

NATIONAL MODEL RAILROAD ASSOCIATION, INC. CORPORATE BY-LAWS

MISSION STATEMENT

The National Model Railroad Association, Inc. advances the world-wide scale model railroading community through education and standards as well as advocacy and fellowship.

ARTICLE I – NAME, PURPOSE, & GENERAL GOVERNANCE

SECTION 1. The National Model Railroad Association, Inc. (NMRA) is organized as a non-profit corporation under the laws of the State of Ohio.

SECTION 2. The NMRA is organized exclusively for charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

SECTION 3. The NMRA establishes these By-Laws for its own governance, as well as that of its members, Directors, Officers, Regions, and Divisions, under authority of the Ohio Revised Code Title XVII, section 1702.11 and the sections that follow.

SECTION 4. The NMRA shall not discriminate on the basis of age, gender, race, religion or belief, sexual orientation, or other factors.

SECTION 5. The purposes of the NMRA are to: educate persons engaged in scale model railroading in methods of building and operating model railroad equipment following the prototype practices of railroads; educate persons about all aspects of prototype subjects so that models of equipment, engines, structures, and scenery are as accurate as possible; develop the technical skills of persons engaged in the art and craft of scale model railroading; develop technical standards to promote consistent and reliable inter-operability between equipment of various manufacturers; promote fellowship among model railroaders; and advance the hobby of scale model railroading wherever and whenever possible by publications, events, meetings and other practical means.

SECTION 6. These By-Laws may be amended, supplemented, or repealed consistent with the provisions of the laws of the State of Ohio, by a majority vote of the membership voting in accordance with the NMRA's voting procedures and provisions.

SECTION 7. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered or reimbursement of pre-approved expenses incurred by a member, employee,

Officer, Director, or other third party upon authorization of the Treasurer/Chief Financial Officer and in accordance with the regulations and rules governing Section 501(c)(3) tax-exempt organizations under the Internal Revenue Service code.

SECTION 8. If there is any provision in any governing document (Regulations, By-Laws, Policies, or Procedures) of any subordinate group (Region or Division) of the NMRA that conflicts with the governing documents of the NMRA, the conflicting provision of the governing document of the subordinate group is void *ab initio*.

SECTION 9. All Regions, Divisions, or other entities of the NMRA, other than 100% Clubs, shall abide by all policies and procedures of the NMRA, and shall implement the policies and procedures in order to maintain and further the non-profit and educational goals of the NMRA.

SECTION 10. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

SECTION 11. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 as amended (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 12. The principal office of the NMRA shall be located at such location as the business may require or as directed by the Board of Directors (BOD).

SECTION 13. The NMRA shall maintain a Statutory Agent for purposes of service within the State of Ohio to the extent required by the laws of Ohio.

SECTION 14. For ease of communication, the various section descriptors in this document neither expand nor contract the inherent meaning of the section.

SECTION 15. The Corporate Policies and Procedures Manual (CPPM) is the official separate document of the NMRA for the overarching corporate policies and operating procedures that affect the conduct of the corporation.

SECTION 16. The Program Policies and Procedures Manual (PPPM) is the official separate document of the NMRA consisting of its program policies and operating procedures.

SECTION 17. The Policies contained in the CPPM and PPPM can be amended by a majority vote of the BOD at any authorized meeting.

SECTION 18. The Procedures contained in the CPPM can be amended by action of the Executive Committee (President, Vice-President(s), Secretary, and Treasurer/Chief Financial Officer).

SECTION 19. The Procedures contained in the PPPM can be amended by action of the relevant Department Managers.

ARTICLE II - OFFICERS

SECTION 1. The Officers of the NMRA shall consist of a President, a Vice-President, a Secretary, a Treasurer/Chief Financial Officer, and other such Officers and Assistant Officers as may be deemed necessary.

SECTION 2. The President and any Vice-Presidents shall be nominated and elected by popular membership vote.

SECTION 3. The President shall appoint the Secretary and Treasurer/Chief Financial Officer, with ratification by a vote of the BOD.

SECTION 4. The term of the Officers shall be three (3) years with the beginning and end times as determined by the BOD.

SECTION 5. The Officers shall perform the usual duties of such offices or as defined by the BOD.

