



**NMRA CORPORATE**  
**POLICIES &**  
**PROCEDURES MANUAL**  
**(CPPM) & NMRA**  
**PROGRAM POLICIES &**

# **PROCEDURES MANUAL** **(PPPM)**

**Adopted: February, 2022, V. 1.0**

**Updated: May, 2025**

Version 2025

Note:

<CTRL> Click on a section in the Table of Contents below to jump to that section.

Better yet, if you <CTRL> Click anywhere in the document and select “Headings” in the Navigation pane along the left edge, you will get the Table of Contents. Click on any section to jump that that section. This option allows you see the Table of Contents at all times and to go back and forth through the document.

Version 2025

# TABLE OF CONTENTS

## Contents

NMRA CORPORATE POLICIES AND PROCEDURES MANUAL (CPPM) .....	7
Section A CORPORATE GOVERNANCE .....	7
A-1 NAME .....	7
A-2 PURPOSE .....	7
A-3 MEMBERSHIP AND DUES .....	8
Section A-3-1 GENERAL .....	8
A-3-2 USA DUES .....	12
A-3-3 REGION & DIVISION MEMBERSHIP .....	13
A-4 REGION & DIVISION ORGANIZATIONS .....	14
A-5 MEETINGS .....	24
A-6 AMENDMENTS TO CPPM .....	25
A-7 INITIATIVE AND REFERENDUM .....	26
A-8 NATIONAL MODEL RAILROAD ASSOCIATION (CANADA) .....	27
A-9 DISSOLUTION .....	28
SECTION B CORPORATE RESPONSIBILITY AND AUTHORITY .....	29
B-1 AMENDING AUTHORITY .....	29
B-2 CPPM/PPPM DISTRIBUTION POLICY .....	29
B-3 PREPARATION AND CONSIDERATION OF MOTIONS .....	30
B-4 RESPONSIBILITY AND AUTHORITY WITHIN NMRA .....	32
B-5 ORGANIZATION CHART .....	33
B-6 DEPARTMENT ORGANIZATION .....	34
B-7 DEPARTMENT MANAGER .....	39
B-8 COMMITTEE CHAIR .....	39
SECTION C CORPORATE POLICIES .....	41
C-1 CODE OF ETHICS POLICY .....	41
C-2 DISCLOSURE REPORT POLICY .....	45
C-3 NON-DISCRIMINATION POLICY .....	47
C-4 MEMBER DISCIPLINARY PROCEDURE POLICY .....	47
C-5 ABC GROUP AGREEMENT POLICY .....	47
C-6 WHISTLEBLOWER PROTECTION POLICY .....	49

C-7 CONFIDENTIALITY POLICY .....	50
C-8 AT-RISK PERSON'S POLICY .....	52
C-9 NMRA GENERAL COUNSEL POLICY .....	53
C-10 "3-VISITS" POLICY .....	54
C-11 NMRA INC PRIVACY POLICY .....	54
C-12 Leadership Principles .....	59
C-13 CAMPAIGNING FOR ELECTION TO NATIONAL OFFICE .....	61
C-14 MEMBER CODE OF CONDUCT .....	62
Section D NMRA OFFICERS.....	67
D-1 PRESIDENT .....	67
D-2 VICE PRESIDENT .....	69
D-3 SECRETARY .....	69
D-3-1 BALLOT COMMITTEE .....	72
D-3-2 NOMINATION & ELECTION PROCEDURES.....	78
D-3-3 HONORS AND AWARDS POLICY.....	90
D-3-4 NATIONAL MEMBERSHIP LISTS AND MAILING LABEL POLICY.....	92
D-4 CHIEF FINANCIAL OFFICER/TREASURER .....	93
D-4-1 CFO DUTIES .....	93
D-4-2 FINANCIAL POLICY .....	94
D-4-3 TRAVEL AND ROOM REIMBURSEMENT POLICY .....	95
D-4-4 INVESTMENT POLICY .....	96
D-4-5 AUDITS AND AUDIT CHECKLIST .....	101
D-4-6 ASSET CAPITALIZATION .....	107
Section E BOARD OF DIRECTORS.....	108
E-2 APPOINTMENT OF DIRECTOR PROXY .....	113
E-3 BOARD OF DIRECTOR MEETINGS.....	113
E-4 BOARD OF DIRECTORS CAUCUS & WORKING SESSIONS .....	114
E-4-1 LEAD DIRECTOR.....	115
E-5 BOARD OF DIRECTORS REPORTS.....	116
E-5-1 BOD REPORT FORMAT .....	117
E-6 QUESTIONNAIRE OF REFERENDUM POLICY .....	118
SECTION F PRESIDENTIAL COMMITTEES .....	119
F-1 GENERAL PROCEDURES .....	119

SECTION G BOD COMMITTEES .....	119
G-1 GENERAL PROCEDURE .....	119
G-2 AUDIT COMMITTEE .....	119
G-3 INTERNATIONAL COMMITTEE .....	120
G-4 OPERATIONS COMMITTEE .....	120
G-5 POLICY COMMITTEE.....	121
G-6 INVESTMENT COMMITTEE.....	121
G-7 FINANCE AND BUDGET COMMITTEE.....	122
G-8 PIONEER AWARDS COMMITTEE .....	122

# **NMRA CORPORATE POLICIES AND PROCEDURES MANUAL (CPPM)**

## **Section A CORPORATE GOVERNANCE**

### **A-1 NAME**

The National Model Railroad Association, Inc. (hereinafter Association or NMRA) was organized at Milwaukee, Wisconsin, September 1, 1935, and incorporated as a non-profit organization under the laws of the State of Ohio, May 17, 1947. The full legal name of the organization is the National Model Railroad Association, Inc., and in the shortened version the organization is also known as the NMRA.

The NMRA is a membership organization with a primary responsibility to operate for and in the best interests of the membership while achieving the stated purposes of the NMRA

### **A-2 PURPOSE**

The purposes of the National Model Railroad Association are, in part, to promote, stimulate, foster, and encourage by all manner and means the art and craft of scale model railroading; to preserve the history, science, and technology thereof; and to advance the global scale model railroading community through education, development of standards and recommended practices, advocacy, and social interaction. The corporation is organized for charitable, educational, literary, and scientific purposes consistent therewith included for such purposes. These purposes include, but are not limited to:

1. To assemble, define, set up, investigate, publish, and encourage the use of Model Railroad Standards for better interchange and operation of scale model railroad equipment and to develop the technology of scale model railroading through scientific processes.
2. To promote closer understanding and cooperation between scale model railroad manufacturers, distributors, dealers, publishers, consumers, and the general public.
3. To develop the technical skills of persons engaged in the art and craft of scale model railroading and to promote fellowship among scale model railroaders.

4. To educate persons engaged in scale model railroading in prototypical railroad practices and in methods of building and operating scale model railroad equipment.
5. To advance the hobby of scale model railroading wherever and whenever possible by publications, meetings, communications, and all things necessary or incidental to the foregoing purposes.

The principal office shall be in or near Chattanooga, Tennessee, or at such location as agreed by the Board of Directors. The Association shall maintain an agent for purposes of service within the State of Ohio to the extent required by the laws of Ohio. The Association may also have offices at such other places as the Board of Directors from time to time selects, or as the business of the Association may require.

The official Mission Statement of the NMRA is “The National Model Railroad Association, Inc. advances the global scale model railroading community through education, advocacy, standards, and social interaction”.

## **A-3 MEMBERSHIP AND DUES**

### **Section A-3-1 GENERAL**

All dues and fees submitted to the Headquarters Office shall be paid in US dollars in accordance with the schedule of dues adopted by the Board of Directors for each category of membership and published in the NMRA Magazine, on the NMRA website, and by other means as determined by Headquarters. There shall be the following classes of membership for which the following rights and obligations apply:

**1. Regular Member.**

Any person interested in model railroading may become a Regular Member upon application to the Administration Department and payment of the appropriate member fees as set by the BOD. This class of membership includes full rights of membership plus access to the digital *NMRA Magazine*, receives the *e-Bulletin*, has voting rights, can hold elected and appointed offices, and can participate in the Achievement Program. This class of membership may subscribe separately to the print *NMRA Magazine*.

**2. Sustaining Member.**

Any person, association, corporation, or other business organization interested in scale model railroading may become a Sustaining Member upon application to the Administration Department and payment of the appropriate dues as set by the BOD. This class of membership includes full rights of membership, plus access to the digital version and a print subscription to *NMRA Magazine* and the *NMRA e-Bulletin*, has



voting rights, can hold elected and appointed offices, and can participate in the Achievement Program.

3. **Family Member.**

The spouse or minor child of any member in good standing may become a Family Member upon application to the Administration Department and payment of the appropriate fees as set by the BOD. This class has no publication benefits, has no voting privileges, cannot hold elected or appointed offices, but can participate in the Achievement Program.

4. **Student Member.**

Any person 18 years of age and under, and interested in scale model railroading, may become a Student Member upon application to the Administration Department and payment of the appropriate fees as set by the BOD. Additionally, any person between the ages of 19 and 25, possessing a current valid student ID from an accredited institution, may also apply for Student Membership. This class will include access to a digital version of the *NMRA Magazine* and the *NMRA e-Bulletin*, has voting privileges, can serve in elected or appointed offices, and can participate in the Achievement Program.

5. **Life Member.**

Other than Honorary Life Member, this class of membership is closed. The subcategories other than Life Member describe existing membership only and do not create new rights. The category of Life Member shall be categorized into the follow sub-classifications: All categories of Life Member have access to the digital version and also receive the print *NMRA Magazine*, *NMRA e-Bulletin*, have the right to vote, can hold elected and appointed office, and can participate in the Achievement Program.

6. **Honorary Life Member.**

As recognition for meritorious service to the National Model Railroad Association, any person or organization may be elected as an Honorary Life Member by vote of a majority of the Board of Directors and shall not be required to pay any additional dues. This includes full rights of membership plus access to the digital version and a print subscription to *NMRA Magazine* and the *NMRA e-Bulletin*.

7. **Non-Actuarial Life Member.**

Any member who purchased an NMRA Life Membership prior to the implementation of the actuarial process for pricing the cost of Life Membership shall be a member of this class. This includes full rights of membership plus access to the digital version and a print subscription to *NMRA Magazine* and the *NMRA e-Bulletin*.

8. **Actuarial Life Member.**

Any member who purchased an NMRA Life Membership after the implementation of the actuarial process for pricing the cost of Life Membership shall be a member of this class. This class includes full rights of membership plus access to the digital version and a print subscription to *NMRA Magazine* and the *NMRA e-Bulletin*.

**9. Corporate Member.**

Any manufacturer, retailer, wholesaler, or other person engaged in the business of scale model railroading may become a Corporate Member of the NMRA upon application to the Administration Department and payment of the appropriate dues as set by the BOD. This class will include access to the digital version plus a print subscription to *NMRA Magazine* and the *NMRA e-Bulletin*. Corporate Members do not have the right to vote, cannot hold elected or appointed office, and cannot participate in the Achievement Program.

**10. RailPass Member.**

A RailPass membership (U.S. and Canada only) is a trial membership for a period not to exceed nine months from the date of activation. The following provisions apply to the RailPass class:

- a. U.S. RailPass memberships are available only to persons holding a U.S. address of record.
- b. NMRA Canada RailPass memberships are available only to persons holding a Canada address of record.
- c. A RailPass membership is available only to those persons who would otherwise satisfy requirements for Regular Membership.
- d. A RailPass membership is available only to persons who have never been NMRA members or who have not been NMRA members for at least two years.
- e. A person shall hold no more than one RailPass membership during his or her lifetime.
- f. A RailPass Member shall have the full rights of membership with the exceptions of the right to hold office or elected or appointed position and do not have the right to vote.
- g. RailPass Members are eligible to attend conventions and participate in contests at every level of the NMRA.
- h. A U.S. or NMRA Canada RailPass membership includes access to a digital subscription to the NMRA Magazine and the e-Bulletin during the period the membership is in effect.
- i. A RailPass Member is eligible for all awards presented by the Achievement Program, except the MMR Award.
- j. A RailPass Member is eligible to earn and receive a Golden Spike Award.

Membership in the NMRA commences at the time in which the requisite membership fees for the class of membership sought and for which the applicant qualifies, is paid to an authorized representative of the NMRA. Said membership shall enlist the member, with the exception of Corporate Member, at all levels of the NMRA organizational structure on both the National (and International) and local levels.

**11. Membership Rights and Privileges.**

All the above membership classes, including Honorary Life Member but excluding Family Member, shall include basic communications from both the National and

Region levels, the exact nature and form of national communications is to be set forth in accordance with any policies adopted by the Board of Directors, provided further that Region communications may vary depending upon the policies and frequencies adopted by each Region.

Each member in the above classes, including Honorary Life Member, shall have the right to:

- a. Receive a membership card as proof of membership and the class of membership, and be listed in all rosters for their class of membership.
- b. Participate in all NMRA activities, including those administered through any Region or division, but subject to the payments of any user fees otherwise imposed upon members of the Region or division in which the activity is occurring, and meeting any other qualifications or conditions established by the Region/Division and/or NMRA.
- c. Except for Family Members; and Sustaining and Corporate Members other than individuals, the right to vote and run for an elective office in any Region or Division of which the member is a resident member, subject to any qualifications and conditions established by the NRMA and, if applicable, by the Region and/or Division.
- d. Participate in and benefit from programs at the National, Region, and Division levels. However, certain costs of said programs may vary depending upon location and practicality of delivering the program to individual members. Nothing prevents the Board of Directors and/or the Region or Division delivering said services or administering the program from charging a reasonable cost for those services where appropriate and where consistent with any provisions in the CPPM or PPPM.
- e. Obtain merchandise or premiums offered exclusively to NMRA members or, if offered to the general public, at a discounted cost if offered. Insofar as Regions/Divisions sometimes offer said merchandise or premiums, said merchandise shall be available to NMRA members in that Region/Division and, if the Region/Division desires, throughout the NMRA. The level of NMRA offering the premium or merchandise should be responsible for the administration of the program and collection of any monies and accounting as well as delivery of the merchandise or premium.
- f. Participate in contests under the following conditions. At the national level, any NMRA member in good standing shall be able to enter the contest in person or by proxy. The procedures for said national contest shall be set forth in Section J-3 of the Program Policies and Procedures Manual (PPPM). Any cost for participating in the national contest should be borne by the individual member. The Board of Directors, through and with the Education Department, shall set uniform standards for judging NMRA national contests. Regions must also offer

judging pursuant to said uniform standards provided that Regions can also create non-NMRA judging rules, including but not limited to additional categories of the contest beyond those utilized by national. Upon request, the national contest rules must be applied to contest entries for a legitimate national purpose; if the purpose is to ensure compliance with the Achievement Program, AP evaluation may be substituted by the Region at its discretion. As for Region contests, a Region resident member can enter a Region contest by proxy or in person. Out-of-Region NMRA members can enter only in person so as to prevent abuse of the contest process by allowing multiple entries in various Regions by proxy.

- g. Have access to programs offered externally through NMRA but not administered by NMRA and, where offered, said program must be offered to all NMRA members otherwise qualifying for such programs. Nothing herein requires Region programs to conform to this provision.
- h. Be protected by event liability insurance offered by National for qualifying NMRA events in the U.S. and Canada.
- i. Have access as a member to the Kalmbach Memorial Library and the Howell Day Model Railroad Museum and such other facilities as may be operated by or in affiliation with the NMRA, which benefit may be restricted and/or fee-based, as further delineated by the Board of Directors or the other facility.
- j. Be considered for and receive recognition through special awards or special certificates.
- k. Petition and seek referendum of issues and decisions in accordance with the procedures and provisions that are adopted by the Board of Directors.

### **A-3-2 USA DUES**

- 1. No additional dues shall be required for membership in a Region or Division for NMRA members who reside in such Region or Division. For purposes of the NMRA membership, a member has only one residence.
- 2. A Region or Division may charge additional fees for services, including communications, to NMRA members residing outside the Region or Division boundaries. Such fees shall be limited to the additional actual costs associated with providing said services beyond the Region or Division boundaries.
- 3. In lieu of Region/Division dues being paid by United States NMRA members residing within the territory of a Region and one of its divisions, each Region shall receive from the NMRA an allocation (rebate) from dues as set forth below.
- 4. The allocation of dues shall be made pursuant to guidelines approved by the Board of Directors. The Board shall adopt an amount of the total dues for each class of

membership. The allocation of dues shall also take into account the number of rebate-qualified resident members within each USA Region:

5. The Region shall apply the rebate amount remitted for administration of NMRA mandated programs and activities. Each Region shall transfer to each active division from the Region's allocation of dues an amount which shall cover division administration of NMRA mandated programs and activities (member communication, education, and the Achievement Program, etc.), with the allocation being made pursuant to guidelines approved by the Region Board of Directors.
6. Any Region or Division may charge additional user or attendance fees necessary to cover the expenses of specific Region or Division programs or activities but not operational expenses.
7. The U.S. dues shall be indexed to a national index as specified by the Board of Directors and specifically the United States Consumer Price Index for all workers (CPI-W). The allocation and the index utilized by National in setting dues may only be changed in accordance with changes in the CPI-W.
8. The Board of Directors is authorized to change the U.S. dues amount charged based upon any change in the index with a single vote of the Board and nothing shall prevent the Board of Directors from approving dues on a cumulative basis – *i.e.*, not on an annual basis – provided that the cumulative adjustment in dues does not exceed the cumulative changes in the index for the same period of time in which the adjustment in dues is sought.
9. Any adjustment in dues beyond that allowed by the index – *i.e.*, beyond the change in index for the period of time in which the dues were last set – shall require two votes of the Board of Directors. Following the first and initial vote the proposed adjustment shall be publicized in the *NMRA e-Bulletin* for comment and shall not be effective until the second vote, taken at the next available meeting of the Board. The Board shall also solicit and receive input from the Regional Advisory Council and the membership concerning said adjustment beyond and above the index.

### **A-3-3 REGION & DIVISION MEMBERSHIP**

1. Every natural NMRA member, except Family Members, shall be a member of one Region, if one exists, and of one division, if one exists, in which territory the member has an address of record, and have voting rights therein. All Family Members are members of the same Region as their sponsoring "natural" NMRA member.
2. Each NMRA member may subscribe to Region or Division publications outside the territory in which the member resides. Out-of-territory subscribers of a Region or Division shall not be allowed to vote in either Region or Division elections, and shall not be allowed to run for Region or Division office outside their home Region.
3. Regions are authorized to process membership applications and collect dues for the NMRA and in so doing act as an agent for the Board of Directors in the collection and accounting of dues. Regions may authorize divisions to collect membership applications and dues, and said applications and dues shall be submitted directly and

in timely fashion to National. National shall maintain a uniform membership record, which shall be available through secure file access by each Region membership manager and thereafter shared by Regions with Divisions pursuant to procedures and safeguards to be approved by the Board of Directors.

## **A-4**

### ***REGION & DIVISION ORGANIZATIONS***

1. Each Region shall elect:
  - A. A President who shall be responsible for those duties generally expected of such office.
  - B. Such local officers to serve under the President as are necessary to the transaction of its business.
2. Every member, officer, and director of a Region shall be a member of the NMRA.
3. The Regions shall adopt and maintain a set of governing documents consistent with the By-Laws and Articles of Incorporation of the NMRA.
4. Every Region and Division in the United States shall be incorporated in a state within its boundaries, have an IRS identification number (EIN/TIN), have a non-profit IRS tax status at some level, and file applicable IRS tax returns each year as required by law.
5. Each Region may subdivide into divisions to facilitate the execution of the objectives of the Region. The divisions shall adopt and maintain a set of governing documents consistent with those of the Region. The Regions shall define the divisions by any combination of the following criteria:
  - a) Country names or boundaries
  - b) State name or boundaries or the equivalent
  - c) County names or boundaries or the equivalent
  - d) Postal or Zip codes
  - e) Cities, townships, villages or other descriptors to describe a landmass
  - f) Latitude and Longitude descriptions

Further:

- a) A Region or Division shall consist of all NMRA members within the geographic area established by the NMRA (for Regions) or Region (for Divisions) as provided in the By-Laws. The Region shall have no less than three (3) officers (or more if required by law) and the Region shall hold no less than one business meeting per fiscal year. Said officers of the Region shall be elected by the NMRA membership within the Region. No person shall hold concurrent elected positions within Region leadership. A person may hold a Region elected position and a Division elected position concurrently.
- b) Each Division within a Region shall have no less than two (2) officers (or more if required by law) and the Division shall hold no less than one business meeting

per fiscal year. It is preferred that said officers of the Division be elected by the NMRA membership within the Division. In the event that a Division cannot determine a slate of candidates for a ballot election, the Region President shall be permitted to appoint a Division Leader (Superintendent, President, etc.) and a Secretary/Treasurer (Chief Clerk/Paymaster, etc.) to serve for a period of no more than two years at which time the Division shall again attempt to determine a slate of candidates for a formal election ballot. The same person may not hold both offices simultaneously. Division requirements shall not apply to Divisions in the British, European, and Australasian Regions.

6. Every member, officer, and director of a division shall be a member of the NMRA and of the Region of which the division is a part.
7. The Board of Directors of the NMRA shall have final authority in all matters relating to Region organization, including any amendments of boundaries or additions to, or consolidations of, any Regions set up under this Article including, but not limited to, the power to regulate a Region's or Division's authority to operate.
8. The Regions of the NMRA shall be defined using any combination of the following criteria:
  - a. Country names or boundaries
  - b. State names or boundaries or the equivalent
  - c. County names or boundaries or the equivalent
  - d. Cities, townships, villages, or other descriptors to describe a landmass
  - e. Latitude and Longitude descriptors

The Region boundaries shall be as follows:

- a. **Australasian Region**  
Includes Australia and New Zealand
- b. **British Region:**  
Includes the England, Scotland, Wales, Northern Ireland, the Republic of Ireland, the Isle of Man and the Channel Islands, together with the offshore islands under the same administrations, as well as the following countries in Mainland Europe:  
  
Abkhazia, Akrotiri and Dhekelia, Aland, Albania, Andorra, Armenia, Austria, Azerbaijan, Belarus, Belgium, Bosnia, and Herzegovina, Bulgaria, Croatia, Cyprus, Czech Republic, Denmark, Estonia, Finland, France, Georgia, Germany, Greece, Hungary, Iceland, Italy, Kazakhstan, Kosovo, Latvia, Liechtenstein, Lithuania, Luxembourg, Macedonia, Malta, Moldova, Monaco, Montenegro, Nagorno-Karabakh, Northern Cyprus, Norway, Poland, Portugal, Romania, Russia east to the Ural Mountains, San Marino, Serbia, Slovakia, Slovenia, South Ossetia, Spain, Svalbard, Sweden, Switzerland, The Netherlands, Transnistria, Trans-Dniester, Turkey, Ukraine, and Vatican City.
- c. **Not assigned**

d. **Lone Star Region:**

Includes all of the State of Louisiana as well as all of the State of Texas except for El Paso County.

e. **Mid-Central Region:**

- 1) Includes the following counties in the State of Indiana:  
Clark, Crawford, Dearborn, Decatur, Fayette, Floyd, Franklin, Harrison, Henry, Jefferson, Ohio, Randolph, Ripley, Rush, Switzerland, Union, Washington, and Wayne as well as
- 2) the following counties in the Commonwealth of Kentucky:  
Adair, Allen, Anderson, Barren, Bath, Bell, Boone, Bourbon, Boyd, Boyle, Bracken, Breathitt, Breckinridge, Bullitt, Campbell, Carroll, Carter, Casey, Clark, Clay, Clinton, Cumberland, Edmonson, Elliott, Estill, Fayette, Fleming, Floyd, Franklin, Gallatin, Garrard, Grant, Grayson, Green, Greenup, Hardin, Harlan, Harrison, Hart, Henry, Jackson, Jefferson, Jessamine, Johnson, Kenton, Knott, Knox, La Rue, Laurel, Lawrence, Lee, Leslie, Letcher, Lewis, Lincoln, McCreary, Madison, Magoffin, Marion, Martin, Mason, Meade, Menifee, Mercer, Metcalfe, Monroe, Montgomery, Morgan, Nelson, Nicholas, Oldham, Owen, Owsley, Pendleton, Perry, Pike, Powell, Pulaski, Robertson, Rockcastle, Rowan, Russell, Scott, Shelby, Simpson, Spencer, Taylor, Trimble, Warren, Washington, Wayne, Whitley, Wolfe, and Woodford as well as
- 3) the following counties in the State of New York:  
Allegheny, Cattaraugus, and Chautauqua as well as,
- 4) the following counties in the State of Ohio:  
Adams, Ashland, Ashtabula, Athens, Belmont, Brown, Butler, Carroll, Champaign, Clark, Clermont, Clinton, Columbiana, Coshocton, Cuyahoga, Darke, Delaware, Erie, Fairfield, Fayette, Franklin, Gallia, Geauga, Greene, Guernsey, Hamilton, Hardin, Harrison, Highland, Hocking, Holmes, Huron, Jackson, Jefferson, Knox, Lake, Lawrence, Licking, Logan, Lorain, Madison, Mahoning, Marion, Medina, Meigs, Mercer, Miami, Monroe, Montgomery, Morgan, Morrow, Muskingum, Noble, Perry, Pickaway, Pike, Portage, Preble, Richland, Ross, Scioto, Shelby, Stark, Summit, Trumbull, Tuscarawas, Union, Vinton, Warren, Washington, and Wayne as well as
- 5) the following counties in the Commonwealth of Pennsylvania:  
Allegheny, Armstrong, Beaver, Bradford, Butler, Cameron, Clarion, Clearfield, Clinton, Crawford, Elk, Erie, Fayette, Forest, Green, Indiana, Jefferson, Lawrence, McKean, Mercer, Potter, Tioga, Venango, Warren, Washington, and Westmoreland as well as
- 6) the following counties in the State of West Virginia:  
Barbour, Boone, Braxton, Brooke, Cabell, Calhoun, Clay, Doddridge, Fayette, Gilmer, Grant, Greenbrier, Hancock, Harrison, Jackson, Kanawha,



Lewis, Lincoln, Logan, Marion, Marshall, Mason, McDowell, Mercer, Mingo, Monongalia, Monroe, Nicholas, Ohio, Pleasants, Pocahontas, Preston, Putnam, Raleigh, Randolph, Ritchie, Roane, Summers, Taylor, Tucker, Tyler, Upshur, Wayne, Webster, Wetzel, Wirt, Wood, and Wyoming.

f. **Mid-Continent Region:**

- 1) Includes all of the States of Arkansas, Kansas, Missouri, Nebraska, and Oklahoma as well as
- 2) the following counties in the State of Illinois:  
Alexander, Bond, Calhoun, Clay, Clinton, Edwards, Franklin, Gallatin, Greene, Hamilton, Hancock, Hardin, Henderson, Jackson, Jefferson, Jersey, Johnson, Macoupin, Madison, Marion, Massac, Montgomery, Monroe, Perry, Pope, Pulaski, Randolph, St. Clair, Saline, Union, Wabash, Washington, Wayne, White, and Williamson as well as
- 3) the following counties in the State of Iowa:  
Adair, Adams, Appanoose, Audubon, Benton, Boone, Cass, Cedar, Clarke, Clinton, Dallas, Davis, Decatur, Des Moines, Fremont, Greene, Guthrie, Hamilton, Hardin, Harrison, Henry, Iowa, Jackson, Jasper, Jefferson, Johnson, Jones, Keokuk, Lee, Linn, Louisa, Lucas, Madison, Mahaska, Marion, Marshall, Mills, Monroe, Montgomery, Muscatine, Page, Polk, Pottawattamie, Poweshiek, Ringgold, Scott, Shelby, Story, Tama, Taylor, Union, Van Buren, Wapello, Warren, Washington, and Wayne,

g. **Mid-Eastern Region:**

- 1) Includes all of the State of Delaware, and Maryland, the Commonwealth of Virginia and the District of Columbia, as well as
- 2) the following counties in the State of New Jersey:  
Atlantic, Burlington, Camden, Cape May, Cumberland, Gloucester, Mercer, Monmouth, Ocean, and Salem as well as
- 3) the following counties in the State of North Carolina:  
Alamance, Alexander, Alleghany, Anson, Ashe, Beaufort, Bertie, Bladen, Brunswick, Burke, Cabarrus, Caldwell, Camden, Carteret, Caswell, Catawba, Chatham, Chowan, Cleveland, Columbus, Craven, Cumberland, Currituck, Dare, Davidson, Davie, Duplin, Durham, Edgecombe, Forsyth, Franklin, Gaston, Gates, Granville, Greene, Guilford, Halifax, Harnett, Hertford, Hoke, Hyde, Iredell, Johnston, Jones, Lee, Lenoir, Lincoln, Martin, Mecklenburg, Montgomery, Moore, Nash, New Hanover, Northampton, Onslow, Orange, Pamlico, Pasquotank, Pender, Perquimans, Person, Pitt, Randolph, Richmond, Robeson, Rockingham, Rowan, Sampson, Scotland,

Stanly, Stokes, Surry, Tyrell, Union, Vance, Wake, Warren, Washington, Watauga, Wayne, Wilkes, Wilson, and Yadkin as well as

- 4) the following counties in the Commonwealth of Pennsylvania  
Adams, Bedford, Berks, Blair, Bucks, Cambria, Carbon, Centre, Chester, Columbia, Cumberland, Dauphin, Delaware, Franklin, Fulton, Huntingdon, Juniata, Lackawanna, Lancaster, Lebanon, Lehigh, Luzerne, Lycoming, Mifflin, Monroe, Montgomery, Montour, Northampton, Northumberland, Perry, Philadelphia, Pike, Schuylkill, Snyder, Somerset, Sullivan, Susquehanna, Union, Wayne, Wyoming, and York as well as
- 5) the following counties in the State of South Carolina:  
Chester, Lancaster, and York as well as
- 6) the following counties in the State of West Virginia:  
Berkeley, Hampshire, Hardy, Jefferson, Mineral, Morgan, and Pendleton.

