1. Superintendent.

- a. The Superintendent shall have general supervision over all the affairs of the Division: shall preside at all meetings of the members, of the Board and of the Executive Committee; shall appoint all committees except the Executive Committee and, except as provided in Article IV below, shall fulfill all the functions of the office prescribed in the Division’s Constitution or elsewhere in these Bylaws and with the approval of the Executive Committee shall take action in all matters not covered in the Constitution or these Bylaws which will advance the purpose of the Division.
- b. The Superintendent shall be elected in odd-numbered years by the resident members of the Division for a term of two (2) years. Policies & Procedures adopted by the Election Committee provided for in Article IV, Section 1, Subsection c below shall regulate balloting. In the event of a tie, a majority of the incumbent Board members attending the spring membership meeting shall break the tie by written ballot. The Superintendent may serve two (2) complete consecutive terms in office before a break in service. The Superintendent may not serve concurrently in any other office, or as a Director-at-Large or as a Division Director.
- c. The Assistant Superintendent shall fill any vacancy occurring in the office of the Superintendent. In the event the Assistant Superintendent is unable to fill the position of Superintendent, the Board shall appoint a Superintendent until election at the next annual meeting.

2. Assistant Superintendent.

- a. The Assistant Superintendent shall perform such duties as may be assigned by the Superintendent. The Assistant Superintendent shall assume the duties of the Superintendent in the Superintendent’s absence or inability to serve.
- b. The Assistant Superintendent shall be elected in even-numbered years by the resident members of the Division for a term of two (2) years. Policies & Procedures adopted by the Election Committee

provided for in Article IV, Section 1, Subsection c below shall regulate balloting. In the event of a tie, a majority of the incumbent Board members attending the spring membership meeting shall break the tie by written ballot. The Assistant Superintendent may serve two (2) complete consecutive terms in office before a break in service. The Assistant Superintendent may not serve concurrently in any other office, or as a Director-at Large or as a Division Director.

- c. Any vacancy occurring in the office of the Assistant Superintendent shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.

3. Chief Clerk.

- a. The Chief clerk shall prepare minutes of all meetings of the members, of the Board and the Executive Committee; shall maintain the Executive Handbook; shall distribute the minutes and Executive Handbook to the members of the Board by electronic or regular mail; shall publish the minutes and the Executive Handbook on the Chief Clerk's Page of the Division's Website; shall advise the Board of changes in the Regulations of the NMRA (hereinafter the Regulations) that may affect the Executive Handbook and shall fulfill all of the functions the office prescribed in the Constitution and elsewhere in these Bylaws.
- b. The Chief Clerk shall document the name, address, telephone number and electronic mail address of changes of Division Officers, Directors-at-Large and amendments to the Division Executive Handbook. These changes shall be certified and delivered by the Chief Clerk to the Region Secretary by electronic or regular mail whenever a change occurs.
- c. The Superintendent with the approval of the Board shall appoint the Chief Clerk. The Chief Clerk may serve indefinitely. The Chief Clerk may not serve concurrently in any other office, as a Director-at-Large or as a Division Director.
- d. Any vacancy occurring in the office of the Chief Clerk shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.

4. Paymaster.

- a. The Paymaster shall maintain books and records of the financial transactions of the Division; shall with the concurrence of the Executive Committee, open and close bank accounts; shall submit the

books and records for the prior year to the Audit committee provided for in Article IV, Section 1, Subsection a below within thirty (30) days after the spring membership meeting; shall report the Division's financial position and results of operations for the current year to date to the Board prior to the spring membership meeting; shall submit a budget for the next year to the Board prior to the spring membership meeting and shall fulfill all the functions of the office prescribed in the Constitution and elsewhere in these Bylaws.

- b. The Superintendent with the approval of the Board shall appoint the Paymaster. The Paymaster may serve indefinitely. The Paymaster may not serve concurrently in any other office, as a Director-at-Large or as a Division Director.
- c. Any vacancy occurring in the office of the paymaster shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.

5. Removal From Office

- a. An officer may be removed from office for cause by a two-thirds (2/3) roll call vote at a regularly scheduled meeting of the Board.

