

Bylaws of the Wisconsin Southeastern Division, Inc. – The National Model Railroad Association

Article I. DIVISION OFFICE

1. The Division shall have its principal office at the address of the current Superintendent (President) or such other address as may be directed by the Board of Directors (BOD).
2. The Division may also have offices at such other places as the BOD may direct.

Article II. AUTHORITY AND PURPOSE

1. The authority for these Bylaws is derived from the Articles of Incorporation filed with the State of Wisconsin, as authorized by the Charter of the Midwest Region (MWR) under the authority of the National Model Railroad Association, Inc. (NMRA) and from the Constitution of the Wisconsin Southeastern Division, Inc. (WISE).
2. The purpose of the WISE Division is:
 - A. To promote model railroading in Southeastern Wisconsin.
 - B. To hold Divisional meetings, clinics, and train shows.
 - C. To sponsor model railroad contests.
 - D. To maintain a close relationship with the MWR and the NMRA.
 - E. To engage in the history, preservation, perpetuation and enjoyment of the hobby of model railroading, railfanning, and education about 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) and educational activities, including, but not limited to, providing funding for historical associations, scholarships, model railroads, museums, and other charitable or educational organizations.

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.
3. When calling a Special Meeting of the members as defined by the Constitution, the notice must be published to all the membership at least 15 days prior to the meeting date. The meeting notice must specify the purpose of the meeting and shall be distributed in the same manner as regular communications. The membership shall have the right to revoke any action taken by the BOD.

Article IV. MANAGEMENT

1. General and direct management shall include the right of the BOD to create rules, regulations and policies to govern the operation of the WISE Division.

2. The BOD shall 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 the meeting, or

B. The date, time and place of the meeting were announced at the previous BOD meeting.

C. Any four members of the BOD may petition the Superintendent (President) for a Special Meeting of the BOD. The signed petition shall state an agenda. The Superintendent (President) must call the meeting within 60 days. When the Superintendent (President) calls the Special Meeting, the notice sent to the Officers and Directors must include the agenda for the meeting and the BOD shall not deviate from that agenda during the meeting unless the Officers and Directors present approve the deviation by a two-thirds majority.

D. Proxies by members of the BOD shall not be allowed.

3. The annual budget shall be prepared by the Finance Committee and shall be submitted to the BOD. The BOD shall approve the budget prior to presentation at the Annual Meeting.

4. Property owned by the WISE Division shall be entrusted to those members as the Superintendent (President) sees fit unless such action is overruled by the BOD. An inventory of said property shall be maintained by the Paymaster (Treasurer).

5. Monies held by the WISE Division shall be placed in a FDIC or CUNA insured institution as recommended by the Paymaster (Treasurer) and approved by the BOD.

A. Before any expenditures can be paid, authorization from either the Superintendent (President) or the Assistant Superintendent (Vice-President) must be obtained. For expenditures related to Trainfest, authorization must be obtained from either the Superintendent (President), the Assistant Superintendent (Vice-President) or the Trainfest Executive Director. All accounts including checking, savings, money market and certificates of deposit shall have two signatories as follows:

1) WISE Division General funds except as in 2 or 3 below: Paymaster (Treasurer) and the Assistant Paymaster (Assistant Treasurer).

2) WISE Division Trainfest funds: Paymaster (Treasurer) and the Trainfest Paymaster (Trainfest Treasurer) authorized by an adopted motion of the BOD.

3) WISE Division Special Project funds: Paymaster (Treasurer), and a person authorized by an adopted motion of the BOD.

4) In no event shall the signatory of a disbursement be the same individual authorizing the payment of the expenditure, regardless of title or position.

B. All expenditures for \$5,000.00 or above shall have two authorizations as defined in Article IV, 5, A above.

C. All WISE Division General, Trainfest and Special Project funds statements shall be sent to the Superintendent (President) and the Paymaster (Treasurer).

D. The Superintendent (President) will distribute copies of fund statements to others as needed.

E. Any contract or series of contracts with a total expenditure of \$2500.00 or more must be presented to the BOD in writing and in its entirety prior to execution. No such contract or series of contracts shall be executed, or payment authorized on such contract or contracts, unless and until authorized by an adopted motion of the BOD.

