

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

**Bylaws**

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**Bylaws**

Article I – Purpose, Authority, and Administration

1. The purpose of these Bylaws is to facilitate the governance and administration of 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. These Bylaws are established pursuant to Article IV, Section 1 of the Division’s Constitution. The Division’s Constitution, these Bylaws and the Policies & Procedures provided for in Article VII below set forth rules regulating the affairs of the Division. Collectively these organizational documents constitute the Division’s Executive Handbook.
3. The Division’s principal office shall be at the address of the Superintendent or such other address as determined by the Board of Directors (hereinafter the “Board”). The Division may have additional offices at other places as determined by the Board.
4. Cash assets shall be maintained by the Paymaster in one or more bank accounts pursuant to Article II, Section 4, Subsection a below. Non-cash assets shall be entrusted to members as determined by the Superintendent.
5. The fiscal year of the Division shall be the twelve (12) month period beginning July 1 and ending June 30.

Article II – Officers

1. Superintendent
  - a. The Superintendent shall have general supervision over all of the affairs of the Division; shall preside at all meetings of the members and of the Board; with the approval of the other Officers shall appoint all Trainmasters provided for in Article III 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 the these Bylaws which will advance the purposes of the Division.

- b. The Superintendent shall be elected bi-annually (in even numbered years) by the resident members of the Division at the annual business meeting provided for in Article V, Section 1, Subsection a below for a term of two (2) years. The Superintendent may serve an indefinite number of terms. The Superintendent may not serve concurrently in any other elected office, but may serve in one or more of the Trainmaster positions provided for in Article III below.
- c. Any vacancy occurring in the office of Superintendent shall be filled by the Assistant Superintendent.

## 2. Assistant Superintendent

- a. 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 inability to serve.
- b. The Assistant Superintendent shall be elected bi-annually (in odd numbered years) by the resident members of the Division at the annual business meeting provided for in Article V, Section 1, Subsection a below for a term of two (2) years. The Assistant Superintendent may serve an indefinite number of terms. The Assistant Superintendent may not serve concurrently in any other elected office, but may serve in one or more of the Trainmaster positions provided for in Article III below.
- c. 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.

## 3. Chief Clerk

- a. The Chief Clerk 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 V, Section 2 below; shall distribute the minutes to the members of the Board by electronic mail; shall maintain the official copies of the Division's Articles of Incorporation and the Division's Executive Handbook; shall certify by electronic mail the name, address, telephone number and electronic mail address of the Superintendent, Assistant Superintendent, Chief Clerk and Paymaster to the Region Secretary whenever a change occurs and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws.
- b. The Chief Clerk shall be elected bi-annually (in even numbered years) by the resident members of the Division at the annual business meeting provided for in Article V, Section 1, Subsection a below for a term of two (2) years. The Chief Clerk may serve an indefinite number of terms. The Chief Clerk may not serve concurrently in any other elected office, but may serve in one or more of the Trainmaster positions provided for in Article III below.

- c. Any vacancy occurring in the office of Chief Clerk shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.
4. Paymaster
  - a. The 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 mail within sixty (60) days after the end of the fiscal year; shall maintain copies of filings with the Internal Revenue Service and the Secretary of State of the State of Illinois and shall fulfill all of the functions of the office prescribed elsewhere in these Bylaws.
  - b. The Paymaster shall be elected bi-annually (in odd numbered years) by the resident members of the Division at the annual business meeting provided for in Article V, Section 1, Subsection a below for a term of two (2) years. The Paymaster may serve an indefinite number of terms. The Paymaster may not serve concurrently in any other elected office, but may serve in one or more of the Trainmaster positions provided for in Article III below.
  - c. Any vacancy occurring in the office of Paymaster shall be filled by appointment by the Superintendent and confirmed by the Board at its next meeting.
5. The 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, the Superintendent may 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 III – Trainmasters

