

BY-LAWS



ROCK RIVER VALLEY DIVISION

NATIONAL MODEL RAILROAD ASSOCIATION

Adopted April 6, 1997

Amended, Rev. A, May 24, 2005

Amended, Rev. B, February 02, 2011

Amended, Rev. C, January 17, 2018

Article I. Authority and Purpose

Section 1. These By-Laws are sanctioned by the Constitution of the Rock River Valley Division (“Division”) of the Midwest Region (“MWR”), National Model Railroad Association, Inc, (NMRA). It is intended that this association constitute a 501 (c) (7) organization.

Section 2. The purpose of the By-Laws are:

- A. To set down rules which are to be followed in regulating the general affairs of the Division.
- B. To advise the rights, duties and power of the membership and Officers in relation to the Division and among themselves.
- C. To make legal provision for a ballot on any matter, which in the judgment of the Membership, may be necessary and proper.

Article II. Principal Office and Agent

Section 1. The principal office shall be in the County of Winnebago, and State of Illinois. The name of the resident agent in charge thereof is the Division Superintendent.

Section 2. The Division may have offices at such other places as the Board of Directors (BoD) deem necessary or the business of the organization may require.

Article III. Meetings

Section 1. The Annual Business Meeting shall be held during the month of April. All members shall be notified, by mail, of the meeting and its purpose.

Section 2. The order of business at the Annual Business Meeting of the membership shall be as follows:

- A. Calling the meeting to order
- B. Reading the minutes of the last Annual Business Meeting
- C. Report of Officers
- D. Report of Directors
- E. Report of Nominating Committee
- F. Election of Officers and Directors
- G. Report of old business
- H. Installation of officers
- I. Report of new business
- J. Voice from the floor
- K. Adjournment of Annual Business Meeting

Article IV. Nominations, ballots and voting

Section 1. The report of the Nominating Committee at the Annual Business Meeting shall include a brief introduction of each candidate for office.

Section 2. Election shall be by a show of hands or written ballot by the membership. Only NMRA members have the right to vote.

Section 3. The results of the election shall be announced during the Annual Business Meeting and the new Officers and Directors shall be installed at that time.

Section 4. Any special ballot deemed necessary by the Bod shall be voted at a special business meeting. The issue must be explained to the membership prior to the vote.

Article V. Duties of Officers

Section 1. The Superintendent shall preside at the Annual Business Meeting, at meetings of the BoD and at other meetings of the Division. The Superintendent shall represent the Division at the MWR BoD Meetings.

Section 2. The Assistant Superintendent shall aid and assist the Superintendent and shall assume the duties of the Superintendent if the Superintendent is not in attendance.

Section 3. The Chief Clerk shall have the following duties:

- A. To keep minutes of the Annual Business Meeting and any other meetings of the Members as a whole and also meetings of the BoD.
- B. To sign, countersign or attest all official papers.

Section 4. The Paymaster shall have the following duties:

- A. To keep a record of all funds received and funds paid out by the Division.
- B. To balance the books and prepare a written financial report for the Annual Business Meeting and for other meetings of the BoD when they convene.
- C. To prepare financial reports so arranged to show separately the transactions of each fiscal year. The fiscal year shall run from the Annual Business Meeting in April of each year until the following Annual Business Meeting.
- D. To arrange to the books audited annually by a committee appointed by the Superintendent.

- E. To set up depository bank accounts as required for the convenience of the Division. All funds received should be deposited promptly with records maintained of such deposits. A discretionary amount of cash may be retained to make change at meetings.
- F. To make disbursements by check drawn on the depository account upon receipt of an invoice and properly documented voucher. This voucher to be filled out by the person making the expenditure and shall contain the information explaining the expenditure along with receipts.
- G. The outgoing Paymaster may serve as the Assistant Paymaster for a period of one month. The BoD may appoint Assistant Paymasters as they deem necessary.

Article VI. Committees

Section 1. The Superintendent may appoint Chairmen for various committees to aid in the operations of the Division. These committees may include the following:

- A. Membership
- B. Contests
- C. Layout Tours
- D. Clinics
- E. Advancements
- F. Portable Layout
- G. Flimzie / Publications
- H. Publicity
- I. Scout Coordinator / Youth Activities
- J. Annual Train Show and Sale
- K. Conventions
- L. Audio / Visual Technician
- M. Elections / Nominating Committee

- N. Video Library
- O. Scratch Building
- P. Audit
- Q. Special Projects / Estate Counseling
- R. Website / Internet
- S. Monthly Meeting / BoD Meeting Site Coordination
- T. Long Range Planning and Implementation

Article VII. Petitions

Section 1. Each petition shall contain the exact wording of the action or proposition and shall contain the signatures of not less than ten (10) voting Members.

Section 2. These petitions must be submitted to the BoD at least sixty (60) days prior to the Annual Business Meeting so that the action can be placed on the ballot for voting.

Article VIII. Amendments

Section 1. The above By-Laws may be changed at the will of the Bod, provided however, the amendment of the By-Laws is:

- A. Consistent with the laws of the State of Illinois and the United States.
- B. Consistent with the purpose of the organization.
- C. Consistent with reason.
- D. Not in violation of the vested or contractual right.

Section 2. The By-Laws may also be amended by the membership at the Annual Business Meeting by any Member, presenting the questions from the floor at that meeting.



Amendment to RRVD By-Laws

Amendments to the By-Laws of the Rock River Valley Division of the Midwest Region, National Model Railroad Association, was approved by the RRVD BoD on January 17, 2018.

RRVD Superintendent: Bruce Giersch

RRVD Assistant Superintend: Ken Reinert

RRVD Chief Clerk: James DeVoe

RRVD Paymaster: Ken Mosny

RRVD Director: Gary Loiselle

RRVD Director: Frank McCabe

RRVD Director: Paul Willis

To help follow the changes made to the RRVD By-laws as per a vote on January 17, 2018 by the RRVD BoD, the verbiage in **green** is new.

ARTICLE III – MEETINGS

Section 2. F. Election of Officers **and Directors**.

ARTICLE IV – NOMINATIONS, BALLOTS AND VOTING

Section 3. (add '**and Directors**') The results of the election shall be announced during the Annual Business Meeting and the new Officers, *comprising the Executive Board, and Directors* shall be installed at that time.