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Train Collectors Association
Upstate New York Chapter
BYLAWS
Proposed Draft June 22, 2012

Intent: It is the intent of these Upstate New York Chapter (hereinafter referred to as "Chapter") Bylaws to be complimentary to the Articles of Incorporation and Bylaws of the Train Collectors Association (hereinafter referred to as "TCA") and to the Bylaws of the Eastern Division of TCA (hereinafter referred to as "ED" or "Division").

ARTICLE I -- Name and Purpose:

Section 1 -- The name of the organization shall be the Upstate New York Chapter of the Train Collectors Association Eastern Division (hereinafter referred to as Upstate New York Chapter or Chapter).

Section 2 -- The purpose of the Chapter shall be: to adhere to and support the mission of the TCA by conducting programs and activities; to especially serve TCA members residing within the boundaries of the Chapter; to welcome TCA members from outside Chapter boundaries at events, to uphold the ethical standards of the TCA as expressed in the TCA Bylaws and policies and to conduct activities in compliance with all requirements and standards applicable to a Not-for-Profit Organization.

ARTICLE II -- Membership:

Section 1 -- Membership in the Chapter is open exclusively to persons who are members of TCA, who live within the Boundaries of the Chapter, who have paid any and all annual dues imposed by the Chapter on its members, and who subscribe to the Bylaws and rules of the Chapter.

Section 2 -- Members must be current members of the TCA and must meet such further qualifications for membership in the Chapter as may be established by the Chapter.

Section 3 -- Chapter membership will be subject to the disciplinary actions of the TCA membership committee, as well as the actions of the Chapter, as may be hereinafter provided in these Bylaws.

Article III -- Rights and Duties of Members:

Section 1 -- Rights of Members

- A. All members shall have the rights to be notified of and to attend meetings and events of the Chapter.
- B. Members shall have the right to propose motions, debate, and vote at Chapter Membership Meetings.
- C. Members shall have the right to hold office and committee chairmanships and memberships.

Section 2 -- The members of the Chapter shall be subject to the following duties.

- A. All members shall be current in dues. All dues shall be payable in such amount and at such times as may be decided upon by the Board of Directors.
- B. All members must comply with the description standards as established by TCA in all train dealings.
- C. All members attending Chapter functions shall conduct themselves in such a manner as to promote cooperation, interest and fellowship in collecting trains.
- D. Only members may sponsor a guest at a Chapter event. A chapter member who sponsors a guest at a Chapter function shall be responsible for that member

- 50 at all times and any violation of the Chapters rules shall be equally charged
51 against the sponsoring member.
- 52 E. Any person displaying toy trains at Chapter meetings must visibly tag all items for
53 sale, display or trade. All sale items must contain the sales price.
- 54 F. All repainted and restored items must have a TCA identification tag affixed in a
55 prominent place.
- 56 G. Only trains and/or train related items may be offered for sale, trade or display at
57 any Chapter meeting.
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59 **ARTICLE IV – Officers:**

60 **Section 1 – Officers:** The officers of the Chapter shall be a President, a Vice-President,
61 and either a Secretary, and a Treasurer or a combined office of Secretary/Treasurer. All
62 officers shall be Chapter members at least twenty-one (21) years of age.

63 **Section 2 -- Powers and Duties of the President:**

- 64 A. The President shall be the chief executive officer of the Chapter and shall have
65 general charge and control of all its business affairs and properties.
- 66 B. The President shall preside at all meetings of the members and the Board of
67 Directors.
- 68 C. The President may sign and execute all authorized bonds, contracts or other
69 obligations in the name of the Chapter; and shall have the general powers and
70 duties of supervision and management usually vested in the office of President of
71 a Chapter.
- 72 D. The President shall appoint the chairmen and members and be an ex-officio
73 member of all standing committees except the Nominating Committee. The
74 President shall supervise all other elected or appointed officers. In addition, the
75 President shall appoint such other standing or special committees, as necessary.

76 **Section 3 -- Powers and Duties of the Vice-President:**

- 77 A. In the event of the absence or inability of the President, the Vice-President shall
78 serve in the place of the President.
- 79 B. In the event of the death, removal, resignation, or permanent disability of the
80 President, the Vice-President shall assume the office of President for the
81 remainder of the term of the President.
- 82 C. The Vice-President shall have such powers and shall perform such duties as
83 may be assigned by the Board of Directors or by the President. .

84 **Section 4 -- Powers and Duties of the Secretary:** The Secretary shall:

- 85 A. Give notice of all meetings of members and directors and all other notices
86 required by law or by these Bylaws.
- 87 B. Record all the proceedings of the meetings of the members and of the directors
88 in books provided for the purpose,
- 89 C. Update the Chapter policy book that contains the working policies of the Chapter
90 and shall make available minutes of membership meetings and the policy book to
91 all members.
- 92 D. Shall perform such duties as may be assigned to him/her by the directors or the
93 President. In general, the Secretary shall perform all the duties generally incident
94 to the office of Secretary, subject to the control of the Board of Directors and the
95 President.

