

**Midwest Region  
National Model Railroad Association, Inc.**

**Constitution**

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**Constitution**

Article I – Name, Authority and Purpose

1. The name of this organization is the Midwest Region (hereinafter the “Region”) of the National Model Railroad Association, Inc. (hereinafter the “NMRA”).
2. The Region is established under the Regulations of the NMRA (hereinafter the “Regulations”) and is incorporated as a not-for-profit organization under the laws of the State of Illinois. This Constitution and the Bylaws and Policies & Procedures provided for in Article V below set forth rules regulating the affairs of the Region. Collectively these organizational documents constitute the Executive Handbook. In the event of a conflict between the Executive Handbook and the laws of the State of Illinois or the Regulations, the laws of the State of Illinois or the Regulations, as appropriate, shall govern.
3. The purposes of the Region, as set forth in its Articles of Incorporation, are to promote, stimulate, foster, and encourage by all manner and means the art and craft of model railroading and the preservation of the history, science, and technology thereof. The Region is organized exclusively for charitable, educational, literary, and scientific purposes consistent therewith and within the meaning of section 501(c)(3) of the Internal Revenue Code.

Article II – Members

1. Except to the extent otherwise provided in the Regulations, each member of the NMRA who resides in the Region’s territory as defined in the Regulations shall be a member of the Region (hereinafter a “resident member”).
2. Except to the extent otherwise provided in the Regulations, each member of the NMRA who does not reside in the Region’s territory as defined in the Regulations may become a member of the Region pursuant to the Bylaws and/or Policies & Procedures (hereinafter a “non-resident member”).
3. The members shall meet at least annually. Each resident and non-resident member shall receive notice of any meeting of members. Ten (10) or more members who are present in person shall constitute a quorum for the conduct of business at any meeting of members.

### Article III – Officers and Directors

1. The officers of the Region shall consist of a President, a Vice President, a Secretary, a Treasurer and the Immediate Past President. The officers shall be elected or appointed and shall serve pursuant to the Bylaws and/or Policies & Procedures.
2. The directors of the Region shall consist of seven (7) Directors-at-Large and a Division Director for each Division in the Region. The Directors-at-Large shall be elected or appointed and shall serve pursuant to the Bylaws and/or Policies & Procedures. Each Division shall designate a Division Director to represent that Division.
3. The officers and directors shall constitute the Board of Directors (hereinafter the “Board”). The Board shall be responsible for the governance and administration of the Region between meetings of the members. Five (5) or more members of the Board who are present in person shall constitute a quorum for the conduct of business at any meeting of the Board.
4. The officers shall constitute an Executive Committee, which shall be responsible for the governance and administration of the Region between meetings of the Board. The Executive Committee may meet in person, by teleconference or by other electronic means. Three (3) or more members of the Executive Committee who are present for a meeting shall constitute a quorum for the conduct of business at any meeting of the Executive Committee.
5. The President, or a resident member designated by the President, shall serve as the Region’s representative to the Regional Advisory Council established by the Regulations. The President shall designate a resident member as the Region’s alternate representative to the Regional Advisory Council. If the Region’s representative is unable to participate in the Regional Advisory Council, the Region’s alternate representative shall represent the Region.

### Article IV – Divisions

1. Pursuant to the Regulations, the Board may subdivide the Region into Divisions to facilitate the purposes of the Region.
2. The name and geographic area served by each Division shall be set forth in the Bylaws.

### Article V – Bylaws and Policies & Procedures

1. The Board shall adopt Bylaws for the governance and administration of the Region. Bylaws shall conform with the Regulations and this Constitution. The Board may amend the Bylaws at any meeting of the Board, provided, however, that the proposed amendment is included with the notice of the meeting.
2. The Board may adopt Policies & Procedures to facilitate implementation of this Constitution and the Bylaws. The Board may delegate authority for adopting Policies & Procedures to the

Officers and Standing Committees or Subcommittees that it establishes in the Bylaws. Policies & Procedures shall conform with the Regulations, this Constitution and the Bylaws.

#### Article VI – Amendments

1. Amendments to this Constitution may be initiated by any resident member by filing a proposed amendment with the Secretary by electronic or regular mail. A proposed amendment shall include the current wording of the Article and Section to be amended, the proposed wording and an explanation of the proposed change.
2. Within thirty (30) days of receiving a proposed amendment, the Secretary shall forward it to the Board by electronic or regular mail. The Board shall consider the proposed amendment at its next regularly scheduled meeting. The originator of the amendment shall be given an opportunity during that meeting to present arguments in favor of the proposed amendment.
3. If a majority of the Board members attending the meeting approve the proposed amendment, it shall be submitted to resident members for an electronic or regular mail vote. Balloting shall be conducted pursuant to the Bylaws and/or Policies & Procedures. If a majority of the resident members returning ballots are in favor of the proposed amendment, it shall be adopted. Within thirty (30) days of the approval of an amendment, the Secretary shall forward a revised Constitution to the Board by electronic or regular mail and shall publish it on the Secretary's Page of the Region's Website.

#### Article VII – Dissolution

1. The Region is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. Upon the dissolution of the Region, 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 a court of competent jurisdiction 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.
3. Upon the dissolution of the Region, the Executive Committee shall identify records, files, and correspondence that may be of continuing significance and shall forward said records, files, and correspondence to the Headquarters of the NMRA.