

# CONSTITUTION

## ROCK RIVER VALLEY DIVISION



## NATIONAL MODEL RAILROAD ASSOCIATION

Adopted November 19, 1969

As Amended April 11, 1976, April 6, 1997, January 7, 2018, and April 7, 2019

### Article I. Name and purpose

Section 1. This organization shall be known as the Rock River Valley Division hereinafter the "Division", of the Midwest Region, hereinafter "MWR", of the National Model Railroad Association, Inc, hereinafter "NMRA", and is established under the constitution of the MWR of the NMRA.

Section 2. The purpose of the Division, MWR, NMRA, shall be:

- A. To promote the hobby of the model railroading within the boundaries of the Division.
- B. To promote interest and membership in the NMRA.
- C. To instruct, aid, and assist model railroaders in the fulfillment of their enjoyment of the hobby of railroading.
- D. To establish a close relationship with the MWR and assist the MWR in serving its Members.
- E. To sponsor model railroad activities consisting of meets, clinics, contests, etc.

### Article II. Membership

Section 1. Any NMRA Member in good standings who resides within the boundaries of the Division, as defined by the MWR and amended from time to time, is a Member of the Division.

Section 2. The Division shall not impose dues as a requirement of membership.

### Article III. Meetings

- Section 1. There shall be at least one Annual Business Meeting. This meeting shall be in the spring of each year to coincide with the start of the fiscal year as set forth in the By-Laws.
- Section 2. The purpose of the Annual Business Meeting shall be:
- A. To receive reports from Officers and committee chairmen.
  - B. To elect and install Officers and Directors for the current year.
  - C. To discuss matters concerning the Division.
- Section 3. At the Annual Business Meeting, 10 Members shall constitute a quorum.
- Section 4. Other meetings may be held during the year.
- Section 5. The Officers and Directors may meet as required to conduct the normal business of the Division.

### Article IV. Voting

- Section 1. Only Members shall be entitled to vote.
- Section 2. Nominating procedures shall be set forth in the By-Laws.
- Section 3. The right to write in names not otherwise on the ballot shall be preserved.
- Section 4. In the election of Officers, the candidate receiving the largest number of votes for any office shall be declared the winner. In the event of a tie, a majority of the incumbent Board of Directors shall have the right to cast the deciding vote.

For the election of Directors to serve on the Board of Directors, those three candidates receiving the plurality of the votes cast shall be the new Directors. In the event of a tie in the number of votes attained in determining who would gain a Directors seat, a second round of voting will be made with only those candidates on the ballot that had the same number of votes on the first round that would determine the third and final director. The candidate with the plurality of votes will be declared the winner.

If there are fewer than three candidates to fill the position of Directors, then those newly elected Officers and Directors shall elect sufficient members to fill the vacant positions.

Section 5. On all matters to be voted upon, a simple majority of the votes cast will decide the question.

Section 6. A majority of all Officers and Directors shall constitute a quorum. Any Director may appoint another RRVD member as their proxy upon forwarding a written request to the Superintendent. If an absent Director fails to appoint a proxy, the presiding officer may appoint one at the time of the meeting, if he deems it necessary. Such proxies will be counted in all voting and in determining the presence of a quorum. No Director may hold more than one (1) vote.

Section 7. A majority vote of the BoD shall be required to approve a motion.

#### Article V. Officers and Directors

Section 1. The Officers of the Division shall be:

- A. Superintendent
- B. Assistant Superintendent
- C. Chief Clerk
- D. Paymaster

Section 2. The terms of office for elected Officers and Directors shall commence on the day of the Annual Business Meeting and shall run until the next Annual Business Meeting. Their duties shall be set forth in the By-Laws.

Section 3. The Board of Directors (hereinafter BoD) shall consist of the Executive Board and three RRVD members acting as Directors. Of the RRVD members running on the slate for Director at the Annual Business Meeting, those three receiving the plurality of votes shall act as Directors for the RRVD for one year.

Section 4. Vacancies among the Officers or Directors may be filled by appointment of the Division Superintendent with the approval of a simple majority of the BoD. If the office of Superintendent should be vacant, the office shall pass in succession to the Assistant Superintendent, the Chief Clerk, and the Paymaster, vesting in the first of these successive offices that is not vacant.

Section 5. Operation and management of the Division shall be set forth in the By-Laws.

- Section 6. The Superintendent shall serve as the Chairman of the Board. The immediate Past Superintendent shall serve as an eighth voting member of the BoD. If the immediate past Superintendent does not fill this position, then the Superintendent will nominate any other past Superintendent to fill this position. If no other past Superintendent fills this position, then any member of the Division will be nominated. The nominee must be confirmed by a majority vote of the BoD.
- Section 7. The Superintendent, acting as the Chairman of the Board, shall only cast a vote to break a tie in the vote.

#### Article VI. Constitutional Amendments

- Section 1. The Constitution of the Division may be amended by a majority vote of the Members present at the Annual Business Meeting or special business meetings called at the discretion of the Board of Directors. Explanation of the Amendment and the need for the Amendment shall be furnished to the membership prior to the vote.

#### Article VII. Dissolution Clause

- Section 1. Upon the dissolution of the corporation, known as the Rock River Valley Division, NMRA, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively, with them being transferred to the Executive Board of the Midwest Region, NMRA.

Should the Midwest Region, NMRA, be dissolved, then all of the assets of the corporation be transferred to the Executive Board of NMRA National.

If the NMRA National should also be dissolved, then said assets funds would be distributed by the RRVD Board of Directors to selected tax exempt organizations or organization under the current Internal Revenue Codes.



## Amendments to RRVD Constitution April 7, 2019

Amendments to the Constitution Article V Section 6 and Article V Section 7 of the Rock River Valley Division of the Midwest Region, National Model Railroader Association, were voted on by those members present at a Annual Meeting held on April 7, 2019. The amendments where approved by a unanimous voice vote.

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RRVD Superintendent: Ken Mosny

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RRVD Assistant Superintendent: Marty Hendrickx

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RRVD Chief Clerk: James DeVoe

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RRVD Paymaster: Burns Darsie

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RRVD Director: Tom Maladecki

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RRVD Director: Dave Duitsman

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RRVD Director: Doug Loy

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RRVD Director: TBD