

Eastern Division Bylaws
Train Collectors Association
Effective date 16 December 2005

It is the intent of these bylaws to be in compliance with the Eastern Division Articles of Incorporation and Bylaws of National Train Collectors Association (hereinafter referred to as TCA). All provisions that are required in National Bylaws and are applicable to Eastern Division Bylaws, its operations, or its membership are in force whether or not printed herein.

TABLE OF CONTENTS

- I. SCOPE AND PURPOSE**
- II. MEMBERSHIP**
- III. STANDARDS**
- IV. OFFICERS**
- V. BOARD OF DIRECTORS**
- VI. NOMINATIONS AND ELECTIONS**
- VII. MEMBERSHIP MEETINGS**
- VIII. CHAPTERS**
- IX. FUNDS AND FINANCES**
- X. COMMITTEES**
- XI. INITIATIVE AND REFERENDUM**
- XII. RULES AND REGULATIONS**
- XIII. INDEMNIFICATION**
- XIV. DISSOLUTION**
- XV. CORPORATE SEAL**
- XVI. PARLIAMENTARY AUTHORITY**
- XVII. AMENDMENTS**



ARTICLE I – Scope and Purpose

Section 1: Scope -- The scope of these bylaws is to establish the terms, methods of election, and responsibilities of the elected officials; enumerate the rights of members; describe the structure of the Division; and to set the standard of train meets and members conduct thereat.

Section 2: Purpose -- The purpose of the Eastern Division shall be to preserve the history of train collecting and to encourage the pursuit of this activity through research, education, community outreach, fellowship, and sponsorship of train meets.

ARTICLE II – MEMBERSHIP

Section 1. Qualifications: Members of TCA in good standing who reside in the Eastern Division geographical area as outlined by the Board of Directors of the National TCA and published in the Supplement of the TCA Quarterly are automatically members of the Eastern Division unless they request that their name not be included on the Eastern Division Membership role.

Section 2. Rights and Responsibilities of the Membership:

- A. Members of the Division over the age of 18 who are in “Good Standing” shall have the right to attend membership meetings and events, make motions, debate, and vote on Eastern Division matters. Only members over the age of 21 may hold elective office.
- B. Members of the Division who are under 18 and in good standing may attend membership meetings and events, may participate in debate if granted permission by the presiding officer, but shall not have the rights to present motions, vote, or hold office.
- C. Good Standing shall mean that the member has paid all dues and fees established by the TCA and the Division Board of Directors.

ARTICLE III – STANDARDS

- A. All trading, display, and sales of trains and other merchandise shall be regulated by standards set by TCA and the Division.
- B. Members attending Eastern Division functions shall conduct themselves in such a manner so as to promote cooperation, interest and fellowship in collecting trains.
- C. Guests of TCA members attending Eastern Division functions shall be the responsibility of the member.
- D. Guests may attend Eastern Division Meets one time only.
- E. TCA members displaying toy train items at Eastern Division meets must visibly tag all items for sale, for display, or for trade; those items for sale must have asking price on the tag.
- F. All repainted and/or restored items must have TCA identag affixed in a prominent place, but not so as to destroy the appearance of the item.
- G. Only train and/or train-related items may be offered for sale at any Eastern Division meet.

ARTICLE IV – OFFICERS

Section 1. Officers -- The Officers of this division shall be a President, a Vice President, a Secretary, and a Treasurer all over 21 years of age and all duly elected members in good standing of the National Train Collectors Association.

Section 2. Qualifications

- A. Eligibility for President - To be eligible any candidate must have served on the Eastern Division Board of Directors for at least one term before the beginning of the term for which nominated.
- B. Eligibility for Vice President, Secretary, and Treasurer - To be eligible for the office of Vice President, Secretary, and Treasurer a candidate must have been a member of the Train Collectors Association for at least three years immediately before the beginning of the term for which nominated.
- C. No member shall hold two elected offices within the Eastern Division simultaneously.

Section 3. Term of Office

- A. All officers shall be elected by a plurality vote of the Eastern Division membership for a term of two consecutive years or until their successors have been elected and assumes office.
- B. The President and Vice President shall not serve more than two terms.
- C. The Secretary and Treasurer shall not serve more than four terms.
- D. Any individual currently serving or having served as Vice President, Secretary or Treasurer in one or more of these positions for one or more terms may be a candidate for President and serve for two additional terms.
- E. Upon concluding their term(s) of office, Officers can not be candidates for Eastern Division Director at large or Chapter representative elected positions.
- F. Term of office shall be January 1 thru December 31 of the succeeding year.