**h. Midwest Region:**

- 1) Includes the following counties in the State of Illinois:  
Adams, Boone, Brown, Bureau, Carroll, Cass, Champaign, Christian, Clark, Coles, Cook, Crawford, Cumberland, DeKalb, DeWitt, Douglas, DuPage, Edgar, Effingham, Fayette, Ford, Fulton, Grundy, Henry, Iroquois, Jasper, Jo Daviess, Kane, Kankakee, Kendall, Knox, Lake, La Salle, Lawrence, Lee, Livingston, Logan, McDonough, McHenry, McLean, Macon, Marshall, Mason, Menard, Mercer, Morgan, Moultrie, Ogle, Peoria, Piatt, Pike, Putnam, Richland, Rock Island, Sangamon, Schuyler, Scott, Shelby, Stark, Stephenson, Tazewell, Vermilion, Warren, Whiteside, Will, Winnebago, and Woodford as well as
- 2) the following counties in the State of Indiana:  
Bartholomew, Benton, Boone, Brown, Carroll, Cass, Clay, Clinton, Daviess, Delaware, Dubois, Elkhart, Fountain, Fulton, Gibson, Greene, Hamilton, Hancock, Hendricks, Howard, Jackson, Jasper, Jennings, Johnson, Knox, Lake, La Porte, Lawrence, Madison, Marion, Marshall, Martin, Miami, Monroe, Montgomery, Morgan, Newton, Orange, Owen, Parke, Perry, Pike, Porter, Posey, Pulaski, Putnam, St Joseph, Scott, Shelby, Spencer, Starke, Sullivan, Tippecanoe, Tipton, Vanderburgh, Vermillion, Vigo, Warren, Warrick, and White as well as
- 3) the following counties in the Commonwealth of Kentucky:  
Ballard, Butler, Caldwell, Calloway, Carlisle, Christian, Crittenden, Daviess, Fulton, Graves, Hancock, Henderson, Hickman, Hopkins, Livingston, Logan, Lyon, McCracken, McLean, Marshall, Muhlenberg, Ohio, Todd, Trigg, Union, and Webster as well as

- 4) the following counties in the State of Michigan:  
Alger, Baraga, Berrien, Delta, Cass, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Marquette, Menominee, Ontonagon, and Schoolcraft as well as
  - 5) the following counties in the State of Wisconsin  
Adams, Brown, Calumet, Clark, Columbia, Dane, Dodge, Door, Florence, Fond du Lac, Forest, Green, Green Lake, Iowa, Iron, Jefferson, Juneau, Kenosha, Kewaunee, Lafayette, Langlade, Lincoln, Manitowoc, Marathon, Marinette, Marquette, Menominee, Milwaukee, Oconto, Oneida, Outagamie, Ozaukee, Portage, Price, Racine, Richland, Rock, Sauk, Shawano, Sheboygan, Taylor, Vilas, Walworth, Washington, Waukesha, Waupaca, Waushara, Winnebago, and Wood.
- i. **Niagara Frontier Region:**
- 1) Includes the following counties in the State of New York:  
Broome, Chemung, Cortland, Erie, Jefferson, Niagara, Oswego, Schuyler, Tioga, and Tompkins, as well as
  - 2) all of the Canadian Province of Ontario except the Districts of:  
Kenora, Rainy River, and Thunder Bay.
- j. **Northeastern Region:**
- 1) Includes all of the State of Connecticut, Maine, New Hampshire, Rhode Island, and Vermont, and the Commonwealth of Massachusetts, as well as
  - 2) the following counties in the State of New Jersey:  
Bergen, Essex, Hudson, Hunterdon, Middlesex, Morris, Passaic, Somerset, Sussex, Union, and Warren as well as
  - 3) the following counties in the State of New York:  
Albany, Bronx, Cayuga, Chenango, Clinton, Columbia, Delaware, Dutchess, Essex, Franklin, Fulton, Genesee, Greene, Hamilton, Herkimer, Kings, Lewis, Livingston, Madison, Monroe, Montgomery, Nassau, New York, Oneida, Onondaga, Ontario, Orange, Orleans, Otsego, Putnam, Queens, Rensselaer, Richmond, Rockland, St Lawrence, Saratoga, Schenectady, Schoharie, Seneca, Steuben, Suffolk, Sullivan, Ulster, Warren, Washington, Wayne, Westchester, Wyoming, and Yates, as well as
  - 4) the Canadian Provinces of New Brunswick, Newfoundland, Nova Scotia, Prince Edward Island, and Quebec.
- k. **North Central Region:**
- 1) Includes the following parts of the State of Indiana:  
Adams, Allen, Blackford, De Kalb, Grant, Huntington, Jay, Kosciusko, La Grange, Noble, Steuben, Wabash, Wells, and Whitney as well as

- 2) the following counties in the State of Michigan:  
Alcona, Allegan, Alpena, Antrim, Arenac, Barry, Bay, Benzie, Branch, Calhoun, Charlevoix, Cheboygan, Chippewa, Clare, Clinton, Crawford, Eaton, Emmet, Genesee, Gladwin, Grand Traverse, Gratiot, Hillsdale, Huron, Ingham, Ionia, Iosco, Isabella, Jackson, Kalamazoo, Kalkaska, Kent, Lake, Lapeer, Leelanau, Lenawee, Livingston, Luce, Mackinac, Macomb, Manistee, Mason, Mecosta, Midland, Missaukee, Monroe, Montcalm, Montmorency, Muskegon, Newaygo, Oakland, Oceana, Ogemaw, Osceola, Oscoda, Otsego, Ottawa, Presque Isle, Roscommon, Saginaw, St Clair, St Joseph, Sanilac, Shiawassee, Tuscola, Van Buren, Washtenaw, Wayne, and Wexford as well as
- 3) the following counties in the State of Ohio:  
Allen, Auglaize, Crawford, Defiance, Fulton, Hancock, Henry, Lucas, Ottawa, Paulding, Putnam, Sandusky, Seneca, Van Wert, Williams, Wood, and Wyandot.

**I. Pacific Coast Region:**

- 1) All of the State of Hawaii as well as
- 2) the following counties in the State of California:  
Alameda, Alpine, Amador, Butte, Calaveras, Colusa, Contra Costa, Del Norte, El Dorado, Fresno, Glenn, Humboldt, Kern, Kings, Lake, Lassen, Madera, Marin, Mariposa, Mendocino, Merced, Modoc, Monterey, Napa, Nevada, Placer, Plumas, Sacramento, San Benito, San Francisco, San Joaquin, San Luis Obispo, San Mateo, Santa Barbara, Santa Clara, Santa Cruz, Shasta, Sierra, Siskiyou, Solano, Sonoma, Stanislaus, Sutter, Tehama, Trinity, Tulare, Tuolumne, Yolo, and Yuba as well as
- 3) the following counties in the State of Nevada:  
Churchill, Douglas, Elko, Eureka, Humboldt, Lander, Lyon, and Mineral, Pershing, Storey, Washoe, White Pine as well as
- 4) the Consolidated Municipality of Carson City.

**m. Pacific Northwest Region:**

- 1) Includes the States of Alaska, Idaho, Montana, Oregon, and Washington as well as
- 2) the Canadian Provinces of Alberta, British Columbia, Saskatchewan, Yukon Territory, and the Northwest Territories.

**n. Pacific Southwest Region:**

- 1) Includes the State of Arizona as well as

- 2) the following counties in the State of California:  
Imperial, Inyo, Los Angeles, Mono, Orange, Riverside, San Bernardino, San Diego, and Ventura as well as
  - 3) the following counties in the State of Nevada:  
Clark, Esmeralda, Lincoln, and Nye
- o. **Rocky Mountain Region:**
- 1) Includes the States of Colorado, New Mexico, Utah, and Wyoming as well as
  - 2) the following county in the State of Texas:  
El Paso as well as
  - 3) the following counties in the State of South Dakota:  
Butte, Custer, Fall River, Lawrence, Meade, Pennington, and Shannon.
- p. **Southeastern Region:**
- 1) Includes all of the States of Alabama, Georgia, Mississippi, and Tennessee as well as
  - 2) the following counties in the State of Florida  
Bay, Calhoun, Escambia, Gulf, Holmes, Jackson, Okaloosa, Santa Rosa, Walton, and Washington as well as
  - 3) the following counties in the State of North Carolina:  
Avery, Buncombe, Cherokee, Clay, Graham, Haywood, Henderson, Jackson, Macon, Madison, McDowell, Mitchell, Polk, Rutherford, Swain, Transylvania, and Yancey as well as
  - 4) the following counties in the State of South Carolina:  
Abbeville, Aiken, Allendale, Anderson, Bamberg, Barnwell, Beaufort, Berkeley, Calhoun, Charleston, Cherokee, Chesterfield, Clarendon, Colleton, Darlington, Dillon, Dorchester, Edgefield, Fairfield, Florence, Georgetown, Greenville, Greenwood, Hampton, Horry, Jasper, Kershaw, Laurens, Lee, Lexington, Marion, Marlboro, McCormick, Newberry, Oconee, Orangeburg, Pickens, Richland, Saluda, Spartanburg, Sumter, Union and Williamsburg.
- q. **Sunshine Region:**
- Includes the following counties in the State of Florida:  
Alachua, Baker, Bradford, Brevard, Broward, Charlotte, Citrus, Clay, Collier, Columbia, Desoto, Dixie, Duval, Flagler, Franklin, Gadsden, Gilchrist, Glades, Hamilton, Hardee, Hendry, Hernando, Highlands, Hillsborough, Indian River, Jefferson, Lafayette, Lake, Lee, Leon, Levy, Liberty, Madison, Manatee, Marion, Martin, Miami-Dade, Monroe, Nassau, Okeechobee, Orange, Osceola, Palm

Beach, Pasco, Pinellas, Polk, Putnam, Saint Johns, Saint Lucie, Sarasota, Seminole, Sumter, Suwanee, Taylor, Union, Volusia, and Wakulla.

**r. Thousand Lakes Region:**

- 1) Includes the States of Minnesota, North Dakota, as well as
- 2) the following counties in the State of Iowa:  
Allamakee, Black Hawk, Bremer, Buchanan, Buena Vista, Butler, Calhoun, Carroll, Cerro Gordo, Cherokee, Chickasaw, Clay, Clayton, Crawford, Delaware, Dickinson, Dubuque, Emmet, Fayette, Floyd, Franklin, Grundy, Hancock, Howard, Humboldt, Ida, Kossuth, Lyon, Mitchell, Monona, O'Brien, Osceola, Palo Alto, Plymouth, Pocahontas, Sac, Sioux, Webster, Winnebago, Winneshiek, Woodbury, Worth, and Wright as well as
- 3) the following counties in the State of South Dakota:  
Aurora, Beadle, Bennett, Bon Homme, Brookings, Brown, Brule, Buffalo, Campbell, Charles Mix, Clark, Clay, Codington, Corson, Davison, Day, Deval, Dewey, Douglas, Edmunds, Faulk, Grant, Gregory, Haakon, Hamlin, Hand, Hanson, Harding, Hughes, Hutchinson, Hyde, Jackson, Jerauld, Jones, Kingsbury, Lake, Lincoln, Lyman, Marshall, McCook, McPherson, Mellette, Miner, Minnehaha, Moody, Perkins, Potter, Roberts, Sanborn, Spink, Stanley, Sully, Todd, Tripp, Turner, Union, Walworth, Yankton, and Ziebach as well as
- 4) the following counties in the State of Wisconsin:  
Ashland, Barron, Bayfield, Buffalo, Burnett, Chippewa, Crawford, Douglas, Dunn, Eau Claire, Grant, Jackson, La Crosse, Monroe, Pepin, Pierce, Polk, Rusk, Sawyer, St Croix, Trempealeau, Vernon, and Washburn as well as
- 5) the Canadian Province of Manitoba and the Canadian Territory of Nunavut as well as
- 6) the following Districts of the Canadian Province of Ontario:  
Kenora, Rainy River and Thunder Bay

**9. Established Region boundaries may be changed as follows:**

- a. Two-thirds of the Region members residing within an area definable using the criteria for Regions and Divisions and immediately adjoining another Region must sign a petition to change their Region affiliation to the adjoining Region and submit said petition to the governing bodies of both Regions involved.
- b. If the petition is approved by a simple majority vote of both Regions' Boards of Directors, the Director or Directors representing both Regions will present to the NMRA Board of Directors, at its next regularly scheduled meeting, a motion to approve the Region boundary changes by a simple majority affirmative vote.
- c. If the petition is not approved by either or both Regions' Boards of Directors, then the members may submit a petition signed by two-thirds of those members in the

affected area to the NMRA Board of Directors for action. A two-thirds majority vote of the NMRA Board of Directors in favor of the petition is needed for approval.

- d. All petitions must contain written or approved electronic signatures, printed name next to signature followed by NMRA number. Completed petitions must be sent to the NMRA Secretary for membership and signature validation. Upon validation, the petition will be added to the NMRA Board of Directors agenda. Should the petition fail validation, it will be returned to the sender.
10. New Region organizations of the NMRA may be established thusly: (new geographies or carved out of existing geographies).
- a. Upon petition of fifty or more members of the NMRA, all of whom are from any logical geographic area, the right to organize an NMRA Region may be granted. The petition shall be directed to the NMRA Board of Directors and addressed to the Secretary. It shall designate one of the signers thereof as temporary Chair in charge of the organizational activities.
  - b. If the petition is approved by the NMRA Board of Directors by a two-thirds majority vote, the person designated as temporary Chair shall be notified of such approval. A list of all NMRA members in this new Region shall be forwarded to the Chair, who shall set the date for the organizational meeting and shall send notices to each of the NMRA members in this “new” Region at least thirty (30) days prior to the date of the meeting.
  - c. If the petition is not approved by the NMRA Board of Directors, it shall be returned to the submitter with an explanation of why it was not approved.
11. The Board of Directors of the NMRA shall establish, with the assistance and concurrence of the Regions, a Regional Advisory Council (RAC).
- a. It shall not serve as a level of governance of the NMRA, but shall provide input to the Board of Directors representing the different perspectives of the Regions.
  - b. The body shall consist of one representative from each Region, who normally would be the Region President or such other representative that the Region designates for said purpose, as well as an alternate in case the Region representative is unable to participate.
  - c. Representatives on the Regional Advisory Council should have electronic communications access available and shall meet on a periodic basis, in a manner and under circumstances to be developed by the RAC.
  - d. The purpose of the RAC is to:
    - 1) Convey Region opinion to the Board of Directors and other officers within the NMRA national level.

- 2) Comment on any dues increases beyond index which comments shall be considered by the Board of Directors prior to the adoption of said dues increases.
  - 3) Receive the agenda, motions, and reports electronically at the same time as the Board of Directors receives them; and may, but need not, as a body comment on said materials through and by their representative on the Board.
  - e. The RAC, acting as a nominating committee, shall nominate, with the goal of at least two candidates for its position, and elect by a majority vote, the RAC position to the Board of Directors.
  - f. The RAC may also propose By-Laws changes and by two-thirds vote place matters by way of initiative or referendum on the next available NMRA ballot.
  - g. Members of the RAC may not simultaneously serve as members of any national committees or as any officers of the NMRA with service on the RAC.
12. International Districts:
- a. There may be created districts which shall be small areas with geographical boundaries within the territory of the Atlantic District and Pacific District as those districts are separately defined
  - b. NMRA Headquarters shall be responsible for providing administrative support and other services to members living within the Atlantic and Pacific Districts but not residing within the Australasian or British Regions. These members are not covered by the ABC Agreement.
  - c. These Districts shall be established in order to allow NMRA members in areas not within Regions to avail themselves of opportunities utilized by NMRA members within Regions.
  - d. To the extent possible sub-districts shall be similar to Divisions within Regions with recognition that population and local factors may require special consideration and rules

## **A-5 MEETINGS**

- 1. There shall be at least one Annual Convention and Business Meeting of the members, held concurrently. The Annual Convention shall be held at such time as determined by policy delineation of the Board of Directors. Other than the one Annual Convention Business Meeting of the members, the Board of Directors may hold other meetings at such times and under such circumstances as are required, in any manner not prohibited by law.
- 2. Bids for annual conventions shall be administered by the Meetings and Trade Shows Department from prospective cities in accordance with the Convention Handbook policy established by the Board of Directors.



3. Annual Member Business Meeting:
  - a. The purpose of the Annual Member Business Meeting shall be as follows:
    - 1) To receive reports from officers and committee chairmen.
    - 2) To introduce the elected and appointed officers for the following term. The introduction of these officers shall be the first order of new business.
    - 3) To discuss any new or revised Standards.
    - 4) To discuss other matters of business pertaining to the NMRA.
    - 5) To take such other actions as provided by the Articles of Incorporation, the By-Laws, and the laws of the State of Ohio.
  - b. The order of business at the Annual Meeting of the membership shall be as follows:
    - 1) Calling the meeting to order.
    - 2) Reading the minutes of the previous Annual Meeting.
    - 3) Reports of the Officers.
    - 4) Report of the Directors.
    - 5) A report of old business.
    - 6) Installation of officers.
    - 7) A report of new business.
    - 8) Voice from the floor.
    - 9) Adjournment.
4. The Board of Directors shall meet at the time of the Annual/Summer Convention and there will be a Winter Board meeting to be held in the first quarter of each calendar year, and such meetings may be canceled by written or electronic majority vote of the Board of Directors. The Board may also hold other meetings as necessary. The meetings shall be called as provided for by Ohio law upon two days' notice by telephone, telegram, mail, or electronic transmission. Said notice need not specify the purpose of the meeting. Waiver of the notice is permitted as provided by Ohio law.
5. Parliamentary law as set forth in *Robert's Rules of Order* shall govern all meetings of the NMRA unless otherwise specified by the CPPM.

## **A-6**

### **AMENDMENTS TO CPPM**

1. The CPPM may be changed at will by the Board of Directors (BOD), provided however the amendment is as follows:
  - a. Consistent with the laws of the States of Ohio and Tennessee and of the United States.
  - b. Consistent with the NMRA corporate charter.
  - c. Consistent with reason.

- d. Capable of being complied with.
  - e. Not in violation of a vested or contractual right.
2. The BOD, by amending its Corporate Policies and Procedures Manual (CPPM), may make reasonable changes in the methods of administration and doing business, but no change can be made which will deprive a member of substantial rights conferred, expressly or implied, by the member's contract with the Association.
  3. Except as otherwise provided in the By-Laws, the By-Laws of the NMRA may be adopted or amended by a two-thirds vote of the directors in attendance at a regular meeting of the Board of Directors. Where special meetings of the Board are called for the purpose of amending the By-Laws, the written notice of such meetings shall contain detailed information regarding all such amendments as shall be considered and acted upon, and no others shall be adopted at said meeting unless included in the announcement thereof.
  4. The BOD may change the member dues by the following procedure:
    - a. Notice of proposed amendment must be made in the form of a motion at any Board of Directors meeting.
    - b. If the cumulative amount of the proposed dues increase does not exceed the cumulative amount of the Consumer Price Index for Workers (CPI-W) increase for the same time, the motion may be acted upon at the same meeting of the Board of Directors, following consideration of input by the RAC and membership.
    - c. For dues increase proposed in excess of that allowed by the adopted index:
      - 1) The proposed amendment must be made in a form of a motion at any Board of Directors meeting and provided to the RAC for comment.
      - 2) Notice of the motion shall be published in the first available issue of the *NMRA Magazine* or *NMRA Bulletin* or other NMRA publication.
      - 3) Voting on the motion shall be done at a subsequent Board of Directors meeting after considering input from the RAC and members.

## **A-7**

### **INITIATIVE AND REFERENDUM**

1. The membership and/or RAC shall have the right, by petition as provided for hereafter, to have any action taken by the Board of Directors or any proposition submitted to the membership for a vote, to submit such action to a membership vote in the next general election.
2. Each petition shall contain the exact wording of the action or proposition under question, and shall contain the signatures of not less than twenty-five (25) voting

members of the NMRA residing within the confines of a single Region, and the name of that Region shall be placed on the petition.

3. In support of each petition there shall be in addition not less than twenty-five (25) signatures from each of at least one half of the Regions of the NMRA, including the originating Region, in order to carry out the purposes of these By-Laws.
4. Initiative measures proposed by the RAC shall be placed on the ballot if two-thirds of the RAC vote to do so, and each petition shall contain the exact wording of the proposition, as well as the tally of the vote authorizing it to be placed on the petition.
5. In the case of an action of the Board of Directors, which the membership or the RAC desires placed on the ballot at the next following election, the requisite petition shall be submitted to the NMRA Secretary on or before ninety (90) days prior to the distribution deadline of the ballot following that meeting at which the subject action occurred. The tally of the vote of the Board on the matter and a statement by the Board and the Petitioners shall be included within the ballot or ballot instruction sheet, neither of which statements shall exceed one hundred (100) words in length.
6. In the case of submitting a new proposition to the membership at any election, the requisite petitions, if by membership, or the requisite petition by the RAC shall be submitted to the NMRA Secretary no later than thirty (30) days before the Summer Meeting of the Board of Directors. The Board shall then consider the proposition and shall place it on the next general ballot. If the Board of Directors opposes such proposition, then there shall be included with the ballot a statement of their stand on the proposition together with a statement by the proponents of the proposition, neither of which statements shall exceed one hundred (100) words in length.
7. A two-thirds majority of the votes received on such actions or propositions shall adopt such actions or propositions.

## **A-8**

### ***NATIONAL MODEL RAILROAD ASSOCIATION (CANADA)***

1. The National Model Railroad Association (Canada), hereinafter referred to as NMRA (Canada), although a separate Canadian corporation, shall be a subsidiary of the National Model Railroad Association, Inc., hereinafter referred to as NMRA, and shall at all times be subordinate thereto. NMRA (Canada) provides administrative services to all NMRA members residing in all Canadian Provinces and Territories.
2. Notwithstanding separate incorporation and By-Laws of NMRA (Canada), it shall be bound by all actions of the NMRA Board of Directors which are not contrary to the laws of Canada.
3. To the extent that NMRA governing documents are not contrary to the laws of Canada and do not prohibit or affect NMRA (Canada)'s ability to obtain or retain charitable status, the Board of Directors of NMRA (Canada) shall enact no By-Laws or other governing documents that are contrary to the By-Laws of the NMRA, nor adverse or prejudicial to the interests of the NMRA.

4. The Treasurer and other officers of NMRA (Canada) shall collect no dues for NMRA (Canada) or for the NMRA. However, should any fees as part of the ABC Agreement (see Section C-5) be paid to them, they shall forthwith forward the same to the NMRA Administration Department in Tennessee. Likewise, all other funds received by NMRA (Canada) in their charitable capacity shall be forwarded to the NMRA except those funds which by the laws of Canada must be retained to further the purpose of NMRA (Canada) in that capacity. NMRA (Canada) may also collect from its members the cost to deliver the NMRA magazine from the receiving location to homes and any fees necessary to support the administrative function of NMRA (Canada). The Board of Directors of NMRA shall have full power to determine the status of such funds should there be any doubt.

## **A-9 DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes 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 Board of Directors shall determine.

# **SECTION B**

## **CORPORATE RESPONSIBILITY AND AUTHORITY**

### ***B-1***

#### ***AMENDING AUTHORITY***

1. The amending authority is as follows:
  - A. A two-thirds vote of the Membership voting or a two-thirds vote of the BOD is required to amend the By-Laws.
  - B. A Board of Directors action shall be required to amend any policy section of the CPPM and PPPM.
  - C. Managers of all National Departments have the authority to add, delete, or change pages in their section of the PPPM, except those designated as Policy, as the need arises.
  - D. The individuals responsible for the following sections have the authority to add, delete, or change pages in their section of the CPPM, except those designated as Policy, as the need arises: Secretary and CFO/Treasurer.
2. The Secretary, or his/her designate, shall make changes to the CPPM/PPPM consistent with policy motions passed by the BOD.
3. The CPPM and PPPM, setting forth the authorized responsibilities, authority and operating procedures shall be kept as flexible as possible to enable the administrative staff to benefit from the talent and initiative of its members.
4. The CPPM and PPPM are available to all members of the NMRA on the NMRA website.

