

# **BYLAWS OF THE TRAIN COLLECTORS ASSOCIATION - DESERT DIVISION**

## **ARTICLE I – NAME AND PURPOSE**

### **Section 1: Name**

This organization shall be known as the Train Collectors Association (hereinafter referred to as “TCA”) Desert Division (hereinafter referred to as “Affiliate”).

### **Section 2: Purpose**

The purpose of the Affiliate shall be to adhere to and support the mission of the TCA

- A. By conducting programs and activities, and to especially serve those TCA members residing within the boundaries of the Affiliate,
- B. To uphold the ethical standards of the Train Collectors Association as expressed in the National Bylaws and policies, and
- C. To conduct activities in compliance with all requirements and standards applicable to a Not-for-Profit organization.

## **ARTICLE II - MEMBERSHIP**

### **Section 1: Qualifications**

Membership in the Affiliate is open exclusively to TCA members, as that TCA membership is set forth in the TCA Bylaws.

### **Section 2: Duties and Rights of Members**

- A. Active Division Member
  - a. Any TCA member in good standing current in fees, dues, and assessments. Members whose dues have not been paid as of March 1 shall not be considered in good standing and will be placed on the inactive roster. The Board of Directors may take such action as it sees fit in the event of extenuating circumstances.
  - b. Active Division members in good standing are afforded full rights and privileges as outlined within the Bylaws and policies of the Affiliate.
- B. Inactive Division Member
  - a. Any TCA member living within the boundaries of the Desert Division as set forth by the TCA National, but not paying yearly dues to the affiliate.
  - b. Inactive Division Members may attend Division Meets, but shall not vote in elections or hold office.

### **Section 3: Complaints**

- A. The Affiliate’s Board of Directors shall take such action as it deems appropriate to protect the Affiliate and to take action to enforce the Bylaws and Rules and Regulations of itself and the TCA.
- B. Complaints pertaining to the Affiliate’s functions or activities must be referred, in writing, to the Affiliate’s Board of Directors for appropriate action.

### **Section 4: Complaints – Disciplinary Action**

- A. The Affiliate reserves the right to restrict members from attending meets or events where the member’s presence and/or actions are judged to be adverse to the goals and purposes of the TCA as determined by the affiliates Board of Directors.
- B. All other matters pertaining to member-to-member conduct and/or sales transactions will be submitted to the TCA Membership Committee for review and action, if necessary.

## **ARTICLE III - OFFICES, DUTIES, TERMS OF OFFICE**

### **Section 1: Officers**

The officers of the affiliate shall be the President, Vice-President, Secretary, Treasurer, and Directors at Large. They shall be members in good standing of both the TCA and the Desert Division and all duly elected.

### **Section 2: Duties of Officers**

- A. The President shall be the chief executive officer of this Affiliate, shall preside at all meetings, and except as otherwise provided herein, shall have the powers, duties, and responsibility usually vested in the office of the President of a not-for-profit organization. The President shall have general supervisory control of all other elected or appointed officials.
- B. The Vice-President shall be vested with all the powers and perform all the duties of the President during his/her absence or incapacity, or as directed by a simple majority of the Board of Directors.

- C. The Secretary shall act as clerk, shall send out notices of meetings to all members, keep minutes thereof, and send copies to the National Secretary. The Secretary shall receive and record all Desert Division fees, dues and moneys, and after recording, transfer all funds to the Treasurer of the Desert Division.
- D. The Treasurer shall disburse funds on properly presented and approved bills. All funds shall be deposited in a bank selected by the Treasurer and approved by a simple majority of the Board. The President and the Treasurer are authorized signers of a Desert Division check. The Treasurer shall prepare and maintain monthly Treasurer's Reports.
- E. The Directors shall serve on various committees and act in an advisory capacity for the good of the Division.
- F. All offices shall carry full voting privileges.

**Section 3: Terms of Office and Vacancies**

- A. The term of office for the President, Vice President, Secretary, Treasurer, and Directors shall be two calendar years and coincide with the Affiliate's fiscal year.
- B. If the office of President shall become vacant, the Vice President shall thereupon fill the position of President for the remainder of the unexpired term. In the event the office of President becomes vacant at a time when the office of Vice President is also vacant, the Board of Directors shall fill the office of President for the remainder of the term.
- C. A vacancy of an office other than President or Vice President by resignation, termination, or death shall be filled by the Board of Directors, who may appoint a member to fill the remaining term of the vacated office until the next regular election.