F. Contracts binding the WISE Division shall be executed by the Superintendent (President), the Assistant Superintendent (Vice-President) or the Paymaster (Treasurer), or such person or persons as are authorized by these officers.

G. The WISE Division shall not incur any debt without prior authorization of the BOD in a vote of at least 75% of the total membership of the BOD.

6. 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 BOD.

7. No electronic access to accounts of the WISE Division shall be created unless the Superintendent (President) and the Paymaster (Treasurer) are provided the same electronic access, including the appropriate passwords and codes.

Article V. BOARD OF DIRECTORS

1. The BOD shall consist of the four Officers and not less than five nor more than fifteen Directors selected as defined in Article VII of the Constitution.

2. The immediate past Superintendent (President) shall be an advisor to the BOD for one year after leaving office. Nothing in these Bylaws should be construed as preventing the immediate past Superintendent (President) from serving in other capacities and thereby gaining a vote.

3. An Officer or Director may be suspended from office for cause by a two-thirds written vote of the entire BOD. An Officer or Director may be removed from office with or without cause by a two-thirds written vote of the entire BOD at a meeting of the BOD called for that purpose at which a suspended Officer or Director has the right to attend.

Article VI. OFFICERS

1. The Officers of the WISE Division shall consist of a Superintendent (President), an Assistant Superintendent (Vice President), a Chief Clerk (Secretary) and a Paymaster (Treasurer) as defined by Article VIII of the Constitution.

2. The duties of the Officers shall be as follows:

A. The Superintendent (President):

1) Shall preside over all meetings of the membership and the BOD, shall manage the Division and shall see to it that all decisions and resolutions from the BOD are implemented.

2) Or a person designated by the Superintendent (President) shall serve as the Division's representative to the MWR Board of Directors (the WISE Division Director).

3) Shall be an ex-officio member of all committees.

B. The Assistant Superintendent (Vice-President) shall aid and assist the Superintendent (President):

- 1) In the event the Superintendent (President) shall vacate the office, or shall be removed from office, the Assistant Superintendent (Vice-President) shall assume the duties of the Superintendent (President).
- 2) In the event of unusual circumstances, the Superintendent (President) may relinquish the duties of the office to the Assistant Superintendent (Vice-President) for a specified length of time.

C. The Chief Clerk (Secretary) shall be responsible for:

- 1) Accurate and legible minutes and corrected minutes of each meeting of the membership and the BOD in both printed and electronic .pdf format. These minutes shall be made available upon request to all members of the WISE Division.
- 2) Maintaining a copy of the Bylaws in both printed and electronic .pdf format. Such Bylaws shall be published on the WISE Division website and made available upon the request of any member. Prior versions of the Bylaws shall be kept in a separate file.
- 3) The History of the Division. Such history shall be kept in a separate book.

D. The Paymaster (Treasurer) shall be responsible for:

- 1) 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 the Division's property. The Paymaster (Treasurer) shall make quarterly reports to the BOD and shall assist the Superintendent (President) and the Finance Committee in the preparation of the annual budget.
- 2) Executing to the Division a bond in such sum or with such surety or sureties as the BOD may direct. The cost associated with the execution of such bond shall be borne by the Division.

Article VII. ELECTIONS

1. The Election Committee shall be appointed by the Superintendent (President) and shall consist of two WISE Division past Superintendents (Presidents) or Directors and one member from the general membership who is not a Director. All committee members must be active in the Division and agree to serve. The committee shall be appointed not less than 120 days prior to the Annual Meeting.
2. The Chair of the Election Committee will be designated by the Superintendent (President).
3. The Election Committee will present a slate of at least one candidate for each Office and the Director At Large no later than the February BOD meeting in the year of the election.
4. The Election Committee will prepare the Official Ballot with the candidates' names as submitted to the BOD. The Official Ballot must contain a space for a write - in candidate for each position being elected. Information about each candidate shall be published in the regular communication to the membership in the issue preceding the Annual Meeting. This communication will also contain the Official Ballot and instructions on how to return the member's vote back to the Division by the published deadline.
5. The Election Committee will oversee the election, tally the votes, report the results to the membership and certify the results to the Chief Clerk (Secretary) for recording.