1. Trainmasters shall be appointed by the Superintendent, with the approval of the other Officers. A Trainmaster may be removed, at any time, by the unanimous vote of the Officers.
2. Whenever a new Trainmaster is appointed, the new Trainmaster will report his or her name, address, telephone number and electronic mail address to the Chairman of the corresponding Region Committee.
3. The Trainmasters shall consist of:
  - a. The Contests and Achievement Program Trainmaster shall schedule and conduct popular vote contests at Division meetings and 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.
- b. The Clinics, Conventions and Programs Trainmaster shall arrange for clinics, trips or videos for Division meetings and shall serve as a member of the Region's Clinic Clearing House Committee and as a member of the Region's Convention Committee.
  - c. The Ways and Means Trainmaster shall be the manager of the Division's annual model railroad show, known as High Wheeler, and shall host the Appreciation Dinner for those members who worked at the show.
  - d. The Public Relations Trainmaster shall place notices in appropriate model railroad magazines, the Region newsletter (*Waybill*), the NMRA newsletter (*NMRA Magazine*) and appropriate websites regarding the Division's meetings and other activities, shall maintain the Division's website and shall serve as a member of the Region's Internet Committee. He or she shall manage all public relations activities for High Wheeler.
  - e. The Membership Trainmaster 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 Trainmasters 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 and, pursuant to Policies & Procedures established by the Region Treasurer and in coordination with the Paymaster, may accept NMRA membership applications and collect NMRA dues.
  - f. The Publications Trainmaster shall publish and distribute the Division newsletter (*Semaphore*) pursuant to Article VI below and shall serve as a member of the Region's Publications Committee.

#### Article IV – 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's 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's Executive Handbook may become a non-resident member of the Division by providing his or her name, NMRA number, address, telephone number and electronic mail address to the Membership Trainmaster (hereinafter a "non-resident member").

## Article V – Meetings

### 1. Division Meetings.

- a. The Division shall hold an annual business meeting of members each year, generally in the month of April, for purposes of electing officers, for amending the Division Constitution and to consider such other matters as may be necessary or desirable to further the purposes of the Division. Ten (10) or more members who are present in person shall constitute a quorum for conducting business at the meeting. The annual meeting shall be included in the Schedule provided for in Article VI, Section 2 below.
- b. The Superintendent may schedule a special business meeting of members when necessary or desirable by giving at least fifteen (15) days notice of the meeting by electronic or regular mail.
- c. Any five (5) members may petition the Superintendent by electronic or regular mail 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 fifteen (15) days notice of the meeting by electronic or regular mail.
- d. The Division shall meet, generally monthly from September to May, to further the purposes of the Division. Meetings may include clinics, contests, layout tours, prototype tours, and such other activities as the Board may determine.

### 2. Board Meetings.

- a. The Board shall meet monthly, generally on the first Wednesday of the month, at a time and place determined by the Superintendent and announced to the Board in the notice of the meeting.
- b. The Superintendent may schedule a special meeting of the Board when necessary or desirable.
- c. Any five (5) members of the Board may petition the Superintendent in writing for a special meeting of the Board. 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 ten (10) days.
- d. Each member of the Board shall receive notice of each meeting of the Board. The notice shall be sent by the Chief Clerk at least five (5) days prior to the meeting to the last electronic mail address filed by the member with the Chief Clerk. The notice will include the agenda for the meeting. The agenda may not be set aside, altered, or amended without majority approval of the Board members present at the meeting in person or by proxy.

- e. Each member of the Board may appoint a proxy for any meeting of the Board by filing a form prescribed by the Chief Clerk with the Chief Clerk before the meeting begins. The form may be filed with the Chief Clerk by electronic mail or it may be delivered by the proxy. Any member of the Board who is unable to attend a meeting of the Board may submit a request to the Superintendent by electronic mail to be excused from that meeting.
  - f. Five (5) or more members of the Board, who are present in person or by proxy, shall constitute a quorum for the conduct of business at any meeting of the Board.
3. The latest edition of Robert's Rules of Order shall govern all business meetings of the Division and the Board except insofar as they are inconsistent with these Bylaws.

