

MID-EASTERN REGION EXECUTIVE HANDBOOK
SECTION 2 – MID-EASTERN REGION BYLAWS

TABLE OF CONTENTS

Introduction & Objectives		Page 2
Article I	Name, Purpose, and Boundaries	Page 3
Article II	Membership, Fees, and Publications	Page 3
Article III	Membership Meetings	Page 4
Article IV	Officers	Page 5
Article V	Board of Directors	Page 7
Article VI	Eligibility, Nominations, and Ballots	Page 9
Article VII	Business Manager	Page 10
Article VIII	Standing Committees	Page 10
Article IX	Special Committees	Page 12
Article X	Divisions	Page 12
Article XI	Amendments	Page 13
Article XII	Dissolution	Page 14

INTRODUCTION

The Mid-Eastern Region was re-chartered 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 Mid-Eastern Region NMRA, Inc., 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 of Directors identified regional objectives and adopted pertinent "old" policy or stated "new" policy which will help to achieve the goals.

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

The Handbook is available on-line to all Mid-Eastern Region members. Mid-Eastern Region NMRA, Inc. officers and volunteers will use the Handbook as a guideline for the administration and operation of the region.

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

REGIONAL OBJECTIVES

- 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.

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. In the case of a major overhaul revision of the bylaws wherein a complete replacement/update on the bylaws, a Restatement, amendments after that point 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 shall be updated with the revision date on that page and sent to the Mid-Eastern Region personnel listed on the roster maintained by the Secretary.

In this document, the use of the male gender pronoun is intended to be gender neutral.

MID-EASTERN REGION BYLAWS

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

ARTICLE I

Name, Purpose and Boundaries

Section 1. Name

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

Section 2. Purpose

The purpose of the Mid-Eastern Region is to further the objectives of the National Model Railroad Association as set forth in the Regulations of that Association.

Section 3. Boundaries

The territory encompassed by the Mid-Eastern Region shall be as designated in the National Model Railroad Association Regulations. Changes to the Mid-Eastern Region boundaries can only be made by the NMRA Board of Directors.

ARTICLE II

Membership, Fees and Publication

Section 1. Definition

Only National Model Railroad Association members who are in good standing with the National Model Railroad Association, entitled to vote and to hold office, and who are residing within the boundaries of the Mid-Eastern Region are regular members of the Mid-Eastern Region.

Section 2. Privileges

Membership in the Mid-Eastern 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.

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.

Section 3. Subscriptions and Fees

- A. Each Mid-Eastern Region member shall be entitled to a subscription to **The Local**, which a member may decline to receive. Any National Model Railroad Association member may subscribe to **The Local**. The Board of Directors shall determine the form of, and subscription rates for, **The Local**.

- B. Former Mid-Eastern Region Life membership is hereby converted to a lifetime subscription to **The Local**. No further lifetime subscriptions are offered.
- C. At the discretion of the Mid-Eastern Region NMRA, Inc. Board of Directors, other fees may be charged for optional activities and services.

Section 4. Member Publications

There shall be an official bulletin of the Mid-Eastern Region to be known as “**The Local**” which shall be published at least four (4) times annually. Except for notice of the Annual Meeting, 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 Mid-Eastern Region NMRA, Inc. 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.

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.

Section 3. Notifications

The Secretary shall ensure that notices of the Annual Meeting or Special Meetings are sent to the members at least 30 days prior to the date of such meetings. Announcements will be deemed sufficient notice when sent to the last address on record with the Mid-Eastern Region NMRA, Inc.

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.

Section 5. Rules

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the meetings in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws and Policies of the Mid-Eastern Region NMRA, Inc.

Section 6. Financial Responsibility

Except as otherwise provided in this section, no individual, club, division or organization participating in an event with the Mid-Eastern Region, NMRA Inc., shall bear any financial loss from any event approved by the Board of Directors of Mid-Eastern Region, NMRA, Inc., that arises from a written contract in connection with that event if that

contract complies with all of the provisions of the Mid-Eastern Region, NMRA, Inc., Handbook as it existed at the time that the contract was executed. This provision shall not apply: (1) when such event is held in conjunction with a Meeting of the National Model Railroad Association, Inc., or held jointly with another National Model Railroad Association Region, or (2) to any loss from personal injury, death, property damage, destruction, or any tort except as is actually covered by insurance.