### ***B-2***

#### ***CPPM/PPPM DISTRIBUTION POLICY***

1. A permanent copy shall be placed in the permanent files at NMRA Headquarters.
2. The NMRA Secretary will be responsible for receiving all changes to the CPPM/PPPM, and posting them to the official version. The Secretary will maintain a log of changes for historical purposes.

3. Communications technology continues to evolve rapidly. The Secretary will take full advantage of the best available technology to make the CPPM and PPPM available to the Board of Directors, the Officers, Department Managers, volunteers, and members in any efficient manner.
4. The Secretary will format the entire CPPM and PPPM to improve readability and search. Clear distinctions will be drawn between Board, Administrative, and Department policy.
5. The CPPM and PPPM will include the following statements:

“The CPPM and PPPM are the property of the National Model Railroad Association. Changes and additions will be received by the NMRA Secretary and posted to the documents. In all cases of question or dispute, the official CPPM and PPPM maintained by the Secretary will be the governing document.”

“The CPPM/PPPM are gender-neutral documents. Any references to position titles or gender-based wording shall be considered to be gender-equal between the sexes. For example, the term “Chairman” does not refer to a male gender position, but a gender-neutral position. “

### ***B-3***

## ***PREPARATION AND CONSIDERATION OF MOTIONS***

1. The only motions that will be considered at the Board of Director’s meetings will be the motions that are published in the agenda except as noted in paragraph 2 infra.
  - a. All motions must be prepared in sufficient advance time to be forwarded to the Policy Committee. The Policy Committee will research the motions to determine if there are any additional changes to the governing documents that the motion may have to include. After these have been reviewed, and if approved, they will be so marked on the motion as “comments”. They will then be forwarded to the Secretary for publication in the agenda.
  - b. If it appears that there is a legal question involved, the Policy Committee will forward the approved motion to the Legal Committee/Counsel. If approved by the Legal Committee/Counsel it will be so noted as a comment and forwarded to the Secretary for publication in the agenda.
  - c. Motions not approved by either committee will be returned to the proposer for any changes or corrections. Once the motions have been corrected, they will again follow the above procedure.
2. The only motions that will be considered that have not met the above requirements are:
  - a. Housekeeping motions,

- b. Emergency motions, i.e., motions that if not passed would substantially affect the operation of the organization before the next meeting,
  - c. Motions arising from motions passed at the same meeting,
  - d. Motions that two-thirds (2/3) of the Board of Directors have approved for consideration at the same meeting.
3. Any other motions presented at the meeting will be deferred until the next meeting. These must conform to the above procedures prior to the next meeting.
4. The following format shall be followed in the preparation of all motions:

Agenda Motion # \_\_\_\_\_

Meeting Minutes Motion # \_\_\_\_\_

(To be entered by the Secretary)

Motion for CPPM                      Section \_\_\_\_\_ Paragraph \_\_\_\_\_

Motion for PPPM                      Section \_\_\_\_\_. Paragraph \_\_\_\_\_

Motion for Policy Change      Section \_\_\_\_\_

The \_\_\_\_\_ District Director moves...

(motion)

Current version:

(If related to the By-Laws or CPPM or PPPM)

Revised Version:

(If related to the By-Laws or CPPM or PPPM)

Rationale:...

## ***B-4***

### ***RESPONSIBILITY AND AUTHORITY WITHIN NMRA***

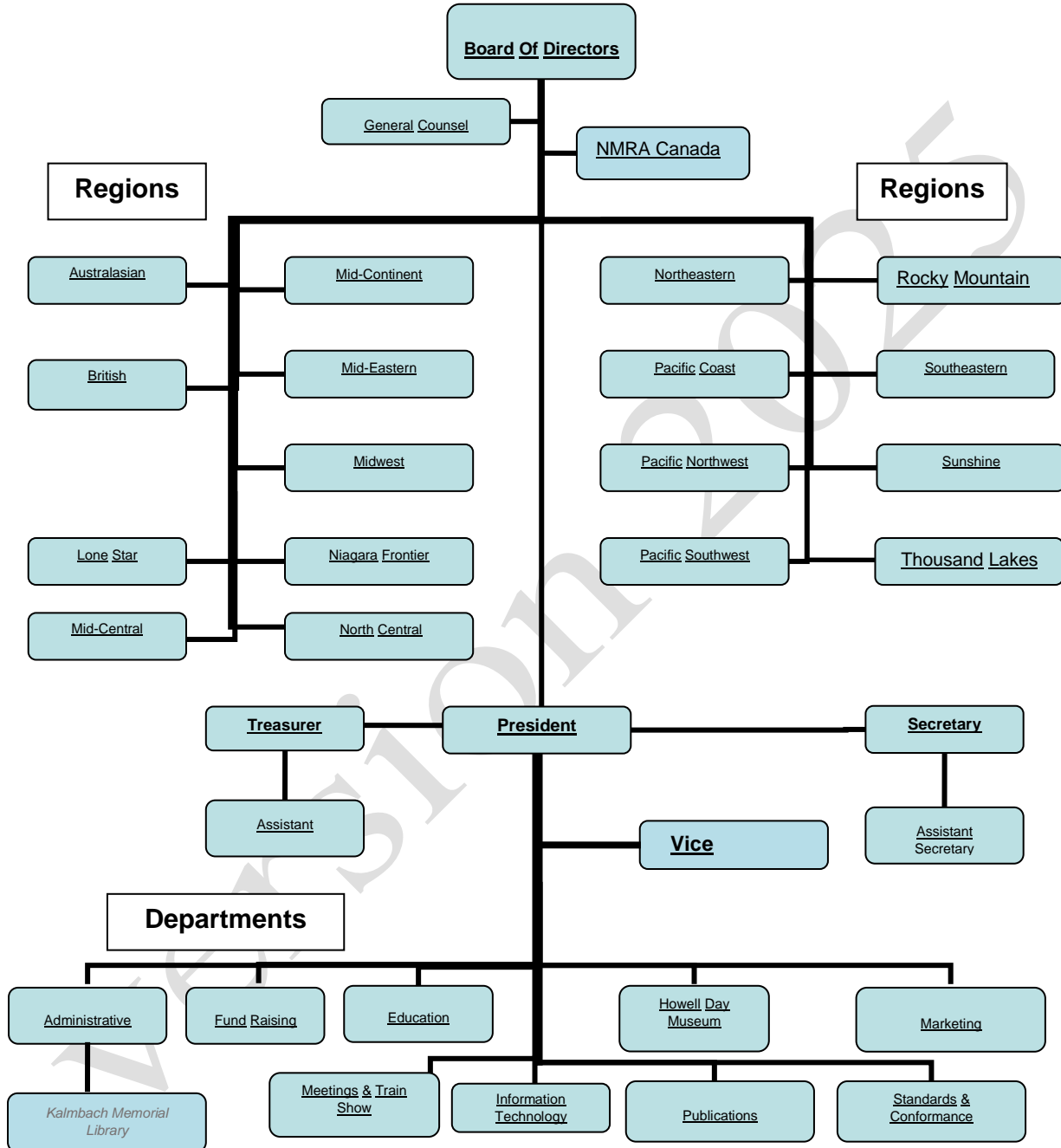
The responsibility, to the membership, for the well-being of the National Model Railroad Association is divided into two general areas: POLICY and ADMINISTRATIVE.

1. POLICY:  
The Board of Directors is charged with establishment of policy, which determines the course of action to be followed in the pursuit of the Association's avowed purposes.
2. ADMINISTRATIVE:  
The Executive Committee is responsible to the membership and the Board of Directors for the effective administration and implementation of the affairs of the NMRA.



# B-5 ORGANIZATION CHART

(as of 12/2020)



## **B-6**

### **DEPARTMENT ORGANIZATION**

1. The duties of the respective person or persons shall be as outlined below. Voluntary participation in these activities is a privilege and not a right, and each volunteer participant serves at the pleasure of each person having direct or indirect supervisory authority over the volunteer.
2. Each department shall be under the administration and the direction of the President and shall be headed by a Department Manager.
3. The President shall appoint all Department Managers, including the Administration Department Manager. The President shall also appoint chairs of individual committees not under a Department manager, after consultation with the Vice President. Managers must be NMRA members in good standing and continue as members in good standing throughout their terms of office. Those holding Family or RailPass Memberships shall not be appointed.
4. Except as otherwise provided herein, Department Managers shall appoint the chairs of the various committees in their departments. Individuals must be NMRA members in good standing and continue as members in good standing throughout their terms of office. Those holding Family or RailPass Memberships shall not be appointed.
5. The work product of all departments, committees and subcommittees formed and operated to complete tasks as part of or under NMRA authority will be the property of the NMRA. To this end, any individual nominated to appointment shall acknowledge the NMRA rights to work product and will execute an NMRA Code of Ethics agreement.
6. The **Administration Department** shall consist of a Manager and other personnel who shall have duties as outlined herein including but not limited to the following:
  - a. Keep an up-to-date roster of members and solicit by mail or other means renewals of membership from all members other than Life Members.
  - b. Accept and record renewals and new memberships and deposit funds so obtained, together with a report of the source of such funds, and record all received funds in the ledger.
  - c. Receive, verify, gain approvals, and pay all legitimate invoices, and to record all payments in the ledger.
  - d. Order, inventory, process orders, and ship all NMRA supplies and products available to the membership.
  - e. Assemble and distribute mail and electronic ballots as set forth elsewhere in the CPPM and PPPM.
  - f. Keep in permanent form, all of the official records of the NMRA, including, but not limited to: minutes of meetings, annual reports of all committees, financial reports

of the Treasurer, audit reports, official election results, and copies of all *NMRA Magazines*, Data Sheets, and other publications and mailings made by the NMRA.

- g. Be responsible for the distribution of all materials which go to the entire membership unless otherwise determined by the Board of Directors.
7. The **Fund-Raising Department** is responsible for developing and executing a variety of outside fund-raising activities to benefit the NMRA. The Department is headed by the Fund-Raising Manager who is appointed by and reports administratively to the President or another officer designated by the President. The primary responsibilities of the Department include creating, developing, managing, and participating in comprehensive fund-raising. This should include, but is not limited to:
- a. Target identification,
  - b. Proposal submission,
  - c. Grant requests,
  - d. Internal funding development, and
  - e. Outreach programs.

This should be accomplished while working closely with appropriate staff, the President, and the Treasurer/Chief Financial Officer.

8. The **Education Department** shall consist of a Department Manager and chairs of programs whose activities are primarily of an educational nature. These include, but are not limited to:
- a. National Model Contests.
  - b. Education Clinics (EduTRAIN)
  - c. Achievement Program.
  - d. Modeling with the Masters.
  - e. Others as determined by the Department Manager or BOD

All positions for national programs performed at a Region level in the Education Department shall be appointed by the Region President.

9. The **Howell Day Museum Department** shall consist of a Department Manager and other staff as the Manager may deem necessary for museum operations, including the on-going relationship with the California State Railroad Museum and the NMRA Gallery Exhibit therein.
10. The **Information Technology Department** shall consist of a Department Manager and additional personnel as determined by the Manager. The department is responsible for overseeing the technological operations of the Association and the home office, including both computing and communications technologies and capabilities.
11. The **Kalmbach Memorial Library Department** shall consist of a Department Manager (currently the Chief Administrative Officer) and other personnel as deemed

necessary for any library operations and the preservation of the materials in the library in any form and at any location.

12. The **Marketing Department** shall consist of a Department Manager and chairs of such various related committees as the Manager may deem necessary. The Department is responsible for promoting the Association and the hobby to members and non-members alike.

The Department shall also be responsible for developing programs for recruiting and retaining the membership of the Association and shall manage programs designed to provide a direct benefit to the members and perform such other duties as established by the Board of Directors

13. The **Meetings and Train Show Department** shall consist of a Department Manager and chairs of such various related committees as the Manager may deem necessary. The Department shall be responsible for:
  - a. Managing and running the National Convention and National Train Show, as approved by the Board of Directors.
  - b. Establishing a Convention Handbook approved by the Board of Directors containing policy and technical guidance for national convention host groups.
  - c. Arranging with host city groups to identify a hotel(s), convention center and necessary supporting services for the National Convention. The M&TS Department will conduct all negotiations with and execute contracts for the use of all facilities and services.
  - d. Providing necessary technical assistance and guidance to local host groups that are supporting the National Convention and Train Show.
  - e. Accumulating data on costs, attendance, and program details on each convention held to provide information for use in planning future conventions.
  - f. Making arrangements for national Association meetings held concurrently with the Convention.
14. The **Publications Department** shall consist of a Publisher and chairs of such related committees as the Publisher may deem necessary, including, but not limited to, those responsible for the *NMRA Bulletin*, *NMRA Magazine*, *NMRA e-Bulletin*, and any additional periodicals authorized by the Board of Directors. The Department shall be responsible for the preparation and publication of all NMRA periodicals, books, calendar, and official materials, and shall advise and assist all other departments in regard to printed matter. The Department shall contract for the Production Management Company who employs the *NMRA Magazine* Editor and Advertising Salesperson, with prior approval from the Board of Directors.
15. The **Standards and Conformance Department** shall consist of a Department Manager and subcommittee members as required for the following purposes. The power and duties of the Department shall include:

- a. Continue the work of standardization in the various scales and gauges, including the proposal of new Standards (S) and or edited Recommended Practices (RP), Technical Notes, (TN), and Technical Information (TI).
  - b. Study ways and means of improving existing designs in model railroading.
  - c. Develop, propose, and, where appropriate, patent or copyright new designs in such equipment.
  - d. Perform conformance inspections of model railroad products and the Manager of the Standards and Conformance Department will determine if conformance warrants should be issued or not issued.
  - e. Publicize and communicate with NMRA members and non-members as to the compliance of scale model railroad products and equipment with the standards and issuance of conformance warrants.
16. The President or his designee, who may also be a committee, shall conduct an annual review of the activities of each department. This review shall be conducted after each summer BOD meeting but before the winter BOD meeting or the commencement of the work to prepare the next year's budget.
- a. This review of each department's past year's performance shall include, but not be limited to:
    - 1) The degree the department met its goals and objectives, on an item-by-item basis, using performance measurements authorized by the President, together with an explanation of why goals and objectives were not met where there is a lack of achievement. Timeliness of performance shall be one of the objectives to be measured.
    - 2) The financial impact of the activities of each department, including both expenditures and income.
    - 3) Activities that should be added, deleted, expanded, contracted, or modified, together with anticipated fiscal and non-fiscal impacts and the basis of such projections. This item is the President's prerogative.
  - b. All Department Managers and Committee Chairs shall cooperate in a timely manner.
  - c. A copy of this review shall be provided to the Finance Committee prior to that committee's commencement of the budget preparation process, and shall accompany the copy of the annual budget proposal distributed to the Board of Directors before the winter meeting.
17. No less frequently than every five years, each department shall undergo an independent analysis of all of its activities to be performed by a committee appointed by the President subject to the approval of the Board of Directors.
- a. The President shall recommend a schedule for such analyses, which shall be subject to approval by the Board of Directors. The purpose of this independent

analysis is to determine whether the program should be allowed to lapse or continue.

- b. The Committee membership shall include at least one Director and at least one non-Board member who has never served in that department. The President may also appoint individuals who are not NMRA members and, with Board approval, engage such individuals and entities as may be beneficial to this analysis.
  - c. The committee shall have access to all of that department's portion of the annual reviews since the last analysis, any internal documents used in preparing that department's portion of those annual reviews, and any other relevant NMRA documents.
  - d. The report shall address:
    - 1. Whether the department is meeting its goals and objectives, and why not if it is not meeting the goals and objectives.
    - 2. Whether each activity is cost-effective, regardless of whether the particular activity meets its goals and/or objectives, and provide recommendations regarding reducing the costs of such activities when such is warranted.
    - 3. Any activity or program not meeting its goals and objectives and shall identify them and either recommend its elimination or state why it should be retained (including any recommended changes that should be made if it is retained).
    - 4. Any additional sources of revenue that the department might generate, including but not limited to grants, sponsorships by or with other entities, and new revenue-generating activities. It also may recommend the addition, expansion, modification, contraction, and deletion of any activity when so accompanied by its rationale for any such recommendation.
  - e. The Department Manager and the President shall have the opportunity to add their comments as appendices to the report, but shall not have the power to change the report.
  - f. A copy of the report shall be provided to each director and officer and to the Manager of the department being analyzed.
18. Each Department shall keep the membership informed of its programs and progress through NMRA publications. The Manager responsible for each Department shall keep the Marketing Department informed as to activities which can and should be effectively disseminated through the public media.
- a. Where a Department includes committees other than a general committee, the Manager shall be responsible for all publicity.
  - b. Where a Department includes only a general committee, the Manager shall be responsible for all publicity.
19. Each Department should include, where practical, personnel from various regions.

## **B-7**

### **DEPARTMENT MANAGER**

1. The Department Manager is responsible for the assignment to and productivity of those committees that constitutes the Department.
2. The full and effective staffing of each committee is the responsibility of the Manager.
3. The Manager shall:
  - a. Review the responsibilities, goals, practices and operation of the Department and its sub-committees.
  - b. On those matters falling clearly and exclusively within the purview of the Department, makes an assignment to the appropriate sub-committee with a specific charge as to the action desired. Copies of this assignment and charge shall be distributed to the NMRA President, and Vice President(s). Copies of routine correspondence need not be distributed outside of the committee except when the Manager believes it desirable.
  - c. On those matters falling clearly and exclusively within the purview of another Department, refer the specific question to the Manager involved, with copies to the NMRA President, and Vice President.
  - d. On those matters which do not clearly fall under the jurisdiction of any one department, forward the matter to the NMRA President and Vice President.
4. When a Department is assigned to study and recommend matters of policy, such recommendations shall reflect the majority opinion of the group. A minority report may be submitted when recommendations are not unanimous.
5. When a Department is charged with the execution of policy established by a higher authority, the committee members are expected to advise and assist the Manager toward accomplishment of the assigned task.

## **B-8**

### **COMMITTEE CHAIR**

1. The Committee Chair, of an individual committee or sub-committee, is responsible for assignment to, and productivity of, those individuals comprising the respective committee.
2. The full and effective staffing of each committee and/or sub-committee is the responsibility of the Committee Chair of that committee.
3. The Committee Chair shall:
  - a. Review the outline setting forth the responsibilities, goals, practices and operation of the committee.

- b. On those matters falling clearly and exclusively within the purview of the committee, take what action is necessary with specific information being furnished to the Department Manager responsible for the Committee Chair as to action being taken. Routine correspondence need not be copied outside of the committee unless the Committee Chair deems it advisable.
  - c. On those matters falling clearly and exclusively within the purview of another committee, refer the specific question to the Committee Chair of the committee involved, with copies to the Department Manager responsible for the Committee Chair.
  - d. On those matters which do not clearly fall under the jurisdiction of any one committee, forward the matter to the Department Manager, and the NMRA President and Vice President.
  - e. Be permitted, after consultation with the Department Manager, to add committee members as required or desirable for effective functioning of the committee.
  - f. Be responsible for the creation of information covering the operation and activities of the committee to be published in NMRA publications.
4. When a committee is charged with the execution of policy, as established by the Board of Directors, the committee members are expected to advise and assist the Committee Chair toward accomplishment of the assigned task



# **SECTION C**

## **CORPORATE POLICIES**

This section contains the Corporate Policies that have been developed and approved to guide the organization and its members.

### **C-1**

#### ***CODE OF ETHICS POLICY***

1. The preservation of the highest standards and ethical principles is vital to the successful discharge of the responsibilities of all Officers, Directors, Department Manager, and Committee Chairmen of the National Model Railroad Association, Inc. (hereinafter referred to as "the Corporation").
2. The purpose of this Code of Ethics is to provide guidance to the Officers, Directors, Department Manager, and Committee Chairmen in the ethical performance of their duties in addition to any legal requirements. It is also to provide guidance as to the identification of potential conflicts of interest and for addressing such conflicts.
  - a. Ethical Conduct
    - 1) This shall include obedience, diligence, and loyalty.
    - 2) Obedience is the acting within the grant of powers to the Corporation and to the limitations imposed on those powers, whether by statute, case law, corporate charter or By-Laws.
    - 3) Diligence is the standard of care to be exercised by Officers, Directors, Department Manager, and Committee Chairmen. The performance of these duties, including duties as a member of any committee, shall be in good faith and in a manner he or she reasonably believes to be in or not opposed to the best interest of the Corporation. They must be performed with the care an ordinary prudent person in a like position would use under similar circumstances.
    - 4) Loyalty is the obligation imposed on the Officers, Directors, Department Manager, and Committee Chairmen, that they shall not exploit corporate opportunities or misuse inside information. They must account to the Corporation for any profits resulting from their fiduciary relationship to the Corporation. He or she may not obtain a private or secret profit as a result of his or her official position; the Corporation must have the benefit of any advantage the Officer, Director, Department Manager, or Committee Chair acquire.

b. Conflict of Interest

- 1) All Officers, Directors, Department Manager, and Committee Chairmen have a duty to be free from any conflicting interest when they represent the Corporation in negotiations or make representations with respect to dealing with third parties.
- 2) They are expected to deal with all persons doing business with the Corporation on a basis that is for the best interest of the Corporation without favor or preference to third parties or personal considerations.
- 3) A conflict of interest arises when an Officer, Director, Department Manager, or Committee Chair has such a substantial personal interest in a transaction that it might affect the judgment he or she exercises on behalf of the Corporation.
- 4) He or she shall avoid sharp practices and shall faithfully follow the established policies of the Corporation.
- 5) He or she shall not accept any gratuity, favor, benefit or gifts, nor receive any commission or payment of any sort in connection with any work for the Corporation other than the compensation agreed upon by the Corporation. The acceptance of promotional travel, lodging, entertainment, or gifts of minimal financial value that are generally accepted as reasonable and customary in the related industry, incurred in the normal course of Association business, shall not be construed as a violation of this code.
- 6) He or she shall diligently avoid all appearances of impropriety and apparent conflicts of interest.
- 7) Nothing herein contained shall be construed as a prohibition to an Officer, Director, Department Manager, or Committee Chair from contracting with or doing business with the Corporation. This is provided, however, that such transactions with the Corporation are done after a "full and fair" disclosure of all bids for like services or products. The Corporation shall not be bound to accept outside bids based upon price alone, but shall also consider the comparative quality of the goods or services and take into consideration the matter of time in supplying such goods and services.
- 8) Except as provided above, he or she shall not use his or her position or knowledge gained therein in such a manner that a conflict arises between the Corporation and such persons.
- 9) Without the prior, full and complete disclosure to the Board of Directors, he or she shall not obtain or maintain any material interest or affiliation which conflicts with, is likely to conflict with, or might reasonably be thought to conflict with the interests of the Corporation.

- 10) Except as provided above, he or she shall refrain from receiving any compensation, gift or other favor, either for him or herself or anyone with whom he or she may be affiliated in any manner under an obligation which might reasonably be thought to place such person under an obligation which conflicts with, or is likely to conflict with his or her official duties with the Corporation.
- 11) He or she shall refrain from exercising for his or her personal benefit an opportunity which might be exercised by or for the Corporation unless the Corporation has determined to forego or to decline such opportunity. He or she shall refrain from buying or selling either for his or her own account or for the account of others, any securities or property which he or she has reason to believe that the Corporation is interested in or is considering buying or selling.
- 12) He or she shall refrain from transmitting to any person (except as may be necessary in the discharge of his or her responsibilities) any information obtained as a result of his or her position with the Corporation or which might give an unfair advantage to the person receiving the information, until such time as such information has been placed in the public domain.
- 13) Any Officer, Director, Department Manager, or Committee Chair considering the assumption of any interest or affiliation which might reasonably be thought to involve a conflict of interest with the Corporation shall make all the facts known in writing to the President and General Counsel of the Corporation, or to the Directors, and be guided by the instructions or directions received from such persons.
- 14) If a situation arises which is not expressly addressed by the spirit and intent of these provisions, but which could be reasonably construed as creating a conflict of interest, the facts and circumstances should be fully disclosed and submitted in writing to the President and General Counsel of the Corporation, or to the Directors, before such Officer, Director, Department Manager, or Committee Chair acts with respect thereto in any manner which might reasonably be construed as contrary to the spirit and intent of these ethics provisions.
- 15) Each Officer, Director, Department Manager, or Committee Chair shall file a disclosure statement in duplicate with the NMRA Administration Department upon appointment or election to office, and thereafter between April 1\*\* and May 1\*\* of each year. The statement shall be on the most recent form approved by the Board of Directors. The NMRA Administration Department shall prepare a list of persons whose Disclosure Report has not been received by May 15\*\*. The Administration Department shall forward a copy of that list to the President, the Secretary (who shall include a copy in the agenda for that summer's meeting), the Chair of the Audit Committee, and General Counsel. One copy of each Disclosure Report shall be sent to the

Chair of the Audit Committee. The NMRA will keep one copy of each Disclosure Report at headquarters, where it shall be open to inspection by members. Copies shall be provided to members upon payment of the Administration Department's standard copying charges.

Version 2025

## **C-2**

### **DISCLOSURE REPORT POLICY**

#### **NATIONAL MODEL RAILROAD ASSOCIATION, INC. Disclosure Report (updated 1/18/2007)**

(Print or type information)

(Policy: To be completed and provided to Headquarters by April 1 of each year)

\_\_\_\_\_  
Name

\_\_\_\_\_  
NMRA Office

For Calendar Year \_\_\_\_\_

It is the policy of the National Model Railroad Association, Inc. (NMRA), to require its Officers, Directors, Department Manager, and Committee Chairs to disclose certain information for evaluation of potential conflicts of interest. If the form does not provide adequate space for your responses, check "Yes--see attached" and, on the attachment, include the paragraph number to which that information applies.

1. Have you read the Code of Ethics Policy of the National Model Railroad Association, Inc., which accompanied this form, and do you agree to conduct yourself in accordance with its principles?

☐ NO

☐ YES

2. Are you employed by, or have a contractual relationship with, NMRA or any of its Regions or Divisions, other than the offices listed above to which you were elected or appointed (Officer, Director, Department Manager, or Committee Chair)? If so, describe it, including if you receive payment or other compensation (Region President, printer for Division newsletter, etc.).

☐ NO

☐ YES -- see below.

☐ YES -- see attached.

3. In your role in the NMRA offices listed above, do you receive money, goods or services from an entity which has or seeks to have a business relationship with NMRA, or which seeks to influence the decisions of NMRA that may affect such entity? If so and the value of such exceeds \$100.00 for the year, list each entity and the type of payment (salary, complimentary lodging, sample models, etc.).

☐ NO

☐ YES -- see below.

☐ YES -- see attached.

4. Do you have a financial interest in an entity engaged directly or indirectly in model railroading, or receive payment in money, goods or services from such an entity? If so,

list each entity and the type of interest or reason for payment (hobby shop owner, paid author for magazine articles, etc.).

☐ NO

☐ YES -- see below.

