

**OPERATING GUIDELINES
HOBBY MANUFACTURERS ASSOCIATION
MODEL RAILROAD DIVISION**

ARTICLE 1—NAME AND PURPOSE

- 1.01 NAME:** The name of this Division shall be the **Model Railroad Division of the Hobby Manufacturers Association** or **MRD** as an abbreviation.
- 1.02 PURPOSE:** The purpose and objectives of this Division shall be:
- A.** To promote the welfare, mutual understanding and public awareness of model railroading by those actively engaged in the model railroad industry.
 - B.** To unite, coordinate, evaluate, analyze and communicate on matters of common interest to its members and to promote and advance programs of the hobby through the model railroad industry and others in similar work.
 - C.** To mutually endeavor and provide a united voice within and for those engaged in the model railroad industry at any level of items made, published or sold for model railroading.
 - D.** To promote education programs for and about the hobby of model railroading under plans as the Division Council and Officers may adopt.
 - E.** To represent the model railroad segment of the overall hobby industry on the HMA Board of Directors. The Division Council will elect two of its members to serve on the HMA Board of Directors, as provided in HMA's by-laws, to represent the Division. The Division may also provide representatives to HMA committees as requested.
 - F.** To communicate with Model Railroad Division members on government, trade and consumer issues that may affect the model railroad industry.
 - G.** To promote hobby trade shows and conventions, to cooperate with individuals, partnerships, corporations or organizations connected with or related to model railroading and the model railroad industry.

ARTICLE 2—MEMBERSHIP

- 2.01 ELIGIBILITY:** As established in the HMA by-laws, Regular Members of that association will designate which Division they belong to when they pay their annual dues.
- 2.02 FISCAL YEAR:** The Model Railroad Division shall establish its fiscal year to correspond to the HMA fiscal year; July 1 to June 30. Membership in HMA and this Division is on a fiscal year basis.

ARTICLE 3—MEETINGS

- 3.01 ANNUAL MEETING:** A meeting of the Division membership shall be held once a year at such time and place as the Division Council may designate. Notice of the time and place of such a meeting shall be mailed to each Division member at their last recorded address at least thirty (30) days in advance of such meeting.
- 3.02 SPECIAL MEETINGS:** Special meetings of the Division may be called by the President or by the request of two-thirds (2/3) of the members of the Division Council, or by a petition of one-third of the Regular Members addressed to the President who will issue the call therefore. Notice of the

time and place of such meeting and of the subjects to be considered, shall be mailed to each member at least fifteen (15) days in advance of such meeting. Only such business shall be transacted at a special meeting as is specified in the notice of such meeting. Decisions reached at such meetings shall be considered adopted unless rejected by a mail vote of two-thirds (2/3) of the Division membership.

- 3.03 MEMBER VOTE:** At all meetings of the Division each Regular Member shall have one vote.
- 3.04 QUORUMS:** Attendance of at least ten (10) voting members at a Division meeting shall constitute a quorum. The quorum at special meetings shall consist of the voting members in attendance.
- 3.05 PROXIES:** Division members may be represented by proxies at any meeting of this Division. However no person shall be eligible to act as a proxy unless he or she is either a member of this Division or any officer of a corporation which is a member of this Division. Any proxy shall be revocable at the pleasure of members executing the same
- 3.06 VOTING:** Whenever, in the judgment of the President, a mail or telephone vote of the Council shall be necessary or expedient, he or she may direct such a vote be taken. Upon authorization of a majority of the members of the Council voting, either in meeting assembled or through a mail or telephone vote, the President may direct a mail vote of the Division membership, in which case a majority of the votes returned shall determine the question submitted; provided that there is a sufficient number of returns to represent a quorum of the Regular Members of the Division.
- 3.07 ORDER OF BUSINESS:** The order of business for meetings of the Division shall be as decided by the presiding officer.