SECTION 6. All elected or appointed Officers of the NMRA at any level (National, District, Region, and Division) must be current members of the NMRA in good standing and continue as members in good standing throughout their term of office or their office shall be declared vacant.

SECTION 7. All elected officers of any District, Region, or Division must reside within the geographic boundaries of the District, Region, or Division in which they are elected.

SECTION 8. The designated Officers of NMRA whether elected by the membership or appointed shall have the qualifications necessary to perform the duties of the office as defined by the BOD.

SECTION 9. Members holding Family and Rail Pass Memberships shall not be elected or appointed as Officers at any level of the NMRA.

SECTION 10. The National NMRA Officers shall not hold incompatible offices as determined by the BOD nor engage in activities constituting a conflict of interest as determined by Legal Counsel.

SECTION 11. No NMRA National Officer shall simultaneously serve as a Director on the NMRA BOD, an Officer or Director of a Region, an Officer or Director of NMRA (Canada), or a paid employee or paid contractor of the NMRA.

SECTION 12. All Officers shall serve without compensation.

SECTION 13. The Executive Committee of the NMRA shall consist of the President, any Vice-President(s), the Secretary, and the Treasurer/Chief Financial Officer. Legal Counsel shall be a non-voting member of the Executive Committee.

ARTICLE III – BOARD OF DIRECTORS (BOD)

SECTION 1. The Board of Directors of the NMRA shall consist of no fewer than three (3) Directors.

SECTION 2. All Directors of the NMRA must reside within the geographic boundaries of the area from which they are elected as established by the BOD.

SECTION 3. Directors shall be current members of the NMRA in good standing and shall continue as members in good standing throughout their term of office or their office shall be declared vacant.

SECTION 4. The Directors shall be nominated and elected by popular membership vote according to procedures determined by the BOD. The exception is the the Region Advisory Council (RAC) Director, if the position exists, whose election process within the Region Presidents is determined by the BOD.

SECTION 5. The term of office for Directors shall be three (3) years with the beginning and end times as determined by the BOD.

SECTION 6. Members holding Family and Rail Pass Memberships shall not be elected or appointed as Directors at any level of the NMRA.

SECTION 7. The duties of the BOD shall be the usual duties for such a group or as established by the BOD

SECTION 8. No National Director shall hold incompatible offices as determined by the BOD nor engage in activities constituting a conflict of interest as determined by Legal Counsel.

SECTION 9. No National NMRA Director may simultaneously be a National Officer of the NMRA, an Officer or Director of a Region (with the exception of the Region Advisory Council Director, if the position exists, who can be a Region Officer or Director), an Officer or Director of NMRA (Canada), or a paid employee or paid contractor of the NMRA.

SECTION 10. Any Officer or Director may be removed by the method described in the current *Robert's Rules of Order Newly Revised* in the event of any allegation of misconduct such as malfeasance, misfeasance, nonfeasance, breach of a fiduciary duty, any other action, omission, or other issue that causes or contributes to cause a breach of duty that is in the best interest of the NMRA. Legal counsel, if such a position exists, shall be a member of and advise an appropriate body as designated in the process.

SECTION 11. Should the BOD choose, as part of the disciplinary process with regard to an Officer or Director, it may permit an Officer or Director to continue in office while under a period of discipline, but the Officer or Director shall be ineligible to run or hold any other position as an Officer or Director until the period of discipline expires.

ARTICLE IV – RESPONSIBILITY AND AUTHORITY

SECTION 1. The Board of Directors (BOD) is charged with establishment of policy, which determines the general course of consistent action to be followed in the pursuit of NMRA's avowed purposes.

SECTION 2. The President is responsible to the membership and to the BOD for the translation of policy into actions and the effective execution of the procedures and affairs of the NMRA.

ARTICLE V – VOTING

SECTION 1. Voting privileges shall be granted only to those who are members in good standing of the NMRA and who reside within the geographic boundaries of the Organization, District, Region, or Division as applicable.

SECTION 2. All matters involving the NMRA By-Laws and the election of specific Officers and Directors shall be submitted to the applicable general membership for a direct vote by mail ballot or any other method permitted by law.

SECTION 3. The right to nominate by petition for those persons or issues not otherwise on the ballot shall be preserved.

