

Lincoln Square Train Show Section,
Illinois Terminal Division NFP Corporation

A Project of
Illinois Terminal Division
Midwest Region
National Model Railroad Association, Inc.

Bylaws

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Bylaws

Lincoln Square Train Show Section, Illinois Terminal Division NFP

Article I - Name, Purpose, and Authority

1. The name of this organization is the Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation (hereinafter the "ITD Show"). It is a charitable, educational project of Illinois Terminal Division (hereinafter the "ITD"), which is part of the Midwest Region (hereinafter the "Region") of the National Model Railroad Association, Inc. (hereinafter the "NMRA").

2. The purpose of the Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation (hereinafter referred to as the ITD Show) is to present at least one annual educational event (the ITD Show) that encompasses preservation of model and prototype interest in past and current railroads while encouraging safe practices around railroad property. By exhibiting the art and craft of prototype and model railroading and providing a venue for railroad hobbyists to display, interact with, and trade models and artifacts, the ITD Show encourages preservation of the history, science, and technology thereof. The ITD Show provides free public admission in order to promote the hobby widely and support public safety around the tracks to lessen burdens on government by educating the public about the need to practice safety when near to and crossing the tracks. At the discretion of its officers and directors, the ITD Show may annually produce one or more additional railroad educational events within the Illinois Terminal Division boundaries and, in cooperation with the National Model Railroad Association, it may produce similar NMRA-affiliated events outside the boundaries of the Illinois Terminal Division. Said corporation is organized exclusively for charitable, educational, and 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 the corresponding section of any future federal tax code.

3. The ITD Show is a 501c3 charitable educational project established by the Illinois Terminal Division, a 501c7 hobby club under IRS regulations, which operates under the Executive Handbook (the Constitution, Bylaws and Policies & Procedures) of the Region and the Regulations of the NMRA (hereinafter the "Regulations"). The Executive Handbook and Regulations set forth general rules regulating the affairs of NMRA-affiliated organizations that are 100% NMRA member clubs such as this Division project, the Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation. The ITD Show operates as a charitable corporation under the laws of the state of Illinois and is thus otherwise generally governed by federal law that regulates 501(c)3 non-profit corporations. In the event of a conflict between the NMRA Bylaws and its Executive Handbook or the Regulations or federal or state law, the government will prevail and shall govern. Furthermore, the ITD Show will draw less than one-third of its income from investments or unrelated business taxable income and will draw more than one-third of its income from performance of services or furnishing facilities in an activity related to its business that total less than \$5,000 annually, qualifying the ITD show for treatment as a 509a2 organization.

4. The nineteen Illinois counties that constitute the Illinois Terminal Division, Midwest Region, NMRA are Champaign, Christian, Clark, Coles, Crawford, Cumberland, De Witt, Douglas, Edgar, Effingham, Fayette, Jasper, Lawrence, Macon, Moultrie, Piatt, Richland, Shelby, and Vermillion.

Article II – Nondiscrimination Policy

1. Lincoln Square Train Show Section, Illinois Terminal Division NFP does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited

to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members, as well as our staff, clients, volunteers, contractors and subcontractors, vendors, clients, and the public.

Article III – Membership and Insurance

1. The ITD Show is governed by a board of directors consisting of a Chairperson, the Superintendent of the Illinois Terminal Division; a Treasurer/Clerk, the Division's Paymaster/Chief Clerk; plus three or more additional directors appointed by the President. All must be current resident members of the Illinois Terminal Division, Midwest Region, National Model Railroad Association under its bylaws. Besides the board, all current ITD members who desire to participate are encouraged to do so and be appointed as show staff. Non-member volunteers may also be appointed as show staff. Board meetings are generally open to members and the public, but may be closed to deal with personnel and whistleblower matters.

2. The ITD Show operates under the umbrella of NMRA event insurance by virtue of being a 100% NMRA club. If an event qualifies for NMRA insurance by virtue of a member's qualification, the ITD Show Board may consider supporting it. If an event does not qualify for NMRA insurance, but otherwise demonstrates adequate coverage in the eyes of the ITD Show board, the ITD Show Board may consider supporting it. The ITD Show Board will not involve the organization in uninsured events.

Article IV - Officers

1. The Officers of the Show shall consist of a Chairperson ("ITD Chair") and a Treasurer/Clerk.

A. Chairperson.

1. The ITD Show Chair has general supervision over all of the affairs of the ITD Show; shall preside at all meetings of the ITD Show Board of Directors provided for in Article V, Section 3 below (hereinafter the "Board"); shall appoint all Staff as needed and provided for in Article IV below; shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws and with the advice and consent of the Board shall take action on all matters not covered in the these Bylaws which will advance the purposes of the ITD Show.