Article III – Directors

- 1. The Division Directors-at-Large and the Officers shall form the Board and shall be responsible for the governance and administration of the Division between meetings of the members.
- 2. Two (2) Directors-at-Large shall be elected in odd-numbered years and two (2) Directors-at-Large shall be elected in even-numbered years for a term of two (2) years by the resident members attending the spring membership meeting of the Division. Policies & Procedures adopted by the Election Committee provided for in Article IV, Section 1, Subsection c below shall regulate balloting. A Director-at-Large may serve three (3) complete consecutive terms in office before a break in service of at least 1 year. A Director-at-Large may not serve concurrently as an Officer or as a Division Director. Any vacancy among the four (4) Directors-at-Large shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting pursuant to the Policies and Procedures adopted by the Election Committee provided for in Article IV, Section 1, Subsection c below.

3. The Division shall designate a Division Director and an Alternate Division Director to represent the Division to receive copies of communication from the Region to the Division. The name, address, telephone number and electronic mail address of the Division Director and the Alternate Division Director shall be certified and delivered by the Chief Clerk to the Region Secretary by electronic or regular mail whenever a change occurs. Unless proscribed by the Division, a Division Director or an Alternate Division Director may serve indefinitely. A Division Director may not serve concurrently as an Officer or as a Director-at-Large. The Division will promptly designate a replacement Division Director and Alternate Division Director whenever a vacancy occurs. If the Division fails to designate a Division Director or an Alternate Division Director, the Division Superintendent will be deemed to be the Division Director and the Division Assistant Superintendent will be deemed to be the Alternate Division Director until such positions are filled.
4. A Director-at-Large or a Division Director may be removed from office for cause by a two-thirds (2/3) roll call vote at the next meeting of the Board.

Article IV – Committees

1. The following Standing Committees and Subcommittees are established to carry out prescribed functions. Committee Coordinators shall be elected or appointed. The names, addresses, telephone numbers, and electronic mail addresses of the Committee Coordinators shall be reported to the Chairman of the applicable Region Committee by electronic or regular mail by the Chief Clerk whenever a change occurs
 - a. Audit
 - i. Function: Responsible for the annually reviewing the Paymaster's books and records for the prior year, the review shall begin no later than forty-five (45) days after the spring membership meeting. The results of the review shall be reported at the next meeting of the Board.
 - ii. Membership: A Chairman and other members as deemed necessary by the Chairman.
 - b. Nominating
 - i. Function: Responsible for developing a list of candidates to be placed on the annual ballot by its own nomination and/or by acceptable nominating petitions. The list and a biography for

each candidate shall be filed with Chief Clerk by electronic or regular mail as determined by the Policies & Procedures.

- ii. Membership: A Chairman and two (2) other resident members of the Division.
- iii. Requirement: Establish and maintain Nominating Committee Policies & Procedures. The Policies & Procedures shall include and preserve the right of members to place a resident member's name in nomination by filing a petition signed by at least five (5) resident members.

c. Election

- i. Function: Responsible for the preparing, distributing and counting ballots for the election of the Superintendent, Assistant Superintendent, and Directors-at-Large and for amendments to the Constitution
- ii. Membership: A Chairman and one other member who lives in the vicinity of the Chairman.

d. Membership

- i. Function: Responsible for coordinating membership matters between the Administration Department of the NMRA (hereinafter the "Administration Department") and the Division, for disseminating membership data received from the Administration Department to the Division and for providing member electronic and/or regular mail address information to the Officers and/or appropriate Committees for purposes of fulfilling responsibilities enumerated in Article IV and elsewhere in the Executive Handbook.
- ii. Membership: A Chairman and Division Membership Coordinator The Division's Membership Coordinator should be the individual who is the point of contact for membership matters within the Division.
- iii. Requirement: Establish and maintain Membership Committee Policies & Procedures.

e. Clinic

- i. Function: Responsible for compiling, cataloging and disseminating a list of currently available clinics.

- ii. Membership: A Chairman and the Division Clinic Coordinator. The Division's Clinic Coordinator should be the individual who schedules clinics for the Division.

f. Internet

- i. Function: Responsible for establishing and maintaining the Division's Website for the purpose of disseminating Division information to members and to the general public.
- ii. Membership: A Chairman, who will normally be the Division's Webmaster. The Division's Webmaster should have sufficient knowledge of the Division's operations that he or she can facilitate maintenance of the Division's web page within the Division's web space.

g. Publications

- i. Function: Responsible for publishing and distributing the Division's newsletter.
- ii. Membership: A Chairman, who will normally be the individual who is the editor of the Division's newsletter or similar publication.
- iii. Requirement: Establish and maintain Publications Committee Policies & Procedures.

h. Convention

- i. Function: Responsible for the Division's requirements to host a Region Convention.
- ii. Membership: A Chairman, the Chairmen of the Subcommittees enumerated below and the Division Convention Coordinators. A Division's Convention Coordinator should be an individual who is familiar with the conduct of Region conventions.
- iii. Requirement: Establish and maintain Convention Committee Policies & Procedures.