ARTICLE IV

Officers

Section 1. General

- A. Each officer must be a Mid-Eastern Region member in good standing and eligible to vote and hold office from the time of nomination until completion of term. Each officer must be at least eighteen (18) 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 or to have served a full term as a Division Superintendent. Each officer must reside within Mid-Eastern Region boundaries.

The officer vacates the office:

- (1) If and when his National Model Railroad Association membership expires or is no longer a National Model Railroad Association member in good standing or eligible to hold office or vote, as determined by the records provided by the National Model Railroad Association, or
- (2) If he no longer resides within the boundaries of the Mid-Eastern region, or
- (3) If he is removed from office, or
- (4) As otherwise is deemed to be vacated as provided in these bylaws.

- B. All Officers and Directors of the Mid-Eastern Region, NMRA, Inc., 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 as the final item of 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.
- C. No two Offices listed in Article IV 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 of Directors is elected to another position and still have an unexpired term, that member shall have vacated that former position upon assuming the subsequent position.
- D. No Officer or Director may hold the same office for more than two consecutive terms, except that the Offices of Treasurer and Secretary are limited to five consecutive terms.
- E. Any elected Officer may be removed from Office at a Special Meeting called solely for this purpose upon written complaint by vote of a majority of the members of the Board of Directors of the Mid-Eastern Region NMRA, Inc. or by a petition signed by 10% of the members of the Region. Removal shall be only by an affirmative vote of 10% for the membership of Mid-Eastern Region, and only for misfeasance, malfeasance or nonfeasance.
- F. Any officer may be excused from attending a scheduled meeting by a majority of the Board of Directors in attendance at the meeting by submitting reasons in writing to the presiding officer two (2) weeks prior to the meeting. The holder of any office listed in Article IV 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 and the office is deemed to be vacated. If, however, 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. Multiple meetings held on the same day or at the same conference shall, for attendance purposes, be considered one meeting.

- G. Any officer may be suspended from office only on an affirmative majority vote of the Board of Directors. Such action shall start with a written statement by any member of the Board of Directors stating the reasons for which the officer allegedly should be suspended. Such officer shall be given the opportunity to present a rebuttal at a Board of Directors meeting to be held between 10 and 30 days after the presentation of notice to such officer, but such officer may waive such notice. Notwithstanding the above, an officer may be immediately suspended from office without notice or hearing only by unanimous vote of the members of the Board of Directors other than the officer who is the subject of the summary action. Upon an officer's suspension, the presiding officer, subject to the consent of the remaining members of the Board of Directors, shall appoint a successor to serve during the period of suspension. Such officer may be reinstated by the same vote required for suspension of that officer.
- H. If an officer resigns, dies or when two-thirds (2/3) of the Board of Directors determines that the officer no longer is able to perform duties of office before the end of his term, the officer is deemed to have vacated the office and the presiding officer, subject to the consent of a majority of the remaining Board of Directors, shall appoint a successor to fill the unexpired term.

Section 2. President

- A. The President shall perform the duties of President of a non-profit corporation and shall preside at all meetings.
- B. 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 Mid-Eastern Region on the Regional Advisory Council of the National Model Railroad Association.

Section 3. Vice-President

- A. The Vice-President shall perform the duties of Vice-President of a non-profit corporation.
- B. 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, upon his request, or inability or refusal to act, and shall serve as President during any suspension or upon the office becoming vacant.
- C. The Vice-President shall represent the Divisions at the Board of Directors meetings.

Section 4. Secretary

- A. The Secretary shall perform the duties of Secretary of a non-profit corporation.
- B. The Secretary shall keep the minutes of all official meetings, shall sign, countersign or attest all official papers of the Mid-Eastern Region NMRA, Inc., and perform the usual duties of a Secretary.
- C. The Secretary shall be responsible for the records and legal documents of the Mid-Eastern Region NMRA, Inc., except for the membership and financial records.