ARTICLE VI – MEETINGS

SECTION 1. All meetings of the NMRA shall use the current *Robert's Rules of Order Newly Revised* as the standard for the conduct of meetings where there are no specific applicable NMRA policies or procedures to be followed.

SECTION 2. Meetings of the BOD shall be held no less than two (2) times during each calendar year at such place, time, and location as the President may designate.

SECTION 3. One meeting of the BOD will also include an Annual meeting of the members of the NMRA, and shall be held in conjunction with the annual convention to facilitate member attendance, on such date, time, and place as may be determined by the President.

SECTION 4. Written notice of any meetings of the NMRA shall be published to the members at least thirty (30) days prior to the date of the meeting. The notice of a special meeting shall specifically state the purpose(s) of the special meeting. Publication in the NMRA Magazine, the NMRA e-Bulletin, the NMRA Info-Blast, their successors or other means of broad member communication will constitute sufficient notice.

SECTION 5. At an annual or special meeting of the membership, those members present in person shall constitute a quorum to transact business. All matters will be decided by majority vote. No member shall vote by proxy.

SECTION 6. Special meetings of the BOD to address matters of a time critical nature may be called by the President or at the request of any three (3) Directors, with sufficient notice given to each member of the BOD before the meeting is held. The meetings may be in person or conducted in another way consistent with the laws of Ohio.

SECTION 7. At any meeting of the BOD, a majority of the serving Directors must be present in person or by written proxy or by any manner allowed by Ohio law to constitute a quorum for the transaction of business.

SECTION 8. All serving Directors present or by proxy shall have the authority to cast a vote on any issue properly before the Board of Directors.

ARTICLE VII - MEMBERSHIP AND DUES

SECTION 1. Membership in the NMRA is open to any person, organization, or company that desires to become a member. Membership is open at all times to those qualified for a class of defined membership.

SECTION 2. The BOD shall establish classes of membership for which rights and obligations apply.

SECTION 3. The NMRA recognizes and is affiliated with entities that are denominated as 100% NMRA Clubs. A 100% NMRA Club is a model railroad club that consists of only NMRA members. The NMRA may, in accord with its policies, establish Special Interest Groups (SIGs), that consist of model railroaders interested in a specific aspect of prototype railroading or model railroading and which wish to affiliate with the NMRA. Members of SIGs shall be encouraged by the SIG to join the NMRA but they are not required to be members of the NMRA.

SECTION 4. Membership dues for all classes of membership shall be established by majority vote of the Board of Directors at any authorized meeting and be published in the NMRA Magazine and on the NMRA website.

ARTICLE VIII – INITIATIVE AND REFERENDUM

SECTION 1. The membership shall have the right to petition to invalidate by simple majority of those voting any action taken by the Board of Directors, with the vote to be placed upon the next available world-wide ballot.

SECTION 2. The membership shall have the right to petition to have any proposition submitted to the general membership for a direct vote on the next available world-wide ballot.

SECTION 3. The petition process shall be defined by the BOD.

ARTICLE IX - DEPARTMENTS, COMMITTEES, AND OTHER STAFF ASSIGNMENTS

SECTION 1. The BOD shall designate such Departments and Committees necessary to conduct the business and fulfill the purposes of the NMRA.

SECTION 2. The BOD and/or President shall employ or contract with such personnel, services, or companies as may be necessary to run the affairs of the NMRA, with authorization of the BOD.

ARTICLE X - FISCAL YEAR

SECTION 1. The NMRA fiscal year for the keeping of accounts and operation of budgets shall be as determined by the BOD.

ARTICLE XI – DISSOLUTION

SECTION 1. The duration of the NMRA is that time as deemed appropriate by the membership or the BOD.

SECTION 2. No part of the net earnings of the NMRA, Inc. shall ever be conveyed to the benefit of any donor, member, Director or Officer of the organization or any private individual. No donor, member, Director or Officer of the NMRA. shall be entitled to share in the distribution of any of the organization assets.

SECTION 3. Upon dissolution of the NMRA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively in such manner or to such organization or organizations organized and operated exclusively for educational, charitable or scientific purposes as shall at the time

qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended (or the corresponding provisions of any future United States Internal Revenue Code).

END OF NMRA BY-LAWS – ADOPTED BY A MEMBERSHIP VOTE IN MAY, 2018