

PREAMBLE

Believing that a Constitution should be the broad and basic source of parliamentary law and should not incorporate detailed rules and regulations which are best written in the form of By-Laws, we the members of the Winnebagoland Division, Midwest Region, The National Model Railroad Association, Inc., adopt this Constitution. This Constitution is intended to establish: The reason for the organization, who may be members, the fact of an Annual Meeting, the method of nominations, the basic organizational structure, and the method of amending.

It is further intended that more detailed rule and regulation must be made in the By-Laws, to eliminate the necessity for frequent amendments to this Constitution. The By-Laws of the Winnebagoland Division shall be the day-to-day tool of operation, and it shall establish clearly the means of carrying out the mandates of this Constitution.

CONSTITUTION OF THE WINNEBAGOLAND DIVISION OF THE MIDWEST REGION OF THE NATIONAL MODEL RAILROAD ASSOCIATION, INC.

ARTICLE I - NAME

Section 1 - This organization shall be titled The Winnebagoland Division (hereinafter known as WLD), of the Midwest Region (hereinafter known as MWR), of the National Model Railroad Association, Inc. (hereinafter known as NMRA), and is established under the provisions of the Constitution of said MWR, NMRA.

ARTICLE II - PURPOSE

Section 1 - The purpose of the WLD, MWR, NMRA are as follows:

- A - To promote model railroading in the WLD.
- B - To hold Divisional meetings and clinics.
- C - To sponsor model railroad contests.
- D - To establish a close relationship between the WLD, and the MWR, and the NMRA.
- E - To enjoy the fellowship of persons with common interests in the WLD.
- F - The Winnebagoland Division is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Through the hobby of model railroading, the Winnebagoland Division will

educate the membership of the Division and the general public about the role and operation of railroads, both past and present, the relationship between the community and industry, the impact that railroads have on people's lives, as well as to foster an appreciation for the economic contribution of railroads to American society.

ARTICLE III - BOUNDARIES

Section 1 - Geographic boundaries of the WLD, MWR, NMRA, are as follows: The counties of Brown, Calumet, Clark, Dodge, Door, Florence, Fond du Lac, Forest, Green Lake, Iron, Kewaunee, Langlade, Lincoln, Manitowoc, Marathon, Marinette, Marquette, Menominee, Oconto, Oneida, Outagamie, Portage, Price, Shawano, Sheboygan, Taylor, Waupaca, Waushara, Winnebago, Wood and Vilas in the State of Wisconsin and in the counties of Alger, Baraga, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Marquette, Menominee, Ontonagon and Schoolcraft in the State Michigan.

ARTICLE IV - MEMBERSHIP

Section 1 - Any person residing within the boundaries of the WLD, MWR, NMRA, who is a member of the NMRA shall automatically be a member of the WLD.

ARTICLE V - MEETINGS

Section 1 - There shall be at least one Annual Meeting of the WLD.

Section 2 - The exact date and location of the Annual Meeting shall be established as set forth in the By-Laws.

Section 3 - Upon their own motion, or upon a motion from the floor at the Annual Meeting, or upon petition of ten members directed to them, the Board of Directors may call such special meetings as may be deemed necessary.

Section 4 - At the Annual Meeting, and at any special meetings, fifteen members shall constitute a quorum.

Section 5 - There may be other assemblages of the members of the WLD as approved by the Board of Directors, which are not special meetings, but which will further the purposes of the WLD.

ARTICLE VI - MANAGEMENT

Section 1 - The general and direct membership of the WLD shall be vested in a Board of Directors (hereinafter known as BOD).

Section 2 - The BOD shall consist of no less than eleven and no more than fifteen; and this number includes the four officers.

Section 3 - The BOD shall meet at least once a year at the time of the Annual Meeting.

Section 4 - The BOD shall have the following responsibilities:

- A - To pass all By-Laws of the Division.
- B - To approve the location of all meetings, and assemblages of the Division.
- C - To approve the yearly budget.
- D - To confirm the Superintendent's appointments of the Directors.
- E - To hold legal title to all the property, and monies, of the WLD in trust for its members.

Section 5 - The BOD shall conduct Division business in the following manner:

- A - Six or more members of the BOD in personal attendance after having received prior notice, as defined in the By-Laws shall constitute quorum to conduct any and all business of the WLD.
- B - When the BOD needs to conduct business between the quarterly BOD meetings they may do so via email, webinar, etc., as long as a quorum of Board members has been achieved. The Chief Clerk will be responsible for sending out the information and will monitor the responses and communicate these issues to all members of the BOD for motions, second to motions, and approval.

