

**BLACK TEXT ORIGINAL TEXT**

**RED TEXT WORDS TO DELETE**

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

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

## **Constitution**

### **Article I – Name, Authority and Purpose**

**1. The name of this organization is the Midwest Region National Model Railroad Association (hereinafter the “Region” or “MWR”) of the National Model Railroad Association, Inc. (hereinafter the “NMRA”).**

**2. The Region is established under the Regulations of the NMRA (hereinafter the “Regulations”) NMRA BY-LAWS ADOPTED IN MAY 2018 (hereinafter “NMRA BY-LAWS”) and is incorporated as a not-for-profit organization under the laws of the State of Illinois. This Constitution and the By-Laws 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. [THE EXECUTIVE HANDBOOK WAS ELIMINATED FEB 2022 and replaced with the Corporate Policies & Procedures Manual (CPPM)] In the event of a conflict between this Constitution, state of Illinois law, NMRA By-Laws, MWR By-Laws, NMRA Corporate Policies and Procedures Manual (CPPM), or MWR Policies & Procedures, the Executive Handbook and the laws of the State of Illinois or the NMRA BY-LAWS ADOPTED IN MAY 2018, the laws of the State of Illinois or the regulations, as appropriate, shall govern where applicable.**

**3. As set forth in its Amendment dated April 15, 2005 to the Articles of Incorporation: The purpose or purposes of the this Region, for which the corporation is organized, are: 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. This **Region corporation** 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 NMRA BY-LAWS, each member of the NMRA who resides in the Region’s territory as defined in the Regulations NMRA BY-LAWS shall be a member of the Region (hereinafter a “resident member”).**
- 2. Except to the extent otherwise provided in the Regulations NMRA BY-LAWS, each member of the NMRA who does not reside in the Region’s territory as defined in the Regulations NMRA BY-LAWS may become a member of the Region pursuant to the By-Laws and/or Policies & Procedures (hereinafter a “non-resident member”).**
- 3. The members shall meet at least annually in what is known as the “Member's Meeting.” Each resident and non-resident member shall receive notice of any meeting of members. Ten (10) or more members who are present in person or by electronic video conference or other electronic means shall constitute a quorum for the conduct of business at any meeting of members. This paragraph is talking about the annual Members' Meeting.**

**Article III – Officers, and Directors (too many “director” titles) Directors-at-Large, Division Superintendents, and Designated**

## **Division Representative(s).**

**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 By-Laws and/or Policies & Procedures.**

**ANY MWR Board VOTING member, regardless of title, is solely and only eligible to serve in any one MWR Board voting position at any one time. (Voting Members defined: President, Vice President, Secretary, Treasurer, Immediate Past President, Directors-at-Large (7), and each Division Superintendent and/or possibly a Designated Division Representative. NOTE: (A Designated Division Representative(s) is an option in the case of a Division Superintendent who is elected to the MWR Board as a Director at Large or as an Officer.) Since that Superintendent cannot hold two voting seats on the MWR Board simultaneously, his/her Division shall designate a Member to represent that Division; who will hold that Division's Superintendent's seat with voting rights on the MWR Board. The Designated Division Representative(s) may vote his/her own conscience without restrictions.)**

**2. There shall be seven (7) directors Directors-at-Large. The terms of three of the Directors-at-Large shall expire in May in odd numbered years and the terms of four (4) Directors-at-Large shall expire in May in even numbered years. The term of a Director-at-Large is two (2) years. A Director-at-Large cannot serve more than two consecutive terms. If a Director-at-Large position becomes vacant, the MWR President shall appoint someone to fill that vacancy for the remainder of that term, subject to MWR Board approval at the next scheduled meeting. of the Region shall consist of seven (7) Directors-at-Large. and a Division Director (Divisions use the title: "Superintendent" who is the division director—same thing different words, using the**

**word Superintendent, which is the correct title, helps to reduce confusion.) Division in the Region.** The Directors-at-Large shall be elected or appointed and shall serve pursuant to the MWR By-Laws and/or Policies & Procedures. **Each Division shall designate a Division Director to represent that Division.**