ARTICLE 4—NOMINATIONS AND ELECTIONS

- 4.01 THE NOMINATING COMMITTEE:** A Nominating Committee to select candidates for Division Council shall consist of three (3) Members to be selected by the Division Council. These members may be Division Council members or Regular Members of this Division, one of whom must be a member of the Division Council and who shall act as chair. The Nominating Committee shall submit a list of qualified candidates to the Division Council not later than forty-five (45) days prior to the end of the fiscal year. The Nominating Committee shall take cognizance of any names submitted to them.
- 4.02 MAIL ELECTION BALLOTS:** Annual election of the Council members shall be made by mail, e-mail, or fax ballot, or by a combination of those methods. Ballots shall be sent out thirty (30) days before the end of the fiscal year to all Regular Members eligible to vote. Ballots to be counted must be returned not later than fifteen (15) days prior to the end of the fiscal year.
- 4.03 COUNCIL REPRESENTATIVES:** Three Division Council members shall be elected by a simple majority of eligible Division membership votes cast. Their term of office shall be for three (3) years, beginning at the convening of the next Division Council meeting after the election, and Division Council members shall continue in office until their successors have been elected and qualified. No Division Council member shall serve for more than two (2) consecutive three (3) year terms. A council member may serve an additional two terms after filling an unexpired term of an elected council member.
- 4.04 ELECTION OF PRESIDENT AND VICE-PRESIDENT:** The Division Council shall elect a President and a Vice-President from among the members of the said Division Council, each of whom shall serve for the ensuing year and until his or her successor have been elected and qualified.
- 4.05 PRESIDENT:** No President shall hold office for more than two (2) consecutive years.

- 4.06 VACANCIES:** Vacancies on the Division Council shall be filled for the unexpired term by election of the Division Council.

ARTICLE 5—DIVISION COUNCIL

- 5.01 NUMBER OF COUNCIL MEMBERS:** The general management of this Division shall be vested in a Division Council consisting of nine (9) members. The Council members shall be elected by the members of the Division as provided in Section 4 hereof.
- 5.02 MEETING OF THE DIVISION COUNCIL:** A regular meeting of the Division Council shall be held in conjunction with the annual meeting. Special meetings of the Division Council may be called by the President or by request of three of three Council members addressed to the President, who will issue the call therefore. Notice of the time and place of such meeting and of the subjects to be considered, shall be mailed to each Council member at least fifteen (15) days prior to such meeting. The Division Council may hold special meetings without the customary notice, provided a waiver of notice signed by all members of the Council is executed before or after such meeting. Whenever, in the judgment of the Division Council, a non-binding mail poll of the Council members is desired, the Council may direct that such a poll be taken. Special meetings of the Division Council may be held by telephone conference call.
- 5.03 QUORUM:** At any regular or special meeting of the Division, the presence of a majority of then-qualified Council members shall be required to constitute a quorum for the transaction of business.
- 5.04 RESIGNATION OR REMOVAL OF COUNCIL MEMBERS:** Any Council member may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance of the resignation by the Council. Any Council member may be removed for cause by a majority vote of the Division Council at any regular or special meeting at which a quorum is present.
- 5.05 VACANCIES:** Any vacancies occurring on the Division Council by reason of death, resignation, or otherwise may be filled for the unexpired term by a qualified Regular Member elected by majority of the remaining members of the Council.
- 5.06 AUTHORITY OF THE DIVISION COUNCIL:** The Division Council shall have the authority to conduct the trade promotion activities of the Division, including advertising, publicity, and public relations, except as addressed by HMA in its by-laws.
- 5.07 ELECTION OF OFFICERS:** At the first meeting of the Division Council, or at a special meeting if the first Council meeting follows the annual meeting, the Council shall elect by majority vote from among its members the two Officers of the Division: a President, and Vice-President, each of whom shall take office immediately and serve for the ensuing year

ARTICLE 6—OFFICERS

- 6.01 CHAIRMAN OF THE BOARD:** The President shall be the Chief Executive Officer and Chairman of the Council, and shall preside at all meetings. With the approval of the majority of the Council, he or she shall appoint a Secretary-Treasurer and all committees and their chairs which shall include Communications, Promotions, Membership and all other committees and chairs as the need may arise.
- 6.02 VICE-PRESIDENT:** The Vice-President shall perform his or her designated duties and, in the absence or incapacity of the President, shall preside at meetings and assume the other duties as President during the period of absence or incapacity.

