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**Article I - Division Office**

1. The Division shall have its principal office at the address of the then current Superintendent (president) 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 Bylaws is derived from the Constitution of the Wisconsin Southeastern (WISE) Division, Midwest Region (MWR), the National Model Railroad Association, Inc. ( NMRA ) under Article IX.
2. The purpose of the WISE Division is:
  - A. To promote model railroading in southeastern Wisconsin.
  - B. To hold Divisional meetings and clinics.
  - C. To hold the annual Model Railroad Show, Trainfest®
  - D. To sponsor model railroad contests.
  - E. To establish a close relationship between the WISE Division, the MWR, and the NMRA.
  - E. To engage in the preservation, perpetuation, and enjoyment of the hobby of model railroading, rail fanning, and education generally of the history of railroading in the United States and, where appropriate, throughout the world.
  - F. To engage in charitable (as defined in sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended) activities, including, but not limited to, providing funding for historical associations, scholarships, model railroads, museums, and other charitable organizations affiliated with or desiring to learn more about railroading and model railroading.

**Article III - Meetings**

1. The Annual Meeting of the WISE Division shall be held between April 1st and May 30th of each year.
2. Parliamentary procedure as set forth in Robert's "Rules of Order" shall govern all meetings.

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3. Upon petition of at least ten members from each of two or more counties within the WISE Division, the BOD must, within sixty days, call a special meeting of the general membership of the Division. Such special meeting must be published to all the membership and shall have the right to revoke any action taken by the BOD. 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.

**Article IV - Management**

1. The term "general and direct management" as it appears 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 set by the BOD as defined herein.

2. The BOD may meet at the call of the Superintendent (president) provided

- A. The officers and directors were informed by first class mail or by electronic media at their last known NMRA address and/or email address at least fifteen days prior to such meeting, or
- B. The date, time, and place of the meeting were announced at the previous BOD meeting.

3. Any four members of the BOD may petition the Superintendent for a special meeting, in which case, upon receipt of a signed petition to this effect, the Superintendent must call a meeting within 60 days. When the Superintendent calls a special meeting, the notice sent to the officers and directors must include the agenda for the meeting and the BOD shall not deviate from this agenda during the meeting unless the directors and officers present approve the deviation by a two-thirds majority.

4. The annual budget shall be prepared by the Superintendent, Paymaster and the Finance Committee, with input from respective directors and shall be submitted to the BOD as required by the Constitution, no later than February 15, for consideration and subsequent presentation at the annual meeting.

5. Such property as owned by the WISE Division shall be entrusted to those members as the Superintendent sees fit unless such action is overruled by the BOD. An inventory of said property shall be compiled and maintained by the paymaster.

6. Such money as shall be held by the Division shall be placed in a FDIC insured institution as recommended by the Paymaster (treasurer) and as approved by the Board of Directors.

- A. All accounts including checking, savings, money market accounts and certificates of deposit shall have three signatories, as follows.

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1. WISE Checking, Certificates of Deposit and Money Market accounts and any other financial account of the WISE except as in B, and C. below;  
Superintendent (president)  
Paymaster (treasurer)  
A Board member as appointed by the Board of Directors.
  2. Trainfest Money Market and Checking accounts;  
Superintendent (president)  
Trainfest Treasurer as appointed by the Board of Directors  
Trainfest Executive Director
  3. Other Operating, Special Project and Money Market Accounts:  
Superintendent (president)  
Paymaster (treasurer)  
Persons authorized by an adopted motion of the WISE Board of Directors as duly recorded in the minutes.
- B. All Checks for \$5,000 or above shall have two signatures in accordance with the applicable signatures as described in Article IV,6,A,1 above.
- C. All WISE checking and money market monthly statements shall be sent to the Paymaster and the Superintendent and the Assistant Paymaster as appropriate by written report or electronic access.
- D. All Trainfest checking and money market monthly statements shall be sent to the Paymaster and the Trainfest Executive Director by written report or electronic access.
- E. All WISE Certificates of Deposit statements shall be sent to the Paymaster and the Superintendent by written report or electronic access
- F. The positions of Superintendent( president), Paymaster (treasurer), Assistant Paymaster (assistant treasurer) and Trainfest Executive Director are as listed in the minutes of the meeting of the Board of Directors and which may be amended from time to time by adopted motion of the Board of Directors due to elections, resignations, or changes in personnel.
7. The Paymaster (treasurer) shall maintain a written list of accounts and account numbers of the WISE Division and shall furnish a copy of said report to the Superintendent (president) and to those persons duly authorized by an adopted motion of the WISE Board of Directors.

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8. Paymaster (treasurer), Superintendent (president), Trainfest Executive Director and Trainfest Treasurer shall have electronic access, including the appropriate passwords, to the accounts to which they have authority as listed herein.

