

EXECUTIVE HANDBOOK



WESTERN HERITAGE DIVISION NATIONAL MODEL RAILROAD ASSOCIATION

HANDBOOK NUMBER _____

ISSUED TO _____

REGULATIONS INDEX

PAGE 2	ARTICLE I - NAME AND PURPOSE
PAGE 3	ARTICLE II - MEMBERSHIP AND DUES
	ARTICLE III - MEETINGS
PAGE 4	ARTICLE IV - VOTING
	ARTICLE V - NOMINATIONS AND BALLOTS
PAGE 5	ARTICLE VI - OFFICERS
	ARTICLE VII - PUBLICATIONS
PAGE 6	ARTICLE VIII - DISSOLUTION
	ARTICLE IX - GUIDELINES
	ARTICLE IX - INITIATIVE AND REFERENDUM

Adopted 06/01/05 by WHD Omaha, NE
Approved 01/14/06 by MCoR Kansas City, KS

ARTICLE I - NAME AND PURPOSE

SECTION 1. The Western Heritage Division was organized in the year 1995 and incorporated as a non-profit organization under the laws of the State of Nebraska, March 6, 1996. The full legal name of the organization is the Western Heritage Division, National Model Railroad Association, Inc. In a shortened version the organization is also known as the Western Heritage Division.

SECTION 2. The Western Heritage Division is organized exclusively for charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Western Heritage Division shall not discriminate on the basis of race, color, or religion. The purpose of the Western Heritage Division is to develop the technical skills of persons engaged in the art and craft of model railroading and promote fellowship among model railroaders. To educate persons engaged in model railroading in methods of building and operating model railroad equipment and prototype practices. To advance the hobby of model railroading wherever and whenever possible by publications, meetings and all things necessary within the geographic boundaries established by the National Model Railroad Association.

SECTION 3. The Western Heritage Division is defined to include the States of Nebraska and Iowa postal zip codes 515-516, 680-681, 50022 & 508 (except 50801, 50830-31, 50833, 50835-37, 50839-54, 50857-64), or as specified by Mid-Continent Region or the NMRA.

SECTION 4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, Officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

SECTION 5. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

SECTION 6. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on

(a) by the corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)

or

(b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 7. If there is any provision in any governing document of the Western Heritage Division that conflicts with the governing documents of the Mid-Continent Region or of the NMRA, the conflicting provision of the governing document of the Western Heritage Division is void.

SECTION 8. The principal office of the Western Heritage Division shall be that of the Registered Agent as specified by the Article of Incorporation in the State of Nebraska.

SECTION 9. The Western Heritage Division may also have offices at such other places as the Division Officers may select or as the business of the Division may require.

ARTICLE II - MEMBERSHIP AND DUES

SECTION 1. Membership shall be granted to any member in good standing of the NMRA and residing within the boundaries of the Western Heritage Division as specified by the Mid-Continent Region or the NMRA.

ARTICLE III - MEETINGS

SECTION 1. There shall be at least two meetings of the Western Heritage Division's Division Officers each year. One meeting will be held in conjunction with the Annual Election of the Western Heritage Division Officers. A Business meeting to be held within six months following the annual elections of the Western Heritage Division Officers, at a site selected by the Superintendent.

SECTION 2. A quorum for the purposes of holding meetings shall be those members of the Western Heritage Division and Officers in attendance at the meeting after notice to all Members and Officers of the Western Heritage Division. Notice shall be by mail, telephone, electronic mail or any other method, permitted by law to the last known contact for the Members of the Western Heritage Division and Officers. A meeting may take place in person, by telephone, by electronic mail or any other method permitted by law.

SECTION 3. One business meeting is to be held in conjunction with the annual election and its purposes are:

- A. To receive report of the Ballot Committee announcing the election results of Western Heritage Division's Division Officers.
- B. To receive the report of the Ballot Committee announcing the results of balloting on any matter of business appearing on the ballot that requires a vote of the membership of the Western Heritage Division.
- C. To receive reports from Western Heritage Division Officers and Committee Chairs.
- D. To discuss those matters that pertain to the Western Heritage Division.
- E. Installation of newly elected Western Heritage Division Officers.
- F. The presentation of awards to the recipients.

