

# Illinois Terminal Division NFP Midwest Region National Model Railroad Association, Inc. Bylaws

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Illinois Terminal Division NFP  
Midwest Region  
National Model Railroad Association, Inc.

Article I -Name, Authority and Purpose

1. The name of this organization is the Illinois Terminal Division NFP (hereinafter the "Division"). The Division is the local membership organization of the Midwest Region (hereinafter the "Region") of the National Model Railroad Association, Inc. (hereinafter the "NMRA ").
2. The Division is organized as a 501c7 Social Club under Internal Revenue Service non-profit regulations. The Division is established under the Executive Handbook (the Constitution, Bylaws and Policies & Procedures) of the Region and the Regulations of the NMRA (hereinafter the "Regulations"). These Bylaws set forth rules regulating the affairs of the Division. In the event of a conflict between these Bylaws, the Executive Handbook and the Regulations, and current IRS code, the IRS rules shall govern as appropriate.
3. The purpose of the Division is to serve the membership's pleasure and recreational needs by promoting, stimulating, fostering, and encouraging the art and craft of model railroading through fellowship in the preservation of the history, science, and technology thereof. In order to support its members desires to create railroad models and their historical context in miniature and to encourage growth of the hobby, the division will also sponsor outreach events to educate the public about model railroading, prototype railroading, and safety along the tracks, the Division will conduct this public outreach educational program through a charitable educational project founded on organizing the annual Lincoln Square Train Show and similar events operated through an associated 501c3 not-for-profit corporation.
4. The Illinois Terminal Division NFP will establish a charitable fund under section 501c3 of the IRS code and as a 100% NMRA club organization under the Regulations of the NMRA to serve the public by undertaking charitable, educational, and scientific work that advances the Division's efforts to promote and preserve the art and craft of model railroading, along with that of prototype railroads, and the preservation of the history, science, and technology of both the hobby and the prototype, while taking advantage of the opportunity to promote safety along the tracks to the public. At the discretion of the Division's officers and board of directors, who will serve in similar capacities as the board of directors of this charitable fund, the Division may lend its support for the Show and other charitable events that fall

within its mission and purposes according to IRS 501c3 regulations within the Division's territory and outside the Divisional territory in support of NMRA activities that similarly meet the requirements of IRS regulations.

5. No part of the Division's net earnings can inure to the benefit of any member or person having a personal and private interest in the activities of the organization.

## Article II -Members

1. Except to the extent otherwise provided in the Regulations, each member of the NMRA who resides in the Division's territory as defined in the Executive Handbook shall be a member of the Division (hereinafter a "resident member").

2. Except to the extent otherwise provided in the Regulations, each member of the NMRA who does not reside in the Division's territory as defined in the Executive Handbook may become a member of the Division by providing his or her name, address, telephone number and electronic mail address to the Membership Coordinator provided for in Article IV, Section 7 below (hereinafter a "non-resident member").

## Article III -Officers and Directors

1. The Officers of the Division shall consist of a Superintendent, an Assistant Superintendent, and a Chief Clerk/Paymaster, who will constitute the board of directors along with two or more additional directors.

### A. Superintendent.

1. The Superintendent shall have general supervision over all of the affairs of the Division; shall preside at all meetings of the members provided for in Article V below and of the Board of Directors provided for in Article III, Section 3 below (hereinafter the "Board"); shall appoint all Coordinators 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 approval of the Board shall take action on all matters not covered in these Bylaws which will advance the purposes of the Division.

2. The Superintendent shall be elected annually by the resident members of the Division at the annual business meeting provided for in Article V, Section I below for a term of one (1) year. The Superintendent may serve indefinitely. The Superintendent may not serve concurrently in any other office, excepting as Chair of the Division's 501c3 charitable organization, but may serve in one or more of the Coordinator positions provided for in Article IV below.

3. Any vacancy occurring in the office of Superintendent shall be filled by the Assistant Superintendent.

#### B. Assistant Superintendent

1. The Assistant Superintendent shall perform such duties as may be assigned by the Superintendent and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws. The Assistant Superintendent shall assume the duties of the Superintendent in the Superintendent's absence or temporary inability to serve.