**Article V - Board Of Directors**

1. The BOD shall consist of the four officers as defined in Article VI below and not less than five or more than fifteen directors, selected as defined in the Constitution.
2. All Officers of the WISE Division shall be elected or appointed as defined in the Constitution as restated below.
  - A. - Five directors and not more than fifteen directors shall be appointed by the Superintendent keeping in mind geographical representation throughout the WISE Division. Director's appointments shall be confirmed by the BOD.
  - B - Appointed Directors term of office will be three years beginning on June 1. No more than 1/3 of the directors may be appointed in any twelve month period.
  - C. Notwithstanding Section B above, appointment to unexpired Director vacancies shall not be subject to the 1/3 rule therein.
3. The immediate past Superintendent shall be an ex-officio member of the BOD for one year after leaving office. The ex-officio member of the BOD shall have no vote on the BOD. Nothing in these bylaws should be construed, however, from preventing the immediate past Superintendent from serving the WISE Division in other capacities. and thereby gaining a vote.

**Article VI- Officers**

1. The Officers of the WISE Division shall be a Superintendent (President), an Assistant Superintendent (Vice-president), a Chief Clerk (Secretary), and a Paymaster (Treasurer).
2. The duties of the Officers shall be as follows:
  - A. The Superintendent (President) shall preside over all meetings of the membership and the BOD of the WISE Division, shall have the management of the business of the Division, and shall see that all orders and resolutions of the board are effected.

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- B. The Assistant Superintendent (Vice-president) shall aid and assist the Superintendent.
- 1) In the event the Superintendent shall vacate the office, or shall be removed from office, the Assistant Superintendent shall assume the duties of the Superintendent.
  - 2) In the event of unusual circumstances, the Superintendent may relinquish the duties of the office to the Assistant Superintendent for a specified length of time.
- C. The Chief Clerk (secretary) shall be responsible for accurate and legible minutes of each meeting of the membership and BOD of the WISE Division. These minutes shall be made public to all members of the WISE Division.
- 1) The Chief Clerk shall also be responsible for maintaining a copy of the Bylaws as defined in the Constitution. Such Bylaws shall be kept in a separate book, published on the WISE Division website and made available upon the request of any member, Director, or Officer.
  - 2) The Chief Clerk shall also be responsible for the History of the Division. Such History shall be kept in a separate book.
- D. The Paymaster (treasurer) shall be responsible for all monies of the WISE Division, taking in funds received, making payments as necessary and maintaining full and accurate records of all transactions and the inventory of division property. The Paymaster shall make quarterly reports to the BOD and shall assist the Superintendent and the finance committee in the preparation of the annual budget.
- 1) Upon request of a majority of the BOD, the Paymaster shall execute to the Division a bond in such sum or with such surety or sureties as the board may direct, conditioned upon the faithful performance of the duties of the office and including responsibility of negligence and for the accounting for all property, funds, or securities of the Division which may come into the hands of the Paymaster. The costs associated with the execution of such bond shall be borne by the Division.

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**Article VII- Elections**

1. The Nominating Committee shall be appointed by the Superintendent and shall consist of two WISE Division past superintendents or directors who are active in the Division and agree to serve plus one member chosen from the general membership who is not an elected BOD member. The nominating committee shall be appointed not less than one hundred twenty days (120) prior to the annual meeting.
2. The Chair of the Nominating Committee will be appointed by the Superintendent who is active in the Division and agrees to serve, from the three members in Article VII, 1, above.
3. The Nominating Committee will present a slate of at least one candidate for the offices of Superintendent, Assistant Superintendent, Chief Clerk and Paymaster no later than the February BOD meeting in the year of the election.
4. The candidates names will be published in the Division Newsletter, together with a photo and short biography or statement from each candidate (if available) for publication in the Division Newsletter in the issue preceding the annual meeting.
5. The Nominating Committee will prepare the Official Ballot with the nominee's names as submitted to the Board of Directors by the nominating committee, submit the ballot to the membership at the annual meeting, oversee the election, tally the votes, report the results of the voting to the membership, and certify the results to the Chief Clerk (secretary) for recording.
6. At the Annual Meeting, the Superintendent shall call for nominations from the floor. The Nominating Committee Chair shall record each nomination from the floor as received. After the Superintendent has asked three times for further nominations, it shall be in order for a motion to close the nominations.
7. Official Ballots will be distributed to the WISE Division members attending the annual meeting after the member has verified their NMRA membership. Nominee's names, duly nominated from the floor at the annual meeting may be written on the official ballot and counted for the appropriate office as nominated.
8. In the event of a tie vote, the Nominating Committee Chair shall announce the occurrence of the tie vote and shall conduct a lottery among the candidates with the highest identical number of votes. This lottery shall be by the toss of a coin or the drawing of straws.