- D. Other duties include being responsible for the maintenance, updating and distribution of the change pages of the Executive Handbook.
- E. 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 to be sent as necessary.

Section 5. Treasurer

- A. The Treasurer shall perform the duties of Treasurer of a non-profit corporation.
- B. The Treasurer shall keep a record of all funds received and paid out by the Mid-Eastern Region NMRA, Inc. The Treasurer shall submit a Financial Report to the presiding officer 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 in writing at the Annual Meeting.
- C. The Treasurer 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.
- D. The Treasurer shall see that the proper signatures are placed on all accounts with each change in administration promptly.
- E. The Treasurer shall pay all vouchers as provided in the Position Description for Treasurer.
- F. The Treasurer shall prepare and file all tax-related forms and report the filing of the same at the next Board of Directors meeting after such filing.
- G. The Treasurer shall chair the Budget Committee.

Section 6. Director at Large

- A. Each Director at Large shall perform the duties of a director of a non-profit corporation and perform the duties as defined in the Position Description of this office.
- B. Each Director at Large shall be responsible for the activities of the Standing Committees as assigned by the President and shall present a consolidated report of their activities in writing at the Annual Meeting.
- C. Each Director at Large shall assume whatever other duties as may be assigned to each by the President.

ARTICLE V **Board of Directors**

Section 1. Membership

- 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.

- B. The order of presidential succession shall follow the order as set forth in Section 1A. in this article. The succession order for Directors at Large shall be based first on years served on Mid-Eastern Region Board of Directors; in the event of equal length of service, then on their plurality in the last election.
- C. Except as otherwise provided in these Bylaws, in the event of a vacancy on the Board not covered by (A) or (B), the President will, with the approval of the Board of Directors, appoint a replacement to fill out the vacated term.

Section 2. Legal Title to Property

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 Board of Directors 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 Treasurer by a date decided by the Treasurer.

Section 3. Board of Directors Meetings

- A. There shall be at least two (2) meetings per year of the Board of Directors of the Mid-Eastern Region, NMRA, Inc., one of which shall be in conjunction with the Annual Meeting, and another shall be for consideration of the annual budget. These two (2) meetings shall be held at such time and place as directed by the President after consultation with the members of the Board of Directors and set at least two months in advance. The two (2) mandated meetings shall be in-person meetings of the Board of Directors; however, the Board of Directors by unanimous vote may waive this requirement for a specific meeting.
- B. 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. Any additional meetings may be by telephone, electronic or any other means of meeting as approved by Board of Directors.
- C. Attendance and participation via teleconference, and/or any reasonable means approved by the Board of Directors, shall be permitted.

Section 4. Quorum

A quorum shall consist of no less than four (4) Board of Directors members. No proxy shall be recognized for Board of Directors Meetings.

Section 5. Voting

Only those listed in Article V, Section 1, A, shall vote on actions taken by the Board of Directors.

Section 6. Compensation

No Officer or Director at Large shall receive any compensation or gratuities for his services, except that the President may receive a complimentary room during Mid-Eastern Region conventions. At the discretion of the Board of Directors, reimbursements for transportation, lodging and incidentals when incurred on official business may be authorized by the Board of Directors through the regular budgeting process.

Section 7. Recusal

No Officer or Director Mid-Eastern Region, NMRA, Inc., shall participate in any business associations or any decision-making actions of the Board of Directors from which they or any family members would profit personally.

Section 8. Executive Handbook

There shall be an official publication of the Region known as the “Mid-Eastern Region Executive Handbook” which will contain a copy of the Mid-Eastern Region NMRA, Inc. vital records, the Internal Revenue Service 501(c)(3) statement, operating procedures, and all Mid-Eastern Region NMRA, Inc. policy statements. The Mid-Eastern Region NMRA, Inc. Executive Handbook shall be issued to each Officer and Director and be available from the Secretary to any Committee Chair and is to be used by them as the guidelines for the administration and operation of the Region.