☐ YES -- see attached.

5. Are you aware of any other material interest or affiliation, which conflicts with, or is likely to conflict with, or might reasonably be thought to conflict with, your official duties or responsibilities with the NMRA?

☐ NO

☐ YES -- see below.

☐ YES -- see attached.

6. Do any of the above apply to the following family members -- spouse, children, siblings, parents, aunts, uncles? If so, list their names and relationship to you, and which question applies to such person.

☐ NO

☐ YES -- see below.

☐ YES -- see attached.

7. Do you agree that as long as you are an Officer, Director, Department Manager, or Committee Chair, that you will promptly disclose in writing to the NMRA Administration Department Manager any fact or situation that may arise in the future which necessitates a different answer or response to the above questions?

☐ NO

☐ YES

I certify that by signing this report that I have answered the above questions to the best of my knowledge and belief.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

Note: It is impracticable to cover in a single form all conceivable situations, which might give rise to a possible conflict of interest. It is the intent of this report that questions are interpreted broadly and that full disclosure be made of any fact or circumstance which might be construed to create such a conflict. For example, in Number 5, "affiliation" should be construed to include family ties and connections as well as business connections.

### **C-3**

## ***NON-DISCRIMINATION POLICY***

The NMRA shall not deny membership or any rights of membership to any person based on the person's age, gender, race, religion or belief, sexual orientation or any other factors.

The NMRA does not discriminate on the basis of age, gender, race, religion or belief, or sexual orientation or any other factors in administration of its policies, programs, or activities.

### **C-4**

## ***MEMBER DISCIPLINARY PROCEDURE POLICY***

All Regions and Divisions shall implement any member disciplinary procedures as required and prescribed by the BOD. Any such disciplinary procedure(s) adopted by the BOD may address any or all of the following areas: (a) the sanction(s) that may be imposed, including, without limitation, censure, suspension, or termination of membership and removal as a member from the NMRA; (b) the scope and length of the censure and suspension sanctions, which may be stated as a range so that sanctions can be applied in a manner that is appropriate and reasonable for the particular situation that leads to the sanction; and (c) an appeals process.

Any Region, Division, or District not within the United States or its territories, protectorates, or other internationally recognized area and which is subject to a member disciplinary procedure in the country in which they are incorporated, chartered, or otherwise governed, shall abide by the legal requirements of that country.

### **C-5**

## ***ABC GROUP AGREEMENT POLICY***

The ABC Group Agreement (Australasia, British, NMRA (Canada)) is designed to collect a portion of the local dues and remit this amount to HQ for those programs of a global nature. It recognizes that some program elements are specific to United States members and/or North American members only.

Each ABC entity has the flexibility to develop local, area-specific programs and services, and charge accordingly for them: for example, local office expenses, local member services, exhibitions, meetings, conventions, etc. Each of the ABC entities sets its own fees. Subscription rates for NMRA publications are set by the NMRA CAO and CFO. These rates will vary by Region, with postage charges and delivery methods.

As part of the ABC Agreement, each of the ABC entities manages membership renewals for its respective areas, sets and collects an annual member fee for its areas and remits a specific amount each month for each annual membership to NMRA HQ for global programs.

All magazine and publication subscriptions are handled through HQ, with HQ setting the rates, except for NMRA (Canada) that also collects a postal fee for delivery to a member's residence from the central distribution point in Canada. The ABC entities will collect the subscription amounts and then remit them to HQ in full in USD. Each ABC entity is responsible for submitting membership information to NMRA HQ monthly for insertion into the master membership database. Funds collected are also to be forwarded to HQ monthly in U.S. Dollars (USD).

The members of the ABC Group are the Australasian Region, the British region, NMRA (Canada). The regions are defined in Section A8.1. NMRA (Canada) is defined in Section A13.1.

The NMRA US Headquarters (HQ) manages the USA and all countries not listed as part of the ABC Group. This includes countries in the Middle East, India, Japan, Taiwan, China, Latin and South America, Africa, and all others.

The amounts to be remitted to HQ each year by the ABC entities covers the pro-rated costs of global programs, but do not cover payments against the costs of a headquarters building, the *NMRA Magazine*, the Howell Day Museum, or other non-dues programs. Essentially only the pro-rated costs of the officers, required meetings, and the department expenses, as well as ABC liaison costs, are charged to the ABC Group members.

The base fee amounts to be collected by the non-USA entities (ABC areas) and remitted to HQ each year are (as of 2023) \$15.62 USD from A&B and \$17.10 USD from C. The additional fees for publications in each region are described in the PPPM, Section H-7. The CFO revisits this base charge in every odd-numbered year to see if it is still appropriate, and adjusts the amount of the contribution as necessary. The fees for publication are reviewed separately on an annual basis per policy.



## **C-6**

# **WHISTLEBLOWER PROTECTION POLICY**

(Adopted February, 2013)

1. Application.  
This Whistleblower Protection Policy applies to all of the NMRA's staff, whether full-time, part-time, or temporary employees, to all volunteers, to all who provide contract services, and to all officers and directors, each of whom shall be entitled to protection.
2. Reporting Credible Information.
  - a. A protected person shall be encouraged to report information relating to illegal practices or violations of policies of the NMRA (a "Violation") that such person in good faith has reasonable cause to believe is credible.
  - b. Information shall be reported to the General Counsel (the "Compliance Officer"), unless the report relates to the Compliance Officer, in which case the report shall be made to the President utilizing the same procedure as set forth below substituting President for General Counsel.
  - c. Anyone reporting a Violation must act in good faith, and have reasonable grounds for believing that the information shared in the report indicates that a Violation has occurred.
3. Investigating Information.
  - a. The Compliance Officer shall promptly investigate each such report and prepare a written report to the Board of Directors.
  - b. In connection with such investigation all persons entitled to protection shall provide the Compliance Officer with credible information.
  - c. All actions of the Compliance Officer in receiving and investigating the report and additional information shall endeavor to protect the confidentiality of all persons entitled to protection.
4. Confidentiality  
The Organization encourages anyone reporting a Violation to identify himself or herself when making a report in order to facilitate the investigation of the Violation. However, reports may be submitted anonymously by forwarding a letter by mail to the General Counsel. Reports of Violations or suspected Violations will be kept confidential to the extent possible, with the understanding that confidentiality may not be maintained where identification is required by law or in order to enable the NMRA or law enforcement to conduct an adequate investigation.
5. Protection from Retaliation.
  - a. No person entitled to protection shall be subjected to retaliation, intimidation, harassment, or other adverse action for reporting information in accordance with this Policy.
  - b. Any person entitled to protection who believes that he or she is the subject of any form of retaliation for such participation should immediately report the same as a violation of an in accordance with this Policy.

- c. Any individual within the NMRA who retaliates against another individual who has reported a Violation in good faith or who, in good faith, has cooperated in the investigation of a Violation is subject to discipline, including termination of employment or volunteer status.
- 6) Dissemination and Implementation of Policy. This policy shall be disseminated in writing to all affected constituencies. The NMRA shall adopt procedures for implementation of this Policy which may include:
- a) documenting reported Violations;
  - b) keeping the Board of Directors informed of the progress of the investigation;
  - c) interviewing employees;
  - d) requesting and reviewing relevant documents, and/or requesting that an Auditor investigate the complaint; and
  - e) preparing a written record of the reported violation and its disposition, to be retained for a specific period of time
7. The procedures for implementation of this Policy shall include a process for communicating with a complainant about the status of the complaint, to the extent that the complainant's identity is disclosed, and to the extent consistent with any privacy or confidentiality limitations. -

## **C-7 CONFIDENTIALITY POLICY**

(Amended July, 2011)

In order to protect the rights and concerns of our members, the National Model Railroad Association, Inc. is forwarding this statement to all Region and Division personnel. All such personnel are expected to understand and abide by this policy.

- 1. Due to changes in the law as well as increased concern over privacy issues and identity theft, it is now NMRA policy that anyone with access to membership information obtained from the national NMRA must agree not to disclose any such information to anyone who is not authorized to have access to the information for official use.
- 2. The NMRA has obtained permission or not from each member to disclose his or her personal information to other members, as we have in the past, for those wishing to visit or contact other members. Due to changes in the law and increased privacy concerns, we no longer disclose information without the consent of the members concerned. Moreover, no information should be disclosed by any NMRA official, elected or appointed, at any level of the NMRA that would allow those without authorization to obtain personnel information of other members. This would include mass electronic mail distribution with private email addresses in the "to" or "cc" address lines where the information can be read by any recipient.

3. Currently member information such as name, address, phone number, and email address is made available to each Region Membership Officer, and is also available to each Region President. Those persons are expected to pass this information along to their Region's Division Superintendents and Division Membership Officers so that they can use the information for official business. Welcome letters, re-rail letters, newsletters, meeting notifications and the like would be considered official business. Other official mailings to all Region or Division members are also permitted.
4. This policy strictly prohibits dissemination of member information to 100% NMRA clubs. Such clubs are not part of the NMRA corporate structure, and the NMRA has no way to control how such information would be used. 100% NMRA clubs are clubs whose members are all members of the NMRA; however, they have no other responsibilities to the NMRA. The NMRA HQ will continue to identify if a person is a member of the NMRA to an NMRA club for purposes of confirmation of the person's eligibility for membership in the 100% NMRA club. However, we would request the club first request a copy of the membership card from the prospective member in order to confirm eligibility.
5. Any NMRA official who passes personal membership information to non-authorized individuals runs the risk of being held personally legally liable for this action. Moreover, the NMRA insurance does not apply to such disclosures by region or division officers or personnel.
6. Further updates of this policy will be issued as they are formulated and adopted by the Board of Directors.
7. We appreciate that these changes may cause changes in the way that your NMRA organization conducts business and serves its members, but these changes are necessary as the law evolves regarding privacy issues. If you have any questions about this policy and how it should be applied, please contact NMRA HQ.

## **C-8**

### **AT-RISK PERSON'S POLICY**

The NMRA has developed a policy with regard to persons who are at-risk.

1. Definitions
  - a. NMRA shall mean the National Model Railroad Association and its internal organizations, the regions and divisions.
  - b. At-risk persons are those persons under the age of the majority or those persons who have legal guardians.
  - c. Programs are any formal or informal activity by an NMRA entity aimed at at-risk persons.
  - d. Student Membership is a membership category in the NMRA is not a Program.
  - e. A Legal Guardian Designation Affidavit is a document in which the parent or legal guardian:
    - 1) States the name of the at-risk person;
    - 2) States the name of the legal guardian or parent;
    - 3) States the parent or legal guardian is designating a person as their legal designee able to make all decisions for the at-risk person;
    - 4) Acknowledges that the legal designee must be physically present with the at-risk person at all times.
    - 5) The parent or legal guardian signs the document; and,
    - 6) Has the signature of the person or legal guardian been notarized.
  - f. Other organizations shall mean organizations other than the NMRA, its regions or divisions, such as, but not limited to, the Boy Scouts or 4H clubs.
2. The NMRA shall have no programs directed towards at-risk persons.
3. Student members shall have a parent or legal guardian physically present with them at all NMRA activities at all times.
4. Persons with legal guardians shall have a legal guardian physically present and in visual contact with them at all NMRA activities at all times.
5. A parent or legal guardian may designate a person to be physically present and in visual contact at all times and responsible for the at-risk person by means of a Legal Guarding Designation Affidavit.
6. The parent or legal guardian or designee authorized by means of the Legal Guardian Designation Affidavit who accompanies the at-risk person need not be a member of the NMRA but the person is entitled to and must be physically present and in visual contact with the at-risk person at all times regardless of the fact the person is not an NMRA member.
7. The policy does not prohibit individual NMRA members from participating in programs or activities of other organizations directed at or with exposure to at-risk persons on their own initiative.
8. The policy encourages NMRA regions and divisions to provide material support (e.g. kits, tools, money) to the extent a region or division is able, to other organizations so those other organizations may operate their programs directed to at-risk persons. However, such material support shall not be deemed to be a NMRA program but donations to other organizations only.
9. The policy permits the NMRA to publish requests for volunteers for railroad or model railroad related topics or activities by other organizations directed at or with exposure

to at-risk persons. However, those volunteers must be directed to a contact person with the other organization.

10. The NMRA shall not organize or direct or otherwise control persons who volunteer for other organizations.
11. 100% NMRA Clubs are not a part of the NMRA or its regions and divisions. The NMRA does have an insurance program to support model railroad clubs whose entire membership are NMRA members against personal injury lawsuits, only.

## **C-9**

### **NMRA GENERAL COUNSEL POLICY**

It shall be the policy of the National Model Railroad Association, Inc. Board of Directors to appoint an attorney to serve as General Counsel to the Corporation. Such relationship shall be governed by the below listed guidelines:

#### **A. ADMINISTRATIVE SERVICES**

1. The attorney shall perform all day to day administrative legal services of NMRA, Inc., carried out in a satisfactory and proper manner, as determined and requested by NMRA, Inc.. Such services shall include, but not be limited to:
  - a). Preparation and/or review of all legal documents and papers,
  - b). Offer legal advice and assistance to the Directors, Officers and staff of the NMRA,
  - c). Supervision as to the legality of the official minutes and proceedings of the NMRA,
  - d). Handle all legal questions and matters arising under contracts of the NMRA,
  - e). Perform administrative work relating to legal aspects of the NMRA activities.
2. It is understood that all requests, opinions, etc. as defined above shall be processed and directed through the Board of Directors or the NMRA President to the General Counsel.
3. It is understood that the NMRA shall reimburse said attorney for transportation costs and actual out-of-pocket expenses in accordance with the actual expenses paid to Directors, Officers and staff of the NMRA as provided in the NMRA's then current travel and expense reimbursement policy.
4. The attorney shall state that he or she has no interest which would conflict in any manner or degree with the performance of his or her services for the NMRA, and further covenant that in the performance of this duty, no person(s) having any such interest shall be employed by him or her.

## B. NON-ADMINISTRATIVE SERVICES

The attorney shall be reimbursed actual expenses and fees, based on a predetermined and approved schedule of fees, for legal defense of the Corporation. The Board of Directors shall approve said fee schedule and a copy of said schedule will be kept on file with the Secretary and with the NMRA Administration Department.

### **C-10** **“3-VISITS” POLICY**

Due to insurance considerations and potential individual liabilities accruing to Divisions and Regions by allowing repeated guest attendance at Division and Region events without requiring these guests to become members, it shall be NMRA policy that the maximum number of visits by individual guests shall be limited to three.

### **C-11** **NMRA INC PRIVACY POLICY**

By visiting National Model Railroad Association Inc. websites/applications, you consent to this privacy policy.

National Model Railroad Association Inc. (NMRA) is committed to providing service that exceeds expectations. This includes maintaining your privacy when it comes to the collection and use of any personally identifiable information (“Personal Data”) you may provide us via the Internet or otherwise. We believe it is important to explain our information gathering practices and the choices you can make about the way your information is collected and used.

This Privacy Policy (or “Policy”) addresses information that National Model Railroad Association collects from you, both via the Internet or through other methods, and begins by answering the following questions:

- Who is National Model Railroad Association, Inc.?
- What types of Personal Data does National Model Railroad Association collect?
- Does National Model Railroad Association share Personal Data?
- How does National Model Railroad Association use your Personal Data?
- What are your rights regarding your Personal Data?
- How can you exercise your rights?

After answering these initial questions, this policy then addresses a number of other issues related to privacy. We suggest that you read this Policy in full before providing information to National Model Railroad Association or visiting National Model Railroad Association’s websites/applications, and that you regularly check our Policy to determine if there have been any material changes that would affect your decision to continue using National Model Railroad Association websites/applications. Please note that this Policy is written in English. National Model Railroad Association does not guarantee the accuracy of any translated

versions of this Policy. To the extent any translated version of this Policy conflicts with the English version, the English version controls.

Any Personal Data that we collect from you is covered by the Privacy Policy in effect at the time the information is collected. We may revise this Privacy Policy at any time. If we make material changes to the Privacy Policy, we will notify you by posting the new Policy online or by sending you an email or other notification as required by applicable law. The effective date of those changes will be posted at the top of this Privacy Policy.

### **Who is National Model Railroad Association, Inc.?**

The National Model Railroad Association, a 501(c)(3) not for profit educational organization, was founded at the first National Convention over Labor Day Weekend, 1935. The initial goal was to develop standards for scale model railroad equipment to facilitate interchangeability and operation of equipment between modelers, clubs and others.

### **What types of Personal Data does National Model Railroad Association collect?**

Personal data is collected by National Model Railroad Association when you place an order (for yourself or as gifts for others); register on our websites/applications; sign up for our newsletters or to receive an electronic document; enter a contest; participate in a survey; or make a general inquiry. The information collected could include the following: name, address, phone, and email address.

We also may collect certain information automatically as you use our websites, such as your Internet Protocol address, browser type, computer type, operating system version, type of mobile device (if used), location data (if available), the website from which you navigated to our website, the time and date associated with your use of our website, the pages on our website that you view and how long you view each page, as well as other miscellaneous information about you.

To enhance your experience on our sites, many of our web pages use “cookies.” Cookies are small text files that we place in your computer’s browser to store your preferences. Cookies, by themselves, do not tell us your email address or other personal information unless you choose to provide this information to us by, for example, registering at one of our sites. Once you choose to provide a web page with personal information, this information may be linked to the data stored in the cookie. A cookie is like an identification card. It is unique to your computer and can only be read by the server that gave it to you.

We use cookies to understand site usage and to improve the content and offerings on our sites. For example, we may use cookies to personalize your experience on our web pages (e.g. to recognize you by name when you return to our site). We also may use cookies to offer you products and services.

Cookies save you time as they help us to remember who you are. Cookies help us to be more efficient. We can learn about what content is important to you and what is not. We can revise or remove web pages that are not of interest and focus our energies on content you want.

If you want to control which cookies you accept, you can configure your browser to accept all cookies or to alert you every time a cookie is offered by a website's server. Most browsers automatically accept cookies. You can set your browser option so that you will not receive cookies and you can also delete existing cookies from your browser. You may find that some parts of the site will not function properly if you have refused cookies.

Please be aware that if you do not configure your browser, you will accept cookies provided by this website.

If you want to see cookies that you have accepted, you can configure your browser to accept all cookies or to alert you every time a cookie is offered by a website's server.

We also use Google Analytics to understand how the site is being used. Google Analytics uses permanent cookies on your web browser to identify you as a unique user. All data collected is anonymous. Please review the Google Privacy pages for more information: <https://www.google.com/policies/privacy>.

We collect anonymous and aggregate advertising metrics, such as counting page views, promotion views, or advertising responses.

We are not responsible for and do not control cookies placed in third-party ads or any actions or policies of any third-party advertising, technology service providers, or of any third-party members of any related advertising networks. We encourage you to review the privacy policies or notices published by relevant third parties. You must contact the relevant third party directly to exercise your opt-out choices with respect to such parties' use of your information.

We are committed to ensuring the security and privacy of the personal data that you provide us. We implement all necessary technical and organizational measures, with regards to the nature, impact and context of the personal data that you share with us and the risks involved in processing it, in order to protect your personal data and, more specifically, to prevent any corruption, damage, or unauthorized use by third parties, either through accident or criminal activity. We provide a secure online payment system using the latest technologies. You can make purchases on our website with the guarantee that your data is kept confidential and secure.

Everyone has a part to play in data security and privacy. For this reason, we recommend that you avoid communicating passwords to others, and that you log out of your National Model Railroad Association and social media accounts (especially if these accounts are linked), and close your browser window when leaving National Model Railroad Association websites, especially when using a public device to access the internet. This way, other users will not be able to access your personal information.

We strongly advise against communicating any document issued by National Model Railroad Association that contains your personal details to third parties or posting such documents on social media.

**Does National Model Railroad Association share my Personal Data?**



National Model Railroad Association reserves the right to disclose your Personal Data as required by law and when we believe that disclosure is necessary to protect our rights or to comply with a judicial proceeding, court order, or legal process served on National Model Railroad Association. We may also share information when we have a good faith belief it is necessary to prevent fraud or other illegal activity, to prevent imminent bodily harm, or to prevent harm to National Model Railroad Association, our websites/applications, or our members. This may include sharing information with other companies, lawyers, courts, or other government entities.

Additionally, if the ownership of all or substantially all of our business changes or we otherwise transfer assets relating to our business or the websites to a third party, we may transfer your personal information to the new owner to be used consistent with this Policy.

National Model Railroad Association may also engage certain trusted third party companies and individuals to facilitate the websites on National Model Railroad Association's behalf, to perform services (e.g., without limitation, hosting and maintenance services, customer relationship services, web analytics, payment processing and database storage and management services). We may share your Personal Data with these third parties to the extent necessary to perform these functions and provide such services.

National Model Railroad Association may also provide your information to other reputable companies or organizations for marketing or information gathering purposes. Typically, such third parties serve the hobby or leisure-time industries in one form or another. You may request to be excluded from such mailings by contacting the Data Protection Office as indicated at the end of this policy.

### **How does National Model Railroad Association use my Personal Data?**

We use your information primarily to respond to you and to fulfill your needs as a customer or prospective customer. We use your information to send you the magazines, books or other products you have ordered, to send you newsletters or welcome messages, to process your payment, to fulfill your request to enter a contest, to recognize you as a repeat visitor to our websites, to acknowledge your interest in participating in a survey, or to resolve a customer service matter or other inquiry you have brought to our attention.

Information volunteered by you in any message or postings on National Model Railroad Association -provided forums, discussion/bulletin boards, club membership sites, event calendars, or the like, becomes public information. You should exercise caution when deciding to disclose your personal information in any such posted message.

If you subscribe to one or more of our magazines, you will also receive a notice or notices about renewing your subscription prior to its expiration date. You may request to be excluded from such renewal mailings per the procedure set forth later in this Policy. You may also receive periodic mailings from us about new products, services or upcoming events, and — from time-to-time — as mentioned earlier in the Policy, your information may be made available to other reputable companies or organizations for marketing or information gathering purposes. Typically, such third parties serve the hobby and/or leisure-

time industries in one form or another. You may again request to be excluded from such mailings by contacting us directly or by taking other proactive measures, as specified below.

### **What are my rights regarding my Personal Data?**

We believe it is important for you to understand your rights and be able to control the Personal Data you provide. Please note the following rights you have regarding your Personal Data.

- You have the right to be informed about what Personal Data we collect and how we use it.
- You have the right to obtain a copy of your Personal Data.
- You have the right to correct Personal Data that is incorrect or complete your Personal Data if it is incomplete.
- You have the right to have your Personal Data deleted from our systems in certain circumstances.
- You have the right to object to the processing of your Personal Data in certain circumstances.
- You have the right to restrict processing of your Personal Data in certain circumstances.
- You have the right to obtain or reuse any Personal Data that you provide.

### **How can I exercise my rights with respect to my Personal Data?**

To ask a question or exercise any of your rights listed above, please contact National Model Railroad Association Legal Department as indicated at the end of this policy.

In addition, at the time you volunteer Personal Data and at any time thereafter, you can direct us not to use this information for promotional or informational mailings. At your option, you may also elect to suppress the mailing of renewal notices for any of our magazines. If you do so, your Personal Data will be flagged in our system as “do not promote” to correspond with your request, and you will be excluded from the related National Model Railroad Association mailings. You can also elect separately to be excluded from mailings by any third party to whom your address might otherwise be provided.

You can, at any time, send such directions to our Legal Department at National Model Railroad Association, Inc., PO. BOX 1328, SODDY DAISY, TN 37384-1328, Phone: (423) 892-2846

There are also national clearinghouse organizations and governmental entities where you can register to suppress unwanted solicitations. The most prominent of these is the Association of National Advertisers (ANA). The ANA provides mail, email and telephone database “preference services” free of charge to consumers who wish to block all unsolicited direct mail, e-mail and telemarketing contacts, respectively. For more information, visit ANA’s website at <https://thedma.org/resources/consumer-resources>, or contact them at (212)768-7277.

### **Our Policy With Respect to Children Under 18**

National Model Railroad Association websites are not directed to children under 18. National Model Railroad Association does not knowingly collect Personal Data from children. If a parent or guardian becomes aware that his or her child has provided us with Personal Data without parental consent, he or she should contact us at [nmrahq@nmra.org](mailto:nmrahq@nmra.org). If we become aware that a child under the age of 18 has provided us with Personal Data without verifiable parental consent, we will delete such information from our files.

### **Contact Information**

National Model Railroad Association, Inc.,

PO. BOX 1328,  
SODDY DAISY,  
TN 37384-1328,  
Phone: (423) 892-2846

## **C-12**

### ***Leadership Principles***

#### **Leadership Principles for National, Region, and Division Leaders**

National Model Railroad Association, Inc. depends for its success upon the continuing contributions of time from members, virtually all of whom are volunteers. Fair, timely, and respectful treatment of every member is the hallmark of success for every leader and contributes greatly to member satisfaction and retention. Therefore, NMRA expects all members in a National, Region, or Division office or leadership position to conduct themselves according to the principles described below. These expectations apply to all National, Region, and Division directors, officers, and committee and department chairs, collectively termed “Leaders” below.

While NMRA’s national leadership has prepared these principles and will abide by them, they also reflect the reasonable expectations of every NMRA member. Reporting, complaint, and disciplinary procedures are intentionally omitted from this document. The purpose of these principles is to build and develop better Leaders, not to create a framework for disciplining or removing a Leader.

**1. Courteous and respectful treatment of every member.** NMRA accepts membership applications from the public. Consequently, some members will be negative, critical, difficult, or disruptive. Nevertheless, regardless of the place, forum, or communications medium—in person, in a virtual meeting, or by email—a Leader will refrain from responding (verbally or in writing) in anger, shouting, bullying, misusing “cc” or “bcc” facilities to humiliate others, or name-calling. Every Leader will control their emotions, control anger, and negative impulses. Every Leader will take the time to get emotions in check and respond when they can do so courteously and civilly.

**2. Positive and friendly demeanor.** Consistent with the prior principle, in all communications and NMRA events, a Leader will strive to project a positive and friendly personality that welcomes others. A Leader who is unable, based on personal circumstances, to adhere to this principle must consider not attending an event or engaging in relevant communications.

**3. Timely communications and actions.** A Leader will respond in a timely manner to communications concerning NMRA business. “Timely” does not always mean “today,” and personal circumstances can cause reasonable delays. In general, a Leader will review and respond (if necessary) to NMRA-related e-mail messages at least once every two weeks and will return NMRA-related phone calls within one week. A Leader will act on any agreed action item, responsibility, or obligation within the agreed-upon timeframe or, if none, within a reasonable timeframe or notify each affected member of the reason for a delay. Recurring delays of months to years are inconsistent with effective leadership.

**4. Responsiveness to requests of NMRA national leaders, department chairs, and employees.** NMRA’s success depends in part on the ability of national leaders, department chairs, and employees to obtain information from Regions and Divisions. Every Leader accepts their position with the obligation to support and collaborate with the national organization. Consistent with the first principle above, a Leader will respond in a timely manner to requests of NMRA national leaders, department chairs, and employees, including requests for reports, data, and answers to questions.