SECTION 4. Subsequent business meetings are held for the purposes of:

- A. To receive reports from Western Heritage Division's Officers and Committee Chairs.
- B. To discuss those matters that pertain to the Western Heritage Division.
- C. The presentation of awards to the recipients.

ARTICLE IV - VOTING

SECTION 1. Voting privileges within the Western Heritage Division shall be granted only to those who are members in good standing with the NMRA and reside within the boundaries of the Western Heritage Division as specified by the Mid-Continent Region or the NMRA.

SECTION 2. All matters involving the policies of Western Heritage Division, as the Division Officers shall decide, and the elections of Division Officers, shall be submitted to the general membership for a direct vote by mail, or any other method permitted by law.

SECTION 3. The right to nominate by petition for those persons or issues not otherwise on the ballot shall be preserved.

SECTION 4. Ballots shall be provided to all Western Heritage Division members (as per Article IV section 1) at the time and schedule established by the Superintendent or as specified in the Western Heritage Division Guidelines.

SECTION 5. In the election of Western Heritage Division's Division Officers, the candidate receiving the largest number of votes for any given office shall be declared the winner. In case of a tie vote, a second ballot shall be provided to the membership in attendance at the annual election meeting for a direct vote.

SECTION 6. Matters submitted to the general membership from the Western Heritage Division's Division Officers for a direct vote shall be decided by a majority of the votes.

SECTION 7. A two-thirds majority of the votes cast shall be necessary to adopt all matters submitted by Initiative and Referendum under Article X of the Western Heritage Division's Regulations.

ARTICLE V - NOMINATIONS AND BALLOTS

SECTION 1. Nominations

A. The Superintendent shall accept nominations either by proxy or in person at a business meeting prior to the Annual Election meeting.

B. Any member of the Western Heritage Division who is nominated for any Division Office shall be in good standing of the NMRA and residing within the boundaries of the Western Heritage Division as specified by the Mid-Continent Region or the NMRA.

SECTION 2. Ballots

A. The Ballot Committee, consisting of the Division Director and other members as deemed necessary, shall prepare the ballots for the elections of Western Heritage Division Officers plus such other matters requiring a vote of the membership, by mail, or any other method permitted by law as provided for in the Western Heritage Division Guidelines.

B. The Western Heritage Division's Superintendent shall establish a schedule for the Ballot Committee.

C. Only ballots, returned to the Chairman of the Ballot Committee and postmarked by the date specified by the schedule of the Western Heritage Division's Superintendent, shall be counted.

D. Final results of the balloting shall be announced at the annual election meeting with additional notice to the membership in the first available publication.

ARTICLE VI - OFFICERS

SECTION 1. All Officers of the Western Heritage Division must be in good standing with the NMRA and reside within the boundaries of the Western Heritage Division as specified by the Mid-Continent Region or the NMRA.

SECTION 2. The Officers of the Western Heritage Division shall consist of the following:

- A. Superintendent
- B. Assistant Superintendent
- C. Division Clerk
- D. Division Paymaster
- E. Division Director

SECTION 3. Election of the Western Heritage Division Officers shall be held annually with the exception of the Division Director office, which shall be held every three years, by mail or any other method permitted by law as provided for in the Western Heritage Division Guidelines.

SECTION 4. The newly elected Western Heritage Officers, with the exception of the Division Director, shall assume office at the close of the Annual Election Meeting and shall serve for a duration of one year or until their successor assumes office. They shall deliver all Division records or Division funds to the appropriate newly elected Division Officers within ten days.

SECTION 5. The Division Director of the Western Heritage Division shall assume office at the close of the Annual Election Meeting and shall serve for a duration of three years or until a successor assumes office and must deliver all records relating to the office within ten days.

SECTION 6. The general management of the Western Heritage Division shall be vested in the Officers of the Western Heritage Division. Only the Superintendent can enter into a contract or other binding agreement on behalf of the Division.