ARTICLE VI Nominations, Ballots, and Elections

Section 1. Nominations and Elections

- 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 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 candidacy that conforms to Mid-Eastern Region NMRA, Inc., Policies, Article VI. The statement of candidacy, which shall be sent to each committee member and the Mid-Eastern Region NMRA, Inc., officer supervising the Nominations Committee, shall be deemed to have been filed with the Nominations Committee when it is received by any of the members or the supervising officer. These statements must be received by the committee by close of nominations for communication to all members.
- B. Balloting shall be by mail or any reasonable electronic means as approved by the Board of Directors. The ballot will be reasonably designed to deter fraudulent duplication.
- C. The Ballot Committee, consisting of a chairman and *ad hoc* members, shall report the results of the election in writing to the President and the Director assigned to the committee.
- D. Candidates receiving a simple plurality of votes shall be declared elected.
- E. A schedule for nominations, ballot and election results may be found in Executive Handbook, Section 5, Policies, Article VI.
- F. The Ballot Committee shall also conduct any special elections ordered by the Board of Directors in the same manner as annual elections are conducted.
- G. The deadlines and schedules for nominations and balloting shall be as stated in the Policies of the Mid-Eastern Region, NMRA, Inc., and shall be published in the first edition of **The Local** that is published each year for that year’s election.

ARTICLE VII
Business Manager

Section 1. Duties

- 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 Mid-Eastern Region, NMRA, Inc., 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.
- B. The Business Manager shall maintain membership records.
- C. Funds received will be deposited on a timely basis as directed by the Treasurer.
- D. The Business Manager or his designee shall conduct all electronic voting using software and procedures approved by the Board of Directors, and report the results to the Ballot Committee.
- E. The Business Manager shall perform such other duties as described in the Position Description for Business Manager.
- F. This position will not be considered for purposes of a quorum, succession, or asset trust of the Mid-Eastern Region NMRA, Inc.
- G. The Business Manager shall receive no compensation or gratuities for his 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.

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 Board of Directors and listed in Policies, Article IX.

Section 2. Chairs

- A. Committee Chairs shall be resident members of the Mid-Eastern Region. Committee Chairs are appointed by, and serve at the pleasure of the President except for the (1) Audit Committee Chair, whose appointment shall be by a majority of the Board of Directors upon recommendation by the President or any member of the Board of Directors, (2) Achievement Program Chair, who is appointed by the National Model Railroad Association, and (3) Budget Committee Chair, who is the Treasurer. In selecting appointees for Committee Chairs, the President shall consult with Officers and Directors with whom the Committee Chairs will interact. Each appointment will be approved by the Board. Committee Chairs are deemed to have vacated office: (1) if and when his/her National Model Railroad Association membership expires or is no longer a National Model Railroad Association member in good standing or eligible to hold office or vote, as determined by the records provided by the National Model Railroad Association, (2) if and when he/she no longer resides within the boundaries of the Mid-Eastern region, or (3) if a Chair resigns, dies or when two-

thirds (2/3) of the Board of Directors determines that the Chair no longer is able to perform duties of office before the end of his term. The successor is selected in the same manner as the prior Chair.

- B. The President will designate an elected official to whom the Chairs will report, except for the Audit Committee Chair and the Budget Committee Chair, who shall report to the entire Board of Directors. Except for the Audit Committee, the Chairs will file a written report of the yearly activities with the elected official to whom the Chair reports at least ten (10) days prior to the Annual Meeting so that the designated official can report to the membership, and as otherwise requested by the elected official to whom the Chair reports or the Board of Directors. The President may replace Committee Chairs if he feels it to be in the best interests of the Region, except for the Audit Committee Chair, who can only be replaced by a majority of the Board of Directors.

Section 3. Audit Committee

- A. The Mid-Eastern Region, NMRA, Inc., Board of Directors upon recommendation by the President or any member of the Board of Directors shall appoint an Audit Committee of two or more members. The committee will:
 - 1. Conduct an audit of the Region's financial books and statements at least every two years, whenever there is a personnel change in the office of the Treasurer, or upon a 2/3-majority vote of the Board of Directors.
 - 2. When appropriate, recommend changes in the Region's financial practices and procedures.
 - 3. Report the results of the foregoing work at the first Board meeting after the audit.
- B. The following individuals may not serve on the Audit Committee: Mid-Eastern Region, NMRA, Inc., Board of Directors members, the Business Manager, and anyone involved in investing the Region's money.

