

Midwest Region National Model Railroad Association, Inc.

Proposed Bylaws Effective November 8, 2025

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Midwest Region National Model Railroad Association, Inc.

By-Laws

Article I – Name, Authority and Purpose

1. The purpose of these By-Laws is to facilitate the governance and administration of the Midwest Region (hereinafter the “Region” or the MWR) of the National Model Railroad Association, Inc. (hereinafter the “NMRA”).
2. These By-Laws are established pursuant to Article V, Section 1 of the Region’s Constitution. The Region’s Constitution, these By-Laws and the Policies & Procedures provided for in Article IX below set forth rules regulating the affairs of the Region.
3. The Region’s principal office shall be at the address of the President or such other address as determined by the Board of Directors (hereinafter the “Board”). The Region may have additional offices at other places as determined by the Board.
4. Cash assets shall be maintained by the Treasurer in one or more bank accounts pursuant to Article II, Section 4, Subsection a below. Non-cash assets shall be entrusted to members as determined by the President.
5. The fiscal year of the Region shall be the calendar year.

Article II – Officers

1. President.
 - a. The President shall have general supervision over all of the affairs of the Region; shall preside at all meetings of the members, of the Board and of the Executive Committee; shall appoint all committees except the Executive Committee and except as provided in Article IV below; shall fulfill all of the functions of the office prescribed in the Region’s Constitution or elsewhere in these By-Laws and with the approval of the Executive Committee shall take action on all matters not covered in the Constitution or these By-Laws which will advance the purposes of the Region.
 - b. The President shall be elected in odd-numbered years by the resident members of the Region for a term of two (2) years. Balloting shall be regulated by Policies & Procedures adopted by the Election Committee provided for in Article IV, Section 1,

Subsection d below. In the event of a tie, a majority of the incumbent Board members attending the Spring meeting of the Board shall break the tie by written ballot. The President may serve two (2) complete consecutive terms in office before a break in service. 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.

- c. Any vacancy occurring in the office of President shall be filled by the Vice President.

2. Vice President

- a. The Vice President shall serve as Chairman of the Promotions and Special Projects Committee provided for in Article IV, Section 1, Subsection j below and shall perform such other duties as may be assigned by the President. The Vice President shall assume the duties of the President in the President's absence or temporary inability to serve.
- b. The Vice President shall be elected in odd-numbered years by the resident members of the Region for a term of two (2) years. Balloting shall be regulated by Policies & Procedures adopted by the Election Committee provided for in Article IV, Section 1, Subsection d below. In the event of a tie, a majority of the incumbent Board members attending the Spring meeting of the Board shall break the tie by written ballot. The Vice President may serve two (2) complete consecutive terms in office before a break in service. 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.
- c. Any vacancy occurring in the office of Vice President shall be filled by appointment by the President and confirmed by the Board at its next regularly scheduled meeting.

3. Secretary

- a. The Secretary shall prepare minutes of all meetings of the members, of the Board and of the Executive Committee; Shall distribute the minutes to the members of the Board by electronic or regular mail; shall publish the minutes on the Region's Website; shall advise the Board of changes in the Corporate Policies & Procedures Manual (CPPM) of the NMRA and shall fulfill all of the functions of the office prescribed in the Constitution and elsewhere in these By-Laws.
- b. The Secretary shall be appointed by the President with the approval of the Board. The Secretary may serve indefinitely. 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.
- c. Any vacancy occurring in the office of Secretary shall be filled by appointment by the President and confirmed by the Board at its next regularly scheduled meeting.

4. Treasurer.

- a. The Treasurer shall maintain books and records of the financial transactions of the Region; shall, with the pre-authorized approval of the Executive Committee, open and close bank accounts and make investments as necessary; shall report the Region's financial position and results of operation for the prior calendar year to the Board at its Spring meeting; shall submit the books and records for the prior calendar year to the Audit Committee provided for in Article IV, Section 1, Subsection a below within Forty-five (45) days after the Board's Spring meeting; shall report the Region's financial position and results of operation for the current calendar year to date to the Board at its Fall meeting; may submit a budget for the next calendar year to the Board at its Fall meeting and shall fulfill all of the functions of the office prescribed in the Constitution and elsewhere in these By-Laws.
- b. The Treasurer shall be appointed by the President with the approval of the Board. The Treasurer may serve indefinitely. 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.
- c. Any vacancy occurring in the office of Treasurer shall be filled by appointment by the President and confirmed by the Board at its next regularly scheduled meeting.

