

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, hereafter 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 or assets 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

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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:

- 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, as defined by the Northeastern Region of the NMRA;
- 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, and who's name appears on the most recent membership list of the Division as distributed by the NER to the Division Chief Clerk, shall be a regular member of the Division and receive all benefits and full voting privileges. In addition, any NER member not assigned to another Division (i.e. "Division 00") maybe considered a full member of the division upon application to the Superintendent.
- B. Family Membership. Regular members spouses and minor children who are members of the NMRA through its "Family Membership" program (i.e. have an NMRA number) shall be entitled to all benefits of the Division except voting privileges. Family members also may not hold any office in the Division.

V Meetings

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A. Annual Business Meeting.

1. 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, which shall include installation of officers, an annual financial report and such other business which may be placed before the regular membership.
2. That in the event of an emergency or event outside of the control of the Division which restricts or prohibits the in-person attendance at the annual business meeting, The Division may, by affirmative action by its officers, organize and assemble its regular members for the annual business meeting by virtual electronic or teleconference means upon adequate advance notice being granted to the general membership.

B. General Membership Meetings.

1. 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.
2. That in the event of an emergency or event outside of the control of the Division which restricts or prohibits the in-person attendance at a general membership meeting, the Division may, by affirmative action by its officers, organize and assemble its regular members for the general meeting by virtual electronic or teleconference means upon adequate advance notice being granted to the general membership.

VI **Publications**

- A. Official Publication. The official publication of the CNY Division shall be “Red Markers”, which shall be distributed 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**

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- A. The governing body of the Division shall be its Officers, consisting of an elected Superintendent, Assistant 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 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 at the annual business meeting in the procedure as follows:
 - 1. The list of candidates shall be published and distributed within the issue of “Red Markers” immediately preceding the annual business meeting.

 - 2. Written ballots shall be prepared which contain the names of the respective candidates.

 - 3. Regular members shall fill out ballots in person at the annual business meeting or submit a copy to the Ballot Teller, a person designated by the Chief Clerk and not running for office to tabulate the election results at the annual business meeting for the ballot to be deemed valid; and

 - 4. The Ballot Teller shall tally the ballots and announce the results at the annual business meeting, whereupon the newly elected Officers shall immediately take office.

 - 5. In the event that there are no contested offices, election may be held by voice vote.

- D. All officers and candidates for office in the Division must be current members of the NER and NMRA and shall maintain their current membership status for the duration of their term of office.

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

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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. The proposed amendments shall be published 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.

Restated January, 2009
Amended April 4, 2016
Amended February 27, 2022