2. The ITD Show Chair/ITD Superintendent shall be elected annually by the resident members of the Division at the ITD annual business meeting provided for in Article V, Section I of the ITD bylaws for a term of one (1) year. The ITD Show Chair/ITD Superintendent may serve indefinitely. The Superintendent may not serve concurrently in any other office, except as ITD Show Chair, but may serve in one or more of the Coordinator positions provided for in Article IV below.

3. The ITD Show Chair will either serve as the Event Director or shall at his/her discretion may appoint an ITD officer or ITD Show director as Event Director.

4. Any vacancy occurring in the office of ITD Show Chair/ITD Superintendent shall be filled by the Illinois Terminal Division Assistant Superintendent.

B. Treasurer/Clerk

1. The ITD Show Treasurer/Clerk shall prepare minutes of all meetings of the ITD Show Board provided for in Article III, Section 3 below; shall distribute the minutes to the members of the Board and to the ITD membership by electronic means; shall certify by electronic or regular mail the name, address, telephone number and electronic mail address of the Registered Agent provided for in Article III, Section 4 below to the Secretary of State whenever a change occurs; shall

certify by electronic or regular mail the name, address, telephone number and electronic mail address of the Superintendent, Treasurer Clerk and board directors to the state and federal governments and fulfill other reporting as required by law for periodic and annual reports and whenever a change occurs and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws.

2. The ITD Show Treasurer/Clerk shall maintain funds, books, and records of the 501c3 financial transactions of the ITD Show separately from ITD general membership and operations 501c7 funds, books, and records; shall obtain and manage a EIN; shall, with the concurrence of the Show Board, open and close bank accounts and make investments as necessary; shall report the ITD Show's financial position and results of operation for the fiscal year to the members of the Board by electronic means for review within sixty (60) days after the end of the fiscal year and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws.

3. The ITD Treasurer/Clerk shall prepare and file all required reports to state and federal authorities in a timely manner. Upon review by the ITD Show Board, these reports will be forwarded to the ITD membership.

4. The ITD Show Treasurer/Clerk shall be the Chief Clerk\Paymaster elected annually by the resident members of the Illinois Terminal Division at its annual business meeting provided for in Article V, Section I of the ITD bylaws for a term of one (1) year. The ITD Treasurer/Clerk may serve indefinitely. The ITD Show Treasurer/Clerk may not serve concurrently in any other office, except as the ITD Chief Clerk\Paymaster, but may serve in one or more of the Coordinator positions provided for in the ITD bylaws and as part of ITD Show staff as described in Article VI.

4. Any vacancy occurring in the office of ITD Show Treasurer/Clerk shall be filled until the next Divisional election by appointment by the ITD Show Chair/Superintendent and confirmed by the ITD Show Board at its next meeting.

Article V – Board of Directors

1. The two Officers and at least three Directors shall constitute the ITD Show Board. The Board is responsible for the governance and administration of the ITD Show.
2. The Directors of the ITD Show will be appointed by the ITD Show Chair. Their duties will be year-round and as specified by the chair to provide service and leadership to sustain the ITD Show from year to year.
3. The ITD Show Board will report its activities and finances at the annual business meeting of ITD members that is provided for in Article V, Section I of the ITD bylaws. The ITD Show Board shall meet at the call of the ITD Show Chair/ITD Superintendent with at least five (5) days notice by electronic means. Meetings may be held in person, by teleconference or by other electronic means.
4. Three (3) or more members of the Board who constitute a majority of the Board who are present shall constitute a quorum for the conduct of business at any meeting of the Board. Each individual shall be entitled to only one vote in any matter requiring a vote of the members of the Board.

Article VI – Volunteer Staff and Event Management

1. Volunteer staff are generally those who help with the Show around the time of the event and at the event. They will be other NMRA members and community members who assist with the many exhibitors or otherwise help more generally with the show. The Show encourages the many ways of involving community volunteers as a way of building community around railroads.

2. One director will be appointed to organize and direct a youth program compatible with NMRA direction on such programming and in coordination with community safety education efforts.
3. Other specific duties to be assigned, but are not limited to, include an event director to organize and direct the ITD Show before, during, and after its run; a staff director to include scheduling all officers, members, staff and volunteers; and a registrar to organize, develop, track, and register vendors, non-profits, and community groups seeking space at the show, including maintenance of mailing lists, email and social media, and maintenance and generation of mailing lists and labels to support current and future ITD Show operations.
4. Other directors and volunteers may be appointed by the ITD Show Chair to other specific roles, depending on need, skill sets, and availability.