5. Immediate Past President

- a. The Immediate Past President shall serve as Chairman of the Long Range Planning and Implementation Committee provided for in Article IV, Section 1, Subsection g below and shall perform such other duties as may be assigned by the President.
 - b. The President shall become the Immediate Past President at the end of his or her tenure. The Immediate Past President shall serve until his or her successor as President completes his or her tenure. 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.
 - c. Any vacancy occurring in the office of Immediate Past President shall be filled by the appointment of a former President by the President and confirmed by the Board at its next regularly scheduled meeting.
6. An officer may be removed from office for cause by a two-thirds (2/3) roll call vote at a regularly scheduled meeting of the Board.

Article III – Directors-at-Large and Superintendents

1. The Directors-at-Large and the Division Representatives / Superintendents in conjunction with the Officers shall form the Board and shall be responsible for the governance and administration of the Region between meetings of the members.
2. Three (3) Directors-at-Large shall be elected in odd-numbered years and four (4) Directors-at Large shall be elected in even-numbered years by the resident members of the Region for a term of two (2) years.

Balloting shall be regulated by Policies & Procedures adopted by the Election Committee provided for in Article IV, Section 1, Subsection d below. In the event of a tie, a majority of the incumbent Board members attending the Spring meeting of the Board shall break the tie by written ballot. A Director-at-Large may serve two (2) complete consecutive terms in office before a break in service. 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. Any vacancy among the seven (7) Directors-at-Large shall be filled by appointment by the President and confirmed by the Board at its next regularly scheduled meeting.

3. Each Division may designate a “Designated Division Representative” to represent that Division to receive copies of communications from the Region to the Division.

The name, address, telephone number and electronic mail address of the Designated Division Representative shall be certified by the Chief Clerk or Secretary of each Division to the MWR Secretary by electronic or regular mail whenever a change occurs.

Unless proscribed by his or her Division, a “Designated Division Representative may serve indefinitely.

A “Designated Division Representative may not serve concurrently as an Officer or as a Director-at Large. Unless Article V, Section 8 below applies, each Division will promptly designate a replacement Division Director whenever a vacancy occurs. If a Division fails to designate a Division Representative or an Alternate Division Representative, the Division Superintendent or President will be deemed to

be the Division Representative and the Division Assistant Superintendent or Vice President will be deemed to be the Alternate Division Representative.

4. A Director-at-Large or Division Superintendent may be removed from the MWR Board for cause by a two-thirds (2/3) roll call vote at a regularly scheduled meeting of the Board.

Article IV – Committees

1. The following Standing Committees and Subcommittees are established to carry out prescribed functions:

A. AUDIT.

1) Function: Responsible for annually reviewing the Treasurer's books and records for the prior calendar year. The review shall begin no later than forty five (45) days after the Spring meeting of the Board. The results of the review shall be reported at the Fall meeting of the Board.

2) MEMBERSHIP: A Chairman and other members as deemed necessary by the Chairman.

B. CLINIC CLEARING HOUSE.

1) Function: Responsible for compiling, cataloging and disseminating a list of currently available clinics.

2) Membership: A Chairman and the Division Clinic Coordinators provided for in Article V, Section 4 below. A Division's Clinic Coordinator should be the individual who schedules clinics for the Division.

C. CONVENTION.

1) Function: Responsible for securing one (1) or more bids at least two (2) years in advance of the Annual Convention provided for in Article VII, Section 1 below and for coordinating the Region's requirements with the host organization after its bid is accepted by the Board.

2) Membership: A Chairman, the Chairmen of the Subcommittees enumerated below and the Division Convention Coordinators provided for in Article V, Section 4 below. A Division's Convention Coordinator should be an individual who is familiar with the conduct of Region conventions.

3) Requirement: Establish and maintain Convention Committee Policies & Procedures.

4) Subcommittees:

a) Model Contest: Responsible for conducting model contests at conventions and for selecting qualified judges for the various contests.

b) Photo Contest: Responsible for conducting photo contests at conventions and for selecting qualified judges for the various contests.

Each Subcommittee shall consist of a Chairman and other members as deemed necessary by the Chairman.