2. The Assistant Superintendent shall be elected annually by the resident members of the Division at the annual business meeting provided for in Article V, Section I below for a term of one (1) year. The Assistant Superintendent may serve indefinitely. The Assistant Superintendent may not serve concurrently in any other office, excepting those in connection with the Division's 501c3 charitable organization, but may serve in one or more of the Coordinator positions provided for in Article IV below.

3. Any vacancy occurring in the office of Assistant Superintendent shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.

#### C. Chief Clerk\Paymaster

1. The Chief Clerk\Paymaster shall prepare minutes of all business meetings of the members provided for in Article V, Section 1 below and of the Board provided for in Article III, Section 3 below; shall distribute the minutes to the members of the Board by electronic means; shall certify by electronic or regular mail the name, address, telephone number and electronic mail address of the Division Director provided for in Article III, Section 4 below to the Region Secretary whenever a change occurs; shall file documents and make payments in support of the Division accounts with state and federal governments; shall certify

by electronic or regular mail the name, address, telephone number and electronic mail address of the Superintendent, Assistant Superintendent, Chief Clerk\Paymaster to the Region Secretary whenever a change occurs and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws.

2. The Chief Clerk\Paymaster shall maintain books and records of the financial transactions of the Division; shall, with the concurrence of the Board, open and close bank accounts and make investments as necessary; shall report the Division's financial position and results of operation for the fiscal year to the members of the Board by electronic means 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 Chief Clerk\Paymaster shall be elected annually by the resident members of the Division at the annual business meeting provided for in Article V, Section I below for a term of one (1) year. The Chief Clerk\Paymaster may serve indefinitely. The Chief Clerk\Paymaster may not serve concurrently in any other office, excepting in connection with the Division's 501c3 charitable organization, but may serve in one or more of the Coordinator positions provided for in Article IV below.

4. Any vacancy occurring in the office of Chief Clerk\Paymaster shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.

## 2. Board of Directors

A. The Officers and Directors shall constitute the Board. The Board shall be responsible for the governance and administration of the Division between the annual business meeting of members that is provided for in Article V, Section I below.

B. The Directors of the Division shall consist of the three officers, plus a minimum of (2) Coordinators provided for in Article IV below.

C. The Board shall meet at the call of the 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 are present shall constitute a quorum for the conduct of business at any meeting of the Board. Although an individual may hold more than one of the Coordinator positions provided for in Article IV below, each individual shall be entitled to only one vote in any matter requiring a vote of the members of the Board.

5. The Superintendent, the Assistant Superintendent, or a resident member designated by the Superintendent with the approval of the Board, shall serve as the Division's representative to the Board of Directors of the Region (hereinafter the Division Director). If the Division Director is unable to participate in a meeting of the Board of Directors of the Region, he or she may either appoint a resident member as proxy for the meeting by filing the appropriate form with the Region Secretary or request an excused absence from the Region President.

#### Article IV -Coordinators

1. Coordinator Appointments: Coordinators, who shall be resident members, shall be appointed by the Superintendent with the approval of the other Officers. A Coordinator may be removed by the unanimous vote of the Officers.
2. Coordinator Information: Whenever a new Clinic, Convention, Internet, Publications or Membership Coordinator is appointed, the new Coordinator will report his or her name, address, telephone number and electronic mail address to the Chairman of the corresponding Region Committee.
3. The Achievement Program Coordinator shall assist members who are participating in the NMRA Achievement Program with the documentation and other requirements of the program and shall maintain liaison with the Region's Achievement Program Manager.
4. The Clinic Coordinator shall arrange clinics for Division meetings and shall serve as a member of the Region's Clinic Clearing House Committee.
5. The Convention Coordinator shall advise the Board regarding the feasibility of submitting a bid for the Region's Annual Convention or any other convention that the Region may schedule and shall serve as a member of the Region's Convention Committee.
6. The Contest Coordinator shall schedule and conduct popular vote contests at Division meetings.
7. The Internet Coordinator shall design and maintain the Division's web site and shall serve as a member of the Region's Internet Committee.
8. The Meeting Site Coordinator shall maintain liaison with the chosen location regarding the Division's use of the said facilities.