Section 6 - No part of net earnings of the organization shall inure to the benefit of, or be distributable to its member, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 7 - Officers and Directors are understood to volunteer their time to the organization and that this time is not compensated. Officers and Directors will be reimbursed for any expenses incurred by them and approved by the Board of Directors for the sole purpose of operating the organization.

Section 8 - Upon the dissolution of the organization, assets shall be distributed for one or

more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - DIRECTORS

- Section 1 - The Directors of the WLD, MWR, NMRA shall be selected as follows:
 - A - The four officers shall be Directors of the Board.
 - B - No fewer than seven and no more than eleven Directors shall be appointed by the Superintendent keeping in mind geographical representation throughout the WLD.
- Section 2 - Appointed Directors shall serve a term of one year, the term of office beginning with the end of the Annual meeting.
- Section 3 - An Officer or Director may be removed from office, for cause, by a two-thirds written vote of the entire BOD.

ARTICLE VIII - OFFICERS

- Section 1 - The Officers of the WLD, MWR, NMRA shall consist of a Superintendent, Assistant Superintendent, Chief Clerk, and Paymaster.
 - A - These Officers will be elected Annually.
 - B - Nominations, elections, and voting for officers shall be as defined in the By-Laws.
- Section 2 - The Superintendent shall be the Divisional Director on the BOD of the MWR, NMRA.
- Section 3 - The term of office of the Superintendent, the Assistant Superintendent, Chief Clerk, and Paymaster shall be one year, or until their successor takes office. These offices shall start the term of office beginning with the end of the Annual Meeting.
- Section 4 - Any vacancy occurring in the office of Superintendent, shall be filled by the Assistant Superintendent, as defined in the By-Laws.

- Section 5 - Any vacancy occurring in any office, other than Superintendent, shall be filled by appointment of the Superintendent and subject to approval of the BOD.
- Section 6 - The duties of Divisional Officers shall be those as defined in the By-Laws.
- Section 7 - Candidates for Division offices shall submit a resume to the editor of the division newsletter stating their qualifications to be published in the winter issue.

ARTICLE IX - BY-LAWS

- Section 1 - By-Laws shall be established, and adopted, by the BOD, for the government of the WLD.
- Section 2 - By-Laws of the WLD may be adopted, or amended as provided in the By-Laws.

ARTICLE X - AMENDMENTS

- Section 1 - Amendments to the Constitution shall be ratified by voting at the Annual Meeting.
- Section 2 - A majority vote of the members present shall be sufficient to ratify the amendment.
- Section 3 - The method of originating, distributing, collecting, tabulating, and publishing the results of amendment ballots will be as follows:
 - A - Any member of WLD may submit, in writing, an amendment to this Constitution.
 - 1.) Such motion to amend must be addressed to the Superintendent with a copy to all members of the BOD.
 - 2.) Such motion must include the Article, and Section, to be amended with the exact wording as it now stands and the exact proposed wording.
 - 3.) The originator of the amendment must appear at the next BOD meeting to present his case.
 - B - The BOD will take action upon the proposed amendment within sixty days of presentation of the amendment to the BOD and, if carried, the proposal will be presented to the membership at the time of the next Annual Meeting.
 - C - If the BOD does not approve the amendment, a petition of at least 10 WLD members presented to the BOD a minimum of 60 days before the next Annual Meeting will place the amendment on the agenda for voting at the Annual Meeting by the same method as used for a nomination.

- D - The distributing, collecting, tabulating, and publishing of the amendment shall be the same as that, defined in the By-Laws, for the election of Officers.

- NOTHING FOLLOWS -

Updated as of May 11, 2013
Voted upon at the Annual Meeting at
Neenah - Spring 2013 Meet

**BY-LAWS OF THE
WINNEBAGOLAND DIVISION OF THE
MIDWEST REGION OF THE
NATIONAL MODEL RAILROAD ASSOCIATION, INC.**

ARTICLE I - DIVISION OFFICE

1. The Division shall have its principal office at the address of the then current Superintendent or such other address as may be directed by the Board of Directors.
2. The Division may also have offices at such other places as the Board of Directors shall temporarily require.