#### Article VI – Publications

1. From September to May the Division shall publish a newsletter, known as the *Semaphore*. The *Semaphore* shall be distributed at least ten (10) days prior to monthly meetings scheduled pursuant to Article V, Section 1, Subsection d above. If no meeting is scheduled for a month, the *Semaphore* shall be distributed at the discretion of the Publications Trainmaster. The *Semaphore* may be published in June, July and/or August at the discretion of the Publications Trainmaster.
2. The September issue of the *Semaphore* shall be distributed without charge to each resident and non-resident member by electronic or regular mail. The September issue shall include a Schedule of all meetings and other events planned for the year, including the annual business meeting provided for in Article V, Section 1 above.
3. The October through May issues of the *Semaphore* and the June, July and/or August issues, if any, shall be distributed without charge to each resident and non-resident member who provides an electronic mail address to the Membership Trainmaster. Resident and non-resident members who do not provide an electronic mail address or who want a printed copy of the *Semaphore* may receive a copy by paying an annual subscription fee. The annual subscription fee shall be determined by the Board and shall be published in the September issue of the *Semaphore*. The fee shall be remitted to the Membership Trainmaster. Upon receipt of the fee, the Membership Trainmaster shall record the subscription and forward the member's check to the Paymaster.

#### Article VII – Policies & Procedures

1. Pursuant to Article IV, Section 2 of the Constitution, the Officers and each Trainmaster established in Article III, Section 3 above shall adopt and maintain Policies & Procedures to facilitate implementation of their responsibilities. Policies & Procedures shall conform to the Regulations, the Region Executive Handbook, the Division Constitution and these Bylaws.

2. Within thirty (30) days of adopting Policies & Procedures, the Officer or Trainmaster shall forward a copy of the Policies & Procedures to the Chief Clerk by electronic mail.
3. Within thirty (30) days of receiving Policies & Procedures from an Officer or Trainmaster, the Chief Clerk shall forward the Policies & Procedures to the Board by electronic mail. Upon receipt the Webmaster shall publish the Policies & Procedures on the Division's website.
4. The Chief Clerk may establish a table of contents and a common format for Policies & Procedures.

#### Article VIII – Elections

1. At least four months prior to the month in which the annual business meeting of members is scheduled to be held pursuant to Article V, Section 1, Subsection a and Article VI, Section 2 above, the Superintendent, with the approval of the Board, shall appoint a Nominating Committee consisting of at least three resident members.
2. The Nominating Committee shall select one or more candidates for Superintendent and Chief Clerk in even numbered years and for Assistant Superintendent and Paymaster in odd numbered years. It shall report its selections to the Board at least two months prior to the month in which the annual business meeting of members is scheduled to be held. Its report shall include a brief biographical sketch for each candidate.
3. The Publications Trainmaster shall publish the report and the biographical sketch for each candidate in the *Semaphore* no later than one month prior to the month in which the annual business meeting of members is scheduled to be held.
4. The election shall be held during the annual business meeting of members. The Chief Clerk shall prepare a ballot for the election. The ballot shall list the nominated candidates and allow for write-in candidates. Each member attending the meeting may cast one vote for each office to be elected. The candidate receiving a majority of votes cast by the members attending the meeting shall be elected. In the event of a tie, a majority of the incumbent Board members attending the annual business meeting shall break the tie by written ballot. Two members attending the annual business meeting, who are not incumbent Board members and who are not candidates for election, shall be appointed by the Superintendent to supervise counting the ballots, certifying the results and calling for the destruction of the ballots after the election process is complete.
5. Newly elected Officers shall take office on the first day of the month following the date of their election.



## Article IX – Amendments

1. Amendments to these Bylaws may be initiated by any member of the Board by filing a proposed amendment with the Chief Clerk by electronic mail. A proposed amendment must 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 adopted. Within thirty (30) days of the approval of the amendment, the Chief Clerk shall forward revised Bylaws to the Board and the Region Secretary by electronic mail and the Webmaster shall publish them on the Division's website.