SECTION 7. A majority of all the duly qualified Officers shall constitute a quorum at a Division meeting. Any Western Heritage Division Officer may appoint another member by written proxy to act in their behalf. Such proxy shall be counted in all voting and in determining the presence of a quorum.

ARTICLE VII - PUBLICATIONS

SECTION 1. The Western Heritage Division's Publication will be known as the OBSERVATION CAR.

SECTION 2. The OBSERVATION CAR shall be distributed to Officers of MCoR, Editor of the Caboose Kibitzer, and to persons who contribute articles and data for publication from time to time, by mail, or any other method permitted by law as provided for in the Western Heritage Division Guidelines.

SECTION 3. The OBSERVATION CAR shall be disseminated to those members of the Division who have paid a subscription fee for the publication. Other NMRA members who are not residents of the Division may purchase a subscription to the OBSERVATION CAR.

ARTICLE VIII - DISSOLUTION

SECTION 1. No part of the net earnings of the Western Heritage Division shall ever be conveyed to the benefit of any donor, Member or Division Officer of the Western Heritage Division or any private individual. No donor, member or Division Officer of the Western Heritage Division shall be entitled to share in the distribution of any of the Western Heritage Division assets.

SECTION 2. Upon dissolution, any assets of the Western Heritage Division must be distributed to the National Model Railroad Association, provided that its stated purposes as set forth in Article I, Section 2, of its Regulations as revised in June, 2005, have not been changed. The funds are to be distributed toward the furtherance of the hobby of model railroading within the geographic boundaries of the Western Heritage Division of the National Model Railroad Association as they are drawn at the time of dissolution.

SECTION 3. If the stated purposes of the National Model Railroad Association have changed, then the Trustees filing dissolution of the Western Heritage Division may designate any other hobby organizations, recognized by the Internal Revenue Service, that subscribe to the same purposes as fostered by this Regulation of the Western Heritage Division of the National Model Railroad Association in the year 2005.

ARTICLE IX - GUIDELINES

SECTION 1. The Guidelines shall be established and adopted by the Western Heritage Division for its own government and that of the Members and Division Officers.

SECTION 2. Guidelines of the Western Heritage Division may be adopted or amended by a two-thirds majority vote of the Division Officers or their official proxies, in attendance, at a regular meeting of the Division Officers.

SECTION 3. Where special meetings of the Division Officers are called, for the purpose of amending these Guidelines, a written notice of such meetings shall contain detailed information regarding all such amendments to be considered and acted upon, and no others shall be adopted at said meeting unless included in the announcement thereof.

ARTICLE X - INITIATIVE AND REFERENDUM

SECTION 1. The membership shall have the right to have any action taken by the Division Officers placed upon the next available ballot by petition as provided for in the Guidelines.

SECTION 2. The membership shall have the right to have any proposition submitted to the membership for a direct vote on the next available ballot by petition or any other method permitted by law as provided for in the Western Heritage Division Guidelines.

SECTION 3. A two-thirds majority of the vote on actions or propositions mentioned in Section 1 or Section 2 hereof, shall adopt such actions or propositions.

GUIDELINES INDEX

PAGE 2	ARTICLE I - AUTHORITY AND PURPOSES
	ARTICLE II - OFFICES
	ARTICLE III - MEMBERSHIP AND DUES
	ARTICLE IV - MEETINGS
PAGE 3	ARTICLE V - NOMINATIONS AND BALLOTS
	ARTICLE VI - OFFICERS AND DIRECTORS
PAGE 4	ARTICLE VI - OFFICERS AND DIRECTORS (cont.)
	ARTICLE VII - RECALL
PAGE 5	ARTICLE VIII - PUBLICATIONS
	ARTICLE IX - FISCAL YEAR

Adopted 06/01/05 by WHD Omaha, NE
Approved 1/14/06 by MCoR Kansas City, KS

ARTICLE I - AUTHORITY AND PURPOSES

SECTION 1. The authority for the Guidelines is derived from the Regulations of the Western Heritage Division under Article IX, entitled Guidelines.