**5. Attitude and focus on service.** A Leader will serve in their leadership position understanding that their primary duty is service to other members. When faced with a challenge, a Leader will resolve the issue by considering what path leads to the best service for members. Service connotes action; rather than merely “being in the room,” a Leader actively engages in the business of NMRA and each meeting or event.

**6. Avoidance of neglect.** An effective Leader follows through on every commitment. A Leader will not accept a role, responsibility, or obligation with the knowledge or intent that the Leader cannot fulfill or complete the role, responsibility, or obligation. A Leader will promptly notify another Leader as soon as the Leader knows that the Leader cannot fulfill or complete a role, responsibility, or obligation.

**7. Disagree, then support.** A Leader is free to reasonably and respectfully disagree, at an appropriate time, place, and manner, with the recommendations, opinions, or decisions of another Leader. However, after a decision has occurred in accordance with proper governance processes of the National, Region, or Division organization, a Leader will fully support the decision in exercising their office regardless of any past disagreement or contrary opinion. Persistent public criticism of settled or decided issues is inconsistent with this principle.

**8. Honesty, fair dealing, and self-interest.** Integrity is a key characteristic of a Leader. A Leader will be honest in all aspects of their leadership and treat every member fairly. A Leader will refrain from any act or negligence that could create the perception of dishonesty, unjust enrichment, or elevating a personal interest above the general good of the organization.

9. **Coaching other leaders.** NMRA expects Leaders to coach other Leaders respectfully to adhere to these principles. This means that when another Leader departs from these principles, a Leader will suggest a course of action consistent with these principles without disparaging or criticizing the other Leader.

## **C-13**

### ***CAMPAIGNING FOR ELECTION TO NATIONAL OFFICE***

This is the Policy concerning National Election Campaign Communications and Fairness

**Purpose.** This Policy governs the use of media and candidate neutrality in connection with the nomination or campaign for election of an individual to any National officer or director position with the National Model Railroad Association, Inc. (“NMRA”). The NMRA Board of Directors adopts this Policy to encourage fairness and neutrality with respect to the election of any National officer or director candidate. This Policy applies only to election campaigns for National positions. However, the NMRA Board of Directors encourages and recommends that all NMRA “units” (e.g., Regions and Divisions) adopt this Policy or similar standards requiring the directors and officers of such unit to remain fair and neutral in relation to the merits and qualifications of all candidates for election to office at such unit.

**Policy.** This Policy applies to the campaign of any individual for any NMRA officer or director position at the National level. To promote the purposes of this Policy, whenever NMRA assets (as defined below) mention or reference a candidate in connection with the election campaign of such individual to a National officer or director position at the NMRA, all candidates for election to such position must be included with no express or implied bias or preferential treatment toward any particular candidate.

If NMRA assets are used to publish, distribute or promote any candidate’s personal statements (election or otherwise), all candidates must be given the timely opportunity on the same terms to provide their personal statements. The NMRA Board believes that National officers and directors must remain neutral and nonpartisan with respect to National election candidates.

**Prohibited Communications.** Pursuant to this Policy, NMRA assets may not be used for personal election or campaign purposes by any individual candidate who seeks election to a National officer or director role at the NMRA. The NMRA may not accept, as free or paid advertising, an advertisement or other promotion for one candidate when an election has two or more candidates for any position. Any candidate information or details published in an NMRA asset must always remain neutral.

For purposes of this Policy, the term “NMRA assets” includes:

- any official publications, magazines, newsletters, bulletins, circulars, brochures, leaflets, websites, and blogs produced and published by the NMRA;
- NMRA websites and social media accounts;
- membership meetings or other forms of NMRA member gatherings;
- any official NMRA members-only forums such as the NMRA Interchange;
- lists of mail addresses or e-mail addresses maintained by the NMRA; and
- any advertising facility or other form of print or digital communication produced or published by the NMRA.

Permitted Communications. NMRA assets may be used to direct members to candidate-neutral and policy-neutral sources of information on other media. NMRA assets also may be used to communicate official election and voting announcements, election news and information.

**Policy Exclusions.** This Policy does not apply to:

- communications developed, distributed or sponsored by individual candidate(s) which are clearly separate and distinct from any NMRA asset, publication, communication, or forum, in order to elicit and encourage personal support for their candidacy. Examples of such permitted communication include personal address books, contact lists, social media pages, websites, podcasts, YouTube blogs, videos, and other publications developed or used to elicit and encourage candidate support. (Provided such communication does not use any NMRA asset);
- NMRA units, such as Regions and Divisions, although as noted above the NMRA Board encourages and recommends that all NMRA units adopt this Policy or similar standards requiring the directors and officers of such unit to remain fair and neutral in relation to the merits and qualifications of all candidates for election to office at such unit; and
- promotion of individual candidates by 100% Clubs as they are not owned or controlled by the NMRA.

The NMRA Board of Directors adopted the foregoing policy by voice vote in an electronic meeting duly noticed to the Board and held on April 1, 2023.

## **C-14**

### ***MEMBER CODE OF CONDUCT***

#### **Introduction**

This Code of Conduct (“Code”) has been developed to set expectations for the behaviors, conduct, communication, and interactions between you and other members, officers and directors of the National Model Railroad Association, Inc. (“NMRA”). This Code applies to all such persons when engaging with other NMRA members, participating in any event, social media platform or other sponsored extension of the NMRA (for example, the NMRA Interchange or an NMRA-sponsored online meeting) and attending NMRA meetings, events, or activities (whether National, Regional, Division or other subset). This Code also includes general guidelines on the appropriate use of social media for NMRA matters at any level.

#### Why do we need a code of conduct?

We join the NMRA and participate in its activities for one common reason – we enjoy the model railroading hobby and the fun, challenges, personal growth and camaraderie that it provides. It is imperative that we keep our common bond of model railroading “front and center” and rise above the inevitable differences that exist among us in personalities, opinions, experience, gender, age, race, nationality, or any of the other factors that make each of us unique individuals. Our collective goal is to enjoy and promote the hobby of model railroading, so we must strive to avoid “distractions” that interfere with or obstruct our common purpose. Collaboration and co-operation are vital for the success of our hobby and our enjoyment of model railroading and everything it has to offer.

#### What does the NMRA expect of members?

The NMRA expects all members to conduct themselves in a respectful, responsible, and mature manner, and demonstrate courtesy and kindness toward other individuals. Constructive and healthy discussions and interactions are encouraged and in fact are vital to the success of our hobby. However, certain other verbal and nonverbal behaviors and actions are not consistent with the NMRA’s values and hurt our hobby and relationships, such as the use of disparaging language, shouting, profanity, confrontational, intimidating or threatening behavior or language, and immature and disrespectful behavior or language. It is imperative that we interact in a polite and professional manner.

The NMRA does not condone abusive, threatening, or aggressive behavior toward anyone at an NMRA event or in an NMRA forum (such as social media and other forms of electronic and digital interaction). This includes other participants, event organizers or sponsors, judges, or other officials.

You should be welcoming to newcomers and remember they may not have the benefit of experience and information that you have enjoyed. Be constructive in helping to make their entry into the hobby an enjoyable one.

#### Harassment

NMRA events and functions are meant to be fun, educational, and inclusive. No one should be subject to intimidation, made to feel unwelcome, or put in fear of reprisal. Harassment may include behavior or language that causes alarm, distress, anxiety, fear of physical

violence, offensive statements, verbal abuse, and threats. Members should be sensitive to others.

### Non-Retaliation

The NMRA relies on you to identify potential issues and raise concerns that the NMRA may need to address. The NMRA prohibits acts of retaliation against any person who reports an issue honestly and in good faith, and retaliation can constitute misconduct that could subject a member to discipline. This commitment to non-retaliation assures you that raising concerns, reporting misconduct, or cooperating in any investigation will not result in adverse consequences. The NMRA prohibits retaliation in any form, at any level of the organization, recognizing that retaliatory behavior contributes to an environment of mistrust and diminishes the willingness of individuals to be collaborative and transparent. During the investigation of any matter, the NMRA makes every reasonable effort to maintain the confidentiality of those involved.

### Use of social media

The rapid growth of social media combined with ease of use and pervasiveness make it an attractive channel for communication. Use of social media for communication also creates the possibility of a host of unintended consequences. To help you identify and avoid potential issues, we are providing some examples of best practices that are meant to help you understand, from a wide range of perspectives, the implications of participation in social media. Any postings that you make as a representative of or participant in NMRA sanctioned activities will reflect on you and the NMRA.

*Understand Your Personal Responsibility:* You are personally responsible for the content you publish on user-generated content forums, such as blogs or social media sites. Remember that what you publish will be public for a long time. Protect your privacy.

*Be Accurate:* Be sure that you have all the facts before you post. It's better to verify your sources first than to have to post a correction or retraction later. If you do make a mistake, admit it and correct it. Post a retraction, edit your post, make any necessary apologies. If you are editing an earlier post, make it clear that you have made a correction.

*Respect Others:* You can catch a whole lot more flies with honey than vinegar. If you are constructive and respectful while seeking advice, asking for help, or discussing a disagreement or bad experience, you are far more likely to reach an understanding. In some instances, you may not be able to reach an understanding or agreement, but it is your responsibility to be constructive and address the problem rather than attacking the person.

*Respect Your Audience:* Don't use personal insults or disparaging conduct or language toward others. Show proper consideration for others' privacy and for sensitive topics. Users are free to discuss topics and disagree with one another but be respectful of others' opinions. You are more likely to achieve your goals if you are constructive and respectful while discussing a bad experience or disagreeing with an idea or a person. Harassment is not acceptable.



*Think Before You Post:* There's no such thing as a "private" social media site. Search engines can turn up posts and pictures years after publication. Comments can be forwarded or copied, and screenshots are easily available. Archival systems save information even if you delete a post. If you feel angry or passionate about a subject, it's prudent to wait until you are calm and clear-headed before posting.

*Does it Pass the Publicity Test?* If the content of your message would not be acceptable for face-to-face conversation, over the telephone, or in another medium, it is not acceptable for a social networking site. Do not use the anonymity afforded by a social media screen name or handle to post something that you wouldn't say if you could be identified.

*Take the High Ground:* You are more likely to build a high quality following if you discuss ideas and situations civilly. Don't pick fights online. Remember that as a participant in NMRA programming, you are representing the NMRA, and the organization supports the principles of fun, respect, and inclusion.

*Do not post information that you know (or reasonably should know) is private, confidential, or proprietary.* Some information that becomes available to you may be considered private, confidential or proprietary by the owner or source of such information – think before you post and if you are unsure, check with the owner or source before posting. Do not post anything in a private forum that you would not present in any public forum because there is no true privacy on the Internet. Ask yourself if you would want to see this published in the newspaper or posted on a billboard tomorrow or ten years from now? Additionally, ask yourself if you would want to see screenshots posted to the person or persons about whom you are speaking or writing.

*Be Aware of Liability:* You are responsible for what you post on your own site and on the sites of others. Be sure that what you post today is not something that you will regret in the future and that you are not violating any legal guidelines. Postings on social media sites can be, and have been, the subject of lawsuits alleging defamation, slander, or libel. In such a lawsuit, a court can compel the social media platform to disclose your account information; you won't be anonymous.

#### How does the NMRA enforce this code?

The NMRA can enforce this code of conduct independently, or in response to a complaint, after notice to affected members and due process including an opportunity to be heard. Proceedings include gathering facts, interviewing witnesses, conducting a hearing, and imposing discipline or dismissing the matter. The NMRA is a private membership organization; membership, member benefits, and the use of NMRA trademarks and intellectual property are not free or public. Therefore, the NMRA's leadership can determine that a violation of this code of conduct justifies a disciplinary action. Examples of actions include censure (a warning the similar conduct could cause termination), removal from an elected office, disqualification from elected offices or leadership, and termination of membership. The NMRA's Corporate Policies & Procedures Manual (CPPM), and Ohio state law applicable to nonprofit membership corporations such as the NMRA, governs the enforcement of this code and member discipline.

Version 2025

## **Section D**

# **NMRA OFFICERS**

The officers of the NMRA shall consist of a President, a Vice President, a Secretary, and a Treasurer.

The President and Vice President shall be determined by popular election by the NMRA members.

The Secretary and Treasurer shall be appointed by the President and approved by a two-thirds majority of the Board of Directors. The Secretary or Treasurer may be removed by a two-thirds vote of the Board of Directors.

The term of office for the President and Vice President shall begin at noon on the Friday before the start of the summer BOD meeting following their election and continue for a duration of three (3) years until the noon of the Friday before the start of the summer BOD meeting following the election of their successors. The CPPM shall set forth their duties in the following sections.

The Secretary and Treasurer and their assistants shall be appointed for three-year terms concurrent with the terms of office of the President and Vice President. Office holders must be NMRA members in good standing and continue as members in good standing throughout their terms of office. Those holding Family Memberships shall not be appointed.

No officer shall serve simultaneously as a member of the Board of Directors.

The President, Vice President, Secretary, and Chief Financial Officer/Treasurer shall constitute the Executive Committee, which shall be the operating body of the NMRA between the meetings of the Board of Directors. The Legal Committee Chair shall be a non-voting member of the Executive Committee.

The general management of the day-to-day operations of the NMRA may be vested in a person designated by the President to be in charge of the day-to-day operations of the NMRA. The person designated shall have experience in managing professional staff, knowledge of applicable laws, and a background in management.

### ***D-1***

## **PRESIDENT**

The NMRA President shall perform the usual duties of such officer and be the official spokesperson and representative of the NMRA. The President shall preside at the Annual Membership Business Meeting and at all meetings of the Board of Directors.

1. As Chief Executive Officer, the NMRA President is responsible to the membership and the Board of Directors for the effective administration of the Association's affairs, and exercises authority over all other Officers and staff members. This responsibility is based on the premise that the best interests of the membership are to be served at the least possible expenditure of money and volunteer hours.
2. In addition, the Office of President is responsible for:
  - a) Adherence to NMRA Policies,
  - b) Pursuit of established programs,
  - c) Conducting the Board of Directors' Meetings. In the event of a tie vote of the Board of Directors, the President shall cast the deciding vote,
  - d) Conducting the Annual Business Meeting,
  - e) Appointment of committee chairs and confirmation of committee personnel of the following committees:
    - f) Nominating Committee (the committee reports to the Secretary),
    - g) Legal Committee (General Counsel),
    - h) Industry Liaison Committee, and
    - i) Special committees as deemed necessary.
  - j) Appointment of Department Managers and Board Committee Chairs (except for the International Committee),
  - k) Confirmation of appointments. This confirmation may be assigned to the Vice President during the last half of a presidential term.
  - l) Signing of all contracts of the Corporation, except those in which a Department Manager or a Committee Chair has been authorized to sign on behalf of the NMRA.
3. The President has the authority to choose the site of the winter meeting.
4. The President should orient the Vice President to the programs, people and projected progress for the coming year-
5. The President shall furnish a "packet" of information to prospective candidates covering the responsibilities attendant to the office for which they aspire. These "packets" shall be furnished to the Nominating Committee Chair at the time of appointment, and transmitted to the candidates upon their indication that they are willing to serve.
6. The President shall have prepared and distributed to the President-elect and the Vice President-elect, upon final ballot tabulation, "Orientation Material" which will acquaint these newly elected Officers with programs, people and progress currently in effect. This will enable the Officers-elect to coordinate the existing programs with their anticipated changes and improvements.
7. The President or the Lead Director will transmit to each newly elected Director, a copy of the BOD Orientation Manual and information relevant to their respective assignment.

## **D-2**

### ***VICE PRESIDENT***

The Vice President(s) shall aid and assist the President in any way possible.

1. The Office of Vice President-is an extension of the Office of President, and as such is responsible to the President.
2. The Office of the Vice President is responsible for:
  - a. Assisting the President as directed and needed.
  - b. Other duties as may be assigned by the President.

## **D-3**

### **SECRETARY**

1. The Secretary of the NMRA is responsible to the membership and the Board of Directors:
  - a. To keep the minutes of the Board of Directors.
  - b. To keep the minutes of the Annual Business Meeting and any other meetings of NMRA members who are meeting as a whole.
  - c. To sign, countersign or attest all official papers and perform usual duties of a secretary.
  - d. To prepare all NMRA Ballots, supervising the printing of the same. Distribution of necessary ballot copy for overseas Regions when required.
  - e. To issue and maintain records of Conformance Warrants upon receipt of proper authorization.
  - f. In addition to the President, sign all contracts of the Corporation, except for those contracts in which an NMRA Officer, Department Manager, or Committee Chair has been authorized to sign on behalf of the NMRA.
2. In addition, the Office of the Secretary is responsible for the:
  - a. Adherence to NMRA policies,
  - b. Pursuit of established programs,
  - c. Custody of the official "NMRA TRADE MARK" certification,
  - d. Appointment of the Ballot Committee Chair, and confirmation of ballot committee members' appointments,
  - e. Appointment of Honors Committee Chair,
  - f. Activities of the Nominating Committee (the Committee is appointed by the President),
  - g. Maintain the CPPM and PPPM, and
  - h. Other duties of secretarial nature, as may be assigned by the President.

4. In addition to the Office of the Secretary, the NMRA President with the approval of a two-thirds vote of the Board of Directors should appoint an Assistant to the Secretary. The Assistant to the Secretary shall, in the absence of the Secretary, perform the function and duties of the Secretary. In no event shall the Assistant to the Secretary receive travel reimbursement except in the absence of the Secretary.
5. Procedures for nomination for elective office are specified in Section D-3-3 of the CPPM
6. Procedures for balloting for NMRA matters are specified in Section D-3-3 of the CPPM.
7. Any group of sixty members, no more than thirty members from any one Region, may petition the NMRA to nominate an additional candidate for President or Vice President or Director (Eastern, Western, Central, and the two At-Large) from the appropriate district or for the at-large positions. Nominations by petition for the Atlantic, Pacific, and NMRA Canada Directors will contain the names of at least 60 members residing in those areas. Such nominating petitions shall be submitted to the Secretary in accordance with the schedule specified in the Executive Handbook and otherwise meet the qualifications set forth in these By-Laws and shall be accompanied by a summary of qualifications of the candidate not to exceed 500 words in written published statements and up to 1,200 words per statement published by electronic means. The name of any such candidate so submitted and the summary shall be printed on the ballot.
8. Questions that are to appear on the ballot shall be considered by the Board of Directors at least eight (8) months prior to the ballot distribution date and their action shall be publicized in the next available issue of the *NMRA Bulletin/Magazine*. Motions initiating ballot action shall appear in the published agenda for the Board meeting or shall be submitted, in writing, to each Director prior to the Call to Order, except that the Directors present may decide by a two-thirds majority out of a minimum total vote of 6 to consider motions otherwise introduced.
9. Directors shall be nominated from the following districts by the appropriate nominating committees.
  - a. For the North American District Director positions (Western, Central, and Eastern), the National Nominating Committee shall consider input from the Regional organizations within said districts as to potential nominees and otherwise comply with the petition requirements allowable in the Article for nomination of directors.
  - b. For the Atlantic and Pacific District positions, the respective nominating committees as set forth in Article VII, Section 2 shall consider input from the Regional organizations within said districts as to potential nominees and otherwise comply with the petition requirements allowable in the Article for nomination of directors.
  - c. For the NMRA (Canada) positions, such nominations shall be nominated by the Nominating Committee of NMRA (Canada) in accordance with procedures and policies adopted by NMRA (Canada).

10. The Regional Advisory Council shall select candidates for a representative to serve on the Board of Directors and said representative shall not be subject to membership vote. Each Region shall have one vote exercised through the Regional Advisory Council, and the Council, acting as a nominating committee, shall, as a goal, try to nominate two candidates for secret balloting by the RAC representatives.
11. For the two at-large positions on the Board of Directors, the National Nominating Committee shall be responsible for that position voted upon by NMRA members only within the fifty United States and the provinces of Canada, with input from the RAC. The National Nominating Committee in conjunction with the Atlantic and Pacific District Nominating Committees shall be responsible for nominating candidates for the second at-large (World-Wide) position which is voted upon by NMRA members worldwide, with input from the RAC.
12. Anyone considered for nomination for any office must be an NMRA member in good standing, have a class of membership other than Family, RailPass, or Corporate Membership, and continue as a member in good standing throughout the term of office. They shall also comply with the following additional requirements, based upon the position for which they run.
13. For the three North American districts (Western, Central, and Eastern) candidates in addition must:
  - a. Reside within the district from which they are nominated.
  - b. Hold or otherwise be qualified for the AP certificate as Association Volunteer or Association Official.
14. For the at-large position for North America only, said member must also reside within North America including the fifty United States and all provinces of Canada.
15. For the Regional Advisory Council position, candidates must have prior Region experience, as further defined by the Regional Advisory Council section of the CPPM.
16. For the Atlantic and Pacific District positions on the Board of Directors, any additional qualifications shall be established by the Regions within the Atlantic and Pacific Districts, and shall be endorsed by the Board of Directors before they are effective, if any.
17. Only members residing within the geographical limits of each District of the NMRA, shall vote for the office of Director for that district. Those NMRA members residing in Canada shall also vote for the President of NMRA (Canada).
18. On all matters to be voted upon, whether in person or by mail or by any means not prohibited by law and as approved by the Board of Directors, a simple majority of the votes cast will suffice the question, unless otherwise noted specifically in this CPPM.
19. On the election of officers, the candidate receiving the largest number of votes for any given office shall be declared the winner. In the case of a tie, a majority of the incumbent Board of Directors shall have the right to cast the deciding vote.

**D-3-1**  
**BALLOT COMMITTEE**

1. **National Ballot Committee:** The Chair of the National Ballot Committee is appointed by the NMRA Secretary. The term is of indefinite length. The committee is responsible for the tabulation of all ballots received at the National Ballot Collection Point. The Chair of this Committee is listed as being under the jurisdiction of the Secretary; the Committee is classed as an NMRA Standing Committee.
  - a. The Chair is responsible for the appointment of at least two (2) additional Committee members. The names and addresses of the Committee members will be forwarded to the NMRA President and the NMRA Secretary; the Secretary will acknowledge their appointment with letters to each of the Committee members appointed.
  - b. Neither the Chair nor any member of the Ballot committee may be a candidate for office, or the Manager of the Standards and Conformance Department when Standards are involved on the ballot, or in any other way directly involved in any of the issues on the ballot.
  - c. The Secretary of the NMRA shall furnish the Chair a complete copy of the ballot as it is available in order that the Chair may formulate his plans for the tabulation.
  - d. The Chair shall be responsible for planning the system of tabulation of ballots to be used, as this committee is to count the votes. The Chair shall set up a plan that the Committee understands and is the simplest and easiest to get an accurate count of the ballots.
  - e. The Committee shall be responsible for:
    - 1) Receiving and counting all ballots that are received at the National Ballot Collection Point.
    - 2) Safeguarding the ballots and maintaining secret the results until the deadline date for returning ballots has elapsed
    - 3) By April 1, the National Ballot Committee Chair will compile a report of the results from the National Ballot Collection Point that is then signed by the Committee Chair and all the members of the National Ballot Committee.
  - f. By April 7, the National Ballot Committee Chair should receive reports from the other Ballot Committees participating in the current election. The National Ballot Committee Chair will then combine the results of the National Ballot Committee with the results of the other Ballot Committees participating in the current election to form the Combined Ballot Committee Final Report. The National Ballot Committee Chair will then forward the report to the NMRA Secretary no later than April 10. The NMRA Secretary shall then send copies of the Combined Ballot Committee Final Report to:
    - 1) All candidates for office



- 2) All members of the Board of Directors
  - 3) Standards and Conformance Department Manager (when Standards and Conformance Department questions are on the Ballot)
  - 4) *NMRA Magazine* Editor for publication in the *NMRA Magazine*.
  - 5) IT Department Manager for posting on the NMRA Website.
  - 6) Any other appropriate NMRA Communication Tool Manager.
- g. After the election results have been accepted by the Board of Directors, the Secretary will request that the ballots be destroyed. The BOD shall approve the destruction of the ballots.
- h. Incidental correspondence may occur with individuals requesting information on the balloting. This information should be given ONLY to persons authorized to receive it, such as Directors, Officers, etc., and only the information pertaining to their particular official interest should be given.
- i. The NMRA Secretary shall cause to be sent to newly elected Directors, paper or electronic copies of the NMRA BO Orientation Manual, and other material deemed appropriate.
2. **NMRA (Canada) Ballot Committee:** The Chair of the NMRA (Canada) Ballot Committee is appointed by the NMRA Secretary. The term is of indefinite length. The committee is responsible for the tabulation of all ballots received at the NMRA (Canada) Ballot Collection Point. The Chair of this Committee is listed as being under the jurisdiction of the Secretary; the Committee is classed as an NMRA Standing Committee.
- a. The Chair is responsible for the appointment of at least two (2) additional Committee members. The names and addresses of the Committee members will be forwarded to the NMRA President and the NMRA Secretary; the Secretary will acknowledge their appointment with letters to each of the Committee members appointed.
- b. Neither the Chair nor any member of the Ballot committee may be a candidate for office, or the Manager of the Standards and Conformance Department when Standards are involved on the ballot, or in any other way directly involved in any of the issues on the ballot.
- c. The Secretary of the NMRA shall furnish the Chair a complete copy of the ballot as it is available in order that the Chair may formulate his plans for the tabulation.
- d. The Chair shall be responsible for planning the system of tabulation of ballots to be used, as this committee is to count the votes. The Chair shall set up a plan that the Committee understands and is the simplest and easiest to get an accurate count of the ballots.

- e. The Committee shall be responsible for:
    - 1) Receiving and counting all ballots that are received at the NMRA (Canada) Ballot Collection Point.
    - 2) Safeguarding the ballots and maintaining secret the results until the deadline date for returning ballots has elapsed
    - 3) By April 1, the NMRA (Canada) Ballot Committee Chair will compile a report of the results from the NMRA (Canada) Ballot Collection Point that is then signed by the Committee Chair and all the members of the NMRA Canada Ballot Committee.
  - e. The NMRA (Canada) Ballot Committee Chair shall submit a copy of the written ballot report signed by the Chair and all its members to the National Ballot Committee Chair not later than April 7. The National Ballot Committee Chair will then combine the results of the NMRA Canada Ballot Committee with the results of the other Ballot Committees participating in the current election to form the Combined Ballot Committee Final Report which will then be forwarded to the NMRA Secretary no later than April 10. The NMRA Secretary shall then send copies of the Combined Ballot Committee Final Report to:
    - 1) All candidates for office
    - 2) All members of the Board of Directors
    - 3) Standards and Conformance Department Manager (when Standards and Conformance Department questions are on the Ballot)
    - 4) *NMRA Magazine* Editor for publication in the *NMRA Magazine*.
    - 5) IT Department Manager for posting on the NMRA Website.
    - 6) Any other appropriate NMRA Communication Tool Manager.
  - f. After the election results have been accepted by the Board of Directors, the Secretary will request that the ballots be destroyed. The BOD shall approve the destruction of the ballots.
  - g. Incidental correspondence may occur with individuals requesting information on the balloting. This information should be given ONLY to persons authorized to receive it, such as Directors, Officers, etc., and only the information pertaining to their particular official interest should be given.
  - h. The NMRA Secretary shall cause to be sent to newly elected Directors paper or electronic copies of the Executive Handbook, NMRA BOD Orientation Manual, expense forms, and other material deemed appropriate.
3. **Atlantic District Ballot Committee:** The Chair of the Atlantic District Ballot Committee is appointed by the NMRA Secretary. The term is of indefinite length. The committee is responsible for the tabulation of all ballots received at the Atlantic District Ballot Collection Point. The Chair of this Committee is listed as being under the

jurisdiction of the Secretary; the Committee is classed as an NMRA Standing Committee.