D. Education (including Achievement Program)

1) Function: The Education Department is responsible for all educational programs and activities of the NMRA.

2) Membership: The Education Department shall consist of a Department Manager and Committee Chairs of programs whose activities are primarily of an educational nature.

3) The Department Manager shall determine the department structure of the Education Department. The Education Manager is responsible for all educational programming including the Achievement Program. May act as a Trainer or AP Evaluator.

4) Subcommittees:

a) Achievement Program: Responsible for conducting model evaluations and for selecting/training qualified judges. Processes paperwork for the AP process. Acts as a backup to the Training Chairman. May present educational training related to the AP or other subject matter.

It is the policy of the NMRA to promote continuing interest and activity in all phases of the hobby of scale model railroading through the establishment of the Achievement Program (AP). The AP provides for official recognition of superior achievement for the individual NMRA member in the areas of craftsmanship and service. This program has developed a large group of NMRA members who are willing to advise and assist all NMRA members in all aspects of the hobby. Participation in the AP is voluntary and is not a requirement for participation in any other phase of NMRA activity. Possession of any achievement certificate does not entitle its holder to any special consideration in matters pertaining to the NMRA.

b) Training Chairman: Responsible for providing, conducting education programs in the MWR. Acts as a backup to the Achievement Program Chairman. May act as an AP Evaluator.

Each Subcommittee shall consist of a Chairman and other members as deemed necessary by the Chairman.

E. Election.

1) Function: Responsible for preparing, distributing and counting ballots for the election of the President, Vice President and Directors-at-Large and for amendments to the Constitution.

2) Membership: A Chairman and one other member who lives in the vicinity of the Chairman.

3) Requirement: Establish and maintain Election Committee Policies & Procedures that preserve the right of members to write in names not otherwise on a ballot.

F. Internet.

1) Function: Responsible for establishing and maintaining a Region Website for the purpose of disseminating Region information to members and to the general public.

2) Membership: A Chairman, who will normally be the Region's Webmaster, the MWR Secretary and the Division Internet Coordinators provided for in Article V, Section 4 below. A Division's Internet Coordinator should be the Division's Webmaster or, if the Division does not have a Webmaster, a member with sufficient knowledge of the Division's operations that he or

she can facilitate maintenance of a Division web page within the Region's webspace by the Region's Webmaster.

G. Long Range Planning and Implementation.

- 1) Function: Responsible for formulating and implementing approved long range goals, plans and programs to foster the purposes of the Region as stated in Article I, Section 3 of the Constitution.
- 2) Membership: A Chairman, who as provided in Article II, Section 5, Subsection a above shall be the Immediate Past President, and other members as deemed necessary by the Chairman.

H. Membership.

- 1) Function: Responsible for coordinating membership matters between the Administration Department of the NMRA (hereinafter the "Administration Department") and the Divisions, for disseminating membership data received from the Administration Department to the Divisions and for providing member electronic and/or regular mail address information to the Officers and/or appropriate Committees for purposes of fulfilling responsibilities enumerated in Article VII below and elsewhere in the Executive Handbook.
- 2) Membership: A Chairman and the Division Membership Coordinators provided for in Article V, Section 4 below. A Division's Membership Coordinator should be the individual who is the point of contact for membership matters within the Division.
- 3) Requirement: Establish and maintain Membership Committee Policies & Procedures that include the table provided for in Article V, Section 1 below that correlates each Zip Code in the Region with the appropriate Division.

I. Nominating.

- 1) Function: Responsible for developing a list of candidates to be placed on the annual ballot by its own nomination and/or by acceptable nominating petitions. The list and a biography & photograph for each candidate shall be filed with the Secretary by electronic or regular mail at least fifteen (15) days prior to the Fall meeting of the Board.
- 2) Membership: A Chairman and two (2) other members, each of whom are from different Divisions.
- 3) Requirement: Establish and maintain Nominating Committee Policies & Procedures that preserve the right of members to place a resident member's name in nomination by filing a petition signed by at least ten (10) resident members with the Chairman at least forty-five (45) days prior to the Fall meeting of the Board.

J. Promotions and Special Projects.

- 1) Function: Responsible for developing programs promoting model railroading and membership in the NMRA and for developing special offers for fund raising and other purposes.
- 2) Membership: A Chairman, who as provided in Article II, Section 2, Subsection a above shall be the Vice President, and other members as deemed necessary by the Chairman.

