

**BY-LAWS**  
**THE NORTH CENTRAL REGION, NMRA, INC.**  
**(A MICHIGAN CORPORATION)**



**Article I**

The name of the Corporation is The North Central Region, N.M.R.A., Inc..

**Article II**

The purpose of the Corporation is to promote, stimulate, foster and encourage by all manner and means the art and craft of model railroading and the preservation of the history, science and technology thereof, and this corporation is organized exclusively for charitable, educational, literary and scientific purposes consistent therewith including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Internal Revenue law).

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth herein. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this charter, 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 (or the corresponding provisions 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 (or the corresponding provisions of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provisions of the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively to the National Model Railroad Association which is a qualified organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

However, if the named recipient is not then in existence or is no longer a qualified distributee, or is unwilling or unable to accept distribution, then the assets of the Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose 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).

**Article III**

The principal post office address of the corporation shall be the mailing address of the resident agent of the Corporation.

The resident agent shall be appointed by a simple majority of the board of directors.

**Article IV**

The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The qualifications of and other matters relating to its members shall be set forth in the By-Laws of the Corporation.

## **Article V**

The numbers of Officers & Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the By-laws of the Corporation, but shall never be less than three (3). In addition to the above the elected and appointed officers & directors the Superintendent of each official division of the North Central Region shall serve as a Director of the Region during his term as such an official. Should a division superintendent choose not to serve on the NCR region board, for what ever reason, the division board of directors may appoint another division board member or past superintendent to sit on the NCR Board of Directors. The appointment would run concurrent with the division superintendent's term of office.

## **Article VI**

The duration of the Corporation shall be perpetual.

## **Article VII**

The Corporation may by its By-laws make any other provisions or requirements for the arrangement or conduct of the operations of the Corporation, provided the same shall be consistent with this charter, the laws of Michigan and the United States.

## **Article VIII Standing Committees**

### **Section 1**

Standing committees are those permanent committees that carry out the normal operations of the Region  
They are:

- A. Achievement Program
- B. Clinics
- C. Club Liaison
- D. Contest
- E. Conventions
- F. Estate Counseling
- G. Historian
- H. New Divisions

#### **I. Regional Publication**

1. There shall be at least one annual newsletter published and distributed to the membership of the NCR. This newsletter shall be published and distributed to the entire membership to provide all official notifications, information, regional officer election and other official business deemed appropriate by the BOD.
2. The region may produce other means of communications with its members. These shall be outlined in the rules of operation. A fee to cover the cost may be charged.

- J. Member Aid
- K. Membership

**Section 2**

The President will appoint the chairmen of these committees and designate an elected official to whom the chairmen will report. A written report of the yearly activities will be filed by the chairmen with the official prior to the annual meeting so that the designated official can report to the membership. The President may change committee chairmen if he feels it to be in the best interest of the Region.

**Article IX Special Committee****Section 1**

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

**Section 2**

The appointed chairman will report directly to the President as necessary.

**Section 3**

The special committee will be disbanded upon completion of its duties or sooner at the direction of the President.

**Article X Divisions****Section 1**

This Region may be subdivided into Divisions with boundaries as provided by the Board of Directors. All members residing beyond the geographical boundaries of a Division shall be known as members of a foreign division. Divisions will be assigned numbers, when chartered, without regard for geographical location.

**Section 2**

The Divisions shall be free to conduct their own business in conformance with the purpose of this Region (Article II) and subject to regulations set forth by the Board of Directors. The Divisions may not perform in conflict with any action or principles of this Region, and any questions regarding same will be determined by the Board of Directors.

**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 By-Laws of the division.

**Section 4**

Division Superintendents or their replacements under Article V are voting members of the Board of Directors.

**Section 5**

All officers of the division must be members of the N.M.R.A. and N.C.R.

**Section 6**

1. To maintain the Not-For-Profit IRS 501(C)(3) status the superintendent or his designate shall submit within 30 days of request all financial information using a form supplied by the treasurer or his designee.
2. A process of communicating division activities with the editorial staff of the NCR shall be outlined in the rules of operation.

## **Article XI    Advisory Council**

### **Section 1**

(a) An Advisory Council to the Board of Directors shall consist of the immediate past president, the standing committee chairmen and either committee chairmen as may be appointed by the President & Business Manager.

(b) The Advisory Council may be called to meet in conjunction with the mandatory meeting of the BOD at the direction of the president and such other times as ordered by the BOD.

## **Article XII    Amendments**

### **Section 1**

Amendments in these By-Laws may be made at the annual meeting, at a special meeting called for such purpose or by mail ballot authorized by the BOD 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 postpaid to the last address given to the Office of this Region by such member.

### **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.

Approved by vote of membership – February 15, 1987

Article III replaced – Amended by vote of membership 1997

Revised to conform to the NMRA Inc. By-Laws – Amended by vote of Membership April 2010