- a. The Chair is responsible for the appointment of at least two (2) additional Committee members. The names and addresses of the Committee members will be forwarded to the NMRA President and the NMRA Secretary; the Secretary will acknowledge their appointment with letters to each of the Committee members appointed.
- b. Neither the Chair nor any member of the Ballot committee may be a candidate for office, or the Manager of the Standards and Conformance Department when Standards are involved on the ballot, or in any other way directly involved in any of the issues on the ballot.
- c. The Secretary of the NMRA shall furnish the Chair a complete copy of the ballot as it is available in order that the Chair may formulate his plans for the tabulation.
- d. The Chair shall be responsible for planning the system of tabulation of ballots to be used, as this committee is to count the votes. The Chair shall set up a plan that the Committee understands and is the simplest and easiest to get an accurate count of the ballots.
- e. The Committee shall be responsible for:
  - 1) Receiving and counting all ballots that are received at the Atlantic District Ballot Collection Point.
  - 2) Safeguarding the ballots and maintaining secret the results until the deadline date for returning ballots has elapsed
  - 3) By April 1, the Atlantic District Ballot Committee Chair will compile a report of the results from the Atlantic District Ballot Collection Point that is then signed by the Committee Chair and all the members of the Atlantic District Ballot Committee.
- f. The Atlantic District Ballot Committee Chair shall submit a copy of the written ballot report signed by the Chair and all its members to the National Ballot Committee Chair not later than April 7. The National Ballot Committee Chair will then combine the results of the Atlantic District Ballot Committee with the results of the other Ballot Committees participating in the current election to form the Combined Ballot Committee Final Report which will then be forwarded to the NMRA Secretary no later than April 10. The NMRA Secretary shall then send copies of the Combined Ballot Committee Final Report to:
  - 1) All candidates for office
  - 2) All members of the Board of Directors
  - 3) Standards and Conformance Department Manager (when Standards and Conformance Department questions are on the Ballot)
  - 4) *NMRA Magazine* Editor for publication in the *NMRA Magazine*.

- 5) IT Department Manager for posting on the NMRA Website.
  - 6) Any other appropriate NMRA Communication Tool.
- g. After the election results have been accepted by the Board of Directors, the Secretary will request that the ballots be destroyed. The BOD shall approve the destruction of the ballots.
- h. Incidental correspondence may occur with individuals requesting information on the balloting. This information should be given ONLY to persons authorized to receive it, such as Directors, Officers, etc., and only the information pertaining to their particular official interest should be given.
- i. The NMRA Secretary shall cause to be sent to newly elected Directors' paper or electronic copies of the Executive Handbook, NMRA BOD Orientation Manual, expense forms, and other material deemed appropriate.
4. **Pacific District Ballot Committee:** The Chair of the Pacific District Ballot Committee is appointed by the NMRA Secretary. The term is of indefinite length. The committee is responsible for the tabulation of all ballots received at the Pacific District Ballot Collection Point. The Chair of this Committee is listed as being under the jurisdiction of the Secretary; the Committee is classed as an NMRA Standing Committee.
- a. The Chair is responsible for the appointment of at least two (2) additional Committee members. The names and addresses of the Committee members will be forwarded to the NMRA President and the NMRA Secretary; the Secretary will acknowledge their appointment with letters to each of the Committee members appointed.
  - b. Neither the Chair nor any member of the Ballot committee may be a candidate for office, or the Manager of the Standards and Conformance Department when Standards are involved on the ballot, or in any other way directly involved in any of the issues on the ballot.
  - c. The Secretary of the NMRA shall furnish the Chair a complete copy of the ballot as it is available in order that the Chair may formulate his plans for the tabulation.
  - d. The Chair shall be responsible for planning the system of tabulation of ballots to be used, as this committee is to count the votes. The Chair shall set up a plan that the Committee understands and is the simplest and easiest to get an accurate count of the ballots.
  - e. The Committee shall be responsible for:
    - 1) Receiving and counting all ballots that are received at the Pacific District Ballot Collection Point.
    - 2) Safeguarding the ballots and maintaining secret the results until the deadline date for returning ballots has elapsed

- 3) By April 1, the Pacific District Ballot Committee Chair will compile a report of the results from the Pacific District Ballot Collection Point that is then signed by the Committee Chair and all the members of the Pacific District Ballot Committee.
- f. The Pacific District Ballot Committee Chair shall submit a copy of the written ballot report signed by the Chair and all its members to the National Ballot Committee Chair not later than April 7. The National Ballot Committee Chair will then combine the results of the Pacific District Ballot Committee with the results of the other Ballot Committees participating in the current election to form the Combined Ballot Committee Final Report which will then be forwarded to the NMRA Secretary no later than April 10. The NMRA Secretary shall then send copies of the Combined Ballot Committee Final Report to:
    - 1) All candidates for office
    - 2) All members of the Board of Directors
    - 3) Standards and Conformance Department Manager (when Standards and Conformance Department questions are on the Ballot)
    - 4) *NMRA Magazine* Editor for publication in the *NMRA Magazine*.
    - 5) IT Department Manager for posting on the NMRA Website.
    - 6) Any other appropriate NMRA Communication Tool.
  - g. After the election results have been accepted by the Board of Directors, the Secretary will request that the ballots be destroyed.
  - h. Incidental correspondence may occur with individuals requesting information on the balloting. This information should be given ONLY to persons authorized to receive it, such as Directors, Officers, etc., and only the information pertaining to their particular official interest should be given.
  - i. The NMRA Secretary shall cause to be sent to newly elected Directors paper or electronic copies of the NMRA BOD Orientation Manual, expense forms, and other material deemed appropriate. The NMRA By-Laws, CPPM, and PPPM are available electronically to all members.

## D-3-2 NOMINATION & ELECTION PROCEDURES

This section contains the procedures for nomination and election of national officers and directors.

### Nominating Committees

- A. The **National Nominating Committee** Chair shall be appointed by the President. National directors or other officers may propose the Chair. The committee shall be composed of the Chair and at least six members appointed by the Chair with the concurrence of the President, and shall include at least representation from every district that has members residing in the USA, as defined in Section E of the CPPM. The President of each Region shall serve ex officio.

No Chair of the National Nominating Committee shall be a national director or national officer.

The appointments of the entire committee shall terminate upon the official closing of the ballot as defined in this Section of the CPPM unless specifically notified otherwise.

The function of the National Nominating Committee is the selection of a slate of candidates for Directors and Officers. This slate shall combine the best features of stability through continuity in service of proven performers in office and of a continual freshening of outlook by blending promising new blood into the national organization.

1. The committee shall solicit, investigate, and, when possible, nominate at least two candidates for the positions of President, Vice President, Western District Director, Central District Director, Eastern District Director, At-Large North American Director, and At-Large World-Wide Director. The positions of President, Vice President, and At-Large World-Wide Director, which are open for nominations from any district, are subject to nominations from the National Nominating Committee as well as the NMRA Canada Nominating Committee, Atlantic District Nominating Committee, and Pacific District Nominating Committee. The At-Large North American Director position, which is open to nominations from the three U.S. Districts and Canadian District, shall be subject to nominations from the National Nominating Committee as well as the NMRA Canada Nominating Committee.

The National Nominating Committee is not responsible for soliciting candidates for President of NMRA Canada, but the Chair shall include the report of the Nominating Committee of the NMRA Canada in the report to the Secretary in accordance with NMRA By-Laws.

2. The committee shall render the Combined Nominating Committee's Final Report by July 1st of each year. The report shall include the names of candidates considered for nomination and for candidates not nominated, the reason they

were not nominated. This report shall be sent to the NMRA Secretary for distribution to officers and directors only.

3. Anyone considered for nomination for any office must be an NMRA member in good standing, have a class of membership other than Family, RailPass, or Corporate Membership, reside in the geographical area that is defined for the office of nomination, and continue as a member in good standing and a resident of the defined geographical area as specified in Section E of the CPPM throughout the term of office.
4. By June 15th of each year, the National Nominating Committee Chair should receive reports from all the other Nominating Committees participating in the election. The National Nominating Committee Chair will then combine the results of the National Nominating Committee with the results of all the other Nominating Committees participating in the current election to form the Combined Nominating Committee's Final Report. The National Nominating Committee Chair will then forward the report to the NMRA Secretary.
5. By October 15th of each year the National Nominating Committee Chair shall provide the final slate of candidates and summary of qualifications for each candidate to the Secretary.
6. The National Nominating Committee Chair shall:
  - a. Provide the Combined Nominating Committee's Final Report to the NMRA Secretary.
  - b. Provide the final slate of candidates and summary of qualifications for each candidate to the Secretary.
  - c. Appoint the Regional Advisory Council Nominating Chair.
  - d. Maintain the official biographical questionnaire that is sent to all candidates for completion by them. The Chair shall be assisted by the Chairs of the NMRA Canada, Atlantic District, and Pacific District Nominating Committees.
  - e. Maintain a record of activities of all nominating committees.
  - f. Serve as a non-voting member of the NMRA Canada, Atlantic District, and Pacific District Nominating Committees.
  - g. Assist with the vetting of candidates and provide guidance to the NMRA Canada, Atlantic District, and Pacific District Nominating Committees.
  - h. Notify candidates for the positions of President, Vice President, Western District Director, Central District Director, Eastern District Director, At-Large North American Director, and At-Large World-Wide Director of the decisions of all nominating committees involved in the nomination of candidates for those positions.
  - i. Be copied on notifications to candidates for the positions of Atlantic District Director, Canadian District Director, and Pacific District Director.

### **Timeline of Activities of the National Nominating Committee**

The President, or the incoming President in a year of change of Officers, shall appoint the Chair prior to the Annual Business Meeting, such appointment to become effective immediately. As soon as practicable thereafter the Chair shall submit a list of appointees for

the concurrence of the President. In the year preceding an election, the Chair shall submit to the Secretary a list of upcoming positions open for the election. The Secretary shall notify the Editor of NMRA Magazine of upcoming positions open for election at the election, the dates for nominating national officers by petition as specified in Section D-3 of the CPPM, and the dates for receipt of qualifications of each candidate in time to meet the deadlines set forth in the CPPM. These positions are to be announced in the first possible issue of the NMRA magazine after notification from the Secretary.

Every member of the committee shall seek out potential candidates on his or her own initiative. Upon receipt of the name and address of each proposed candidate, the committee member shall forward an official biographical questionnaire for completion and return by the candidate who shall be informed that the nomination is not final, since final selection will preferably be made from amongst a number of candidates.

Prior to June 5th of the year preceding an election year, each committee member shall send the completed candidates' biographical questionnaires to the Chair. The Chair shall then summarize the combined list and poll the entire committee for the final selection of nominees to appear on the ballot.

Prior to June 12th of the year preceding an election year, each committee member shall communicate selections for each office to the Chair, who will collate and communicate the results to the entire committee. Where ties exist, the Chair shall attempt to resolve a clear decision, but shall retain the right and duty to cast the tie-breaking vote, if necessary.

Prior to July 1st of the year preceding an election year, the Chair shall notify candidates for the positions on the ballot whether or not they have been nominated by the committee. Those positions are President, Vice President, Western District Director, Central District Director, Eastern Director, At-Large North American Director, and At-Large World-Wide Director. Notification to any candidate not nominated by the committee will include the reason that the candidate was not nominated and instructions for being placed on the ballot by petition as specified in Section D-3 of the CPPM. The Chair of all nominating committees involved in the nomination of a candidate and the National Nominating Committee Chair will be copied on all correspondence to the candidate.

Prior to July 1st of the year preceding an election year, the Chair shall submit the Combined Nominating Committee's Final Report to the Secretary in accordance with the NMRA By-Laws.

- B. The NMRA Canada Nominating Committee Chair shall be appointed by the President of NMRA Canada with the concurrence of the President of each Region that has members residing in the Canadian District, as defined in Section E of the CPPM. National directors or other officers may propose the Chair. The committee shall be composed of the Chair and at least six members appointed by the chair with the concurrence of the President of each Region that has members residing in the Canadian District, as defined in Section E of the CPPM, with representation of each region that has members residing in the Canadian District, as defined in Section E of the CPPM, and the National Nominating Committee Chair (non-voting).



No Chair of the NMRA Canada Nominating Committee shall be a national director or national officer, or an elected official of NMRA Canada.

The appointments of the entire committee shall terminate upon the official closing of the ballot as defined in this Section of the CPPM unless specifically notified otherwise.

The function of the NMRA Canada Nominating Committee is the selection of a slate of candidates for Directors and Officers. This slate shall combine the best features of stability through continuity in service of proven performers in office and of a continual freshening of outlook by blending promising new blood into the national and NMRA Canada organizations.

1. The committee shall solicit, investigate, and, when possible, nominate at least two candidates for each position of NMRA Canada Director, NMRA Canada President, and NMRA Canada Vice President. The committee should also solicit candidates for the positions of President, Vice President, At-Large World-Wide Director, and At-Large North American Director. The positions of President, Vice President, and At-Large World-Wide Director, which are open for nominations from any district, shall be subject to nominations from the National Nominating Committee as well as the NMRA Canada Nominating Committee, Atlantic District Nominating Committee, and Pacific District Nominating Committee. The At-Large North American Director position, which is open to nominations from the three U.S. Districts and Canadian District, shall be subject to nominations from the National Nominating Committee as well as the NMRA Canada Nominating Committee.
2. The committee shall be appointed and commence its work so as to enable it to render the NMRA Canada Nominating Committee Report to the NMRA National Nominating Committee Chair by June 15th. The report shall include the names of candidates considered for nomination and for candidates not nominated, the reason, or reasons they were not nominated.
3. Anyone considered for nomination for any office must be an NMRA member in good standing, have a class of membership other than Family, RailPass, or Corporate Membership, reside in the geographical area that is defined for the office of nomination, and continue as a member in good standing and a resident of the defined geographical area as specified in Section E of the CPPM throughout the term of office.
4. The NMRA Canada Nominating Committee Chair shall:
  - a. Provide the nominating the NMRA Canada Nominating Committee's report to the National Nominating Committee Chair.
  - b. Assist the National Nominating Committee Chair with the maintenance of the Official Biographical Questionnaire.

- c. Notify candidates for the positions of Canadian District Director, NMRA Canada President, and NMRA Canada Vice President of the decisions of the nominating committee.
- d. Be copied on notifications to candidates for the positions At-Large North American Director and At-Large World-Wide Director.

### **Timeline of Activities of the NMRA Canada Nominating Committee**

The NMRA Canada President, or the incoming NMRA Canada President in a year of change of Officers, shall appoint the Chair prior to the NMRA Canada Annual Business Meeting, such appointment to become effective immediately. As soon as practicable thereafter the Chair shall submit a list of appointees for the concurrence of the NMRA Canada President.

Every member of the committee shall seek out potential candidates on his or her own initiative. Upon receipt of the name and address of each proposed candidate, the committee member shall forward an official biographical questionnaire for completion and return by the candidate who shall be informed that the nomination is not final, since final selection will preferably be made from amongst a number of candidates.

Prior to June 5th of the year preceding an election year, each committee member shall send the completed candidates' biographical questionnaires to the Chair. The Chair shall then summarize the combined list and poll the entire committee for the final selection of nominees to appear on the ballot.

Prior to June 12th of the year preceding an election year, each committee member shall communicate selections for each office to the Chair, who will collate and communicate the results to the entire committee. Where ties exist, the Chair shall attempt to resolve a clear decision, but shall retain the right and duty to cast the tie-breaking vote, if necessary.

Prior to June 15th of the year preceding the election, the Chair shall submit the committee's report to the NMRA National Nominating Committee Chair. The report shall include the names of candidates considered for nomination for national office, and for candidates not nominated, the reason they were not nominated.

Prior to July 1st of the year preceding an election year, the Chair shall notify candidates for the positions on the ballot if they have been nominated by the committee. Those positions are Canadian Director, NMRA Canada President, and NMRA Canada Vice President. Notification to any candidate not nominated by the committee will include the reason that the candidate was not nominated and receive instructions for being placed on the ballot by petition as specified in Section D-3 of the CPPM. The National Nominating Committee Chair will be copied on all correspondence to the candidate.

- C. The **Atlantic District Nominating** Committee Chair shall be appointed by the President with the concurrence of the President of each Region that has members residing in the Atlantic District, as defined in Section E of the CPPM. National directors or other officers may propose the Chair. The committee shall be composed

of the Chair and at least six members appointed by the chair with the concurrence of the President of each Region that has members residing in the Atlantic District, as defined in Section E of the CPPM, with representation of each region that has members residing in the Atlantic District, as defined in Section E of the CPPM, and the National Nominating Committee Chair (non-voting).

No Chair of the Atlantic District Nominating Committee shall be a national director or national officer.

The appointments of the entire committee shall terminate upon the official closing of the ballot as defined in this Section of the CPPM unless specifically notified otherwise.

The function of the Atlantic District Nominating Committee is the selection of a slate of candidates for Directors and Officers. This slate shall combine the best features of stability through continuity in service of proven performers in office and of a continual freshening of outlook by blending promising new blood into the national organization.

1. The committee shall solicit, investigate, and, when possible, nominate at least two candidates for the position of Atlantic District Director. The committee should also solicit candidates for the positions of President, Vice President, and At-Large World-Wide Director. The positions of President, Vice President, and At-Large World-Wide Director, which are open for nominations from any district, shall be subject to nominations from the National Nominating Committee as well as the NMRA Canada Nominating Committee, Atlantic District Nominating Committee, and Pacific District Nominating Committee.
2. The committee shall be appointed and commence its work so as to enable it to render the Atlantic District Nominating Committee Report to the NMRA National Nominating Committee Chair by June 15th. The report shall include the names of candidates considered for nomination and for candidates not nominated, the reason, or reasons they were not nominated.
3. Anyone considered for nomination for any office must be an NMRA member in good standing, have a class of membership other than Family, RailPass, or Corporate Membership, and continue as a member in good standing and a resident of the defined geographical area as specified in Section E of the CPPM throughout the term of office.
4. The Atlantic District Nominating Committee Chair shall:
  - a. Provide the Atlantic District Nominating Committee's report to the National Nominating Committee Chair.
  - b. Assist the National Nominating Committee with the maintenance of the Official Biographical Questionnaire.
  - c. Notify candidates for the position of Atlantic District Director of the decisions of the nominating committee.

- d. Be included on notifications to candidates for At-Large World-Wide Director.

### **Timeline of Activities of the Atlantic District Nominating Committee**

The President, or the incoming President in a year of change of Officers, shall appoint the Chair prior to the Annual Business Meeting, such appointment to become effective immediately. As soon as practicable thereafter the Chair shall submit a list of appointees for the concurrence of the President.

Every member of the committee shall seek out potential candidates on his or her own initiative. Upon receipt of the name and address of each proposed candidate, the committee member shall forward an official biographical questionnaire for completion and return by the candidate who shall be informed that the nomination is not final, since final selection will preferably be made from amongst a number of candidates.

Prior to June 5th of the year preceding an election year, each committee member shall send the completed candidates' biographical questionnaires to the Chair. The Chair shall then summarize the combined list and poll the entire committee for the final selection of nominees to appear on the ballot.

Prior to June 12th of the year preceding an election year, each committee member shall communicate selections for each office to the Chair, who will collate and communicate the results to the entire committee. Where ties exist, the Chair shall attempt to resolve a clear decision, but shall retain the right and duty to cast the tie-breaking vote, if necessary.

Prior to June 15th of the year preceding the election, the Chair shall submit the Atlantic District Nominating Committee Report to the NMRA National Nominating Committee Chair. The report shall include the names of candidates considered for nomination and for candidates not nominated, the reason they were not nominated.

Prior to July 1st of the year preceding an election year, the Chair shall notify candidates for the position of Atlantic District Director whether or not they have been nominated by the committee. Notification to any candidate not nominated by the committee will include the reason that the candidate was not nominated and receive instructions for being placed on the ballot by petition as specified in Section D-3 of the CPPM. The National Nominating Committee Chair will be copied on all correspondence to the candidate.

- D. The **Pacific District Nominating Committee** Chair shall be appointed by the President with the concurrence of the President of each Region that has members residing in the Pacific District, as defined in Section E of the CPPM. National directors or other officers may propose the Chair. The committee shall be composed of the Chair and at least six members appointed by the chair with the concurrence of the President of each Region that has members residing in the Pacific District, as defined in Section E of the CPPM, with representation of each region that has members residing in the Pacific District, as defined in Section E of the CPPM, and the National Nominating Committee Chair (non-voting).

No Chair of the: Pacific District Nominating Committee shall be a national director or national officer.

The appointments of the entire committee shall terminate upon the official closing of the ballot as defined in this Section of the CPPM unless specifically notified otherwise.

The function of the Pacific District Nominating Committee is the selection of a slate of candidates for Directors and Officers. This slate shall combine the best features of stability through continuity in service of proven performers in office and of a continual freshening of outlook by blending promising new blood into the national organization.

1. The committee shall solicit, investigate, and, when possible, nominate at least two candidates for the position of Pacific District Director. The committee should also solicit candidates for the positions of President, Vice President and At-Large World-Wide Director. The positions of President, Vice President and At-Large World-Wide Director, which are open for nominations from any district, shall be subject to nominations from the National Nominating Committee as well as the NMRA Canada Nominating Committee, Atlantic District Nominating Committee, and the Pacific District Nominating Committee.
2. The committee shall be appointed and commence its work so as to enable it to render the Pacific District Nominating Committee Report to the NMRA National Nominating Committee Chair by June 15th. The report shall include the names of candidates considered for nomination and for candidates not nominated, the reason, or reasons they were not nominated.
3. Anyone considered for nomination for any office must be an NMRA member in good standing, have a class of membership other than Family, RailPass, or Corporate Membership, reside in the defined geographical area, and continue as a member in good standing throughout the term of office.
4. The Pacific District Nominating Committee Chair shall:
  - a. Provide the Pacific District Nominating Committee's report to the National Nominating Committee Chair.
  - b. Assist the National Nominating Committee with the maintenance of the Official Biographical Questionnaire.
  - c. Notify candidates for the position of Pacific District Director of the decisions of the nominating committee.
  - d. Be included on notifications to candidates for the positions At-Large North American Director and At-Large World-Wide Director.

#### **Timeline of Activities of the Pacific District Nominating Committee**

The President, or the incoming President in a year of change of Officers, shall appoint the Chair prior to the Annual Business Meeting, such appointment to become effective

immediately. As soon as practicable thereafter the Chair shall submit a list of appointees for the concurrence of the President.

Every member of the committee shall seek out potential candidates on his or her own initiative. Upon receipt of the name and address of each proposed candidate, the committee member shall forward an official biographical questionnaire for completion and return by the candidate who shall be informed that the nomination is not final, since final selection will preferably be made from amongst a number of candidates.

Prior to June 5th of the year preceding an election year, each committee member shall send the completed candidates' biographical questionnaires to the Chair. The Chair shall then summarize the combined list and poll the entire committee for the final selection of nominees to appear on the ballot.

Prior to June 12th of the year preceding an election year, each committee member shall communicate selections for each office to the Chair, who will collate and communicate the results to the entire committee. Where ties exist, the Chair shall attempt to resolve a clear decision, but shall retain the right and duty to cast the tie-breaking vote, if necessary.

Prior to June 15th of the year preceding the election, the Chair shall submit the Pacific District Nominating Committee Report to the NMRA National Nominating Committee Chair. The report shall include the names of candidates considered for nomination and for candidates not nominated, the reason they were not nominated.

Prior to July 1st of the year preceding an election year, the Chair shall notify candidates for the position of Pacific District Director whether or not they have been nominated by the committee. Notification to any candidate not nominated by the committee will include the reason that the candidate was not nominated and receive instructions for being placed on the ballot by petition as specified in Section D-3 of the CPPM. The National Nominating Committee Chair will be copied on all correspondence to the candidate.

### **National Officers and Directors Election Procedures**

#### **A. National Officers and Directors elections shall be conducted as follows.**

The date for announcing Director and Officer Election results shall be no later than 60 days prior to the Summer Board of Directors (BOD) Meeting and the Annual General Meeting (AGM) respectively. This is to allow the elected Director(s) and Official(s) sufficient time to make travel arrangements and prepare for their responsibilities. The Secretary will establish the appropriate dates by working backward from the Election Results Announcement Date for all other deadlines for that election year. The dates noted within this section may be revised by the Secretary to comply with the Election Results Announcement Date and will be posted on all available NMRA Communications Tools.

Nominating petitions shall be submitted to the NMRA Secretary no later than September 15th of the year preceding the election. Procedures for petition nomination for elective office are specified in Section D-3 of the CPPM.

The National Nominating Committee shall present its final slate of candidates and statement of qualifications for each candidate to the Secretary no later than October 15th of the year preceding the election.

Notice of nominations and candidates placed on the ballot by petition for the NMRA Canada and NMRA Canada Vice President shall be posted on the website by the Secretary no later than January 10th of the election year. Notice of the nominations shall also be published in the NMRA Magazine.

Unintentional failure to deliver a copy of the Nominating Committee report to a national NMRA Officer, other than the Secretary, shall not invalidate the nominating and election procedures.

1. Election shall be by mail ballot or by any means not prohibited by law and as authorized by the Board of Directors, sent by the NMRA to all members entitled to vote.
2. Election of Officers or Directors, and for other matters that may require attention at that time shall be combined on the same ballot. Only one ballot each year shall be submitted to the membership. The deadline date for returning printed ballots for such an election shall be plainly printed on the ballot. The deadline date for submitting ballots by electronic means shall be plainly indicated on the ballot.
3. Ballots for the election of Officers and Directors, and for such other matters as may require attention at that time, shall be compiled by the Secretary and distributed to the ballot committees participating in the election not later than January 25th of the election year.
4. The printed or, as authorized by the Board of Directors, electronic ballot shall be so arranged that the candidates will be listed in alphabetical order submitted by the National Nominating Committee shall be listed first and nominated by petition shall follow in order of receipt of petitions, and a final blank line shall be provided for a write-in candidate for each office. Qualifications of candidates submitted by the Nominating Committee and by petition shall be included on electronic ballots and enclosed with printed ballots.
5. The printed or, as authorized by the Board of Directors, electronic ballot shall list the candidates for President of NMRA Canada and Vice President of NMRA Canada in the same manner as the other candidates for national office. Notwithstanding the fact that the Vice President of NMRA Canada is not an officer of the NMRA, the candidates for this office shall be listed immediately after the candidates for President of NMRA Canada.
6. For all ballot committees participating in the election, the Secretary will provide a list of members eligible to vote and residing in the district of the ballot committee no later than January 25th of the election year.