SECTION 2. The purposes of the Guidelines are to:

- A. Set down rules which are to be followed in regulating the general affairs of the Western Heritage Division.
- B. Advise the rights, duties, and powers of the Membership and Officers in relation to the Regulations of Western Heritage Division and among themselves.
- C. Make provisions for a ballot on any matter, which in the judgment of the membership may be necessary and proper.

ARTICLE II - OFFICES

SECTION 1. The principal office of the Western Heritage Division shall be that of the Registered Agent as specified by the Article of Incorporation in the State of Nebraska.

SECTION 2. The Western Heritage Division may also have offices at such other places as the Division Officers may select or as the business of the Western Heritage Division may require.

ARTICLE III - MEMBERSHIP AND DUES

SECTION 1. Membership shall be granted to any member in good standing of the NMRA and residing within the boundaries of the Western Heritage Division as specified by the Mid-Continent Region or the NMRA.

ARTICLE IV - MEETINGS

SECTION 1. There shall be a regular business meeting of the Division on the second (2nd) Saturday of each month. The meeting date and time may be changed by a vote of the membership or Division Officers to suit the needs of the Division.

SECTION 2. A quorum constitutes the number of the members of the Western Heritage Division including at least one Officer in attendance at the meeting.

SECTION 3. The order of succession for conducting business meetings shall be:

- A. Superintendent
- B. Assistant Superintendent
- C. Division Paymaster
- D. Division Clerk
- E. Division Director

SECTION 4. The Annual Election meeting shall be held in June. The meeting date and time may be changed by a vote of the membership or Division Officers to suit the needs of the Division.

SECTION 5. The Annual Business meeting shall be held in December. The meeting date and time may be changed by a vote of the membership or Division Officers to suit the needs of the Division.

ARTICLE V - NOMINATIONS AND BALLOTS

SECTION 1. Nominations

- A. The Superintendent shall accept nominations either by proxy or in person at the regular business meetings of March and April, announcing the same at the time of the business meetings held, with additional notice to the membership in the first available publication.
- B. Nominations for all offices shall be considered closed at the completion of the April Business meeting or when noted by the Superintendent.
- C. The Superintendent shall submit the nominations in writing to the Ballot Committee complete with names and offices that each of the candidates are nominated for. This report shall be provided to the Ballot Committee at the close of the April Business meeting.

SECTION 2. Ballots

- A. The Ballot Committee shall prepare the ballots for election of Western Heritage Division Officers plus such other matters requiring a vote of the membership by mail, or any other method permitted by law as provided for in the Western Heritage Division Guidelines.
- B. Ballots shall be distributed separately no later than May 1st to all Western Heritage Division members by mail, or any other method permitted by law.
- C. Only ballots, returned to the Division Director and/or postmarked by the date as prescribed by the ballot shall be counted.
- D. Final results of the balloting shall be announced at the Annual Election meeting with additional notice to the membership in the first available publication.

ARTICLE VI - OFFICERS AND DIRECTORS

SECTION 1. All Officers of the Western Heritage Division must be in good standing of the NMRA and residing within the boundaries of the Western Heritage Division as specified by the Mid-Continent Region or the NMRA during the anticipated time in office.

SECTION 2. Superintendent:

- A. The Superintendent shall perform the customary duties of this office including that of Presiding Officer at the Annual Business Meeting and all meetings of the Division Officers.
- B. The Superintendent shall establish the various Committees and appoint their chairs, which may be required to carry out the business and objectives of the Division.
- C. In the event an Officer position becomes vacant, due to death, disability, or resignation, the Superintendent shall appoint a successor to fill out the un-expired term, subject to the approval of the Division Officers or until a special election can be held at the next regular meeting or as provided for in these guidelines.
- D. The Superintendent shall annually accept nominations to select a member of the Division to be the recipient of the Rusty Wylie Memorial Platinum Spike Award. This award will honor the recipient's service to the Division and the hobby in general. This award is to commemorate the late Rusty Wylie for his many years of outstanding service to the Division.