- 6.03 SECRETARY-TREASURER:** The Secretary-Treasurer shall keep the records of the Division, including detailed records of accounts in books belonging to the Division. The Secretary-Treasurer shall report in writing the financial condition of the Division whenever requested to do so by the President or the Division Council, and shall submit a full financial report to the Division at the yearly membership meeting. The Secretary-Treasurer shall also maintain liaison with committees and with all groups interested in the purpose of this Division. The Secretary-Treasurer shall cause a fiscal year budget of estimated income and expenditures to be prepared and submitted to the Division Council for approval not less than thirty (30) days before the last day of each fiscal year.

ARTICLE 7—COUNCIL COORDINATOR

- 7.01 COUNCIL COORDINATOR:** The Council Coordinator, if retained by the Council, shall perform such duties as are ordinarily performed by such Executive and such other duties as shall be assigned by the President and the Council. The Council Coordinator shall have a direct voice in the deliberations of the Council and the right to recommend, but not the right to vote. The Council Coordinator shall be responsible to the President and the Council for the day-to-day management of the Division in accordance with the policy of the Council.

ARTICLE 8—STANDING COMMITTEES AND STANDING RESOLUTIONS

- 8.01 STANDING COMMITTEES:** The Division Council may establish and appoint Standing Committees from time to time to accomplish the purpose of the Division. Each Standing Committee shall include at least one Regular Member.
- 8.02 STANDING RESOLUTIONS:** The Division Council may adopt, amend, or rescind such Standing resolutions from time to time as are necessary to accomplish the purpose of the Division. Standing Resolutions shall be adopted to establish standing committees, and to deal with such matters as are necessary, appropriate, or helpful to carry out the purposes of the Division.
- 8.03 NMRA/HMA Standards Advisory Group:** The purpose of this committee is to provide an organized clearing house for information regarding possible changes to NMRA standards that may directly impact manufacturers in the Model Railroad Industry. It would act as a facilitator for meetings regarding these types of changes and provide a source for keeping the minutes, agendas and ultimately correspondence between the manufacturers involved and the NMRA Standards and Conformance Committee. The HMA itself will not make decisions regarding any changes.

The NMRA Standards and Conformance Committee can put forth to the committee a description of changes in any category (DCC, track, etc.) that have been suggested by the membership (or anyone else). The Committee will then determine an appropriate contact list for a discussion group. The HMA will:

1. Send out the agenda via email to those this committee believes should be invited to participate.
2. Provide a place on the HMA website to note meeting times (via conference call) and agendas (this way anyone inadvertently left off the contact list will have a central place to keep up on the activity).
3. Send out or provide a link to any suggested changes that can be reviewed before the conference call.
4. Arrange for the conference call.
5. Provide the minutes of the meeting.

6. Post any agreed upon NMRA/HMA changes on the website with a link to the appropriate place on the NMRA's Standards and Conformance section of NMRA.org.

ARTICLE 9—ORDER OF BUSINESS AND RULES

- 9.01 ORDER OF BUSINESS:** The order of business for annual and special meetings of the Division shall be decided by the President.
- 9.02 RULES:** Robert's Rules of Order (latest edition) shall govern in all cases herein provided for.

ARTICLE 10—AMENDMENT OF OPERATING GUIDELINES

- 10.01 AMENDMENT BY COUNCIL AND MEMBERS:** Amendments to these Operating Guidelines may be proposed by the Division Council by a two-thirds vote of those council members present and voting. Following such proposal, these Operating Guidelines may, at any duly constituted annual or special meeting of the Division, be amended by changing, altering, suspending, supplementing, or repealing the same, by a sixty (60) percent vote of the Regular Members present, but only if notice of a vote on such proposal amendment has been mailed to all Regular Members at least fifteen (15) days prior to such meeting.
- 10.02 AMENDMENT BY DIVISION COUNCIL:** These Operating Guidelines may also, except for this Section 10.02, be amended by changing, altering, suspending, supplementing, or repealing the same at any duly constituted regular or special meeting of the Division Council, by a two-thirds vote of the entire Division Council. Any amendment of these Operating Guidelines by the Division Council shall be subject to rescission by a sixty (60) percent vote of the Regular Members. The Division Council shall not have any power to re-adopt any amendment previously adopted by the Division Council, which may have been rescinded by a vote of the Regular Members.