**Section 4: Re-Election of Officers**

A member shall serve no more than two (2) terms as President and is no longer eligible to be a candidate for the office of President or Vice President. After serving as President, a member may be a candidate for Secretary, Treasurer, or Director at Large. The Secretary, Treasurer, and Directors may serve for an indefinite number of elected terms.

**ARTICLE IV - BOARD OF DIRECTORS AND MEETINGS**

**Section 1: The Board of Directors shall consist of:**

- A. Each of the officers of the Affiliate, namely, President, Vice President, Secretary, and Treasurer during their term in office.
- B. Directors at Large being comprised of
  - a. Elected President(s) of a Chapter(s).
  - b. Three duly elected members.
- C. All past National Presidents shall be honorary, non-voting members of the Board of Directors.

**Section 2: Duties of the Board of Directors**

- A. The Board of Directors shall have full power to manage the business and affairs of the Affiliate except as otherwise provided by these bylaws.
- B. The Board of Directors shall control and govern the affairs, property, and finances of the Affiliate.
- C. The Board of Directors shall meet at least once each quarter year, and any additional times as called by the President.
- D. A quorum (majority) of officers, including the President and Secretary, is required to transact Division business. The Secretary shall record and maintain the minutes of the Board of Directors meetings. In the absence of the elected Secretary, a Secretary pro-tem may be appointed by the President. Any member in good standing may attend a Board of Directors' meeting.

**Section 3: Compensation**

All Affiliate Officers, members of the Board of Directors, and committees serve "pro bono" without compensation. Compensation for travel to represent the Affiliate at the annual National TCA Directors' meeting by the President or his/her designee is at the sole discretion of the Board of Directors and requires a majority vote.

**Section 4: Removal from Office**

Any Officer or Director may be removed for cause at any meeting of the full Board of Directors by a vote of two-thirds (2/3) of the participants in said meeting.

**Section 5: Parliamentary Authority**

Parliamentary rules as set forth in the most current edition of Roberts Rules of Order Newly Revised shall govern the Affiliate in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order TCA or the Affiliate may adopt.

**ARTICLE V - NOMINATIONS AND ELECTIONS**

**Section 1: Eligibility**

- A. Any candidate eligible to run for an elected office shall be a member in good standing of the Desert Division for at least one year and reside within the geographical boundaries of the Desert Division.
- B. No one who is an officer in, or who is seeking office in, another nationally recognized train club may run for office in the Desert Division.

**Section 2: Election Committee**

- A. The President shall appoint an Election Committee of three, including the Chairperson, to prepare a slate of candidates for elected office.
- B. The Chairperson of the Election Committee shall accept nominations from the membership at the October Business meeting. The slate of candidates will be announced and nominations will close at that time.
- C. The Chairperson of the Election Committee shall prepare a ballot, with provisions for write-ins, to be mailed on or about November 1 to all members in good standing. The ballot shall contain provisions for the voting member's name and TCA number for ballot authentication. Ballots shall be returned by mail to the Chairperson of the Election Committee, postmarked no later than November 30.
- D. The Election Committee shall count the ballots prior to the December meeting and announce the results at the December meeting. Ballots shall be retained for ninety (90) days and then destroyed.
- E. Candidates with the largest plurality of votes cast shall be elected to the offices of President, Vice-President, Treasurer, Secretary, and Director(s).
- F. The Secretary shall notify the candidates who do not attend the December meeting of the election results.

**ARTICLE VI - DIVISION MEETINGS**

**Section 1: Annual Membership Meeting**

The Annual Membership Meeting shall be the first business meeting of the calendar year. Installation of any new officers and the financial report for the closing of the fiscal year shall be given at that time.

**Section 2: Business Meetings**

- A. The business meetings shall be for the purpose of conducting such business as is usually brought before a general membership, including elections, and Bylaws changes.
- B. Members may buy and sell trains prior to the start of the business meeting; however, all transactions must end with the commencement of the business meeting.
- C. A minimum of eight official business meetings will be held during a calendar year.

**Section 3: Visitors at Business Meetings**

- A. Definition: A visitor is anyone who is not a current TCA member or an immediate family member of a TCA member.
- B. A visitor may attend one meeting.
- C. Minors attending meetings are the responsibility, moral and financial, of their parents or sponsors.

**ARTICLE VII - FINANCIAL**

**Section 1: Fiscal Year**

The fiscal year shall be the calendar year, starting January 1 and ending December 31.