1. Subcommittees:

- a. Model Contest: Responsible for conducting model contests at conventions and for selecting qualified judges for the various contests.
- b. Photo Contest: Responsible for conducting photo contests at conventions and for selecting qualified judges for the various contests.

Each Subcommittee shall consist of a Chairman and other members as deemed necessary by the Chairman.

- 2. The Superintendent may establish ad hoc committees for any purpose. All such committees shall be dissolved at the end of the appointing Superintendent's tenure.
- 3. Committee members shall be resident members of the Division, but do not need to be members of the Board.
- 4. Except as otherwise provided in the Subsections of Article IV, Section 1 above, Chairmen and members of standing committees shall be appointed by the Superintendent, where practicable within ninety (90) days after assuming office, and shall serve at the Superintendent's pleasure.
- 5. Whenever a Chairman determines that additional committee members are necessary to accomplish the functions of his or her committee, the Chairman will submit names of recommended individuals to the Superintendent for appointment. If the Superintendent declines to appoint a recommended individual, he or she will notify the Chairman so that the Chairman can recommend another individual.
- 6. Chairmen may, at their discretion, call meetings of their committees or subcommittees for the purpose of coordinating, initiating, planning and implementing a particular project, function or duty for which their respective committees or subcommittees are responsible. Committees or subcommittees may meet in person, by teleconference or by other electronic means.
- 7. The latest edition of Robert's Rules of Order shall govern all meetings of the Division except insofar as they are inconsistent with the Constitution or these Bylaws.
- 8. As provided in Article II, Section 3 of the Constitution, each resident member shall receive notice of the annual meeting of members by electronic or regular mail. In addition, each resident member shall receive notice of the Annual Convention, notice of candidates for election as Superintendent, Assistant Superintendent and/or Directors-at-Large and a ballot for any

election or amendment of the Constitution. The notices and the ballot may be combined to allow sufficient time for completion of the election process established by the Election Committee in its Policies & Procedures.

9. As provided in Article II, Section 3 of the Constitution, each non-resident member shall receive notice of the annual meeting of members by electronic or regular mail. In addition, each non-resident member shall receive notice of the Annual Convention.

Article V – Policies & Procedures

1. Pursuant to Article IV, Section 2 of the Constitution, the Officers and each Standing Committee or Subcommittee established in Article IV, Section 1 above may adopt Policies & Procedures to facilitate implementation of their responsibilities. Policies & Procedures shall conform to the Regulations, the Constitution and these Bylaws.
2. Within thirty (30) days of adopting Policies & Procedures, the Officer or the Chairman of the Committee or Subcommittee shall forward a copy of the Policies & Procedures to the Chief Clerk by electronic or regular mail.
3. Within thirty (30) days of receiving Policies & Procedures from an Officer or the Chairman of a Committee or Subcommittee, the Chief Clerk shall forward the Policies & Procedures to the Board by electronic or regular mail and shall publish them on the Chief Clerk's Page of the Division's Website.
4. The Chief Clerk may establish a table of contents and a common format for Policies & Procedures.

Article VI – Amendments

1. Any member of the Board or Chairman of a Standing Committee or Subcommittee may initiate amendments to these Bylaws by filing a proposed amendment with the Chief Clerk by electronic or regular mail. A proposed amendment must include the current wording of the Article and Section to be amended, the proposed wording and an explanation of the proposed change.
2. Within thirty (30) days of receiving a proposed amendment, the Chief Clerk shall forward it to the Board by electronic or regular mail. The Board shall consider the proposed amendment at its next scheduled meeting. The originator of the amendment shall be given an opportunity during that meeting to present arguments in favor of the proposed amendment.

3. If a majority of the Board members attending the meeting approve the proposed amendment, it shall be adopted. Within thirty (30) days of the approval of the amendment, the Chief Clerk shall forward revised Bylaws to the Board by electronic or regular mail and shall publish them on the Chief Clerk's Page of the Division's Website.