

CONSTITUTION of the CENTRAL NEW YORK DIVISION, NORTHEASTERN REGION of the NATIONAL MODEL RAILROAD ASSOCIATION, INC.

I. Name of the Organization

The name of this organization shall be the Central New York Division, herin-after known as “CNY Division”, of the Northeastern Region (NER) , National Model Railroad Association, Inc. (NMRA). The CNY Division was granted a provisional charter by the Board of Directors of the NER at a duly held meeting in Quebec City, Quebec, Canada, on May 27, 1984.

II. Qualification of Purpose and Distribution of Assets

- A. No part of the net earnings of the Division shall inure to the benefit of, or be distributed to the members, directors, officers or other private persons, except that the Division shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Constitution. No substantial part of the activities of the Division shall be the carrying on of propaganda, otherwise attempting to influence legislation,, and the Division shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- B. Notwithstanding any other provision of this Constitution, the division shall not carry on any activities not permitted to be carried on (a) by an organization exempt from Federal Income tax under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by any organization contributions to which are deductible under Section 170 (c)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
- C. Upon the dissolution of the Division, the governing body of the Division shall, after paying or making provision for the payment of all liabilities of the Division, dispose of all assets of the Division exclusively for the purposes of the Division in such a manner, or to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the governing body of the Division shall determine. Any such assets not so disposed of shall be disposed of by the Attorney General of the State of New York to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes.

III. Purpose and Intent of the Organization

The CNY division is organized solely for educational purposes, within the meaning and interpretation of Section 501 (c)3 of the Internal Revenue Service Code of 1954, including, but not limited to the following:

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- A. To provide educational and entertaining meetings, programs, promotions and services to members of the Division and other model railroaders within the general geographic area of Central New York, including but not limited to the counties of Herkimer, Madison, Oneida and Onondaga;
- B. To instruct the general public on subjects related to the hobby of model railroading and to stimulate interest into the fun and fellowship of the hobby of model railroading; and
- C. To promote active membership and participation within the NER and NMRA.

IV Membership

The classes of membership in the CNY Division shall be as follows:

- A. Regular Membership. Any natural person who is a current member of the National Model Railroad Association Inc. (hereafter NMRA), as the same is defined by the NMRA, shall be a regular member of the Division and receive all benefits and full voting privileges.
- B. Family Membership. The spouse and minor children of and regular member may become family members upon request, whereupon they shall be entitled to all benefits of the Division except full voting privileges.

V Meetings

- A. Annual Business Meeting. There shall be an annual business meeting of the Division each calendar year to be held in January or February during a regularly scheduled general membership meeting, during which shall include installation of officers, an annual financial report and such other business which may be placed before the regular membership.
- B. General Membership Meeting. There shall be general membership meetings of the Division held for the purposes stated herein and to conduct such other business which may be placed before the general membership. Inasmuch as is practical and possible, general membership meetings shall be conducted on Sunday afternoons at intervals of six (6) weeks apart and at locations that are rotated throughout the general geographical area of the Division.

VI Publications

- A. Official Publication. The official publication of the CNY Division shall be "Red Markers", which shall be mailed no later than one calendar week before any scheduled general membership and annual business meeting.
- B. The Division may produce other publications and may charge a fee from users of such publications to cover the costs thereof.

VII Government

- A. The governing body of the Division shall consist of an elected Superintendent, Chief Clerk and Paymaster as officers.
- B. The power of the governing body of the Division shall be limited to the stated powers contained herein and within ratified By-Laws, if any. In all other matters and respects, all business of the Division shall be decided by simple

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majority of the members present at an appropriate meeting and shall be implemented by the officers as provided herein or by the By-Laws, if any.

- C. Election of officers shall be by secret ballot of nominated candidates and space for a write in for each elected position, mailed within the issue of “Red Markers” immediately preceding the annual business meeting. Regular members shall return their completed ballots in person at the annual business meeting or by mail to the person designated to tabulate the election results at the annual business meeting for their ballot to be valid.
- D. All officers and candidates for office in the Division shall be current members of the NER and NMRA.

VIII *By-Laws*

By-Laws to implement this Constitution may be proposed by the governing body of the Division or by the regular membership and shall become effective upon being printed in “Red Markers” and ratified by a two-thirds (2/3) affirmative vote of the regular members present at the next general membership meeting.

IX *Amendment*

Proposed amendments to this Constitution shall become effective upon being published in “Red Markers” and ratified by a two-thirds (2/3) affirmative vote of the governing body of the Division and a two-thirds (2/3) affirmative vote of the regular members by written vote. The proposed amendments shall, however, be printed in two issues of “Red Markers” prior to a vote by the regular members.

X *Recall and Referendum*

A petition for recall or referendum shall be signed by no fewer than fifteen (15) regular members or two-thirds (2/3) of the governing body of the Division, shall be presented to the Chief Clerk, and shall be published in “Red Markers” prior to becoming effective.

Amended April 3, 2016