ARTICLE II - AUTHORITY AND PURPOSE

1. The authority for the within By-Laws is derived under Article IX from the Constitution of the Winnebagoland Division, Midwest Region, National Model Railroad Association, Inc.
2. The purpose of the By-Laws is:
 - A. To set down rules that are to be followed in regulating the general affairs of the Division.
 - B. To advise the rights, duties, and powers of the membership and officers.
 - C. To make legal means for a vote on any matter which in the judgment of the membership may be necessary and proper.

ARTICLE III - MEETINGS

1. An Annual Meeting of the Winnebagoland Division Membership shall be held on a date in the spring quarter as scheduled by the Officers of the Winnebagoland Division, MWR, NMRA.
2. The Board of Directors shall meet quarterly as set by the Superintendent.
3. Any club or organized group wishing to sponsor an event of the WLD must submit a completed Activity Request Form for review at the next BOD Meeting.
4. The organization hosting a Divisional event is understood to be financially responsible for any debt incurred.
5. The sharing of any profit incurred by a Divisional event shall be determined by the BOD when the request is approved.

6. Parliamentary Law, as set forth in Robert's "Rules of Order," shall govern all meetings of the Winnebagoland Division, Midwest Region, National Model Railroad Association, Inc.
7. Upon petition of at least ten members from two or more counties within the Winnebagoland Division, the BOD must, within sixty days, call a special meeting of the general membership of the Division. Any such petition for a special meeting must specify the exact purpose of the meeting and this purpose must be transmitted to the membership prior to the special meeting. A notice of such special meetings must be sent in a separate mailing to all the membership. These special meetings shall have the right to revoke any action taken by the BOD.
8. A Division meeting shall not be scheduled in conflict with a Region Meeting in accordance in compliance with Region By-laws.

ARTICLE IV - MANAGEMENT

1. The terms "general and direct management" as appeared in Article VI of the Constitution, shall mean the basic establishment of the rules and regulations by which policy decision may be made. Such rules are to be set by the BOD as defined therein.
2. The BOD may meet at the call of the Superintendent provided the Board membership has been informed via email and notice in the Winnebagoland Division web site, at least fifteen days prior to such meeting.
3. Any four members of the BOD may petition for a meeting, in which case, upon receipt of a signed petition to this effect, the Superintendent must call a meeting provided the Board membership has been informed via email and notice in the Winnebagoland Division web site, at least fifteen days prior to such meeting.
4. The agenda for each meeting of the BOD must be sent to the members of the BOD with notice of the meeting.
 - A. The agenda may not be set aside, altered, or amended, without the two-thirds approval of the BOD.
 - 1.) The Superintendent may assume such approval unless such action is objected to from the floor.
5. The annual budget shall be prepared by the Superintendent and Paymaster, and submitted to the BOD as required by the Constitution within thirty days after the Annual Meeting.

A, The fiscal year of the Division shall be from June 1 to May 30 of the following year.

6. Such property as owned by the WLD-MWR-NMRA shall be entrusted to those members as the Superintendent sees fit unless such action is overruled by the BOD.
7. Such money, as shall be held by the Division, shall be placed in a secure bank of the Paymaster's choice as long as such choice meets with the approval of the BOD.

ARTICLE V - BOARD OF DIRECTORS

1. The BOD shall consist of no less than 11 and no more than 15; and this number includes the officers as defined in the Constitution.
2. All Officers of the WLD shall be elected or appointed as defined in the Constitution and By-Laws.
3. The immediate past Superintendent shall be an ex-officio member for one year in that capacity.

ARTICLE VI - OFFICERS

1. The Officers of the WLD shall consist of Superintendent, Assistant Superintendent, Chief Clerk, and Paymaster.
2. The duties of the Officers of the WLD shall be as follows:
 - A. The Superintendent shall perform the usual duties of such officer. They shall preside at all BOD Meetings and any other meetings of the membership of the WLD.
 - 1.) In the event the Superintendent shall vacate the office, the Assistant Superintendent shall assume the duties of the Superintendent upon acceptance of the Superintendent's resignation by the BOD.
 - 2.) In the event the Superintendent is removed from office, the Assistant Superintendent shall assume the office of Superintendent upon completion of the impeachment vote.
 - 3.) The Superintendent may relinquish the duties of Superintendent to the Assistant Superintendent for a given length of time due to unusual circumstances.
 - B. The Assistant Superintendent shall aid and assist the Superintendent in any way possible.