Section 4. Vacancy in Office - In the case of a vacancy in the office of President, the Vice President shall serve as President for the remainder of the term. A vacancy in any office other than President or Immediate Past President shall be filled by the Board of Directors. A vacancy in the office of Immediate Past President shall not be filled and the number of persons on the Board of Directors shall be reduced by one.

Section 5. Duties of Officers - The elected and non-elected officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, by the Board of Directors, by the President, in the adopted parliamentary authority, or by statute.

A. The President shall be the Chief Executive Officer of this Division and shall preside at all meetings of the Division and of the Board of Directors except as otherwise stated. He shall supervise all other elected or appointed officials. He shall appoint, subject to confirmation of the Board of Directors, the York Meet Chairman and Meet Registration Chairman. He shall appoint the chairmen and members of all committees except the Nominating Committee. He shall serve ex-officio as a member of all committees except the Nominating Committee.

B. The Vice-President shall perform all duties of the President during the President's absence, death, or incapacity or as directed by the President or the Board of Directors.

C. The Secretary shall attend and be responsible for keeping of minutes of Division meetings and Board of Director meetings. The Secretary shall send notices of membership meetings and the minutes thereof to all members. The Board of Directors may authorize the employment of a staff member to assist the Secretary. This staff member shall not be a member of the Board of Directors.

D. The Treasurer shall keep the financial records, receive all monies and pay bills, and issue financial reports as required and prescribed by the President and/or Board of Directors. The Board of Directors may authorize the employment of a staff member to assist the Treasurer.

Section 6. Removal from Office - An Officer or Director may be removed for cause by a unanimous vote minus one (not including the officer or director being contemplated for removal) at a meeting of the Board of Directors at which at least eighty percent (80%) of the members are physically present.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Composition - The members of the Board of Directors shall be:

A. President, Vice-President, Secretary and Treasurer; and

B. One Director from each Eastern Division Chapter elected by majority vote of each Chapter's membership; and,

C. Three Non-Chapter Members elected as Directors-at-Large by the Eastern Division's members for a two year term. Candidates for these positions must have been a member of the Train Collectors Association in good standing for three years prior to beginning the term for which nominated.

D. Immediate Past President.

E. The York Meet Chairman shall serve as an ex-officio member of the Board without a vote and shall not be counted in the quorum for Board meetings.

F. Directors from Eastern Division Chapters and Directors-at-large may serve not more than two terms of office. These Directors may be candidates for any Eastern Division Officer position at the conclusion of one or two terms of office.

G. All terms of office shall coincide with the terms of the Division Officers.

Section 2. Power and Authority of the Board

A. The governing body of the Eastern Division shall be the Board of Directors that shall have full power to manage the business and affairs of Eastern Division subject only to the provisions of the Articles of Incorporation, these bylaws, and statutes of the Commonwealth of Pennsylvania.

B. The Board of Directors shall have the authority to adopt special rules of order and standing rules to govern its proceedings and the affairs of the Eastern Division over which it has power and authority.

Section 3. Duties of the Board. The Board of Directors shall:

A. Adopt a biennial budget at its first meeting;

B. Approve the report of an independent auditor annually;

C. Determine the place, date, time, and registration fee and other fees for the Semi-Annual Train Meets;

D. Set standards for the display, trade, and sale of toy trains and related merchandise and the conduct of participants at any Eastern Division train meet;

E. Determine the place, date, time, and agenda for the membership meetings;

F. Fill vacancies as provided in these Bylaws and the Standing Rules;

G. Employ and supervise such staff as are needed and appropriate; and

H. Have such other duties as are prescribed for the Board in these Bylaws, by the meetings of the membership, or in the adopted parliamentary authority or by statute.

Section 4. Meetings of the Board of Directors

A. Regular meetings of the Board of Directors shall be held at least twice each calendar year, notice of which shall be sent to each Board member by the Secretary not less than ten days prior to the meeting.

- B. Special meetings of the Board of Directors and Conference Phone Call Meetings may be called by the President or by any four members of the Board with notification of that call given at least fifteen days before the meeting to all Board members. Only business announced in the call of the meeting can be conducted at the special meeting.
- C. Quorum for regular and special meetings of the Board shall be one-half of the Board's current membership physically present, one of whom must be the President or Vice-President. Quorum for Conference Phone Call Meetings of the Board shall be two-thirds of the Board's current membership simultaneously connected by phone, one of whom must be the President or Vice-President.
- D. Minutes of board meetings shall be mailed by the Secretary to all Board Members within thirty days after such meetings.
- E. Members shall not be included in the quorum determination for Regular or Special Meetings via telephone conference call. Members may be consulted by telephone during Regular and Special meetings but do not constitute a part of the quorum or offer motions or vote.
- F. Minutes of such meetings shall be taken and mailed with the notice of the next regular or special meeting and any action taken by telephone conference call shall be reported in that meeting's minutes.
- G. In an emergency or urgent situation, the Board may take a vote on an issue by mail ballot given that the results of the mail ballot are reported at the next regular or special meeting for ratification by the Board.