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9. The newly-elected Officers shall assume their duties on June 1 in the year of the elections. Terms for the four current officers shall end at the time the newly elected officers assume their duties.

**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 Bylaws.

- A. Division Meets - responsibility of one or more Directors.
    1. Meet Contests - responsibility of a Director
    2. Meet Layout Tours - responsibility of a Director
    3. Meet Clinics – responsibility of a Director
  - B. Division Newsletter - responsibility of a Director.
  - C. Finance Committee - shall include the Paymaster (treasurer), the Superintendent, the Trainfest Director and other directors as appointed by the Superintendent..
  - D. Membership Promotion - responsibility of a Director
  - E. Achievement Program - responsibility of a Director
  - F. Video Tape Collection - responsibility of a Director.
  - G. Division Special Events - responsibility of a Director
  - H. Trainfest Executive Director is appointed by the Board of Directors. The Trainfest Executive Director may also serve as a WISE Division director.
2. The standing committees shall be responsible to the Superintendent and the Board of Directors for all activities within the framework of their committee.
3. In addition, the Superintendent may form whatever other committees are necessary for the WISE Division.

**Article IX- Policy**

- 1. The policy of the WISE Division shall be established by the BOD.**
  - A. Policy may be established in any area not specifically restricted by the Constitution and Bylaws.
  - B. Any motion so ordered and carried on the floor of a BOD Meeting shall become the policy of the WISE Division.

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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 members present or represented by proxy and voting.

## **2. Conflict of interest Policy**

### **A. Purpose.**

The purpose of the conflict of interest policy is to protect the Wise Division's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Wise Division or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **B. Definitions**

**1- Interested Person –** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**2. Financial Interest --** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

**a.** An ownership or investment interest in any entity with which the WISE Division has a transaction or arrangement,

**b.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the WISE Division is negotiating a transaction or arrangement.

**c.** A financial interest is not necessarily a conflict of interest. Under Article IX Section 2, B, 2. A person who has a financial interest may have a conflict of interest only if the directors or committee decides that a conflict of interest exists.

### **C. Duty to Disclose and Determine Whether a Conflict of Interest Exists**

**1.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors considering the proposed transaction or arrangement.

**2.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the directors meeting or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining directors shall decide if a conflict of interest exists.

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**D. Procedures for Addressing the Conflict of Interest**

1. An interested person may make a presentation at the directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. After exercising due diligence, the directors or committee shall determine whether the WISE Division can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**E. Violations of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged conflict.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**F. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**G. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and understands the WISE Division is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes, as follows in Exhibit A, attached.:

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The Information above was derived from Revenue Ruling 75-38, 1975-1 C.B. 161.

**3. Non-Discrimination Policy.**

The Wisconsin Southeastern Division (WISE Division), Inc., Midwest Region, NMRA, is committed to providing an inclusive and welcoming environment for all members of our community and to ensuring that decisions are based on individuals abilities and qualifications.

Consistent with this principle and applicable laws, it is therefore the WISE Division's policy not to discriminate in offering access to its educational programs and activities or with respect to any terms and conditions on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression. Such a policy ensures that only relevant factors are considered and that equitable and consistent standards of conduct and performance are applied.

This policy applies to WISE Division volunteers, members, clients, and contractors. Our non-discrimination policy clearly states our goal of an inclusive and non-discriminatory environment in which all members and volunteers are valued and empowered to succeed. It is each WISE Division officers, directors, members and volunteers, responsibility to understand the values and approach of the Wise Division non-discrimination policy and to comply with various protocols of behavior that respect, nurture, and advance such values..

**EQUAL OPPORTUNITY**

All WISE Division members and volunteers should be treated with dignity and respect and will provide equal opportunities. Qualified applicants are considered for volunteering positions, and members and volunteers are not discriminated against with regard to race, color, national origin, citizenship status, creed, religion, religious affiliation, age, sex, marital status, sexual orientation, gender identity, disability, veteran status, or any other protected status under applicable law.

**GRIEVANCE PROCEDURES**

All members and volunteers are encouraged to mention any type of complaints regarding violations of the non discrimination policy with the Superintendent or directors. We will then inform you with the action taken if applicable.

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**Article X - Amendments**

1. These Bylaws may be amended by a simple majority of the members of the BOD present voting, providing notice of intent to amend has been sent out to all members of the BOD at least ten days prior to the called meeting. Proxies for the BOD are not permitted.
  
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 the rules must be secured before said amendment may be presented on the floor.

Non discrimination Policy and Conflict of Interest Policy adopted 10/14/2009

Revisions Adopted by the Board of Directors, March 9, 2011.

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