

Constitution Of The Wisconsin Southeastern Division, Inc.

The National Model Railroad Association

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 Bylaws, we the members of the Wisconsin Southeastern 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 Bylaws, to eliminate the necessity for frequent amendments to this Constitution. The Bylaws of the Wisconsin Southeastern 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.

ARTICLE I - NAME

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

ARTICLE II - PURPOSE

Section 1 - The purposes of the WISE Division of the MWR of the NMRA are as follows:

A - To promote model railroading in the WISE Division.

B - To hold Divisional meetings and clinics.

C - To sponsor model railroad contests.

D - 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 work (as defined in sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended) 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 - BOUNDARIES

Section 1 - Geographic boundaries of the WISE Division, MWR, NMRA , are as follows: The counties of Kenosha , Milwaukee , Ozaukee, Racine , Walworth , Washington , and Waukesha in the State of Wisconsin .

ARTICLE IV - MEMBERSHIP

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

ARTICLE V - MEETINGS

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

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

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 WISE Division as approved by the Board of Directors, which are not special meetings, but which will further the purposes of the WISE Division.

ARTICLE VI - MANAGEMENT

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

Section 2 - The BOD shall consist of four officers and no less than five or more than fifteen directors selected as provided in this Constitution.

Section 3 - The BOD shall meet at least six times per year.

Section 4 - The BOD shall have the following responsibilities:

A - To pass all of the Bylaws 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 WISE Division in trust for its members.

Section 5 - Five or more members of the BOD in personal attendance after having received prior notice as defined in the Bylaws, shall constitute a quorum to conduct any and all business of the WISE Division.

Section 6 - Proxies by members of the BOD shall be allowed unless specifically excluded by this Constitution or the Bylaws.

ARTICLE VII - DIRECTORS

Section 1 - The Directors of the WISE Division, MWR, NMRA shall be selected as follows:

A - Four directors shall be elected officers

B - Five Directors and not more than fifteen shall be appointed by the Superintendent keeping in mind geographical representation throughout the WISE Division.

C - 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.

Section 2 - One Director with approval of the BOD shall serve as Business Manager.

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

A - The Officers of the WISE Division shall consist of a Superintendent, Assistant Superintendent, Chief Clerk, and Paymaster.

B - These Officers shall be elected bi-annually at the Annual meeting held in odd-numbered years.

Section 2 - The Superintendent, the Assistant Superintendent, the Chief Clerk, and the Paymaster shall be Directors of the WISE Division.

Section 3 - The Superintendent or a person appointed by the Superintendent shall be the Divisional Director on the Board of Directors of the MWR, NMRA .

Section 4 - The term of office for all officers shall be two years, commencing on June 1 after the election. No officer, except the Paymaster, shall serve more than two

consecutive terms in any one office, but will be eligible for re-election two years (one term) after the end of their second term in office. The Paymaster, due to the special talents required, may serve for more than two consecutive terms.

Section 5 - Any vacancy occurring in the office of Superintendent shall be filled by the Assistant Superintendent, as defined in the Bylaws.

Section 6 - Any vacancy occurring in any office, other than Superintendent, shall be filled by appointment by the Superintendent and subject to approval of the BOD.

Section 7 - The duties of the Divisional Officers shall be those normally associated with their office.

Section 8 - No Officer, member of the BOD, or any member of the WISE Division, MWR, NMRA functioning in any capacity shall receive any remuneration for services rendered, other than reimbursement for expenses, nor shall the assets of the WISE Division, MWR, NMRA be used for any private or personal gain of any Officer, Director, or member.

ARTICLE IX - BYLAWS

Section 1 - Bylaws shall be established and adopted by the BOD for the government of the Wise Division.

Section 2 - The Bylaws of the WISE Division may be adopted or amended as provided in the Bylaws.

ARTICLE X - AMENDMENTS

Section 1 - Amendments to the Constitution shall be made by ballot 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 the WISE Division may submit, in writing, an amendment to this Constitution.

1. Such motion to amend must be addressed to the Superintendent with a copy at 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, the membership may petition to have such amendment placed on a ballot at the time of the next 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 Bylaws for election of Officers.

ARTICLE XI - DISSOLUTION

In the event the WISE Division, MWR, NMRA shall dissolve and cease to function as an organization, its assets shall be paid over only to those organizations established as charitable organizations under the provisions of sec. 501(c)(3) of the Internal Revenue Code of 1954, as amended. The selection of any such organization shall be at the sound discretion of the vote of the BOD by a simple majority.

As adopted at the Annual Meeting, April, 1997

Proposed - January 8, 1997

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