

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, Inc. (WISE Division), Midwest Region (MWR), The National Model Railroad Association, Inc. (NMRA), adopt this Constitution. This Constitution is intended to establish: 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 rules and regulations must be made in the Bylaws to eliminate the necessity for frequent amendments to this Constitution. The Bylaws of the WISE 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 - According to the Articles of Incorporation filed with the State of Wisconsin this organization is titled: Wisconsin Southeastern Division, Inc. – The National Model Railroad Association.

Article II. PURPOSE

Section 1 - The purposes of the WISE Division are as stated in the Articles and Restated Articles of Incorporation of the WISE Division, the Bylaws of the WISE Division, and the charter granted to the WISE Division by the MWR of the NMRA.

Article III. BOUNDARIES

Section 1 - The geographic boundaries of the WISE Division are as determined from time to time by the MWR.

Article IV. MEMBERSHIP

Section 1 - Any person residing within the boundaries of the WISE Division 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 its 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 (BOD) may call such Special Meetings of the members as it deems necessary. Upon petition of 10% of the membership the BOD must call a Special Meeting of its members within 60 days. Petitions must be addressed to the Superintendent (President) with copies to all members of the BOD.

Section 4 - At the Annual Meeting 20 members present shall constitute a quorum. At any Special Meeting fifteen % of the membership shall constitute a quorum.

Section 5 - Each member is entitled to one vote which may be exercised in person, by mail, or by such other means as the BOD may determine.

Article VI. MANAGEMENT

Section 1 - The general and direct management of the WISE Division shall be vested in the BOD.

Section 2 - The BOD shall consist of four officers, as well as no less than five nor 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 of the Division.

C – To approve the yearly budget.

D – To confirm the Superintendent's (President's) appointments of the Directors.

E – To confirm the Superintendent's (President's) appointment of any chair of an Ad Hoc Committee who is not a Director.

F – To hold legal title to all the property and monies of the WISE Division in trust for its members.

Section 5 - A majority 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 - The Bylaws shall state that proxies by members of the BOD shall not be allowed.

Article VII. DIRECTORS

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

A – The four Officers shall become Directors.

B – A total of six Directors shall be elected by the membership. Two Directors shall be elected annually with his/her term commencing on June 1 st.

C – Three and not more than nine Directors shall be appointed by the Superintendent (President) keeping in mind geographical representation throughout the WISE Division.

D – Except for the Officers, all Directors' terms of office will be three years beginning on June 1st and ending on May 31st. No more than three Directors may be appointed in any twelve month period commencing on June 1st. If a Director is not appointed on June 1st, his/her term of office will be retroactive starting the previous June 1st.

E – Notwithstanding section 1D above, appointment to an unexpired Director vacancy shall not be subject to the maximum of four Directors appointed in a twelve month period.

F – A Superintendent (President) can not appoint a Director to a term that commences after that Superintendent's (President's) term expires.

Section 2 - 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 VIII. OFFICERS

Section 1 - The Officers of the WISE Division shall consist of a Superintendent (President), Assistant Superintendent (Vice President) , Chief Clerk (Secretary) and Paymaster (Treasurer). The Superintendent (President) and the Assistant Superintendent (Vice-President) shall be elected bi-annually at the Annual Meeting held in odd numbered years. The Chief Clerk (Secretary) and Paymaster (Treasurer) shall be appointed by the Superintendent (President) in even numbered years subject to approval by the BOD. Upon ratification of this Constitution the then serving Chief Clerk (Secretary) and the Paymaster (Treasurer) shall serve until May 31, 2016.

Section 2 - The term of office for all Officers shall be two years commencing on June 1st after their election or appointment. No elected Officer shall serve more than two consecutive terms in any one office, but will be eligible for re-election to that office two years (one term) after the end of their term in office.

Section 3 - Any vacancy occurring in the office of Superintendent (President) shall be filled by the Assistant Superintendent (Vice President).

Section 4 - Any vacancy occurring in any office other than the Superintendent (President), shall be filled by appointment by the Superintendent (President) and subject to approval by the BOD.

Section 5 - The duties of the Officers shall be those normally associated with their office.

Section 6 - No Officer, member of the BOD, or any member of the WISE Division, shall receive any remuneration for services rendered, other than reimbursement for expenses or professional or other services which have been authorized by the majority of the entire BOD. Nor shall the assets of the WISE Division 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 governance 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 - Proposed Amendments to the Constitution shall be voted on at the Annual Meeting or at a Special Meeting of the members. Notice of the proposed Amendments must be presented to the membership at least 30 days in advance of the annual meeting.

Section 2 - A majority vote of the members either in person, by mail, or by such other means as the BOD may determine, 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 proposed Amendment must be addressed to the Superintendent (President) with copies to all members of the BOD.

2 – Such proposal 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 proposed Amendment must appear at the BOD meeting to present his/her case.

B – The BOD will take action upon the proposed Amendment within sixty days of presentation of the Amendment to the BOD and, if approved, the proposal will be presented to the membership as defined in Article X, Section 1.

C – If the BOD does not approve the Amendment, the membership may, by a written petition of 15% of the membership, have such Amendment placed on a ballot at the time of the next Annual Meeting.

D – The distributing, collecting, tabulating, and publishing of the results of the vote on the proposed Amendment shall be distributed to the membership in the next regular communication following the Annual Meeting.

Article XI. DISSOLUTION

Section 1 - In the event the WISE Division 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 discretion of the vote of the BOD by a simple majority.

Proposed – 02/14/13

Board Approved –05/08/13

As adopted at a Special Meeting – 10/20/13

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