

**BYLAWS OF THE
TRAIN COLLECTORS ASSOCIATION
DESERT DIVISION INC.**

ARTICLE I – NAME AND PURPOSE

Section 1: Name

This organization, an affiliate of the Train Collectors Association (hereinafter referred to as “TCA”) shall be known as Train Collectors Association Desert Division, Inc. (hereinafter referred to as the “Division”).

Section 2: Purpose

The purpose of the Division 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 Division,
- B. To uphold the ethical standards of the TCA as expressed in the TCA 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 Division 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. Division Members shall be current in fees, dues, and assessments. Division Members whose dues have not been paid as of March 1 of each calendar year shall not be considered in good standing and shall be removed from the active Division roster. The Board of Directors may take such action as it sees fit regarding nonpayment in the event of extenuating circumstances.

b. Active Division Members in good standing are afforded full rights and privileges as set forth in these Bylaws and any policies adopted by the Board of Directors.

B. Non-Dues-Paying Division Member

- a.** Any TCA member living within the boundaries of the Division as set forth by the TCA National, but not paying yearly dues to the Division.
- b.** A Non-Dues-Paying Division Member shall not vote in elections or hold office.

C. Lifetime Division Members

- a.** The Division Board of Directors, may from time to time, bestow the honor of Lifetime Membership on Division Members.
- b.** Lifetime members shall be considered Active Division Members as described in these Bylaws but are exempt from paying Division dues. Lifetime Division Members must remain a member in good standing in the TCA.

Section 3: Complaints

A. The Division's Board of Directors, in its sole discretion, shall take such action as it deems appropriate to protect the TCA and the Division and to enforce the Division's Bylaws and the policies adopted by the Board of Directors.

B. Complaints pertaining to the Division's functions or activities must be referred, in writing, to the Division's Board of Directors for appropriate action.

Section 4: Complaints – Disciplinary Action

A. The Division reserves the right to restrict Division Members from attending meets or events where the Division Member's presence and/or actions are judged to be adverse to the goals and purposes of the TCA and of the Division as determined by the Division's Board of Directors in its sole discretion.

B. All other matters pertaining to member-to-member conduct and/or sales transactions will be submitted by the President to the TCA National Membership Committee for review and action, if necessary.

ARTICLE III - OFFICES, DUTIES, TERMS OF OFFICE

Section 1: Officers

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

Section 2: Duties of Officers and Directors

A. The President shall be the chief executive officer of this Division, 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 or 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 Division Members, keep minutes thereof, and send copies to the National Secretary of TCA. The Secretary shall receive and record all Division fees, dues and moneys, and after recording, transfer all funds to the Treasurer of the 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 the sole authorized signers on any checks drawn on a Division bank account. The Treasurer shall prepare and maintain monthly Treasurer's Reports.

E. The Board of Directors shall serve on various committees and act in an advisory capacity to the officers of the Division.

F. All officers shall carry full voting privileges on all matters that come before the Board of Directors.

Section 3: Terms of Office and Vacancies

A. The term of office for the President, Vice President, Secretary, Treasurer, and Directors shall be two (2) years.

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 appoint the office of President for the remainder of the term.

C. A vacancy of an office other than President by resignation, termination, or death shall be filled by the Board of Directors, who may appoint a Division Member to fill the remaining term of the vacated office until the next regular election.

D. The terms of office shall commence **July 1st**.

ARTICLE IV - BOARD OF DIRECTORS AND MEETINGS

Section 1: The Board of Directors shall consist of:

- A. Each of the officers of the Division namely, President, Vice President, Secretary, and Treasurer during their term in office.
- B. Directors at Large being comprised of
 - a. Elected President of a Chapter of the Division.
 - b. Three duly elected Division Members.
- C. All past National Presidents of TCA who are Division Members 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 Division except as otherwise provided by these Bylaws.
- B. The Board of Directors shall control and govern the affairs, property, and finances of the Division.
- C. The Board of Directors shall meet at least once each quarter year, and any additional times as called by the President.
- D. A majority of Directors, including the President and Secretary, shall constitute a quorum and 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 Division Member may attend a Board of Directors' meeting.

Section 3: Compensation

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

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 Division in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order that the TCA or the Division 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 Division for at least one year and reside within the geographical boundaries of the Division.
- B. No one who is an officer or is seeking office in another nationally recognized train club may run for office in the 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 also accept nominations from the membership at the April 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 distributed on or about May 1 to all members in good standing. The ballot shall contain provisions to insure voter authentication. The election cycle will end on May 30.
- D. The Election Committee shall count the ballots prior to the June meeting and announce the results at the June meeting. Ballots and tally sheets 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 June 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. The financial report for the closing of the previous 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. 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 Division Meeting per year.

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.

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. The amount of dues ~~and initiation fees~~ are to be determined by a majority vote of the entire membership.

Section 3: Special Expenditures

Normal operating expenses shall be approved by the Board of Directors. Special expenditures over \$1,000.00 must be approved by a majority of votes cast by the attending members at a regular business meeting.

ARTICLE VIII - APPOINTED OFFICIALS

Section 1: DISPATCH Editor

An Editor of the Division Newsletter may be appointed by the President for a two-year term. The Editor shall be responsible for the timely publication of the Division newsletter and shall work with the Election Committee for the publication and mailing of Division election material.

Section 2: Webmaster

A webmaster may be appointed by the President for a two year term. The Webmaster shall maintain the Division's website with information and news that is current and pertinent to the Division Members and promotes the Division favorably to the general public as well as other TCA members.

Section 3: Sergeant-at-Arms

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

Section 4: Media Relations

A Media Relations Chairperson may be appointed by the President for a two-year term. The Media Relations Chairperson shall promote the growth of the Division to the public through exposure of the Division's meets, events, and activities.

ARTICLE IX - COMMITTEES

Section 1: Special Committees

The President may appoint, with the advice and consent of the Board of Directors, such special committees as the President from time to time deems necessary. Such committees shall be vacated when the President who appointed their members 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 Division.

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 Division Members may organize as a Chapter of the Division subject to the Bylaws and policies of the TCA and of the Division.
- B. A Chapter may be formed by filing a petition to the Division Board of Directors containing the geographic boundary, proposed name, and 25 signatures pledging TCA membership.
- C. Final approval of the petition for Chapter formation resides with the Division Board of Directors.
- D. All fees and dues collected by the Chapter are the financial responsibility of the Chapter. The Chapter President and Chapter 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 Division is dependent on the membership of its members in TCA and the continued adherence to TCA policy and standards by the Division.

Section 2: Dissolution

In the event of dissolution of the Division, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Division, distribute all residual assets in the following manner: First, the Train Collectors Association or its successor; Second, 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 business meeting, and upon majority vote of the Division Members attending the business meeting and will be referred to the TCA Rules and Regulations Committee for review. Upon favorable review by the TCA Rules and Regulations Committee and the National Board of Directors, and with notice duly given by publication, the amendment(s) shall be submitted to the entire membership for a vote. If a

majority of the ballots returned are affirmative, the amendment(s) shall be approved.

ARTICLE XIII – ADOPTION OF BYLAWS

These Bylaws shall become effective upon the approval by the TCA Rules and Regulations Committee and upon the adoption by a majority of those Division Members attending a business meeting of the Division.