SECTION 3. Assistant Superintendent:

- A. The Assistant Superintendent shall assist the Superintendent in the performance of his duties.
- B. The Assistant Superintendent shall preside for the Superintendent in the absence of the latter and shall assume the Office of the Superintendent in the event it is vacated.
- C. The Assistant Superintendent shall be responsible for the EXECUTIVE HANDBOOK.

SECTION 4. Division Paymaster:

- A. The Division Paymaster shall keep a true account of all funds received and dispersed, render a proper accounting for these funds at the Annual Business Meeting, make the books and records available for an annual audit by a properly qualified member of the Western Heritage Division who shall be appointed by the Superintendent.
- B. The Division Paymaster shall collect the subscription fee and maintain an accurate roster of those who have purchased a subscription to the division publication known as the OBSERVATION CAR.

SECTION 5. Division Clerk:

- A. The Division Clerk shall record the minutes of the Annual Business Meetings and all meetings of the Division Officers.
- B. The Division Clerk shall maintain an accurate Membership roster as provided by MCoR and/or the NMRA.
- C. The Division Clerk shall periodically distribute the Membership roster to the membership by mail, or any other method permitted by law as provided for in the Western Heritage Division Guidelines at the direction of the Division Officers.

SECTION 6. Division Director:

- A. A. The Division Director shall cooperate with and advise the Superintendent in all matters that concern the welfare and progress of the Division.
- B. B. The Division Director shall promote the model railroad hobby within their specific districts by contact with individuals, hobby shop operators, and through other media.
- C. C. The Division Director shall, when possible, encourage, promote, establish, or assist with Area Meets within their areas of responsibility.
- D. D. The Division Director shall cooperate with the Editor of the Caboose Kibitzer by furnishing news of the hobby, special articles, photographs, and personalia, which will be of interest to the membership.
- E. E. The Division Director shall provide written or oral reports to the Superintendent of their activities and other items of model railroading interest within their areas of responsibility. This report should be directed to the Division Clerk before meetings of the Division Officers, both regular and special. This requirement may be waived by wording of the meeting announcement.
- F. F. The Division Director shall solicit a recipient of the Division, to be submitted to the Mid-Continent Region for the Larry R. Long, MMR Memorial Award. The award will honor the recipient's service to the Region and/or Division as the Regional Volunteer of the Year.

ARTICLE VII - RECALL

- SECTION 1. Any officer or director may be removed by the method described in the version of Robert's Rules of Order in effect at the time any allegation such as malfeasance, misfeasance, breach of a fiduciary duty, or any other action, omission, or other issue that causes or contributes to cause a breach of duty that is in the best interest of the Division.

ARTICLE VIII - PUBLICATIONS

- SECTION 1. The OBSERVATION CAR shall be published and distributed at least six times per year. It shall be compiled, edited, and published by an Editor who shall be appointed by the Division Superintendent.
- SECTION 2. The Division Officers shall determine the subscription fee for the publication known as the OBSERVATION CAR.
- SECTION 3. Publications shall be funded by moneys received by the Division Paymaster of the Division, whether as Subscription Fees, Contributions, Advertising Receipts, etc., so that true cost of publication and distribution will be reflected by these records.
- SECTION 4. The Editor shall supervise the mailing of all Western Heritage Division publications and maintain the mailing list in cooperation with the Division Clerk by the use of such equipment as is currently selected by both the Editor and the Division Clerk.
- SECTION 5. An EXECUTIVE HANDBOOK shall be published.
- SECTION 6. The contents of the EXECUTIVE HANDBOOK shall be determined by the Division Officers.
- SECTION 7. The Assistant Superintendent, assisted by the Division Clerk, shall be responsible to compile, maintain, revise, and distribute the EXECUTIVE HANDBOOK. In matters of policy, this handbook shall be binding upon all parties concerned.

ARTICLE IX - FISCAL YEAR

- SECTION 1. The fiscal year for the keeping of accounts and operation of budgets shall be from the first day of January of any given year to the thirty-first day of December of that year.