K. Publications

- 1) Function: Responsible for publishing and distributing the Waybill pursuant to Article VIII, Section 1 below.
- 2) Membership: A Chairman, who will normally be the Editor of the Waybill, and the Division Publications Coordinators provided for in Article V, Section 4 below. A Division's Publications Coordinator should be the individual who is the editor of the Division's newsletter or similar publication.
- 3) Requirement: Establish and maintain Publications Committee Policies & Procedures.

L. Youth

- 1) Function: Responsible for coordinating Region support of the Scout Merit Badge or similar programs and for administering the Youth Fund.
- 2) Membership: A Chairman and other members as deemed necessary by the Chairman.
- 3) Requirement: Establish and maintain Youth Committee/Youth Fund Policies & Procedures.

2. The President may establish ad hoc committees for any purpose. All such committees shall be dissolved at the end of the appointing President's tenure.

3. Committee members shall be members of the Region, but do not need to be members of the Board.

4. Except as otherwise provided in the Subsections of Article IV, Section 1 above, Chairmen and members of standing committees shall be appointed by the President, where practicable within ninety (90) days after assuming office, and shall serve at the President's pleasure.

5. Whenever a Chairman determines that additional committee members are necessary to accomplish the functions of his or her committee, the Chairman will submit names of recommended individuals to the President for appointment. If the President declines to appoint a recommended individual, he or she will notify the Chairman so that the Chairman can recommend another individual.

6. Chairmen may, at their discretion, call meetings of their committees or subcommittees for the purpose of coordinating, initiating, planning and implementing a particular project, function or duty for which their respective committees or subcommittees are responsible. Committees or subcommittees may meet in person, by teleconference or by other electronic means.

Article V – Divisions

1. Pursuant to Article IV, Section 2 of the Constitution, the following Divisions are established:

a. Wisconsin Southeastern (WSE) – 2801

Includes the following counties in the State of Wisconsin: Kenosha, Milwaukee, Ozaukee, Racine, Walworth, Washington, and Waukesha.

b. South Central Wisconsin (SCW) – 2802

Includes the following counties in the State of Wisconsin: Adams, Columbia, Dane, Iowa, Jefferson, Juneau, Lafayette, Richland, and Sauk.

c. WinnebagoLand (WLD) – 2803

Includes the following counties in the State of Michigan: Alger, Baraga, Delta, Dickinson, Gogebic, Houghton, Iron, Keweenaw, Marquette, Menominee, Ontonagon, and Schoolcraft.

Includes the following counties in the State of Wisconsin: 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, Vilas, Waupaca, Waushara, Winnebago, and Wood.

d. Illinois Valley (IVD) – 2805

Includes the following counties in the State of Illinois: Adams, Brown, Bureau, Cass, Fulton, Grundy, Henry, Knox, LaSalle, Livingston, Logan, Marshall, Mason, McDonough, McLean, Menard, Mercer, Morgan, Peoria, Pike, Putnam, Rock Island, Sangamon, Schuyler, Scott, Stark, Tazewell, Warren and Woodford.

e. Central Indiana (CID) – 2806

Includes the following counties in the State of Indiana: Bartholomew, Benton, Boone, Brown, Carroll, Cass, Clay, Clinton, Crawford, Daviess, Delaware, Dubois, Fountain, Gibson, Greene, Hamilton, Hancock, Harrison, Hendricks, Howard, Jackson, Jennings, Johnson, Knox, Lawrence, Madison, Marion, Martin, Miami, Monroe, Montgomery, Morgan, Orange, Owen, Parke, Perry, Pike, Posey, Putnam, Scott, Shelby, Spencer, Sullivan, Tippecanoe, Tipton, Vanderburgh, Vermillion, Vigo, Warren, Warrick, Washington and White.