6. In the event of a tie vote, the Election Committee Chair shall announce the occurrence and shall conduct a lottery among the candidates with the highest identical number of votes. This lottery shall be by the toss of the coin or the drawing of straws.

7. The newly elected Officers and the Director At Large shall assume their duties on June 1st in the year of the elections.

Article VIII. COMMITTEES

1. The following standing committees shall be established as listed below and shall be the responsibility of one or more Directors appointed by the Superintendent (President) unless otherwise specified herein:

A. Division Meets–

1) Meet Contests

2) Meet Layout Tours

3) Meet Clinics

B. Division Newsletter

C. Finance Committee – shall include the Superintendent (President), the Paymaster (Treasurer), the Trainfest Executive Director and other Directors appointed by the Superintendent (President).

D. Membership Promotion

E. Achievement Program

F. Video Library

G. Division Special Events

H. Trainfest – shall include the Superintendent (President), the Paymaster (Treasurer) and the Trainfest Executive Director and such other persons as appointed by the Trainfest Executive Director.

I. Youth Group

2. The standing committees shall be responsible to the Superintendent (President) and the BOD for all activities within the framework of their committee.

3. In addition, the Superintendent (President) may form whatever ad hoc committees necessary for the operation of the Division.

4. If the Superintendent (President) is unable to attend a meeting of a standing committee of which he is a member, the Assistant Superintendent (Vice-President) may attend as a full voting member.

Article IX. POLICY

Policies may be established by the BOD.

1. Policies may be established in any area not specifically restricted by the Constitution, Bylaws or Articles of Incorporation.
2. Any policy of the WISE Division shall originate as a motion carried on the floor of a BOD meeting.
3. The Chief Clerk (Secretary) shall keep a file of all policies.
4. Policies may be carried, amended, or disbanded by a simple majority vote of the BOD present.

Article X. CONFLICT OF INTEREST

1. This article shall constitute the conflict of interest policy of the WISE Division. This policy protects 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, Director or member 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.

2. Definitions:

A. Interested Person - Any Director, Officer, or member of a committee who has a direct or indirect financial interest, as defined below, is an interested person.

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

- 1) An ownership or investment interest in any entity with which the WISE Division has a transaction or arrangement.
- 2) 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.
- 3) A financial interest is not necessarily a conflict of interest. Under Article X Section 2, B, 1 & 2, a person who has a financial interest may have a conflict of interest only if the BOD or committee decides that a conflict of interest exists.

3. Duty to disclose and determine whether a conflict of interest exists:

A. 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 BOD or committee considering the proposed transaction or arrangement.

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

4. Procedures for addressing the conflict of interest:

A. An interested person may make a presentation at the BOD 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.

B. After exercising due diligence, the BOD 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.

5. Violations:

A. If the BOD 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.

B. 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.

6. Records of Proceedings:

The minutes of the BOD and a written record of a committee shall contain:

A. 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 BOD's or committee's decision as to whether a conflict of interest in fact existed.

B. 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.

7. Annual Statements:

Each director, officer and member of a committee shall annually sign a statement which affirms such person:

A. Has received a copy of the conflict of interest policy

B. Has read and understands the policy

C. 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 set in Article II of these Bylaws.

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

Article XI. Non-Discrimination

This article shall constitute the non-discrimination policy of the WISE Division. The Division is committed to providing an inclusive and welcoming environment for all members of our community and to ensuring that decisions are based on individual's 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 base 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. It 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 the responsibility of each WISE Division Officer, Director, member and volunteer 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.

Article XII. 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.
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.

Article XIII. DISSOLUTION

1. The Division 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 organization 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 Division, assets shall be distributed for one or more exempt purposes with 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 Division, the Board of Directors 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 Midwest Region of the National Model Railroad Association (hereafter "MWR") or the Headquarters of the National

Model Railroad Association (hereafter "NMRA") Proposed – 12/02/13

Adopted by the Board of Directors – 12/11/13