7. The Secretary will supervise voting by electronic means for all districts participating in the election.
8. The NMRA Secretary will provide to the Chair of all ballot committees participating in the electronic the results of voting by electronic means.
9. Only completed printed ballots returned to the Ballot Committee Chair postmarked before midnight, March 1st (or the first legal business day thereafter), shall be counted. Ballots received by the Ballot Committee Chair after midnight March 10th shall not be counted, regardless of the date of the postmark. These dates shall also apply to ballots mailed to members of this committee located at points authorized by the Board of Directors, and such ballots shall be tabulated and forwarded to the Ballot Committee Chair as soon thereafter as possible. Such tabulation shall not be considered as late under restrictions of this section.
10. Only ballots submitted by electronic means before midnight, March 1st shall be counted.
11. The returned ballots shall be safeguarded and the results remain secret until the deadline date for returning ballots has elapsed. Final results of the balloting shall be announced after approval by the Board of Directors and. The results shall be published in full in the first available issue of the NMRA Magazine and all other official news organs following the election. Upon approval by the Board of Directors at the next Summer Board of Directors meeting the ballots shall be destroyed after presenting the balloting results to the membership in attendance at the Annual Business Meeting.

#### **Regional Advisory Council Director Election Procedures**

- B. The Regional Advisory Council (RAC) Director Election shall be conducted as follows.
  1. The National Nominating Committee Chair shall appoint a member of the RAC to serve as Chair of the RAC Director Election Committee, subject to the concurrence of the President.
  2. The Committee shall consist of a Chair appointed by the National Nominating Committee Chair and two members appointed by the Chair. Those members shall be current or previous members of the RAC.
  3. The RAC Director Election Committee Chair shall poll the members of the RAC for the names of at least two candidates. The Chair shall forward a copy of the official biographical questionnaire to those named candidates willing to run and shall retain copies of the completed questionnaires.
  4. Prior to September 15th of the year preceding an election year, the Chair of the RAC Director Election Committee shall submit a written report to the Secretary with a copy to the National Nominating Committee Chair.



5. Prior to October 1st of the year preceding an election year, the Chair of the RAC Director Election Committee shall prepare and send to the members of the RAC the biographies of the candidates and a ballot form.
6. The ballots of the RAC members shall be returned to the Chair by December 1st of the year preceding an election year, and the election will be considered closed as of that date. The Chair will tabulate the results and forward the final results to the Secretary by December 31st of the year preceding an election year.
7. Release of election results is the responsibility of the Secretary.

The Directors and Officers shall be elected according to the table below:

<b>2024, 2027, 2030, etc.</b>	<b>2025, 2028, 2031, etc.</b>	<b>2026, 2029, 2032, etc.</b>
North American At-Large	World-Wide At-Large	RAC
Pacific	Atlantic	Canada
Eastern	Western	Central
President, Vice-president		

Subsequent cycles of election years shall be automatically extended based upon the 3-year term requirements of the By-Laws.

[Note: The following is a synopsis of this section and is not a part of the formal policy]

### **The Nominations Election Timeline Summary:**

#### Year Prior to the Election

The National Nominating Committee will publish its report no later than July 1st of the year preceding the election.

Nominations by petition shall be allowed no later than September 15th of the year preceding the election.

July 1st	The National Nominating Committee publishes its report
September 15th	RAC submits their list of candidates.
September 15th	Final day for petitions to be received by the Secretary.
October 15th	The final slate for Directors and Officers received by the Secretary.
December 1st	RAC election completed.
December 31st	RAC election results reported to the Secretary.

#### The Election Year

January 10th	Candidates Statements posted on the website.
January 25th	Final day to send ballots to ballot committees.
January 25th	Final day to send voter lists to ballot committees.
February 1st	Final day to send ballots to the members.

March 1st      Final day to mail ballots.  
March 10th    Final day for receipt of ballots  
April 1st      Election results must be announced and posted on the website and printed in the first available *NMRA Magazine*.

Official statements of qualifications for candidates nominated for the national ballot shall be allowed up to 400 words.

All candidates for any of the aforementioned National posts shall abide by the policy concerning campaigning for election as set out at Section C-13 above.

### **D-3-3** **HONORS AND AWARDS POLICY**

#### **Part 1. Honors Committee.**

The Honors Committee shall consist of a Chair appointed by the Secretary and of such anonymous members as the Chair may deem necessary to appoint. The Committee shall be responsible for awarding of the honors specified in this Part according to the specified criteria, and shall submit to the Board of Directors nominations for such awards at each winter BOD meeting (excluding the Pioneer and President's Awards).

1. HONORARY LIFE MEMBER (HLM) - Honorary Life Membership is the highest honor the NMRA can bestow upon one of its present or past members. It shall be given only in recognition of outstanding elective or voluntary service to the NMRA at the national level.

2. DISTINGUISHED SERVICE AWARD (DSA) - The Distinguished Service Award may be awarded to those who have, directly or indirectly, member, or non-member, given outstanding service to the hobby.

3. NMRA FELLOW (FA) - The Fellow of The NMRA Award may be granted to those individuals in the NMRA who have fostered membership in the NMRA and the hobby and have promoted an advanced social interaction and as well as other social benefits of the hobby.

4. NOMINEES FOR AWARDS FOR HLM, DSA and FA – The Honors Committee shall establish an annual nomination period of at least one month in duration. Within the nomination period, the Chair of the Honors Committee shall accept nominations, for HLM, DSA and FA, from any NMRA member, communicated in writing via e-mail or post and postmarked or received within the nomination period. The Honors Committee shall arrange the publication, beginning at least three months before the ending date of the nomination period, in one or more official NMRA publications, of one or more statements announcing the starting date, ending date, purpose of the nomination period, and an email address and a postal address. The postal address may be the NMRA headquarters address or the address of a member who is authorized to accept nominations on behalf of the Honors Committee. The Chief Administrative Officer or a

designee thereof shall forward all nominations received at the NMRA headquarters address to the Chair of the Honors Committee within one week after the ending date of the nomination period. The Honors Committee shall review the qualifications of the individual(s) proposed, determine qualified nominees, if any, and shall recommend the qualified nominees to the Board of Directors for acceptance.

## **Part 2. Pioneer Awards Committee.**

The Pioneer Award recognizes those individuals who have had a profound impact on the hobby of model railroading, primarily in the area of producing products that were revolutionary, innovative or made significant improvements.

A Board of Directors committee denoted the Pioneer Awards Committee shall endeavor to award annually at least one Pioneer Award. The Board of Directors shall appoint a Chair of the Pioneer Awards Committee. The Chair of the Pioneer Awards Committee shall select as many members of the Pioneer Awards Committee as is considered necessary, in an odd number of committee members. Any NMRA member, officer, or director is eligible to serve on the Pioneer Awards Committee. At least one member of the Pioneer Awards Committee shall be an officer, director, or employee of significant responsibility of a commercial manufacturer or supplier of model railroad products or services of any kind.

The Pioneer Awards Committee shall submit to the Board of Directors nominations for such awards at each winter BOD meeting.

## **Part 3. President's Awards**

The following awards are the sole responsibility of the President:

1. PRESIDENT'S AWARD (PA) - Each year the President may select recipients of this award, given by the President for outstanding service to the NMRA.
2. PRESIDENT'S AWARD FOR DIVISION SERVICE – Each year, each Region will select one member to be honored for their unsung service to their Division within the Region.

## **Part 4. Other Awards**

MERITORIOUS SERVICE AWARD (MSA) - The Meritorious Service Awards reflect dedicated and long-term service by a member for participation in one or more of the various departments and/or committees of the Association. Any nomination must be made in writing to or by the respective Department Manager or Committee Chair. Where a committee is a part of a department, that nomination must be passed to the Department Manager. The Department Manager, or Head of Department where appropriate, or the chair of any standalone committee, shall approve all awards for their department or committee and submit them to HQ for award preparation.

#### **D-3-4**

### **NATIONAL MEMBERSHIP LISTS AND MAILING LABEL POLICY**

In order to help the Regions maintain a mailing list of all members in their area and to assist them in notifying all members of future Region and Division events, the Administration Department shall supply each Region Secretary or other designated Regional official with monthly Master Status Reports of all NMRA members residing within the Region.

The membership list and/or mailing labels of the NMRA shall be made available to the Regions and Divisions of the NMRA, and to other model and prototype railroad clubs and associations, as approved by the BOD, for the purpose of notifying NMRA members of model and prototype railroad activities which are going to take place in which they may be interested. The NMRA Treasurer and Chief Administrative Officer will determine charges for lists and labels.

Mailing labels will be made available, with prior BOD approval for one-time use, to commercial enterprises for the dissemination of model and prototype materials, supplies, publications, and activities. Evaluation of each proposed is first obtained from a committee of three persons appointed by the NMRA Secretary as a committee of the Office of the Secretary to be called the Commercial Mailing List Review Committee. The NMRA Treasurer and Chief Administrative Officer shall determine charges for the labels.

## **D-4**

### **CHIEF FINANCIAL OFFICER/TREASURER**

#### **D-4-1**

#### **CFO DUTIES**

The NMRA Chief Financial Officer/Treasurer shall be bonded by a regular established bonding company satisfactory to the Board of Directors and for such amount as the Board may determine. The expense of such bond shall be borne by the NMRA. All disbursements of the NMRA funds shall be made by the CFO/Treasurer or an authorized designee, generally the Chief Administrative Officer. The duties of the NMRA CFO/Treasurer and their designates shall be as follows:

1. Monitor and review the record of all funds received and funds paid out by the NMRA.
2. Prepare a written financial report prior to the opening date of the winter BOD meeting, at the end of each fiscal year, and prior to the summer BOD meeting
3. Prepare financial reports so arranged as to show separately the transactions of each fiscal year. The fiscal year shall run from January 1 to December 31.
4. Chair the Budget Committee and be a member of the Finance and Investment Committees.
5. Have the financial records audited by an independent Certified Public Accountant at the close of each year, the cost of such audit to be paid for by the NMRA. The Auditor's report and all written financial statements shall be sent to the Administration Department for permanent filing with copies sent to the Board of Directors, the Finance Committee Chair, and a copy posted on the member's only section of the NMRA website.
6. Set up such depository bank accounts as required for the convenience of those persons who receive the NMRA funds. All such funds shall be immediately deposited upon receipt. These depository bank accounts shall not be subject to withdrawals by the same person making the deposit.
7. Make or have made disbursements by checks or electronic transfer drawn on one of the depository or other bank accounts upon receipt of an approved invoice. Except for disbursements of funds with respect to the Meetings and Trade Shows Department or previously contracted services (such as for the magazine expenses), the Treasurer shall countersign any disbursements in excess of \$20,000. All invoices must be approved by the person responsible for the expenditure, and must be accompanied by a detailed analysis, or prescribed form of the invoice as required by the Treasurer and Chief Administrative Officer.
8. Persons authorized to make miscellaneous expenditures using personal funds may be reimbursed in a similar manner. Bank account statements shall be received and reconciled by a person not authorized to draw checks on the account.

9. The Board of Directors, by a two-thirds majority vote, shall approve of the appointment of an Assistant(s) to the Treasurer if so requested.

## **D-4-2 FINANCIAL POLICY**

The duties and responsibilities of the Treasurer of the NMRA are described in Section D-4-1 above.

In addition to the Office of the Treasurer, the NMRA President with the approval of the Board of Directors should appoint an Assistant to the Treasurer. The Assistant to the Treasurer shall, in the absence of the Treasurer, perform the function and duties of the Treasurer. In no event shall the Assistant to the Treasurer receive travel reimbursement except in the absence of the Treasurer.

It is the policy of the National Model Railroad Association that all financial transactions be reflected in and based on an annual budget. The budget shall be prepared by the Treasurer/Chief Financial Officer (CFO), reviewed and agreed by the Budget & Finance Committee and approved by the Board of Directors (BOD) at the winter meeting near the beginning of the fiscal year. The fiscal year shall coincide with the calendar year.

It shall be the policy of the NMRA to set fees and charges, which are a condition of membership in the Association. These fees and charges shall be proposed by the Treasurer/CFO and be approved by the Board of Directors.

The Treasurer/CFO of the NMRA or his designee will reimburse members for expenditures made for, or pay vendors for, such items as are authorized in the annual budget and as are approved by a Department Manager, an Officer, the CFO, or the Chief Administrative Officer (CAO).

All financial procedures shall be set out in the "HQ Operations Manual".

There are certain assets or "Funds" of the NMRA that are designated for specific limited usage by the BOD. The BOD will make decisions as to the purposes and the means of supporting each Fund. None of the Funds are supported by member dues. The CFO will make annual and/or semi-annual reports to the BOD on the status of each Fund.

1. **Life Service Obligation Fund (LSOF):** The Life Service Obligation Fund principal and any income designated by the BOD for the LSOF shall be used only for the payment of life account dues and subscriptions. The LSOF is made up of the original payments made by members for Life Memberships plus additional income streams designated by the BOD less the annual withdrawals to provide Life Member services. A summary of changes in the LSOF balance for the previous year shall be prepared annually and presented to the Board of Directors at the winter meeting. (Note: The LSOF and the NMRA Investment Portfolio are separate entities. Income from the Investments and bank interest is, by current BOD policy, added to the LSOF balance each year.)

2. **Heart of America Fund**: The Heart of America Fund underwrites the initial cost of NMRA fund raising projects. It was established with permanent donations from the Mid-Continent Region, the Turkey Creek Division of MCoR, the Gateway Division of MCoR, and the NMRA. Its capitalization is \$50,000. Funds are used to purchase items and the initial sales are then returned to the fund to restore it. Semi-annual reports are sent to each of the contributing organizations.
3. **Diamond Club Fund**: The Diamond Club Fund provides the member benefit of online electronic access to the NMRA's large collection of drawings, photographs, and other images. The images will be scanned and be available online for purchase. The funding and support of the Diamond Club shall only be by specific member donations and the sale of images.
4. **BOD Reserve & Endowment Fund**: The BOD Reserve & Endowment Fund was established to set aside assets that could be used for one-time opportunities or to fund major one-time expenses. Assets are periodically added to the Fund on the recommendation of the CFO and monies in the Fund can only be used for non-ongoing one-time expenses. These assets are not to be used for operational expenses.
5. **Howell Day Museum Fund**: The Howell Day Museum (HDM) Fund contains assets specifically designated for the HDM, including donations, sales of HDM merchandise, fundraising efforts, HDM investments, and bequests. The HDM Fund alone supports the Gallery of Scale Model Railroading exhibit at the California State Railroad Museum. All costs associated with HDM are paid by the fund.
6. **Dean Freytag Industrial Model Contest Award Fund**: Memorial donations of \$800 established this Fund in Dean Freytag's honor. The Fund will purchase a contest award each year that is awarded to the best industrial model in the annual contest as determined by the Contest Manager. The Award will be discontinued when the fund is depleted.

It is the policy of the NMRA to establish the annual budget during the winter BOD meeting with at least three per cent (3%) retained earnings, i.e., budgeted expenses shall not exceed 97% of budgeted revenues unless otherwise specifically directed by the Board of Directors.

### **D-4-3**

#### **TRAVEL AND ROOM REIMBURSEMENT POLICY**

1. **TRAVEL EXPENSE**: It shall be the policy of the NMRA to reimburse the associated travel expenses of employees and volunteer workers traveling on necessary and authorized business of the NMRA.

It shall be the intent of this policy to compensate reasonable costs in excess of normal daily expenses. Travel authorization shall be by an action of the Board of Directors; by the President in the case of Department Manager; or by the Department Manager when travel funds are contained within their current approved NMRA Budget.

The CFO will define the rates of travel, lodging, and per diem for meals.

2. Directors or properly appointed proxies of the Directors shall be reimbursed the cost of their travel for attending regularly scheduled meetings in accordance with the following guidelines:

They shall be reimbursed for their actual travel expenses up to the amount of the round trip Air Coach fare (one stop) from their home to the site of the meetings upon their request and submission of travel receipts and proof of their attendance at the meeting, and a review of their expenses by the CFO or CAO.

3. At the discretion of the NMRA President, and upon direct invitation, the Department Managers, the *NMRA Magazine* Editor, and the Chairs of specific committees, individually or as a group, may be invited to attend such regularly scheduled Board of Directors Meetings. If so requested, they shall be reimbursed in the same manner as outlined herein.
4. Subject to funding in the approved annual Budget, the NMRA will reimburse one-half of the hotel room cost incurred by a person who is required or invited to attend a meeting which is required by the NMRA By-Laws or authorized by the NMRA President. This reimbursement will be for a standard room at the rate set by the NMRA at the place where such meeting is held while attending the meeting or in the alternative, one-half of the actual cost of the room at another location, whichever is less. Reimbursement will be for the nights necessary to attend the meeting as determined by the Chief Financial Officer.
5. The CFO/Treasurer will arrange a wire transfer or other satisfactory method of airfare reimbursement in US dollars for Directors and invited guests traveling from outside the USA and Canada (Section 2 above). If the amount received via the wire transfer differs from the amount claimed, the Director or invited guest will advise the CFO/Treasurer and reach settlement at the meeting.
6. The BOD will pre-approve any International or extraordinary travel that may be of direct benefit to the NMRA after consultation with the CFO.
7. The CFO and Lead Director will approve any exceptions to this policy.

#### **D-4-4** **INVESTMENT POLICY** (Amended 2/18/2017)

**STATEMENT OF PURPOSE:** This policy creates a framework that will provide growth and stability consistent with the current needs of the Association, while maintaining the purchasing power of the NMRA investments for the future. The duties and responsibilities of the Investment Committee are defined, and investment objectives, goals, and guidelines have been established to manage the funds for the exclusive benefit of the Association.



## **RESPONSIBILITIES OF PARTIES:**

### **A. Responsibilities of the Investment Committee**

1. Select an appropriate investment firm to oversee NMRA investments and provide perspective on NMRA investments.
2. Monitor the NMRA investment's compliance with all laws, rules, and By-Laws.
3. Determine risk tolerance objectives for the investments consistent with Investment Committee-defined obligations and constraints.
4. Determine an asset allocation policy.
5. Specify asset-share ranges by major asset classes.
6. Define a portfolio rebalancing strategy to effect compliance asset-share ranges.
7. Set reporting frequency and format for reports on investment activity.
8. Select any necessary administrative, custodial, consulting, legal counsel, and service providers as required to prudently monitor, evaluate, safe-keep, and transfer securities.
9. Recognize their role as policy makers and advisors on strategic investment matters, and the CFO's role as tactical executor of those policies in selecting specific investments for the Fund.

### **A. Responsibilities of the CFO/Treasurer**

1. The CFO/Treasurer is expected to adhere to the goals, objectives, and guidelines set forth by the Investment Committee.
2. The CFO/Treasurer shall have discretionary authority to make and execute investment transactions.
3. The CFO/Treasurer shall report all transactional activity on a semiannual basis (winter and summer BOD meeting reports) to the Investment Committee and the BOD.
4. The CFO/Treasurer or designee shall vote all proxies on investments held by the NMRA unless otherwise directed by the Investment Committee.
5. The CFO/Treasurer shall act as a responsible fiduciary in all matters relating to NMRA investments.

## **INVESTMENT OBJECTIVES:**

The following objectives are listed in order of priority:

- A. Long-Term Growth of Capital - Asset growth, exclusive of contributions and withdrawals, should be consistent with relevant market indices.
- B. Preservation of Purchasing Power - Asset growth, exclusive of contributions and withdrawals, should at least match the rate of inflation.
- C. Total Return – As a target, the investments should achieve on an annualized basis, over a rolling three-year period, a return of 6 percent (6%) of the fiscal year end value of the fund.

#### **INVESTMENT GUIDELINES:**

The Investment Committee recognizes that risk, volatility, and the possibility of loss in purchasing power, are present to some degree in all types of investment vehicles. While high levels of investment risk are to be avoided, the assumption of risk is warranted and encouraged in order to allow the CFO/Treasurer the opportunity to achieve satisfactory long-term results consistent with objectives and character of the investment.

##### **A. Qualifying Assets**

All assets selected for the portfolio must have a readily ascertainable market value, and must be readily marketable. In order to provide flexibility to invest in various types of assets, the following lists of types of assets are among those approved for investment:

- 1. Equities:
  - a) Common Stocks
  - b) Convertible Securities including Debentures
  - c) Foreign securities
  - d) Real Estate Investment Trusts (REIT)
- 2. Fixed Income Investments:
  - a) U.S. Government and Agency bonds, notes, and bills
  - b) Corporate Bonds
  - c) Preferred Stocks
  - d) Exchange Traded Securities
- 3. Cash and Equivalents
  - a) Commercial Paper
  - b) Certificates of Deposit
- 4. Mutual Funds - Approved in advance by the Investment Committee
- 5. Money Market Funds associated with the brokerage account.
- 6. The following types of assets or transactions are expressly prohibited:
  - a) Commodities

- b) Futures and Options
- c) Private Placements
- d) Warrants
- e) Securities Purchased on Margin
- f) Short selling
- g) Real Estate (except for bequests and donations)
- h) Venture Capital

## B. Asset Allocation

It shall be the policy to invest the assets in accordance with the maximum and minimum range for each asset category as stated below:

Target ranges, by Asset Class

Asset Category	Minimum-Maximum	
a). Equities (Domestic and International	<u>40</u>	<u>80</u>
b). Mutual Funds and Exchange Traded Products	<u>10</u>	<u>45</u>
c). Cash and equivalents:	<u>0</u>	<u>50</u>
d). Others	<u>0</u>	<u>0</u>

The Asset Mix policy and acceptable minimum and maximum ranges established by the Investment Committee represent a long-term view. As such, rapid and significant market movements may cause the Fund's actual asset mix to occasionally fall outside the policy range, but it is expected that any divergence should be of a short-term nature.

## C. Portfolio Rebalancing

1. Portfolio balance (relative to target ranges) will be reported semi-annually at the winter and summer BOD meetings.
2. Rebalancing may be desired when the target asset class balance and the actual asset class balance differ by more than ten percentage points of that class' target allocation. It is anticipated that rebalancing will occur no more frequently than every twelve months.
3. Rebalancing of overall asset classes will be achieved in the most cost-effective manner and be determined and managed by the CFO/Treasurer.

## D. Investment Limits, by Class

1. Equity Investments
  - a). Diversification - Investments shall be made in companies within industries across economic sectors, as defined by Standard & Poor's.

- b). Quality and Marketability - Common and convertible preferred stocks should be of good quality and listed on either the New York, or NASDAQ Exchanges or major overseas exchanges, where appropriate.
  - c). Concentration by Issuer
    - 1) No more than 20% of total equity fund assets shall be invested in the securities of any one issuing corporation or fund at the time of purchase.
    - 2) No more than 25% of the market value of total equity portfolio assets should be invested in any one industry at the time of purchase.
2. Fixed Income Investments
- a). Quality - Marketable bonds must be rated A- by Standard & Poor's and A3 by Moody's or higher at the time of purchase.
  - b). Concentration by Issuer
    - 1). No limitations are placed on investments in U.S. Government guaranteed obligations (including fully guaranteed Federal Agencies).
    - 2). Investments in any one issuer (excluding fully guaranteed U.S. Government securities) shall not exceed 10% of total fixed income portfolio assets based on market value at the time of purchase.
    - 3). Issues should be at least \$100 million par value.
3. Cash and equivalents
- a). U.S. Treasury Bills - Investment unlimited as a percent of fund assets.
  - b). Commercial Paper  
Quality – A1 by S&P; or P1 by Moody's
  - c). Certificate of deposit  
Quality - The debt of the bank must be rated AA by S&P or Aa by Moody's or the CD must be entirely insured by FDIC, including principal and interest.
  - d). The limitations in b and c above do not apply to the association's ownership of recognized money market funds

## **CHANGES/ALTERATION**

The Investment Committee will periodically review all aspects of this policy annually and make recommendations for changes, as it deems necessary and prudent to the Board of Directors for acceptance or rejection.

**D-4-5**  
**AUDITS AND AUDIT CHECKLIST**  
(Amended 2/21/2015)

The Treasurer/CFO will cooperate with the Chief Administrative Officer in the conduct of appropriate audits, including completing an annual review of internal controls in accordance with the current Audit Checklist (Attachment A). Within 90 days after the close of each fiscal year of the Association, a copy of the completed Audit Checklist will be furnished to the Chair of the Audit Committee. A copy of the current version of the Audit Checklist, as revised from time to time by the CFO after discussions with the outside auditors, shall be set out as Exhibit A in this Section.

This gives authority to the Treasurer to make such language modifications as required to make the section consistent with any changes recommended by the auditors.

Attachment A  
Audit Check List for NMRA

CASH

	Y	N	N/A	Comments
1. Does the Board of Directors authorize all bank accounts and check signers?				
List of Accounts and Authorized Signers on attached page?				
2. Is the bank immediately notified of all changes of authorized check signers?				
3. Are employees handling cash bonded?				
<b>Cash Receipts</b>				
4. Is incoming mail opened and receipts listed in duplicate by two or more persons?				
5. Are checks restrictively endorsed "for deposit only" by the individual who opens the mail when received?				
6. Are receipts (checks and currency and credit cards) deposited within two business days?				
7. Do adequate physical controls exist over cash receipts from time of mail opening until time of bank deposit?				
8. Are post-dated checks, disputed items, unidentified receipts, NSF checks, checks charged back by banks, and similar items received and investigated?				

	Y	N	N/A	Comments
9. Is the general cashier function segregated from the general ledger and subsidiary ledger functions?				
10. When required by funding sources, are restricted funds deposited to separate bank accounts or tracked separately? List such accounts: - Howell Day Museum - Diamond Club - Life Service Obligation Fund - Dean Freytag Contest Fund				
11. Are currency receipts properly reconciled to the totals of cash registers, pre-numbered receipts, or other devices?				We do not handle currency.
12. Is the cashing of checks out of currency receipts prohibited?				
<b>Cash Disbursements</b>				
13. Are all disbursements (including payroll), except petty cash disbursements, made by check?				
14. Checks:				
a. Are checks pre-numbered and used in sequence?				
b. Are controls over blank checks adequate?				
c. Is there a specified custodian for blank checks?				
15. Check preparation:				
a. Are checks prepared by specified employees who are independent of voucher or invoice approval?				
b. Prior to preparing checks, are the following compared:				
(1) Purchase order?				