96 **Section 5 -- Powers and Duties of the Treasurer:** The Treasurer shall:

- 97 A. Shall have custody of all the funds of the Chapter, and shall keep full and
98 accurate accounts of receipts and disbursements in books belonging to the
99 Chapter.

- 100 B. Make timely deposits of all monies in the name and to the credit of the Chapter in
- 101 such accounts as designated by the Board of Directors.
- 102 C. Disburse the funds of the Chapter as may be ordered by the Board of Directors,
- 103 making proper vouchers for such disbursements,
- 104 D. Shall render to the President and the Board of Directors, whenever either of them
- 105 so requests, an account of all transactions and of the financial condition of the
- 106 Chapter.
- 107 E. Any expenditure greater than budgeted and/or additions to the budget must
- 108 receive Board approval.
- 109 F. Be responsible for presenting the Chapter Annual Budget to the Board for
- 110 approval and once approved shall present it at the Annual Meeting.
- 111 G. Actively review, supervise, document and report at each board meeting the
- 112 financial affairs of the Chapter.
- 113 H. Shall subject the financial documents to a financial review as ordered by the
- 114 Board of Directors but at least at the end of each term.
- 115 I. Shall perform such duties as may be assigned to him/her by the directors or the
- 116 President. In general, the Treasurer shall perform all the duties generally incident
- 117 to the office of Treasurer, subject to the control of the Board of Directors and the
- 118 President.
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120 **Section 6 –Powers and Duties of a Combined Secretary/Treasurer:** The

121 Secretary/Treasurer shall perform all of the duties that are mentioned in Sections 4 and

122 5.

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124 **ARTICLE V -- Board of Directors:**

125 **Section 1 -- Board size, compensation, and role:**

- 126 A. The Board shall have at least four members and not more than eight members:
- 127 President, Vice-President, Secretary, Treasurer (or Secretary/Treasurer) and at
- 128 least one but not more than four directors-at-large.
- 129 B. The Board shall be responsible for overall policy and direction of the Chapter,
- 130 shall supervise the affairs of the Chapter, and shall maintain compliance with the
- 131 recording and reporting requirements of the State of New York, the TCA and the
- 132 Eastern Division.
- 133 C. The Board shall have the responsibility for disciplining members. Failure of
- 134 members to adhere to the Rules and Regulations of the Chapter may result in
- 135 disciplinary action for the offending members as determined by the Board of
- 136 Directors.
- 137 D. The Board may delegate responsibility for day-to-day operations of the Chapter
- 138 to an Executive Committees composed of the Officers and one director-at-large.
- 139 E. The Board shall receive no compensation other than reasonable reimbursement
- 140 of expenses.

141 **Section 2 -- Term of Office:**

- 142 A. Officers, Directors-at-Large, and the Chapter Representative Director to the
- 143 Eastern Division Board of Directors shall be elected for a term of two years or
- 144 until their successors are elected and take office.
- 145 B. The President and Vice-President shall serve no more than two consecutive two
- 146 year terms.
- 147 C. The Secretary, Treasurer (Secretary/Treasurer) and directors-at-large, and
- 148 Chapter Representative Director shall serve no more than three consecutive two
- 149 year terms.

- 150 D. Any officer or director-at-large or Chapter Representative Director may be re-
151 elected to the same position after being out of office for at least one term of two
152 years.
153 E. The term of Office shall be January 1 through December 31 of the succeeding
154 year.
155 F. No person serving as a Director of the Division, except the Chapter
156 Representative Director on the Eastern Division Board of Directors, shall serve
157 on the Board of Directors of the Chapter.

158 **Section 3 – Nomination and Election of Officers and Directors-at-Large:**

- 159 A. A Nominating Committee shall be appointed in the even-numbered years by the
160 President at least six months prior to the election. The Committee shall be
161 composed of at least three members including the Chairman. It shall be the duty
162 of this committee to nominate candidates for the offices to be filled at the Annual
163 Meeting in the even-numbered years. The Nominating Committee shall report its
164 slate at the Annual Meeting. Immediately after, members may nominate
165 additional candidates from the floor to the slate of nominees.
166 B. In addition to officers and directors-at-large, the Nominating Committee shall
167 nominate a candidate for the position of Chapter Representative Director on the
168 Eastern Division Board of Directors.
169 C. Directors, officers, and the Chapter Representative Director shall be elected by a
170 majority vote at the Annual Meeting in the even-numbered years. Election shall
171 be by ballot unless there is only one candidate for an office in which case the
172 election shall be by voice vote.

173 **Section 4 – Meetings:** The Board shall meet at least twice a year at a location
174 announced by the President. An official Board meeting requires that each Board
175 member shall have written notice at least five days in advance.

176 **Section 5 – Quorum:** Three of the Board’s members (which shall include one officer)
177 shall constitute a quorum for the transaction of business at all meetings of the Board of
178 Directors.

179 **Section 6 -- Removal from Office:** An Officer or Director or Chapter Representative
180 Director may be removed for cause by a two-thirds vote (not including the officer or
181 director being contemplated for removal) at a meeting of the Board of Directors at which
182 at least eighty percent (80%) of the Board members are physically present. The Board
183 shall conduct its trial in Executive Session.

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185 **ARTICLE VI – Membership Meetings:**

186 **Section 1-- Annual Meeting:** An annual meeting of the membership shall occur in the
187 fourth quarter; the specific date, time and place shall be designated by the President.
188 The Annual Meeting shall be for the purpose of hearing reports, conducting other
189 business as necessary and in the even-numbered years for the election of officers,
190 directors, and the Chapter Representative Director.

191 **Section 2 -- Special Meetings:** Special meetings of the members may be called at any
192 time for any purpose by the President or by a simple majority of the Board of Directors.

193 **Section 3 -- Notice of Meetings:** Notice of each membership meeting will be given to
194 each Chapter member, by mail or e-mail or by phone, not less than two weeks prior to
195 the meeting. Notification for the Annual Meeting will be via mail or e-mail or by phone.

196 **Section 4 -- Quorum:** The members present, so long as the number represents at least
197 3 % of the total membership, at any announced meeting shall constitute a quorum.

198 **Section 5 -- Conduct of Meetings:** Meetings shall be presided over by the President
199 or, if the President is not present, by the Vice-President, or another member of the Board
200 of Directors. The Secretary of the Chapter shall act as Secretary of such meetings, in the

201 absence of the Secretary the presiding officer may appoint a person to act as Secretary
202 of the meeting.

203 **Section 6 -- Voting:** All issues to be voted on will be decided by a simple majority of
204 those Chapter members present and voting at the meeting in which the vote is taken
205 unless these bylaws, the Articles of Incorporation, or the parliamentary authority require
206 a larger vote.

207 **Section 7 – Parliamentary authority:** The rules contained in the current edition of
208 *Robert's Rules of Order Newly Revised* shall govern the organization in all cases to
209 which they are applicable and in which they are not inconsistent with these bylaws, any
210 special rules of order the organization may adopt, and local, state, and federal laws and
211 regulations.

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214 **Article VII – Committees:**

215 **Section 1 – Standing committees:**

- 216 A. The Chapter shall have the following Standing Committees that shall be
217 permanent in nature: Finance, Nomination, and Membership
218 B. The Finance Committee shall be create and monitor the annual budget. There
219 shall be at least two members including a chairman and the Chapter Treasurer.
220 C. The Nominating Committee shall perform the functions and have the structure as
221 described in Article V, Section 3.
222 D. The Membership Committee shall recruit new members, process member
223 applications, devise ways to retain members, and investigate complaints against
224 officers, directors, and members and provide recommendations to the Board of
225 Directors.
226 E. The President shall have the authority to appoint such other Standing committee
227 as deemed necessary to carry on the business of the Chapter.

228 **Section 2 –Special Committees:** Special committees shall be temporary committees
229 that shall consist of a Chairman and other members appointed by the President. Special
230 committees shall report to the President as directed.

231 **Section 3** –The President shall be ex officio a member of all committees except the
232 Nominating Committee.

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234 **Article VIII –Dissolution**

235 Upon the dissolution of the Upstate New York Chapter, the Board of Directors, after
236 paying all obligations, shall distribute any remaining funds to the Train Collectors
237 Association as directed by Section 501 of the United States Internal Revenue Service
238 code.

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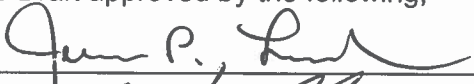

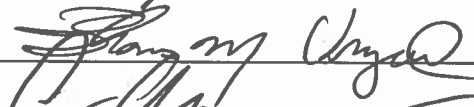


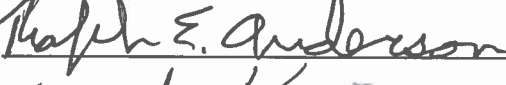

240 **ARTICLE IX – Amendments to the Bylaws:**

241 **Section 1** --Proposed amendments to the Bylaws shall be submitted to the Board for
242 review and recommendation or when necessary may be drafted by a Board member.
243 The Board shall have the authority to combine, edit, and organize proposals that
244 address the same topic and that have similar objectives. The Board shall give notice of
245 proposed amendments to these bylaws in the announcement of the annual or special
246 membership meetings. Upon an affirmative majority vote by the members at the
247 business meeting, the amendment shall be submitted to the entire membership, for vote
248 by mail ballot. If a majority of the ballots returned are in the affirmative, the amendment
249 shall be approved.

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251 **Section 2** -- The original bylaws and any amendments thereto shall be submitted to the
252 Eastern Division-TCA Board of Directors for approval.
253 JLWilliams, PRP 05/11/12
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255 This Draft approved by the following;

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