Section 4. Budget Committee

- A. The Budget committee members are the Treasurer, who serves as Chair, the Vice-President, the Business Manager, the Convention Treasurer, the Executive Convention Chair, the Contest Committee Chairman.
- B. 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 for the fiscally responsible operation of the Mid-Eastern Region NMRA, Inc. in keeping with the stated purposes of the organization and present it to the Board of Directors at least thirty (30) days prior to the annual budget meeting.

Section 5. Committee Members

Except for the Audit Committee and the Budget Committee, the President shall appoint, after consulting with the Committee Chair, committee members in the numbers that the President deems appropriate. All committee members serve at the pleasure of the President.

ARTICLE IX
Special Committees

Section 1. Origins

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

Section 2. Chairs

Special Committee Chairs shall be resident members of the Mid-Eastern Region. Special Committee Chairs are appointed by, and serve at the pleasure of the Mid-Eastern Region NMRA, Inc. President. The appointed Chair will report directly to the President as necessary.

Section 3. Time of Service

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

Section 4. Committee Members

The President shall appoint, after consulting with the Special Committee Chair, committee members in numbers as the President deems appropriate. All special committee members serve at the pleasure of the President.

Section 5. Bylaws Review Committee

- A. No less frequently than seven (7) years since the last such review, the President shall appoint a committee to conduct a comprehensive review the Bylaws and related provisions in the Executive Handbook.
- B. The members shall be composed of (1) no less than three current and former members of the Board of Directors who are well versed in the bylaws and the provisions of the Executive Handbook and (2) the business manager, and (3) may also include other members who have either an expertise in law or parliamentary procedure.
- C. The committee shall make recommendations to the Board of Directors for any changes to the Bylaws and Executive Handbook that are needed for the effective and efficient operation of the Region and for compliance with law and National Model Railroad Association requirements, and to the Executive Handbook to bring the Executive Handbook into compliance and conformity with the Bylaws.

ARTICLE X
Divisions

Section 1. Origins

The Mid-Eastern Region may be subdivided into Divisions to facilitate the objectives of the Region. Divisions will be assigned numbers when chartered. Article A 8.1 of the National Model Railroad Association Regulations describes how Region boundaries may be changed.

Section 2. Bylaws

Divisions shall provide themselves with a set of bylaws consistent with that of the National Model Railroad Association and the Mid-Eastern Region. Review and acceptance of said bylaws shall remain within the purview of the Mid-Eastern Region, NMRA, Inc., and shall be performed by the Vice-President as they occur. 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 the same will be determined by the Mid-Eastern Region Board of Directors.

Section 3. Superintendent

A. 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.

B. Division Superintendents are not members of the Mid-Eastern Region Board of Directors.

Section 4. Membership

All Officers and members of the Division shall be members of the National Model Railroad Association and the Mid-Eastern Region.

Section 5. Boundaries

When chartered, divisions will be assigned boundaries by the Mid-Eastern Region NMRA, Inc. Board of Directors.

Section 6. New and Modified Divisions

The process for creation and boundary changes of divisions shall be as provided in the Executive Handbook, Section 4, which shall be titled Creation of a New Division and Requests for Divisional Boundary Changes.

ARTICLE XI **Amendments**

Section 1. Process

Amendments to these Bylaws may be made at the Annual Meeting, at a Special Meeting called for such purpose, or by 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. Notice

Any notice to a member shall be deemed sufficient if sent to the last address on record with the Mid-Eastern Region NMRA, Inc.

Section 3. Proxy

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

Section 4. Voting

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

ARTICLE XII **Dissolution**

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

1. A motion for dissolution is adopted in the same manner as is provided for the establishment of a region as stated in the National Model Railroad Association 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 National Model Railroad Association withdraws the rights of the Region to function.

Upon dissolution of this Region, the last 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 National Model Railroad Association. 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