**3. There shall be one Superintendent for each Division within the MWR. All Division Superintendents shall be Board Members of the MWR Board and hold one vote each and in addition, may use any number of proxy vote(s) that Superintendent may hold. ANY MWR Board VOTING member, regardless of title, is solely and only eligible to serve in any one MWR Board voting position at any one time. The MWR Board recommends that a Superintendent may only hold a MWR Board Superintendent voting seat for no more than four consecutive years. However, each Division may dictate their own policy with respect to Superintendent term limits.**

**4. A Designated Division Representative(s) is an option in the case of a Division Superintendent who is elected to the MWR Board as a Director at Large or as an Officer. Since that Superintendent cannot hold two voting seats on the MWR Board, his/her Division shall designate a Member to represent that Division; who will hold the Superintendent's seat with voting rights on the MWR Board. The Designated Division Representative may vote his/her own conscience without restrictions. (This option has existed in the MWR historically due to a lack of candidates(s)).**

**5. The Officers (5), and directors Directors-at-Large (7), and Superintendents (10) and/or possibly Designated Division Representative(s) 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. There are twenty-two (22) voting Members in total on the MWR Board.**

**6. A Member of the Midwest Region Board who cannot attend a meeting shall notify the MWR President and MWR Secretary that he/she is appointing another Member of the Region as his/her voting proxy for that meeting, and the Member appointed shall by virtue of this voting proxy be counted in the Quorum total and authorized to cast a vote. IF that member holding that voting proxy holds his/her own vote on the MWR Board, he/she may cast their own vote in addition to any number of proxies in his/her possession.**

**7. 12 or more voting Members (out of the grand total of 22) of the MWR Board, who are present in person, by video conference or other electronic means, or represented by a voting proxy shall constitute a Quorum. PER ILLINOIS LAW FOR NON-PROFITS A SIMPLE MAJORITY IS MANDATED. There are 22 total votes and therefore 12 is mandated as the Quorum.**

**5 seemed to be a low number considering there are in 2025, 22 votes total on the MWR Board and a simple majority is required per Illinois law.) 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.**

**8. The MWR 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 in person, by electronic means or by Proxy(s) for a meeting shall**

**constitute a quorum for the conduct of business at any meeting of the Executive Committee.**

**9. The President, or a resident member designated by the President, shall serve as the Region's Representative to the Regional Advisory Council (RAC) established by the NMRA BY-LAWS the MWR Board shall ensure either the President or a member designated by the President or Board—in the event the President is unavailable or incapacitated, attends the RAC meetings. 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. (better wording in green above accomplishes the same objective)**

#### **Article IV – Divisions**

**1. Pursuant to the Regulations NMRA BY-LAWS, 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 By-laws.**

#### **Article V – By-Laws and Policies & Procedures**

**1. The Board shall adopt By-Laws for the governance and administration of the Region. By-Laws shall conform with the Regulations The MWR Constitution and the MWR By-Laws shall conform with NMRA BY-LAWS and NMRA Constitution. and this Constitution. The MWR Board may amend the MWR By-Laws at**

any meeting of the Board, provided, however, that the **written** 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 By-Laws. The Board may delegate authority for adopting Policies & Procedures to the Officers and Standing Committees or Subcommittees that it establishes in the By-Laws. Policies & Procedures shall conform with the Regulations, NMRA BY-LAWS, this Constitution and the By-Laws. NMRA CPPM.**

## **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 or at anytime as deemed necessary by the MWR President. The originator of the amendment shall be given an opportunity during that meeting to present arguments in favor of the proposed amendment.**

**3. If an established quorum of the 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. posted on the Midwest Region Website. Balloting shall be conducted pursuant to the By-Laws 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 [There is no "Secretary's Page"]** 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, any and all assets, property, material, etc., 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 forwarded distributed to the federal government, or to a state or local government, for a public purpose. NMRA National Board.**

**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.**