

**Fox Valley Division  
Midwest Region  
National Model Railroad Association, Inc.**

**Constitution**

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**Fox Valley Division  
Midwest Region  
National Model Railroad Association, Inc.**

**Constitution**

Article I – Name, Authority and Purpose

1. The name of this organization is the Fox Valley Division (hereinafter the “Division”) of the Midwest Region (hereinafter the “Region”) of the National Model Railroad Association, Inc. (hereinafter the “NMRA”).
2. The Division is established under the Constitution, Bylaws and Policies & Procedures of the Region (hereinafter the Region Executive Handbook) and the Regulations of the NMRA (hereinafter the “Regulations”). It is incorporated as a not-for-profit organization under the laws of the State of Illinois. This Constitution and the Bylaws and Policies & Procedures provided for in Article IV below (hereinafter the Division Executive Handbook) set forth rules regulating the affairs of the Division. In the event of a conflict between the Division Executive Handbook, the Region Executive Handbook, the Regulations or the laws of the State of Illinois, the laws of the State of Illinois, the Regulations or the Region Executive Handbook, as appropriate, shall govern.
3. The purposes of the Division are to promote, stimulate, foster, and encourage by all manner and means the art and craft of model railroading and the preservation of the history, science, and technology thereof.

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 Region 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 Region Executive Handbook may become a member of the Division by providing his or her name, address, telephone number and electronic mail address to the Officer or Trainmaster specified in the Bylaws provided for in Article IV, Section 1 below (hereinafter a “non-resident member”).
3. The resident members shall meet at least annually. Each resident member shall receive notice of any meeting of members. Ten (10) or more resident members who are present in person shall constitute a quorum for the conduct of business at any meeting of members.

### Article III – Officers and Trainmasters (Directors)

1. The Officers of the Division shall consist of a Superintendent, an Assistant Superintendent, a Chief Clerk and a Paymaster. The officers shall be elected or appointed and shall serve pursuant to the Bylaws provided for in Article IV, Section 1 below.
2. The Bylaws provided for in Article IV, Section 1 below shall require the appointment of at least three (3) Trainmasters. All Trainmasters appointed pursuant to the Bylaws shall be Directors of the Division.
3. The Officers and Trainmasters shall constitute the Board of Directors (hereinafter the “Board”). The Board shall be responsible for the governance and administration of the Division between meetings of the members. Five (5) or more members of the Board who are present in person shall constitute a quorum for the conduct of business at any meeting of the Board.

### Article IV – Bylaws and Policies & Procedures

1. The Board shall adopt Bylaws for the governance and administration of the Division. The Bylaws shall conform to the Regulations, the Region Executive Handbook, and this Constitution. The Board may amend the Bylaws at any meeting of the Board, provided, however, that the proposed amendment is included with the notice of the meeting.
2. The Board may adopt Policies & Procedures to facilitate implementation of this Constitution and the Bylaws. The Board may delegate authority for adopting Policies & Procedures to the Officers or the Trainmasters that it establishes in the Bylaws. Policies & Procedures shall conform to the Regulations, the Region Executive Handbook, this Constitution and the Bylaws.

### Article V – Amendments

1. Amendments to this Constitution may be initiated by any resident member by filing a proposed amendment with the Chief Clerk by electronic 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 mail. The Board shall consider the proposed amendment at its next 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 submitted to resident members for a vote at the annual meeting of members or at a

special 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.

4. Within thirty (30) days of the approval of an amendment, the Chief Clerk shall forward the revised Constitution to the Board and the Region Secretary by electronic mail and shall arrange publication of the revised Constitution on the Division's website.

#### Article VI – Dissolution

1. If the Division becomes inactive as defined in the Region Executive Handbook, 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 Region Executive Handbook.