

Michiana Division
Midwest Region
National Model Railroad Association, Inc.
Constitution

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Article I – Name, Authority and Purpose

1. The name of this organization is the Michiana 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 Midwest Region (hereinafter the “Region Executive Handbook”), the Regulations of the NMRA (hereinafter the “Regulations”) and is a not-for-profit unincorporated association. 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 and the Region Executive Handbook, the Region Executive Handbook shall govern.
3. The purposes of the Division are to promote, stimulate, foster, encourage, by education all manners and means, the art and craft of model railroading and the preservation of the history, science, and technology thereof. The Division is organized exclusively for charitable, educational, literary, and scientific purposes consistent therewith and within the meaning of section 501(c)(7) of the Internal Revenue Code.

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 non-resident member of the Division by providing his or her name, address, telephone number and email address by electronic mail or by US mail to the Officer 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 and non-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 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 Directors of the Division shall consist of four (4) Directors-at-Large. The Directors-at-Large shall be elected or appointed and shall serve pursuant to the Bylaws and/Policies & Procedures.

3. The Officers and the Directors-at-Large shall constitute the Division 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.

4. The Officers shall constitute an Executive Committee, which shall be responsible for the governance and administration of the Division between meetings of the Board. The Executive Committee may meet in person, by teleconference or by other electronic means. Three (3) or more members of the Executive Committee who are present for a meeting shall constitute a quorum for the conduct of business at any meeting of the Executive Committee.

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. 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 or by written notice. 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 or by written notice. 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 the proposed amendment is approved by a majority of a quorum of the Board members attending the meeting it shall be submitted to resident members for a vote at the annual meeting of members or at a Division special meeting of members as the Board determines. If a majority of a quorum 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 or by written notice 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.
2. Upon the dissolution of the Division, the Executive Committee shall identify records, files, and correspondence that may be of continuing significance and shall forward said records, files, and correspondence to the Region Headquarters.