Includes the following counties in the Commonwealth of Kentucky: Ballard, Butler, Caldwell, Calloway, Carlisle, Christian, Crittenden, Daviess, Fulton, Graves, Hancock, Henderson, Hickman, Hopkins, Livingston, Logan, Lyon, Marshall, McCracken, McLean, Muhlenberg, Ohio, Todd, Trigg, Union, and Webster.

f. Illinois Terminal(ITD) – 2807

Includes the following counties in the State of Illinois: Champaign, Christian, Clark, Coles, Crawford, Cumberland, DeWitt, Douglas, Edgar, Effingham, Fayette, Jasper, Lawrence, Macon, Moultrie, Piatt, Richland, Shelby and Vermillion.

g. Fox Valley (FVD) – 2809

Includes the following counties in the State of Illinois: Cook (north of Roosevelt Road and east of Austin Boulevard to North Avenue and north of North Avenue and east of Interstate Highway 294 and north of the eastward extension of the Cook-DuPage county line and west of Interstate Highway 294), Kane (north of the westward extension of the Cook-DuPage county line), Lake, and McHenry.

h. Rock River Valley (RRV) – 2810

Includes the following counties in the State of Illinois: Boone, Carroll, De Kalb, Jo Daviess, Lee, Ogle, Stephenson, Whiteside, and Winnebago. Includes the following counties in the State of Wisconsin: Green and Rock.

i. DuPage (DUP) – 2811

Includes the following counties in the State of Illinois: Cook not otherwise included in Fox Valley, DuPage, Ford, Iroquois, Kankakee, Kane (south of the westward extension of the Cook-DuPage county line), Kendall, and Will.

j. Michiana (MD) – 2815

Includes the following counties in the State of Indiana: Elkhart, Fulton, Jasper, Lake, La Porte, Marshall, Newton, Porter, Pulaski, Saint Joseph, and Starke.
Includes the following counties in the State of Michigan: Berrien and Cass.

Because the Administration Department assigns members to Divisions based on a member's Zip Code, the Membership Committee provided for in Article IV, Section 1, Subsection h above shall maintain as part of its Policies & Procedures a table that correlates each Zip Code in the Region with the appropriate Division. The table shall be based on the geographic parameters cited above.

2. Each Division shall adopt organizational documents that are consistent with the Regulations and the Executive Handbook. Each Division shall file a complete copy of its organizational documents with the Secretary by electronic or regular mail whenever a change is made to those documents.

3. In its organizational documents, each Division shall provide for the periodic election or appointment of a Superintendent, an Assistant Superintendent, a Chief Clerk, a Paymaster and such other officers and directors as it deems appropriate in its circumstances. The names, addresses, telephone numbers and electronic mail addresses of the Superintendent, Assistant Superintendent, Chief Clerk and Paymaster shall be reported to the Secretary by electronic or regular mail whenever a change occurs.

4. In its organizational documents, each Division shall provide for the periodic election or appointment of Clinic, Convention, Internet, Membership and Publications Coordinators as provided under applicable Subsections of Article IV, Section 1 above. The names, addresses, telephone numbers and electronic mail addresses of these Coordinators shall be reported to the Chairman of the applicable Committee by electronic or regular mail whenever a change occurs.

5. Divisions should direct potential members to apply for Membership on-line and/or give them information as to where to mail their application and payment. Making payment, handling money, credit cards, etc., is solely the responsibility of the applicant. The Region STRONGLY recommends to its Divisions, to have the applicant apply on-line themselves or use regular mail to send their application and payment. Collecting NMRA Membership dues is NOT a Region or Division function. This should be handled directly by NMRA National.

6. Each Division shall advance the purposes of the Region by holding meetings or other events in its territory. However, Divisions shall not hold meetings or other events within five (5) days of a convention that is held pursuant to Article VII, Section 1 or Section 2 below.

7. Each Division is expected to hold at least one meeting each calendar year. If no meetings are held for three (3) years, a Division will be deemed inactive. Any assets of an inactive Division will be disposed of in accordance with the Division's organizational documents. If no provision has been made for the disposition of such assets, they will be converted to cash, remitted to the Treasurer and added to the general funds of the Region.

8. If a Division is inactive and upon the recommendation of the President, the Board may appoint a new Superintendent, Assistant Superintendent, Secretary (also called Chief Clerk) and/or Treasurer (also called Paymaster) who will try to reactivate the Division or the Board may combine the Division's territory with an adjacent active Division.

9. Resident members of one or more existing Divisions may petition the Board to create a new Division as follows:

a. The petition shall be signed by ten (10) or more members who reside in the county or counties comprising the proposed Division. The petition must include:

1) the names, addresses, telephone numbers, electronic mail addresses and NMRA numbers of the petitioners,

2) the name, address, telephone number and electronic mail address of the petitioners' representative.