	Y	N	N/A	Comments
(2) Receiving report or Confirmation of Receipt?				
(3) Vendor invoice?				
c. Are checks prepared from an original vendor invoice only and not from a vendor statement?				
d. Is there a clearly defined approval process?				
e. Are checks recorded in the disbursements journal as prepared?				
f. Are all check numbers accounted for?				
g. Are voided or spoiled checks properly marked "VOID" across the check face and retained?				
h. Are checks made payable to specified payees and never to cash or bearer?				
i. Does all supporting documentation accompany checks presented for signature?				
j. Are all supporting documents properly canceled at time of signature to prevent duplicate payment?				
k. Do only persons authorized to prepare checks have access to blank checks?				
16. Check signing:				
a. Are check signers authorized by the Directors?				
b. Are there dollar limits for checks with only one signature? (\$20,000)				
c. Are checks over those limits countersigned except if covered by a contract?				
d. Are authorized check signers independent of voucher preparation and approval for payment?				
e. Are disbursements that require special approval by funding sources, or the President, Vice President or the Directors properly documented?				
f. Is signing blank checks prohibited?				
g. After checks are signed, are they secured until mailed?				
<b>Reconciliation</b>				

	Y	N	N/A	Comments
17. Are bank accounts reconciled within a timely specified period after the end of each month?				
18. Are reconciliations made by someone other than persons who participate in the receipt or disbursement of cash?				
19. Does a responsible individual receive the bank statements unopened from the banks?				
20. Are completed bank reconciliations reviewed by a responsible official?				
a. Is the review documented by initialing and dating the reconciliation?				
21. Are checks outstanding for over 90 days:				
a. Periodically investigated?				
b. Payment stopped and an entry made restoring such items to cash?				

#### PETTY CASH



	Y	N	N/A	Comments
1. Is responsibility for each petty cash fund assigned to only one designated person at a time?				
2. Are petty cash funds segregated from other cash?				
3. Is there a prohibition against petty cash disbursements over a specified amount?				
4. Custodian:				
a. Is the custodian independent of employees who handle receipts?				
b. Is the custodian bonded?				
5. Vouchers/Expense Reports:				
a. Is a pre-numbered voucher used for all disbursements?				We use expense reports instead of vouchers.
b. Are expense reports completed in full in ink or otherwise in such manner that would make alterations difficult?				
c. Are expense reports approved by a responsible employee other than the custodian?				
d. Are amounts of expense reports spelled out?				
e. Are expense reports properly supported by invoices or cash register tapes?				
f. Are all withdrawals from the petty cash fund within the guidelines of the procedures manual?				
6. Reimbursements:				
a. Is there an adequate review of the reimbursement vouchers before reimbursements are made?				
b. Are reimbursement vouchers and attachments canceled at, or immediately following, the signing of the reimbursing check, so that they cannot be reused?				
7. Is the petty cash fund periodically counted by someone independent of the custodian?				

8. Is the cashing of employee checks out of the petty cash fund prohibited?				
<b>Specific Department Audits - Publications Department</b>				
1. Are column inches of advertising in an issue of the <i>NMRA Magazine</i> compared to invoices for inches of advertising in the issue?				

Version 2025

**D-4-6**  
**ASSET CAPITALIZATION**  
(Amended 7/2/2016)

All assets with an initial installed value of greater than \$25,000 shall be capitalized and depreciated.

The CFO shall determine and assign an appropriate service life and scrap value for depreciating capital assets.

The CFO is authorized to approve all capital asset purchases with an initial installed value of less than \$25,000.

The BOD will approve all capital asset purchases with an initial installed value equal to or greater than \$25,000.

In an emergency and with the agreement of the NMRA President, the CFO is authorized to take action if the initial installed value is equal to or greater than \$25,000 and then to report such action to the BOD within 30 days

The CFO will report all capital purchases with an initial installed value of greater than \$10,000 to the BOD at the next BOD meeting.

# Section E

## BOARD OF DIRECTORS

1. The Board of Directors of the NMRA shall consist of nine members as set forth *infra* in the following paragraphs. The Directors may caucus independently prior to the formal Board Meetings. The NMRA President shall preside over all sessions of the Board of Directors. The Lead Director shall serve as Chair for the Directors' Caucus.
2. Five of the position on the Board of Directors shall be district-elected positions, which districts are defined as follows:
3. The Eastern District is defined as the states of Florida, Georgia, South Carolina, North Carolina, Virginia, West Virginia, Maryland, Delaware, Pennsylvania, New Jersey, New York, Connecticut, Rhode Island, Massachusetts, Vermont, New Hampshire, and Maine; and the District of Columbia.
4. The Western District is defined as the states of Alaska, Hawaii, Washington, Oregon, California, Idaho, Nevada, Montana, Utah, Arizona, New Mexico, Colorado, Wyoming, North Dakota, South Dakota, Nebraska, Kansas, Oklahoma, Louisiana, Arkansas, Missouri, and Texas.
5. The Central District is defined as the states of Minnesota, Iowa, Mississippi, Alabama, Tennessee, Kentucky, Illinois, Wisconsin, Michigan, Indiana, and Ohio.
6. The Atlantic District includes Europe, Mexico, Central and South America, the Caribbean, and Africa.
7. The Pacific District includes Asia, Australia, New Zealand, Japan, and the Middle East.
8. The Board of Directors may adjust said districts based upon changes in member populations of the NMRA. The term "district" is utilized herein as a railroad term of art and to differentiate it from Regions, but shall have no other legal meaning.
9. Each district shall elect one representative to serve on the Board of Directors. Candidates for each district shall be nominated in the manner set forth in Section D-3-3-and any procedures adopted as policy by the NMRA BOD, and with the qualifications set forth therein.
10. There shall be a position on the Board of Directors for a representative of the Regional Advisory Council (RAC). The Regional Advisory Council shall nominate and select a Director for said position in accordance with the procedures in Section D-3-1-B and any further direction by the Board of Directors.
11. There shall be two at-large positions on the Board of Directors. One at-large position shall be voted upon by NMRA members worldwide. The second at-large position shall be voted upon by members only within the United States and Canada (North America).

12. NMRA (Canada) shall have a voting position on the Board of Directors selected in accordance with the existing provisions governing NMRA (Canada).
13. A majority of all qualified Directors shall constitute a quorum of the Board of Directors. A Director is present when he or she appears in person or participates in any manner allowed by law.
14. The nine Directors shall be elected in the manner and under the procedures provided for in Section D-3-3 herein.
15. Directors are responsible for:
  - a. Developing policies for the benefit of all NMRA members.
  - b. Maintaining liaison between the Regions and the NMRA through the use of the Regional Advisory Council, defined herein.
  - c. Keeping the NMRA informed of Region issues and desires.
  - d. Transmitting to the NMRA such recommendations as are made by Region members.
  - e. Performing such duties as required under the laws of the State of Ohio and as fiduciarily required under the Internal Revenue Code for a non-profit corporation under Section 501(c)(3) of said code.
16. The term of office of a Director shall be for three (3) years.
  - a. Directors cannot be elected to more than two consecutive terms.
  - b. Nothing prohibits Directors from running for an additional two terms after leaving office for at least one term.
  - c. The terms of office shall be staggered so that the terms of three Directors expire each year.
  - d. The term limits shall apply at the beginning of a Director's first elected three-year term.
  - e. The term of office for a Director shall begin at noon on the Friday before the start of the summer BOD meeting and continue for a duration of three (3) years until noon of the Friday before the start of the summer BOD meeting after a successor has been elected.
17. The office of a Director or Director-elect shall become vacant upon:
  - a. Receipt of written resignation or evidence of death of the Director or Director-elect by the President of the NMRA, or
  - b. Declaration of vacancy by two-thirds vote of the remaining Directors after presentation of evidence and finding that a Director or Director-elect:
    - 1) Is unable or unwilling to serve;
    - 2) Has violated the Code of Ethics policy;

- 3) Has brought disrepute on the organization by actions in his or her official capacity; or
- 4) Has materially breached his or her duties as Director.

Upon such declaration of such vacancy, pursuant to subparagraphs 17-B, such Director shall be ineligible for any office in the NMRA at any level.

- c. In the event of a vacancy in the office of Director, the NMRA President shall appoint a replacement upon recommendation from the Chair of the appropriate Nominating Committee.

The successor shall serve for the remainder of the term of the former Director.

None of this time period served shall be included or counted toward the limits in Paragraph 11 of this Article.

18. Should an elected officer be suspected of misuse of office, misconduct, detrimental performance, or malfeasance in office, the officer can be removed by the following procedures:
  - a. A written petition against the officer, signed by a majority of the Board of Directors, must be submitted to all members of the Board. Upon receipt by the Board and the officers, the officer will be immediately suspended.
  - b. Within sixty (60) days thereafter, the Board shall meet to hear from the accused and the accusers.
  - c. If the Board feels that the charges are sustained, a three-fourths majority vote in favor of a motion to remove the officer from office will affect the action. If not, the officer shall be reinstated.
19. In the event of a vacancy in the Office of Vice President, the Board of Directors shall appoint a successor who shall hold office for the balance of the term of the person replaced. The Vice President shall assume the office of the President during the absence of the latter; or at his or her written request; or in the event of his or her death, resignation, or incapacitation. In the event the offices of both the NMRA President and Vice Presidents should be vacated by death, resignation, or incapacitation, the NMRA Secretary shall contact Directors by phone or other means to announce the vacancies and obtain replacement recommendations. The NMRA Secretary shall then forward these recommendations to the National Nominating Committee Chair. The National Nominating Committee Chair shall then be responsible for contacting those individuals recommended. Upon acceptance by said individuals, the National Nominating Committee Chair shall compile a slate of candidates for each of the vacant offices. The NMRA Secretary shall then transmit ballots to the Directors, who will vote and return them to the NMRA Secretary for tabulation. Those receiving the most votes will assume office immediately and serve the remaining balance of the terms. This election process should be completed within thirty (30) days.
20. The Directors and Officers of the NMRA shall not hold incompatible offices.

- a. With the exceptions noted infra, a Director of the NMRA cannot simultaneously serve as:
  - 1) An officer or director of a Region,
  - 2) An officer or director of NMRA (Canada),
  - 3) A National Officer or National Department Manager, or
  - 4) A paid employee or paid contractor of the NMRA.
- b. The Regional Advisory Council Director may simultaneously serve as a Region President or Region Vice President, and the NMRA (Canada) Director may simultaneously serve as an officer or director of NMRA (Canada).
- c. The Officers of the NMRA (i. e. the President, Vice President, Secretary, and Treasurer) cannot simultaneously serve as:
  - 1) An officer or director of a Region,
  - 2) An officer or director of NMRA (Canada),
  - 3) A National Officer (in a different capacity) or National Department Manager, or
  - 4) A paid employee or paid contractor of the NMRA.
21. No person can be qualified to run for more than one Director position simultaneously. Nothing, however, prevents a nominating committee from proposing a member who is in the process of obtaining nomination by petition as one of their candidate choices, provided that such nomination shall not interfere with the right of petition.
22. If a Director cannot attend a Board of Directors meeting, he may appoint a proxy to represent the Director position at that meeting only as specified in E-2 below.
23. Upon certification by the Secretary that an election is complete:
  - a. The officer-elect or director-elect will be provided with a written summary of the fiduciary responsibilities of someone in such a position.
  - b. The officer-elect or director-elect will sign and return to the Secretary a confidentiality agreement. This agreement will signify an understanding of, and bind the officer-elect or director-elect to, said fiduciary responsibilities.
  - c. Upon receipt of the signed agreement, the Secretary will arrange for the officer-elect or director-elect to be included in the normal channels of communication of officers and directors. The officer-elect or director-elect will be free to take part in any discussions of the Board of Directors, but will not have the authority to take any action reserved to sitting member
24. The Board of Directors is responsible to the membership for establishing policy matters, which guide the activities and growth of the Association.

25. The Board of Directors shall be the only body exercising any authority over the individual Region organizations.
26. The Order of Business for the regular meetings of the Board of Directors shall be:
  - A. Introductions -- Directors, Officers, staff and observers
  - B. Call for Proxies
  - C. Call to Order
  - D. Roll Call
  - E. Minutes of the Previous Meeting
  - F. Consent Agenda for Director, Officer, Department and Committee Reports
  - G. Corrections/Additions to All Reports
  - H. Budget
  - I. Old Business
  - J. Motions
  - K. New Business
  - L. Motions
  - M. Resolutions
  - N. Proposals
  - O. Convention Business
  - P. Other
  - Q. Adjournment
27. Special meetings of the Board of Directors may be called as provided in the By-Laws.
28. The NMRA President is the Chair at the Board of Directors meetings and any meetings of the BOD where votes are taken. In the President's absence, the Vice President shall act as Chair. In instances when both are known to be absent, the President shall appoint a member of the Board of Directors to serve as Chair.
29. In addition to the summer and winter BOD meetings, electronic or other meetings can be conducted as decided by the Directors. The primary focus will be review of BOD action lists or other business as determined by the BOD.
30. The Board of Directors will select a lead Director who will lead all meetings determined to be for discussion of items and meetings where decisions/votes are not made. The lead Director will chair executive sessions when the President and Vice President are not present.
31. The minutes of a meeting of the BOD shall, as far as practical, be posted on the NMRA website not later than 45 days after completion of the meeting or the national banquet, whichever occurs last. The entire Leadership Team will be included in the approval process. The Secretary is responsible for the implementation of this policy, and shall devise and publish a procedure to the Leadership Team that allows the schedule to be met.



## **E-2**

### **APPOINTMENT OF DIRECTOR PROXY**

If a Director cannot attend a Board of Directors meeting, he may appoint a proxy to represent the NMRA in that meeting only.

1. The proxy must be an NMRA member of the District.
2. Overseas Directors may appoint an elected officer of the NMRA by written proxy to act on their behalf.
3. All proxies shall be a directed vote on agenda items.
4. Notice of the appointment shall be sent to the NMRA President, with a copy to the Secretary. The appointment shall be provided to the President and Secretary prior to the Call to Order of the meeting.
5. The Director shall furnish the proxy with a copy of the agenda.
6. The Director shall acquaint the person appointed by proxy with the agenda of the forthcoming meeting and fully instruct him or her on the issues involved, the manner of voting, and how to discuss each item.
7. As soon after the meeting as practical, the proxy shall report back to the Director all actions.
8. The proxy is entitled to travel reimbursement in place of the Director unless the proxy is claiming reimbursement due to attendance in another capacity.

## **E-3**

### **BOARD OF DIRECTOR MEETINGS**

(Amended 1/15/2005)

1. The Board of Directors meeting will have a meeting schedule distributed with the agenda package. The agenda will include Director reports, Officer reports, Department reports, motions, resolutions, and supporting materials. The agenda package will be distributed no less than 20 days before the start of the meeting.
2. The agenda package will include a meeting schedule with the following elements:
  - a. Specific starting and ending times for each day.
  - b. Lunch and dinner recesses as appropriate.
  - c. Scheduled breaks.
3. The meeting will follow the Order of Business after the Directors' caucus the first evening.
4. Committees – during the second day, time will be reserved for committee meetings if practical. The Secretary will schedule adequate time based on the needs of the committee chairmen.

5. Executive Session – the Secretary will determine the need and reserve time in the meeting schedule. All reports from the Executive Session will not be posted on the web page or distributed outside the Board of Directors.
6. Participation – to facilitate effective meetings, participation will be limited to those taking an active role in the meeting.
  - a. Winter meeting – Directors, Legal, Officers, and Department Managers
  - b. Electronic meeting – Directors, Legal, Officers, and invited guests
  - c. Summer meeting – Directors, Legal, Officers, and Department Managers
  - d. Invited guests – the President may invite guests to attend the meeting(s). This should be reserved for those actively involved in the agenda. When possible, guests are to be invited to attend for one day.
7. Observers – the Board of Directors meetings are open to all observers, with the exception of the Executive Session.
8. Director Orientation – Prior to the Directors' caucus, new Directors will be scheduled to attend an orientation session. The session will be conducted by the Lead Director.
9. Meeting Room – the Secretary will receive all requests for audio-visual or other meeting room needs and provide the list to the meeting planner. In addition, the Secretary will request meeting room materials necessary for efficient discussion (e.g., name tents).
10. Organized Discussion – Intelligent discourse will be managed by following *Robert's Rules of Order*.
11. The Minutes of a BOD Meeting shall, as far as is practical, be posted on the NMRA website not later than 45 days after completion of the meeting or the national banquet, whichever occurs last. The entire Leadership Team will be included in the approval process. The Secretary is responsible for the implementation of this policy and shall devise and publish a procedure that allows the schedule to be met.

## **E-4**

### **BOARD OF DIRECTORS CAUCUS & WORKING SESSIONS**

The Board of Directors may meet at times of it's choosing to engage in work sessions on matters brought before it for consideration.

The lead Director will chair any working meeting of the BOD.

The meetings are closed meetings, except for invited guests, and are only of the purpose of discussing matters of interest to the BOD.

No decisions are to be made in the caucus or working sessions. If decisions are to be made, they are done at a regular BOD meeting that is open to members other than for those items covered in closed session (personnel, contracts, business confidential, etc.).

#### **E-4-1**

### **LEAD DIRECTOR**

One Director is elected annually by all Directors to serve as the Lead Director. The nominations are called for by the Secretary in the period prior to the Winter Board Meeting. Any Directors nominated should have served as a Director for at least one full year. The Secretary will conduct a ballot of the Directors and announce the result at the Winter Board Meeting. The appointment will take effect from the Directors' Caucus immediately preceding the Summer Board Meeting, allowing for a period of transition where there is a change of personnel.

The Lead Director chairs the Directors' Caucus at the Summer and Winter Board Meetings and retains all voting rights of a Director.

The responsibilities of the Lead Director include the following:

1. Chair Executive Sessions should the President and Vice President not be present;
2. Prepare the Directors' Caucus agenda, agree invitations to attend with the Vice President and chair consequent discussions;
3. Consult regularly with the President and Vice President on ongoing and new items for action or discussion;
4. Act as the immediate point of contact for general Board communications with the President;
5. Provide guidance to newly elected or appointed Directors on their roles and responsibilities on the Board;
6. Maintain the Directors' Orientation Manual and orient new Directors prior to their first BOD meeting;
7. Assist all Directors in preparation for all meetings and encourage the proposal and consider new topics for the betterment of the Association and its members;

## **E-5**

### **BOARD OF DIRECTORS REPORTS**

(Amended 1/1/2005)

1. Each Director is to make two written reports yearly to the Board of Directors. These reports will be made a part of the published agenda for the forthcoming Board of Directors meeting. The report of each Director is due to the Secretary 45 days prior to the first day of the meeting.
2. In general, these reports should include, but are not compelled to include, information on the following suggested items: Introduction of controversial subjects for discussion; Policy issues; and Future direction of the organization.
3. The above are typical subjects and are to be included in the report if applicable. Any motions or resolutions are to be submitted on separate sheets, one item to a sheet. Refer to preparation of motions in this section of the EHB.
4. At the BOD meeting each Director (or proxy) will be given an opportunity to add to the published report, as something might have occurred subsequent to writing the report that should be introduced at the meeting.
5. Reports submitted for the first time at the BOD meeting are not encouraged. Any late reports will be given to the Secretary for distribution. The Secretary will distribute the late reports during a recess, or at the end of the meeting, unless special circumstances dictate otherwise. The reason for submitting a written report for publication is to allow sufficient time for other members of the NMRA staff to study the report and formulate an opinion prior to the meeting.
6. The number of the report (File #) should be coded into the agenda using the listing in the Organizational Roster. This number is to be placed in the upper right-hand corner of the report. Should more than one page be necessary, code the sheets with a page number (i.e., file #27 page 1, file #27 page 2, file #27 page 3, etc.).
7. The Region Presidents will submit a report to the Secretary with a copy to the RAC Director 45 days prior to the first date of the meeting. The RAC Director will encourage all of the Region Presidents to submit reports on time. The format of the report should include:
  - a. Concerns
  - b. Successes
  - c. Policy issues
  - d. Topics for future discussion

8. Officer, Board Committee, and Department reports will be submitted to the Secretary at least 45 days prior to the meeting. The reports should include:
- a. Summary of accomplishments
  - b. Future needs – personnel, funding, capital expense
  - c. A review of current strengths, weaknesses, opportunities, and threats

**E-5-1**  
**BOD REPORT FORMAT**  
(Amended 1/21/2007)

File     #    

---

(District, Officer, Department, Committee Title)

---

(Meeting Name and Date)

- I. Discussion of activities and accomplishments since last BOD Meeting.
- II. Introduction of controversial subjects for discussion.
- III. Policy issues.
- IV. Future direction of the organization.  
(For other than Directors, a Department or Committee activity projection report)

---

(Signature)

**E-6**  
**QUESTIONNAIRE OF REFERENDUM POLICY**

(Adopted 8/1/1968)

1. Any questionnaire or referendum to be submitted to a National or Region vote of the membership by the national organization must first be submitted to the Board of Directors.
2. Such referendum or questionnaire after being submitted to the Board of Directors may be altered, rewritten, referred back to committee with instruction, or accepted by a simple majority vote of the Board of Directors.
3. Such accepted policy shall stand until deleted or modified by future Board of Directors action.

# **SECTION F**

## **PRESIDENTIAL COMMITTEES**

### ***F-1***

#### ***GENERAL PROCEDURES***

Presidential Committees are established to address specific subjects, exist for a fixed period of time, report their findings and conclusions, and make recommendations on appropriate actions and next steps. Most often, they are formed to address an item on the “BOD Action List” where they are captured and progress is summarized by the Vice-President.

## **SECTION G**

### **BOD COMMITTEES**

#### ***G-1***

##### ***GENERAL PROCEDURE***

The duties of the respective person or persons under this Article shall be as set forth below

Unless otherwise provided, Board Committees shall consist of a chair appointed by the President and such members as the chair may deem necessary and appoint.

#### ***G-2***

##### ***AUDIT COMMITTEE***

The **Audit Committee** Chair and members shall be appointed as set forth above upon advice and consent of the Board of Directors but shall not include any members of the Finance Committee or the finance function of the Association. The **Audit Committee** shall:

1. Retain the auditor of the NMRA, who shall be a Certified Public Accountant familiar with auditing non-profit organizations.
2. Consult with the Auditor and the NMRA CFO/Treasurer with regard to the plan of the audit.
3. Review the fees of the auditor for audit services.

4. Review the audit report, in consultation with the Auditor and, as appropriate, in consultation with the officers.
5. Consult with the Auditor, as appropriate, out of the presence of the officers with regard to the adequacy of the systems of accounting and internal control of the NMRA.
6. Serve as a communication liaison between the Directors and the Auditor.
7. Work with the other board committees and officers and report its activities and recommendations periodically to the Board of Directors.
8. Directors of the NMRA are eligible to serve on the Audit Committee. Other non-BOD members of the NMRA may be appointed to serve on the Audit Committee if they have appropriate finance experience. The members of the Audit Committee cannot serve on the Finance or Investment Committees; net, up to seven of the nine Directors can be members of the Audit Committee.
9. The Audit Committee will ensure that the officers and staff of the NMRA adhere to the “whistle blower” and document destruction policies.
10. The Audit Committee shall complete an annual review of the Disclosure Statements, and update the Code of Ethics when necessary.

### **G-3**

## **INTERNATIONAL COMMITTEE**

The **International Committee** Chair shall be appointed by the President.

The **International Committee** shall monitor, evaluate, and propose programs to provide better services to international (non-US) members including, but not limited to, programs and issues concerning manufacturers (Standards and Recommended Practices), public relations, promotions, conventions, and dues. It shall work with other Board Committees to monitor and assess how their proposals and activities will affect the NMRA internationally. It will also bring before the Board of Directors issues of international concern, delineating problems and their potential solutions.

The **International Committee** shall establish rules and procedures for the establishment, boundaries, administration and operation of the ABCE Regions. All rules and procedures of the International Committee shall be published in the CPPM and subject to review or revision by the Board of Directors in the same manner as any other committee.

### **G-4**

## **OPERATIONS COMMITTEE**

The Operations Committee Chair shall be appointed by the President, and other members will be recruited by the Chair. The Operations Committee will evaluate the effectiveness and



relevance of each department and program in regards to the NMRA's stated purposes, mission statement, and long-range goals. It will work with other Board Committees to monitor and assess how proposals and activities can be coordinated and streamlined for increased efficiency in delivering services to members.

## **G-5**

### ***POLICY COMMITTEE***

The **Policy Committee** Chair shall be appointed by the Lead Director from among the Directors. The Secretary is a member of the Policy Committee. The Chair may add such additional members as are needed to fulfill its responsibilities. The **Policy Committee** shall analyze new motions for conformity with existing NMRA By-Laws and Policies, and work with the other Board Committees to develop new policies as needed for Board of Directors approval to guide the NMRA toward its stated goals and purposes. The Policy Committee may, upon a request of an officer or department chair, analyze descriptions of new programs or proposals for conformity with existing NMRA By-Laws and policies. The Policy Committee shall cooperate with the Operations Committee to ensure program compliance with Board policies.

1. The Chair of the Policy Committee shall receive all proposed motions and other policy proposals from Officers, Directors, Department Managers, and other officials. The Chair shall then forward the proposed action to the other Policy Committee members. The Policy Committee shall review the proposal for compliance with existing NMRA policies and practices prior to being printed in the next BOD agenda.
2. The Chair of the Policy Committee may forward motions, descriptions of new programs or proposals to Officers or Department Managers for comment. Those found not in compliance may be returned to the proposer for recommended changes. Those found in compliance shall be sent to the NMRA Secretary for inclusion in the next published BOD agenda.
3. The Policy Committee shall meet in-person or electronically prior to the time of BOD meetings or at other such times as needed, budget permitting.

## **G-6**

### ***INVESTMENT COMMITTEE***

The **Investment Committee** Chair shall be appointed by the Lead Director from the sitting Directors.

The **Investment Committee** shall:

Consist of the CFO/Treasurer, the appointed Director, and at least one other persons who have special expertise helpful to the committee.

The duties of the Investment Committee are as follows:

1. Determine the nature of securities in which the funds of the NMRA shall be invested, within guidelines recommended by the committee and approved by the Board of Directors.
2. Authorize the purchase or sale of such securities by the CFO/Treasurer, in accordance with such determinations.
3. Keep a contemporaneous written record by the CFO/Treasurer of transactions involving the investments of the NMRA, and make a written report of such transactions to the BOD at the winter and summer BOD meetings.
4. The members of the Investment Committee shall serve without compensation except for budgeted reimbursement of their reasonable expenses. A member shall be appointed for a two-year term, and may be reappointed.

## **G-7**

### ***FINANCE AND BUDGET COMMITTEE***

The **Finance and Budget Committee** shall consist of the CFO/Treasurer as Chair, the NMRA President, Vice President, Department Managers, and one representative from the Board of Directors as selected by the Lead Director. The Board of Director's representative shall have at least one year of tenure on the Board of Directors when he or she is selected. It shall be the responsibility of the committee to review budget requests submitted, to develop a proposed budget, and to submit their proposal and recommendation to the Board of Directors for action at the winter BOD meeting. The President is responsible for the submission of budget requests for President and Vice President Committees.

## **G-8**

### ***PIONEER AWARDS COMMITTEE***

The Pioneer Awards Committee shall consist of the Chair appointed by the Board of Directors and as many members as is considered necessary, in an odd number of committee members. The duty of the Committee is to act in accordance with Section D-3-3 Part 2 to consider nominations for the Pioneer Award.