Article VII - Meetings

1. Meetings of the ITD Show Board will be at the call of the ITD Show Chair and will vary depending the time of year and workload. Every effort will be made to conduct ITD Show business at the beginning of monthly ITD meetings. When ITD Show needs make it necessary to formally meet for making decisions and shaping policy at other times, a 5-day notice is generally required via electronic means, except in case of emergency because “the Show must go on.”
2. The latest edition of Robert’s Rules of Order shall govern all business meetings of the ITD Show Board except insofar as they are inconsistent with these Bylaws.

Article VIII – Publications

1. To promote public involvement, the ITD Show may publish a newsletter, website, maintain social media accounts, advertise and place other materials in various media at the discretion of the ITD Show Board.

Article IX - Principal Office, Property and Fiscal Year

1. The ITD Show's principal office shall be at the address of the Show Treasurer/Clerk or such other addresses determined by the Board. The Show may have additional offices at other places as determined by the Board.

2. Cash assets shall be maintained by the ITD Treasurer/Clerk in one or more bank accounts pursuant to the business needs of the ITD Show. Non-cash assets shall be entrusted to members as determined by the Superintendent. If the Board determines it would be in the best interests of the Show, secure outside storage may be utilized if economically practical.

3. The fiscal year of the Show shall be the twelve (12) month period beginning June 1 and ending May 31.

Article X - Amendments

1. Amendments to these Bylaws may be initiated by any resident ITD member by filing a proposed amendment with the ITD Show Treasurer/Clerk 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 seven (7) days of receiving a proposed amendment, the Chief Clerk shall forward it to the Show Board by electronic or regular mail. The ITD Show Board shall consider the proposed amendment at its next meeting. The originator of the amendment shall be given an opportunity during that meeting to present arguments in favor of the proposed amendment as part of the discussion before voting.

3. If a majority of the ITD Show Board approve the proposed amendment, it shall be submitted to ITD resident members for a vote at the annual business meeting of members or at a special business meeting of members, as the Board determines. If a majority of the ITD Show Board attending the meeting when an amendment is considered favor the proposed amendment, it shall be adopted on an interim basis. If not approved by the ITD Show Board, it will be submitted to the ITD membership at the next Divisional business meeting but will not be put into effect unless approved by the membership vote. Within thirty (30) days of final approval of an amendment, the Chief Clerk shall publish it on the Division's Website.

Article XI - Dissolution

1. If the ITD Show becomes inactive as defined in the NMRA Executive Handbook or via Internal Revenue Service determination, the Show Board shall dispose of all cash and non-cash assets of the Show by sale or donation to groups whose purposes are comparable to the purposes of the Show by virtue of their holding federal 501(c)3 status or its equivalent. For non-cash assets that have no ready takers, they may be sold at auction with the proceeds donated to groups whose purposes are comparable to the purposes of the Show by virtue of their holding federal 501(c)3 status or its equivalent.

Article XII – Whistleblower Policy

Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and

prohibits fraudulent practices by any of its board members, officers, employees, or volunteers. This policy outlines a procedure for members to report actions that a member reasonably believes violates a law, or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to the ITD Show's business and does not relate to private acts of an individual not connected to the business of the Show.

If an employee has a reasonable belief that an employee of Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the employee is expected to immediately report such information to the ITD Show Chair/Superintendent. If the member does not feel comfortable reporting the information to the ITD Show Chair/Superintendent, he or she is expected to report the information to the Division Assistant Superintendent.

All reports will be followed up promptly, and an investigation conducted. In conducting its investigations, the ITD Show will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation will not retaliate against a member or employee in the terms and conditions of membership or employment because that member or employee: (a) reports to a supervisor, to the ITD Show Chair/Superintendent, the Board of Directors or to a federal, state or local agency what the employee believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding, or (c) exercises his or her rights under any state or

federal law(s) or regulation(s) to pursue a claim or take legal action to protect the member or employee's rights.

Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation may take disciplinary action (up to and including termination) against an employee or member who in management's assessment has engaged in retaliatory conduct in violation of this policy.

In addition, Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation will not, with the intent to retaliate, take any action harmful to any employee who has provided to law enforcement personnel or a court truthful information relating to the commission or possible commission by the ITD Show or any of its employees of a violation of any applicable law or regulation.

Officer and directors will be trained on this policy and Lincoln Square Train Show Section, Illinois Terminal Division NFP Corporation's prohibition against retaliation in accordance with this policy.

These Bylaws were approved on the _____ day of _____, Two Thousand and Nineteen, as affirmed by the individuals below.

_____ Mike Lehman #097944 00 Show Chair/Superintendent

_____ Allen Byrne #131431 00 Treasurer/Clerk

_____ Mark Schleeter #145870 00 Director

_____ Buzz Swett #117138 00 Director

_____ Larry Tschopp #037588 00 Director