3) the county or counties that will comprise the new Division.

4) the reasons for establishing a new Division and

5) proposed organizational documents that are consistent with the NMRA Corporate Police & Procedures Manual (CPPM) and NMRA By-Laws.

b. The petition shall be filed with the Secretary by electronic or regular mail. Within thirty (30) days of receiving a petition, the Secretary shall forward it to the Board by electronic or regular mail.

c. After a minimum of sixty (60) days have elapsed for receipt of comments, the petition shall be placed on the agenda of the Board's next regularly scheduled meeting. The petitioners' representative shall be given an opportunity during that meeting to present arguments in favor of the new Division. Copies of all comments received prior to distribution of the meeting notice shall be provided to the Board and the petitioners' representative.

d. If a majority of the Board members attending the meeting approve the new Division, within thirty (30) days of the meeting the Secretary will notify by electronic or regular mail the NMRA, the petitioners' representative and the Superintendent(s) of the existing Division(s). Within sixty (60) days of the meeting the Secretary will appropriately revise Article V, Section 1 above.

e. If a majority of the Board members attending the meeting do not approve the new Division, within thirty (30) days of the meeting the Secretary will notify by electronic or regular mail the petitioners' representative and the Superintendent(s) of the existing Division(s).

10. Subdivisions.

- a. 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.
- b. 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.
- c. 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 sponsoring Division.
- d. Subdivisions must designate a leader and report his or her name, address, telephone number and electronic mail address to the sponsoring Division.
- e. A Division must report the names of any Subdivisions that it establishes or dissolves to the MWR Secretary by electronic or regular mail whenever a change occurs.

Article VI – Members.

1. As set forth in Article 2, Section 1 of the Constitution, except to the extent otherwise provided in the NMRA BY-LAWS ADOPTED IN MAY 2018, each member of the NMRA who resides in the Region's territory as defined in the NMRA BY-LAWS ADOPTED IN MAY 2018 shall be a resident member of the Region.

2. As set forth in Article 2, Section 2 of the Constitution, except to the extent otherwise provided in the NMRA BY-LAWS ADOPTED IN MAY 2018 each member of the NMRA who does not reside in the Region's territory as defined in the NMRA BY-LAWS ADOPTED IN MAY 2018 may become a non-resident member of the Region by providing his or her name, address, telephone number and electronic mail address to the Chairman of the Membership Committee.

If a non-resident member does not provide an electronic mail address, annually he or she shall pay an administration fee equivalent to the dues allocation that the Region receives annually from the NMRA for each resident member.

Article VII – Meetings

1. The Region MAY hold an Annual Convention whenever designated by the MWR Board. Any Division or other organized group within the Region may offer to host a convention by submitting a bid in accordance with Policies & Procedures established by the Convention Committee provided for in Article IV, Section 1, Subsection c above. Upon acceptance of a bid by the Board, the host organization shall comply with the Convention Committee's Policies & Procedures. Notwithstanding the foregoing, in any year in which the Region or a Division of the Region hosts the National Convention of the NMRA, the Board may suspend the requirement for an Annual Convention provided that the Board makes alternate arrangements for the Annual Meeting of Members provided for in Section 3 below and for the Spring meeting of the Board provided for in Section 4 below.

2. The Region may hold additional conventions as authorized by the Board.

3. The annual meeting of members MAY be held during the Annual Convention or via ELECTRONIC ZOOM ON-LINE on a date determined by the Board. The host organization for the convention (If

there is one that year) MAY schedule one-half hour for the annual meeting of members prior to the date and time for the Spring meeting of the Board. The room for the meeting should accommodate the number of people expected at the convention.

4. The Board MAY meet during the Annual Convention. The President will inform the host organization of the date and time of the meeting, and of any special arrangements, equipment, etc. that may be required. The room designated for the meeting shall accommodate at least forty (40) people. In 2024, it was decided by the MWR President and Board that future Spring and Fall MWR Board Meetings would be conducted via electronic teleconference ON-LINE.

5. The Board MAY meet in the Fall, generally in October or November, on a date and at a time and place determined by the President and announced to the Board at its Spring meeting. If circumstances subsequently require a change to the original date for the meeting, the new date for the meeting shall be later than the original date for the meeting. In 2024, it was decided by the MWR Board that future Spring and Fall MWR Board Meetings would be conducted via electronic teleconference ON-LINE.