ARTICLE VI – ELECTION OF OFFICERS AND DIRECTORS

Section 1. The Eastern Division Immediate Past President shall serve as the elections supervisor for all nomination and elections processes. If the Immediate Past President position is vacant, the Board of Directors shall elect a supervisor from their own ranks, excluding the President.

Section 2. Nominating Committee

A. Membership - The Immediate Past President shall serve as the Chairman of the Nomination Committee. The Nominating Committee shall be comprised of seven TCA members in good standing that reside permanently within the Eastern Division area of responsibility and the Eastern Division Immediate Past President. There must be one member each selected from New York, New Jersey, Delaware, Maryland, Virginia, the District of Columbia and Pennsylvania. The Board of Directors shall seek out and select the committee members prior to the Spring York Meet in the election year. The committee members must be introduced to the membership at the spring business meeting.

B. Duties - The Nominating Committee shall independently seek out candidates for elected offices as well as consider candidates proposed by Division members or the Board of Directors. Names submitted to the committee shall be accompanied by a written statement describing the candidate's qualifications and must be submitted to the committee by July 1st of the election year. The committee shall hold a meeting not later than July 15th of the election year and immediately submit to the Board of Directors two or more names for each Officer position and five or more names for the Directors at Large positions to be filled, including the names of currently serving Officers and Board members desiring to and approved to run for an additional term of office. Simultaneously, the Committee must notify in writing any individual not accepted for candidacy and the reason(s) for non acceptance. Only members otherwise eligible but not accepted by the Nominating Committee may be added as a candidate by filing a petition containing signatures of at least 50 Eastern Division Members. They must be submitted to the Division Secretary and received not later than August 15th of the election year. The Board of Directors is responsible for verifying the signatures on each petition shall send the names of all candidates with the announcement for the Fall Meet. No candidate shall be nominated without his consent.

Section 3. Election

A. Resume - Each candidate for office may include resume/platform/goals/objectives not to exceed one half of a 8.5 X 11 inch sheet of paper in any format desired. No editing of the document by any election official, member of the Board of Directors, or Nominating Committee is permitted.

B. Ballot - The Board of Directors in accordance with procedures established in the Standing Rules shall prepare a ballot with the names of all qualified candidates. The ballots shall be mailed on November 15 of the election year to all members in good standing. Completed ballots must be received no later than December 10 of the election year.

C. Counting Ballots - Completed ballots will be mailed by individual members to an independent agency capable of tabulating the ballots. Ballots must be returned in a postmarked envelope. The voting member's signature and TCA# must be visible on the outside of the sealed envelope containing the ballot to be considered valid. The President and Secretary will be provided with certified copies of the results not later than December 31 of the election year. A plurality of the votes cast for each office shall determine those elected.

D. In the event of a tie vote during an election, the tied candidates shall make the decision of who is elected by the Casting of Lots to be witnessed by at least a majority of the Board of Directors.

ARTICLE VII – MEMBERSHIP MEETINGS

Section 1. Business Meeting - Semi-Annual Business Meetings of the membership shall be held at the Spring and Fall York Meets or as determined by the Board of Directors. The meeting held in October shall be considered the Annual Meeting of the Division and will include hearing annual financial and committee reports and other matters as appropriate.

Section 2. Quorum - The quorum for the Semi-annual Business Meeting shall be fifty members.

ARTICLE VIII – CHAPTERS

Chapters shall be organized as the Eastern Division Board of Directors deems advisable. Membership in a Chapter is optional, and such membership shall be granted according to Chapter regulations. Each Chapter shall have meetings and conduct them as it sees fit so long as they comply with National TCA Bylaws, these bylaws, and Chapter Bylaws. A Chapter may assess its members for local dues and expenses. Minutes of Chapter meetings shall be sent to Divisional Secretary within thirty days of the meeting.

ARTICLE IX – FUNDS AND FINANCES

Section 1. Fiscal Year - Fiscal year shall be the calendar year.

Section 2. Dues - Dues if any, shall be payable annually in December for the following fiscal year, in such amount as determined by the Divisional Board of Directors.

Section 3. Deposits - All monies received shall be deposited by the Treasurer or designated proxy as approved by the Board of Directors as per the direction of the Board of Directors.

Section 4. Audit - The Treasurer shall have an independent audit annually and/or at any other time when the Board of Directors shall deem necessary.