**Section 2: Dues**

Dues are due January 1st and shall be payable annually in advance. Dues may be paid up to five (5) years in advance. Amount of dues and initiation fees are to be determined by the membership.

**Section 3: Special Expenditures**

Normal operating expenses will be sanctioned by the Board of Directors. Special expenditures must be approved by a majority of votes cast by the attending members at a regular business meeting.

**ARTICLE VIII - APPOINTED OFFICIALS**

**Section 1: Sergeant-at-Arms**

A Sergeant-at-Arms shall be appointed by the President for a two-year term. He/She shall be charged with the duties of maintaining order and security.

**Section 2: DISPATCH Editor**

An Editor of the Division Newsletter shall be appointed by the President for a two-year term.

**Section 3: Media Relations**

A Media Relations Chairperson shall be appointed by the President for a two-year term. He/She shall promote the growth of the Division through exposure of meets, events, and activities.

**ARTICLE IX - COMMITTEES**

**Section 1: Special Committees**

The President shall appoint, with the advice and consent of the Board of Directors, such special committees as he/she from time to time deems necessary. Such committees shall be vacated when the President who appointed them goes out of office or when disbanded by the President.

**Section 2: Finance Committee**

- A. The Finance Committee shall consist of the Vice President, Treasurer, and a Director at Large. The Committee shall review, supervise, and document the revenues and expenses of the Affiliate.
- B. The Finance Committee shall assure compliance with all financial recording and reporting requirements of the TCA.
- C. The Finance Committee shall insure the timely reporting and filing of all I.R.S. forms consistent with a not-for-profit organization.

**ARTICLE X – CHAPTERS**

**Section 1: Formation, Approval, Finances**

- A. Groups of members may organize as a Chapter affiliate within Desert Division subject to the Bylaws and policies of the TCA and of the Division within which the Chapter is organized.
- B. A Chapter may be formed by filing a petition to the Desert Division Board of Directors with the geographic boundary, proposed name, and 25 signatures pledging TCA membership.
- C. Final approval of the petition for Chapter formation resides with the Desert Division Board of Directors.
- D. All fees and dues collected by the Chapter are the financial responsibility of the Chapter. The Chapter President and Treasurer shall insure the timely filing of all applicable I.R.S. forms consistent with a not-for-profit organization.

**ARTICLE XI – RIGHTS AND OBLIGATIONS**

**Section 1: Power**

All power, rights, and authority granted to the Affiliate is dependent on the membership of its members in TCA and the continued adherence to TCA policy and standards by the Affiliate.

**Section 2: Dissolution**

In the event of dissolution of the Affiliate, the Affiliate's Board of Directors shall, after paying or making provision for the payment of all liabilities, distribute all residual assets in the following manner. First, the Train Collectors Association or its successor; Second, the National Toy Train Museum; Third, one or more organizations which themselves are recognized as not-for-profit under current or future codes of the federal or state government for exclusively public or charitable purposes.

**ARTICLE XII – AMENDMENTS**

Amendments to these bylaws may be proposed at any official business meeting, and upon favorable action, will be referred to the TCA Rules and Regulations Committee for review. Upon favorable review by the TCA Rules and Regulations Committee and notice duly given by publication, the amendment shall be submitted by mail to the entire membership for a vote. If a majority of the ballots returned are affirmative, the amendment shall be approved.

**ARTICLE XIII – ADOPTION OF BYLAWS**

These Bylaws shall become effective January 1, 2011 as prescribed in the regulation governing "Amendments," Article IX, as adopted by the membership of the Desert Division January 1, 1976 and amended under Article IX of these Bylaws in 2004.

**PROVISO**

- A. These Bylaws shall become effective January 1 2011, and upon approval of this revision, the terms of all officers in the Affiliate will end December 31, 2011. Newly elected officers will then be seated.
- B. The current President shall serve until December 31, 2011, and as outlined in Article III Section 4 of these Bylaws, be considered to have completed his first term in office.
- C. The office of Past President/Director is eliminated. The current Past President/Director shall serve until December 31, 2010.
- D. The office of Director-at-Large shall be filled January 1, 2011 from the third highest voted candidate of the most recent held election, November 2009. This term shall be for one year and end December 31, 2011.
- E. The President shall form a new Finance Committee January 1, 2011 to insure proper I.R.S. filings for the immediate past tax year under Article IX Section 2c of these adopted Bylaws.