6. The President may schedule a special meeting of the Board when necessary or desirable.

7. Any five (5) members of the Board may petition the President in writing for a special meeting of the Board. The petition must state the reason for the meeting and must include a proposed agenda. Upon receipt of such a petition, the President shall schedule a meeting within thirty (30) days.

8. Each member of the Board shall receive notice of each meeting of the Board. The notice shall be sent or mailed by the Secretary at least fifteen (15) days prior to the meeting to the last electronic or regular mail address filed by the member with the Secretary. The notice will include the agenda for the meeting. The agenda may not be set aside, altered, or amended without majority approval of the Board members present at the meeting in person or by proxy.

9. Each member of the Board may appoint a proxy for any meeting of the Board by filing a form prescribed by the Secretary with the Secretary before the meeting begins. The form may be filed with the Secretary by electronic or regular mail or it may be delivered by the proxy. From the MWR Secretary's Policies & Procedures, effective July 1, 2005: Article III – Format for Proxy 1. Article VII, Section 9 of the Bylaws provides in part that each member of the Board may appoint a proxy for any meeting of the Board by filing a form prescribed by the Secretary with the Secretary before the meeting begins. The Proxy form from the Secretary's Policies & Procedures, effective July 1, 2005 reads: *“The undersigned, a member of the Board of Directors, Midwest Region, NMRA, hereby appoints (please print) _____ is or her place at the (insert date) meeting of the Board of Directors.”*

Any member of the Board who is unable to attend a meeting of the Board will make every effort to give their Proxy to another member so he/she may represent the members that the absent board member represents and vote accordingly as well as notify the MWR President or Secretary about the absence.

10. Five (5) or more members of the Board, who are present either in person or online web meeting and who represent more than one Division, shall constitute a quorum to conduct business at any meeting of the Board.

11. The latest edition of Robert's Rules of Order shall govern all meetings of the Region except if they are in conflict with the Constitution or these By-Laws.

Article VIII – Communications

1. The Region shall publish a quarterly newsletter known as the Waybill on a schedule determined by the Publications Committee in its Policies & Procedures. The Waybill shall be distributed via electronic (on-line) media without charge to each resident and non-resident member who provides an electronic mail address to the NMRA or to the Chairman of the Membership Committee.
2. As provided in Article II, Section 3 of the Constitution, each resident member shall receive notice of the annual meeting of members by electronic or regular mail. In addition, each resident member shall receive notice of the Annual Convention, notice of candidates for election as President, Vice President and/or Directors-at-Large and a ballot for any election or amendment of the Constitution. The notices and the ballot may be combined with any issue of the Waybill that allows sufficient time for completion of the election process established by the Election Committee in its Policies & Procedures.
3. As provided in Article II, Section 3 of the Constitution, each non-resident member shall receive notice of the annual meeting of members by electronic or regular mail. In addition, each non-resident member shall receive notice of the Annual Convention. The notices may be combined with an appropriate electronic version issue of the Waybill.

Article IX – Policies & Procedures

1. Pursuant to Article V, Section 2 of the Constitution, the Officers and each Standing Committee or Subcommittee established in Article IV, Section 1 above may adopt Policies & Procedures to facilitate implementation of their responsibilities. Policies & Procedures shall conform to the NMRA BY-LAWS ADOPTED IN MAY 2018, the Constitution and these By-Laws.
2. Within thirty (30) days of adopting Policies & Procedures, the Officer or the Chairman of the Committee or Subcommittee shall forward a copy of the Policies & Procedures to the Secretary by electronic or regular mail.
3. Within thirty (30) days of receiving Policies & Procedures from an Officer or the Chairman of a Committee or Subcommittee, the Secretary shall forward the Policies & Procedures to the Board by electronic or regular mail and shall publish them on the Region's Website.
4. The Secretary may establish a table of contents and a common format for Policies & Procedures.

Article X – Amendments

1. Amendments to these By-Laws may be initiated by any member of the Board or Chairman of a Standing Committee or Subcommittee by filing a proposed Amendment with the Secretary by electronic or regular mail. A proposed Amendment must 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 adopted. Within thirty (30) days of the approval of the Amendment, the Secretary shall forward revised By-Laws to the Board by electronic or regular mail and shall publish them on the Region's Website.