Article X - COMMITTEES

Section 1. General - The size, composition, purpose, and work of the committees shall be described in the Standing Rules. All committees shall submit an annual report of their activities and accomplishments to the Board of Directors. The Board shall compile and summarize the committee reports for the Fall Annual Meeting of the Membership.

Section 2. Standing Committees - The Standing Committees of the Division shall be the following: Membership, Finance, Nominating, Rules and Regulations, Internet, and such other standing committees as determined to be needed by the President and the Board of Directors.

Section 3. Special Committees - Special committees shall be those committees temporary in purpose, reason, or convenience. Special committees shall consist of chairman and other members appointed by the President. Special committees shall be vacated when the President who appointed them goes out of office. Special committees shall report to the President as he may so direct.

Section 4. Electronic Meetings - Standing and special committees are authorized to meet by telephone conference or through other electronic communications media in order to conduct their reviews and investigations and to formulate recommendations. Notes shall be taken of such meetings.

ARTICLE XI – INITIATIVE AND REFERENDUM

Section 1. Right to Petition - The membership shall have the right by petition to have any proposition submitted to the entire membership for a vote by mail. Such petition shall contain the exact wording of the proposition and shall contain the signatures of at least 20% of the voting members of the Division.

Section 2. Process - A valid petition shall be submitted to the Board of Directors as prescribed in Standing Rules. The Board of Directors shall review the proposition and make a recommendation regarding its adoption or defeat with an explanation. The recommendation shall accompany the mail ballot sent to the membership. A petition shall be considered approved if two-thirds of the ballots returned are affirmative.

ARTICLE XII – RULES AND REGULATIONS

Section 1. Application of Rules and Regulations - The Rules and Regulations adopted by the Board of Directors shall apply to all members, functions and meets.

Section 2. Disciplinary Procedures - Failure of individual members or groups of members to adhere to the Rules and Regulations of the Division may result in disciplinary action for the offending members as determined by the Board of Directors.

ARTICLE XIII – INDEMNIFICATION

As a Not for Profit corporation under 501 (C) (7) regulations of the Internal Revenue Act, the Eastern Division of the Train Collectors Association shall indemnify each director, officer, and/or agent under them together with each former director, officer and/or agent under them who was or is made party to or a witness in or have been threatened to be made a party to or a witness in any pending or completed action, suit or proceeding whether civil, criminal, administrative, investigative, etc. to the greatest extent allowed by law by reason of the fact that the person is or was an authorized representative of the Division. Exceptions which are prohibited by law include, but are not limited to the indemnification provided by 42 PA. CON. STAT. Section A365 of the Directors Liability Act contained in the act of November 28, 1986 (P.L. 1458, No. 145) as amended. The Division shall pay provided the Division is given notice which may give rise to indemnification early on so potential indemnification is subject to authorization by Board of Directors. The Division will pay the expenses, including attorneys fees and disbursements, judgments, fines and amount paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding of any of the above authorized persons. The Division through the National Train Collectors Association shall provide and maintain insurance to protect against liability, cost or expense incurred with in connection with any such action, suit or proceeding.

ARTICLE XIV – DISSOLUTION

Upon the dissolution of the Eastern Division, the Board of Directors, after providing for the payment of all obligations, shall distribute any remaining assets to the National Train Collectors Association or, within its discretion, to any other non-profit tax exempt organization.

ARTICLE XV – CORPORATE SEAL

Permission for use of the Eastern Division seal by other than official entities of the Division must be obtained from the Board of Directors.

ARTICLE XVI – PARLIMENTARY AUTHORITY

The rules contained in the current edition of Robert’s Rules of Order Newly Revised (RONR) shall govern the proceedings of the Eastern Division in all cases to which they are applicable and in which they are not inconsistent with these bylaws or special rules of order that the Eastern Division may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

ARTICLE XVII – AMENDMENTS

Section 1. Regular Procedure - Proposed amendments to the Bylaws shall be submitted to the Rules and Regulations Committee for review and recommendation. The Committee shall have the authority to combine, edit, and organize proposals that address the same topic and that have similar objectives. The Rules and Regulations Committee shall give notice of proposed amendments to these bylaws in the call of one of the semi-annual Membership Business Meetings. Upon an affirmative majority vote by the members at the business meeting, the amendment shall be submitted to the entire membership, for vote by mail ballot. If a majority of the ballots returned are affirmative, the amendments shall be approved.

Section 2. Revision of Bylaws - The Rules and Regulations Committee shall be authorized, when needed, to draft a proposed revision of these bylaws. The Committee shall submit the proposed revision in the call of one of the semi-annual Membership Business Meetings. Upon an affirmative majority vote by the members at the business meeting, the proposed revision shall be submitted for vote by mail ballot. If a majority of the ballots returned are affirmative, the revision shall be approved.