9. The Membership Coordinator shall maintain records of resident and non-resident members, shall provide member electronic and/or regular mail address information to the Officers and/or other Coordinators for purposes of fulfilling responsibilities enumerated in Article VI below and elsewhere in these Bylaws, shall serve as a member of the Region' s Membership Committee

#### Article V -Meetings

1.The Division shall hold an annual business meeting of members each year, generally in the month of May, for purposes of electing officers for the next fiscal year, for amending these Bylaws as provided for in Article VIII, Section 3 below and to consider such other matters as may be necessary or desirable to further the purposes of the Division. Five (5) or more resident members, who are present in person, shall constitute a quorum for the conduct of business at the meeting. The annual business meeting shall be included in the Schedule provided for in Article VI, Section 2 below.

2. The Superintendent may schedule a special business meeting of members when necessary or desirable by giving at least ten (10) days notice of the meeting by electronic means.

3. Any five (5) resident members may petition the Superintendent by electronic means for a special business meeting of members. The petition must state the reason for the meeting and must include a proposed agenda. Upon receipt of such a petition, the Superintendent shall schedule a meeting within thirty (30) days and shall give at least ten (10) days notice of the meeting by electronic means.

4. The Division shall meet, generally monthly from September to May, to further the purposes of the Division. The summer meeting schedule will be determined by member interest and set at the May business meeting each year. Meetings may include clinics, contests, layout tours, prototype tours, and such other activities as the Board and member suggestions may determine.

5. The latest edition of Robert's Rules of Order shall govern all business meetings of the Division except insofar as they are inconsistent with these Bylaws.

#### Article VI -Publications

1. The Division may publish a newsletter or other media at the discretion of the Publications Coordinator.

#### Article VII- Principal Office, Property and Fiscal Year

1. The Division's principal office shall be at the address of the Superintendent, the Registered Agent, or such other address as determined by the Board. The Division may have additional offices at other places as determined by the Board.
2. Cash assets shall be maintained by the Paymaster in one or more bank accounts pursuant to Article III, Section 1, Subsection D above. Non-cash assets shall be entrusted to members as determined by the Superintendent.
3. The fiscal year of the Division shall be the twelve (12) month period beginning June 1 and ending May 31.

#### Article VIII -Amendments

1. Amendments to these Bylaws may be initiated by any resident member by filing a proposed amendment with the Chief 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 thirty (30) days of receiving a proposed amendment, the Chief Clerk shall forward it to the Board by electronic or regular mail. The 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.
3. If a majority of the Board members attending the meeting approve the proposed amendment, it shall be submitted to 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 resident members attending the meeting favor the proposed amendment, it shall be adopted. Within thirty (30) days of the approval of an amendment, the Chief Clerk shall forward the revised Bylaws to the Board and the Region Secretary by electronic or regular mail and the Internet Coordinator shall publish them on the Division's Website.

#### Article IX – Non-Discrimination

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 X - Dissolution

1. If the Division becomes inactive as defined in the Executive Handbook or per IRS determination, the Board shall dispose of all non-cash assets of the Division by sale or donation to individuals or groups whose purposes are comparable to the purposes of the Division. Then, after paying or making provision for the payment of all of the liabilities of the Division, any remaining cash assets shall be remitted to the Region Treasurer as provided in the Executive Handbook. Assets of any associated charitable 501c3 organization will be disposed of in accord with IRS rules.

#### Article XI - Whistleblower Policy

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 Division's business and does not relate to private acts of an individual not connected to the business of the Division.

If an employee has a reasonable belief that officer, director, or member of the 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 Division Superintendent. If the member does not feel comfortable reporting the information to the ITD Division 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 Division will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

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 Division 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.

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, the 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 Division or any of its employees of a violation of any applicable law or regulation.

Officer and directors will be trained on this policy and Illinois Terminal Division NFP Corporation's prohibition against retaliation in accordance with this policy.

National Model Railroad Association, Inc.

These Bylaws have been adopted on the \_\_\_\_\_ day of \_\_\_\_\_, Two Thousand and Nineteen, as affirmed by the individuals below.

\_\_\_\_\_  
Mike Lehman #097944 00 Superintendent

\_\_\_\_\_  
Larry Tschopp #037588 00 Assistant Superintendent

\_\_\_\_\_  
Allen Byrne #131431 00 Chief Clerk\Pay Master

\_\_\_\_\_  
Buzz Swett #117138 00 Director

\_\_\_\_\_  
Mark Schleeter #145870 00 Director