- C. The Chief Clerk shall be responsible for accurate and legible minutes of each meeting of the WLD BOD, or other official meetings being kept and made public to all members of the WLD.
 - 1.) The Chief Clerk shall also be responsible for the By-Laws as defined in the Constitution.
 - a.) Such By-Laws shall be kept in a separate book and made available at each meeting.
- D. The Paymaster shall be responsible for all monies of the WLD entrusted to them.
 - 1.) The Paymaster must be bondable.
 - 2.) The Paymaster must make quarterly reports to the BOD.
 - 3.) The Paymaster must make an annual report to the membership at the time of the Annual Meeting.
 - 4.) The Paymaster shall assist the Superintendent in the preparation of the annual budget.

ARTICLE VII - ELECTIONS

1. The nomination of Officers shall be as follows:

- A. The superintendent shall appoint a nominating committee at the fall BOD meeting.
 - 1.) The committee shall be picked by lot from those in attendance at the meeting at the time the committee is selected.
 - 2.) The committee shall consist of three members one of which will be elected by the three members to be Ballot Chairperson to receive the ballots and announce the results at the Annual Meeting.
 - 3.) An elected Officer of the WLD will not be a voting member of the nominating committee.
- B. The nominating committee shall present at least one candidate for each office to the BOD at the Winter meeting of the Board of Directors.
- C. The ballots shall be destroyed after the approval of the BOD.

2. The election of officers shall be as follows:

- A. The ballots shall be distributed to the membership by first class mail, at their last known NMRA address, at least thirty days prior to the Annual Meeting.
- B. The results will be announced at the Annual Meeting. The ballots will be tallied at a specified date and time, and no ballots will be accepted after that tally. The tally shall be complete no later than 2 days before the Annual Meeting.
- C. Only ballots from current Winnebagoland Division Members shall be tallied.

ARTICLE VIII - COMMITTEES

- 1. The following standing committees shall be established as listed below in addition to those assignments detailed in the duties of Officers in Article VI of these By-Laws.
 - A. Convention Committee.
 - B. Financial Review Committee – The financial review committee shall conduct an audit within 30 days of elections and results reported at the next board of directors meeting. Members of the financial review committee shall not be related to the Paymaster or be an officer.
 - C. Membership Committee
 - D. Achievement Program
 - E. The Whistle
 - F. Internet Committee
 - G. Operating Session Committee
 - H. Clinics Committee
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- 2. The standing Committees shall be responsible to the Superintendent for all activities within the framework of their committee.
- 3. In addition, the Superintendent may form whatever other committees they feel necessary for the WLD.

ARTICLE IX - POLICY

1. The policy of the WLD-MWR-NMRA shall be established by the BOD.
 - A. Policy may be established in an area not specifically restricted by the Constitution and By-Laws.
 - B. Any motion so ordered and carried on the floor of a regularly convened BOD meeting shall become the policy of the WLD-MWR-NMRA.
 - C. The Chief Clerk shall keep a file of all motions so carried.
 - D. Policy may be carried, amended, or disbanded, by a simple majority vote of the BOD.

ARTICLE X - AMENDMENTS

1. This By-Law may be amended by a simple majority of the members of the BOD present and voting, providing notice of intent to amend had been sent out to all members of the BOD at least ten days prior to the called meeting.
2. In the event that prior notice to amend had not been given to the membership of the BOD, a simple two-thirds vote of approval to set aside these rules must be secured before said amendment may be presented on the floor.

ARTICLE XI – SUBDIVISIONS

1. To ensure that NMRA members can participate in NMRA activities within a reasonable distance of a member's residence, a Division may establish one or more Subdivisions within its territory.
2. Subdivisions should consist of groups of NMRA members who want to affiliate and should be named for cities, counties, towns, etc. that identify the area served by the subdivision, but should not be defined with specific geographic boundaries.
3. Subdivisions must comply with NMRA membership and other policies applicable to Regions and Divisions and with any policies established by the Midwest Region or the Winnebagoland Division.
4. Subdivisions must designate a leader and report his or her name, address, telephone number and electronic mail address to the Winnebagoland Division and it is expected this leader will take an active role as a Winnebagoland Division Committee Chair, report subdivision activities to the Board of Directors and attend Board meetings. This is a non-voting committee position.
5. The Winnebagoland Division must report the names of any Subdivisions that it establishes or dissolves to the Secretary by electronic or regular mail whenever a change occurs.

- NOTHING FOLLOWS -

Updated as of May 13, 2016
Voted upon at the Spring WLD BOD Meeting
Appleton, Wisconsin

By-Laws Committee:
