



**The Atlantic Division, TCA**  
**Bylaws**  
**Effective 1/1/2010, as Amended to 1/1/2019**



## **ARTICLE I - NAME AND PURPOSE**

**Section 1** - This organization shall be known as The Atlantic Division of the Train Collectors Association. The purpose of this organization shall be to promote the hobby of toy train collecting and to encourage fellowship among TCA members. The Atlantic Division is hereinafter referred to as the "**Affiliate**".

**Section 2** - The territorial limits shall include the following counties within the metropolitan Delaware Valley area or any other areas as designated by the Train Collectors Association.

**Pennsylvania**

Bucks  
Chester  
Delaware  
Montgomery  
Philadelphia

**New Jersey**

Atlantic  
Burlington  
Camden  
Cape May  
Cumberland

**New Jersey**

Gloucester  
Mercer  
Ocean  
Salem

**Section 3** - The purpose of this Affiliate shall be: to adhere to and support the mission of the TCA, by conducting programs and activities, and to especially serve those TCA members residing within the boundaries of the Affiliate; to uphold the ethical standards of the Train Collectors Association as expressed in the National Bylaws and policies; to conduct activities in compliance with all requirements and standards applicable to a Not-for-Profit organization.

## **ARTICLE II - GOVERNANCE**

**Section I** - This organization shall be governed by the bylaws of the TCA and those of the Atlantic Division.

## **ARTICLE III – MEMBERSHIP**

**Section 1** - Any TCA Member in good standing may become a member of the Affiliate by being current in all TCA dues and fulfilling all requirements that maybe determined by a membership committee. Affiliate membership will be subject to the disciplinary actions of the TCA membership committee, as well as the actions of the Affiliate, as may be hereinafter provided by these bylaws.

**Section 2** - The right to hold Division office and the right to vote on Division matters shall be restricted to those members current in their dues and residing within the Division boundaries.

**Section 3** - Any person whose membership is suspended or terminated may not attend any TCA function.

## **ARTICLE IV - OFFICERS**

**Section 1** - The officers of the Division shall be a President, a Vice President, a Secretary, and a Treasurer. The President and the Treasurer shall be bonded.

A plan for succession of officers shall be spelled out and shall follow applicable state law.



# The Atlantic Division, TCA

## Bylaws

### Effective 1/1/2010, as Amended to 1/1/2019



Such officers and directors, if any, shall be elected by the Affiliate membership. The method of election of officers and directors (if any) of the Affiliate must be fair, specific, and provide reasonable opportunity for membership participation. The Affiliate shall be entitled to designate a division member for membership on the National Board of Directors. Such National Director may be a different individual other than the Affiliate President but must be a currently serving as a division elected officer or director prior to designation to serve as National Director. Term of qualifications for National Directorship shall be subject to other such standards as may be put in place by the TCA from time to time.

## **Section 2 - Duties of the officers**

- A.** The President shall be chief executive officer of the Division, shall preside at all meetings of the Division and of the Board of Directors (**BoD**), as a member thereof, except as provided otherwise herein, shall have the powers, duties, and responsibilities usually vested in the office of President, shall execute all bonds and contracts of the Division and shall appoint and be an ex-officio member of all committees that he/she may see fit to appoint.
- B.** The Vice President shall be vested with all powers to perform all of the duties of the President during the absence or incapacity of the President, or as directed by the President or by the Board of Directors.
- C.** The Secretary shall be responsible for all matters pertaining to membership, dues notices, minutes of meetings, and shall conduct such correspondence as may be necessary and/or referred by the President or by the Board of Directors. The Secretary shall attend all General Business meetings, shall present the minutes of the immediate past meeting for approval and shall present a general report to the membership. The Secretary shall send notices of the Board of Directors meetings to all Board members and shall attend such meetings and keep minutes for approval.
- D.** The Treasurer shall keep the financial records, issue an annual financial report, receive monies and pay bills, and in general conduct the financial business of the Division.

## **ARTICLE V - MEETINGS AND BOARD OF DIRECTORS**

**Section 1** - An annual meeting of the Affiliate membership shall be required and is applicable to state law.

**Section 2** - The Affiliate may establish a Board of Directors which shall be inclusive of officers. Any such board is required to have an annual meeting. Such board shall adhere to published local standards for notice, attendance, quorum, and voting for scheduled and unscheduled meetings.

Terms of the board membership for directors and new officers may be separately established. Terms or qualifications as director, disqualification of a director and procedure for replacement must be specified.

No part of the resources of the Affiliate shall inure to the benefit of any director or officer of the Affiliate, or private individual, except that a reasonable compensation subject to prior approval of the TCA may be paid for services rendered to or for the Affiliate.

No officer, director or private individual, shall be entitled to share in the distribution of any of the Affiliate's assets upon dissolution of the Affiliate.



# **The Atlantic Division, TCA**

## **Bylaws**

### **Effective 1/1/2010, as Amended to 1/1/2019**



There shall be a Board of Directors (BoD) consisting of the President, the immediate past President, the Vice President, the Secretary, the Treasurer and eight (8) elected Directors, each of whom have the right to vote. In addition, Past National Officers, who are members of the Atlantic Division and who reside within the geographical boundaries of the Division, may be invited by the Atlantic Division BoD to be members of the Atlantic Division BoD with full privileges thereof, for a term of two (2) years. At the close of each term the invitation may be extended by one (1) term to the maximum of three (3) consecutive terms.

**Section 3** - The BoD shall have control and management of all Division activities, determine all policies, select or discipline members and generally supervise the affairs of the Division.

#### **Section 4 - Terms of office**

The terms of office of each elected officer shall be for two (2) years or until his/her successor is elected. The offices of the President and Vice Presidents shall be limited to two (2) consecutive terms. The offices of Secretary and Treasurer are not so limited.

- A. The term of office of each director shall be for two (2) years or until his/her successor is elected. The office of Director shall be limited to three (3) consecutive terms.
- B. The terms of office shall commence July 1<sup>st</sup>.
- C. Should the office of President become vacant, the Vice President shall assume such office.
- D. Vacancy of any other office may be acted upon the BoD, which may appoint a member in good standing to fill the remaining term of the vacated office until the next regular election. Vacancy of the office of immediate Past President is excluded from this selection.

## **ARTICLE VI - NOMINATIONS AND ELECTIONS**

**Section 1** - On or before July 15<sup>th</sup> of each year, the President shall appoint a Nominating Committee consisting of at least three (3) but no more than five (5) members, two (2) of whom shall be members of the BoD. At the same time, the President shall appoint one of those members to be the Nominating Committee Chairperson; this person must have served previously on an Atlantic Division nominating committee but is not required to be on the current BoD. No member of the division shall be eligible to serve on a nominating committee more than once in every two (2) years.

**Section 2** - The duty of the nominating committee shall be the development of a slate of candidates for the offices which will be up for election. This slate shall include no more than two (2) officers and four (4) directors. On alternate years the two officers shall be the Secretary and the Treasurer, then the President and Vice President.

**Section 3** - Additional nominations may be made, with written permission of said nominee(s), by a petition of five percent (5%) of the Division voting members in good standing. Said nominating petitions must be filed with the Division Secretary not later than January 1<sup>st</sup>.

**Section 4** - Upon completion of the work of the nominating committee, including any petitions, the chairperson shall prepare a ballot to include the names and the respective résumé of each nominee plus a provision for write-in votes.

The ballot shall be sent by mail not later than March 1<sup>st</sup>. Ballots must be returned no later than May 1<sup>st</sup> and shall be counted under supervision of the Secretary not later than May 7<sup>th</sup>. Candidates may not



# **The Atlantic Division, TCA**

## **Bylaws**

### **Effective 1/1/2010, as Amended to 1/1/2019**



participate in the count. A plurality of those voting is required to elect. In the instance of a tie vote for any office, a "Flip of the Coin" will determine the winner in the presence of the tied candidates.

The President shall notify the successful candidates of their election.

## **ARTICLE VII - MEETINGS**

**Section 1** - All General Business meetings and BoD meetings of this Division shall be open to all Division members in good standing.

**Section 2** - Roberts Rules of Order shall be the parliamentary guide for the conduct of all Division meetings.

**Section 3** - The BoD shall determine the rules and regulations that shall govern the conduct of all Divisions meetings.

**Section 4** - There shall be at least one (1) General Business meeting of the Division each year.

**Section 5** - Fifteen (15) members in good standing present at a General Business meeting shall constitute a quorum. Any matters proposed or objected to by this quorum shall be considered by the BoD in accordance with the majority opinion of the members.

**Section 6** - The BoD shall meet at least six (6) times a year on a stated schedule; or on call of the President or any three (3) members of the BoD.

**Section 7** - Seven (7) members of the BoD present at a BoD meeting shall constitute a quorum.

**Section 8** - A majority affirmative vote at a BoD Meeting shall make mandatory the election of a successor or the successors as provided in Article V, Section 4(D).

## **ARTICLE VIII - FINANCE**

**Section 1** - The fiscal year for the Division shall be July 1 to June 30.

**Section 2** - Dues shall be payable annually in advance for the current **calendar** year in such manner and amount as determined by the BoD and approved by the General Membership.

**Section 3** - Any member who fails to pay the dues within sixty (60) days of the due date will be dropped from membership.

**Section 4** - The Division President shall appoint an Audit Committee consisting of three (3) division members-at-large exclusive of the Division Treasurer. The committee shall arrange for completion of the audit of our financial records on or before Nov 1<sup>st</sup> each year.

**Section 5** - The committee must assure compliance with the recording and reporting requirement of the TCA and Pennsylvania Law.

## **ARTICLE IX - RIGHTS AND OBLIGATIONS**

**Section 1** - The Affiliate exists by and through the membership of its Affiliate members in the National TCA. The rights and authority of the Affiliate flows from and is dependent on the membership of its members in the TCA and the continued adherence to TCA policy and standards by the Affiliate.



# The Atlantic Division, TCA Bylaws Effective 1/1/2010, as Amended to 1/1/2019



## ARTICLE X - AMENDMENTS

**Section 1** - Affiliate shall establish a process to effect changes in the Affiliate Bylaws, which process shall acknowledge the Affiliate Bylaw changes are subject to review and approval by the TCA before implementation by Affiliate. Affiliates may adjust, expand and specify detail in implementation of these rules. Such detail shall be in writing and shall be subject to approval of the TCA as outlined above.

**Section 2** - Acceptance of these Bylaws shall be by a majority vote of the BoD followed by a majority vote of the voting Division members.

**Section 3** - Amendments to these Bylaws, subsequent to acceptance, shall be by two-thirds ( $\frac{2}{3}$ ) majority vote of the BoD followed by a simple majority vote of the voting Divisions members.

## PROVISO

These Bylaw revisions will become effective January 1, 2019, upon approval by the membership of the Board of Directors and the Atlantic Division membership.



**The Atlantic Division, TCA**  
**Bylaws**  
**Effective 1/1/2010, as Amended to 1/1/2019**



**Nominations/Election Procedure**

The Nominating Committee shall be selected by the Division President by July 15<sup>th</sup>. The President-Elect, if other than the sitting President, may begin the selection process before officially taking office on July 1<sup>st</sup>.

The Nominating Committee shall consist of at least three members, including the Chairman. No member who is running for office shall be on the Nominating Committee. Division members who served on the Nominating Committee the previous year may not serve on the Committee. A member of the Committee who subsequently decides to run for office will be required to resign from the Nominating Committee.

The slate of candidates shall be presented at the January meeting of the Board of Directors. The Board of Directors may offer additional information regarding the qualifications of individual candidates and may request the Nominating Committee to reconsider such candidates. The final composition of the slate rests with the Nominating Committee.

The Chairman of the Nominating Committee shall present the finalized slate to the Division President by January 31<sup>st</sup>. The membership roster, at the time of mailing, shall serve as the basis for the election. Each potential candidate shall submit to the Nominating Committee Chairman a summary including: name, years as a TCA member, occupation as well as TCA and toy train related activities.

The ballot shall be sent with the March mailing and will include a ballot listing the candidates for office. Candidates will be listed alphabetically on the ballot and résumés. (We will analyze this when we count the ballots. If a disproportionate number of votes are cast for candidates whose last names begin with "A" etc. we will suggest this be changed.) A separate sheet will be included listing the qualifications for each candidate and instructions for submitting the ballot addressed to the Chairman of the Nominating Committee. The envelope containing the above ballot material will have the words, "BALLOT INCLUDED" prominently displayed on the outside.

The completed ballots will be returned to the Nominating Committee chairman by May 1<sup>st</sup>. Ballots received after May 1<sup>st</sup> will not be counted. The Nominating Committee will count the ballots during the first week of May and will inform the Division President, Secretary and all successful candidates by May 7<sup>th</sup>. Should there be a difference of 5 (five) votes or less for any office, an automatic recount will take place for that office. If there is a tie, a coin flip in the presence of the candidates so tied, will be used to determine that office. The results will be announced immediately and published in the Summer issue of the Newsletter.

The Nominating Committee shall retain all records including election materials and ballot counts. The records will become part of a continuing, permanent record of the Division. The Division Secretary will maintain a duplicate set off the essential materials of the Nominating Committee, (letters, chronology, ballot count). The ballots will be held for a period of ninety (90) days after the completion of the ballot count.

Should a vacancy occur on the Board of Directors, the "unelected" candidate having the highest vote for a given office shall assume that office and serve out the term of that office.