

# Metropolitan Division Bylaws Train Collectors Association

Effective date 01 April 2019

It is the intent of these Bylaws to be in compliance with the Bylaws of the National Train Collectors Association (hereafter referred to as TCA). All provisions that are required in National Bylaws and are applicable to Metropolitan Division (hereafter referred to as METCA) Bylaws, its operations, or its membership are in force whether or not printed herein. Where METCA Bylaws are silent or in conflict with relevant provisions in TCA National Bylaws, those provisions in National Bylaws or Robert's Rules of Order Newly Revised that apply will take precedence.

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## **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 thereby set the standard of train meets and members' conduct.

### **Section 2: Purpose:**

The purpose of the Metropolitan 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 and to promote the growth and enjoyment of collecting and operating toy trains.

## **ARTICLE II: MEMBERSHIP**

### **Section 1: Qualifications:**

Members of TCA in good standing who reside in the Metropolitan Division geographical area as outlined by the Board of Directors of the National TCA and published in the Directory of Information of the TCA Quarterly are automatically members of the Metropolitan Division unless they request that their name not be included on the Metropolitan 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 Metropolitan Division matters.
- Al. "Members in Good Standing" shall be defined as current and active TCA members who live within the geographic boundaries of METCA as set forth by TCA guidelines, and whose METCA Division dues are current.
- B. Members of the Division who are under 18 and in good standing may attend membership meetings and events and 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. Members shall be current in fees, dues, and assessments. Members whose dues have not been paid as of March 1 shall not be considered in good standing. The Board of Directors may take such action as it sees fit in the event of extenuating circumstances. Re-instatement of a previous member may, at the discretion of the Board of Directors, be made upon payment of current dues.
- D. Complaints of any nature pertaining to the club's functions, activities, or members must be referred, in writing, to the Metropolitan Division Board of Directors for appropriate action.
- E. The records of this Division shall be available for inspection by any member in good standing at regular business meetings.
- F. The Board of Directors shall have the power to set Division policies for the everyday operation of the Division. These policies, which are subject to change, shall be accepted as rule, but may be amended by an affirmative vote by the majority of the Board at any monthly, special, or regularly scheduled meeting. Notice of these changes shall be published in the Division newsletter.

### **Section 3: Severance:**

To initiate action toward discipline and/or suspension of any member, a written complaint must be submitted to the Metropolitan Division Board of Directors. If justified in the opinion of the Board of Directors, the person accused shall be notified in writing of the charges against him/her within 30 days of receipt of the complaint, and an early hearing shall be arranged. The accused may respond in writing. The entire matter will be submitted to the TCA Membership Committee for review and action, if necessary.

## **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 Metropolitan 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 Metropolitan Division functions shall be the responsibility of the member.
- D. TCA members displaying toy train items at Metropolitan 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.
- E. 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. METCA will make every effort to have identags available at every meet/show.
- F. Only train and/or train-related items may be offered for sale at any Metropolitan Division meet. On this point, the decision(s) of members of the METCA Board of Directors shall be final.
- G. Guests may attend Metropolitan Division Meets only one time per year, or as directed by the Metropolitan BOD.

## **ARTICLE IV: OFFICERS**

### **Section 1: Officers:**

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

### **Section 2: Qualifications:**

- A. Eligibility for President -To be eligible any candidate must have served on the Metropolitan 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, and a Member in Good Standing of METCA for one year.
- C. No member shall hold two elected offices within the Metropolitan Division simultaneously.

### **Section 3: Term of Office:**

- A. All officers shall be elected by a plurality vote of the Metropolitan Division membership for a term of two consecutive years or until their successors have been elected and assume office.
- B. The President and Vice President shall not have any term limits.
- C. The Secretary and Treasurer shall not have any term limits.
- D. Upon concluding their term(s) of office, Officers cannot be candidates for Metropolitan Division Director-at-Large or Chapter Representative elected positions until after a one year waiting period or as appointed by the Division President.
- E. The term of office for all elected officers of this Division shall be July 1 thru June 30 of the second 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, all Meet Chairmen. He shall appoint the chairmen and members of all committees except the Election Committee. He shall serve ex-officio as a member of all committees except the Election 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 Directors 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.

## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1: Composition:**

The members of the Board of Directors shall be:

- A. The Elected Officers: President, Vice-President, Secretary and Treasurer;
- B. Chapter Division Director: Each Metropolitan Division Chapter shall be entitled to elect one Chapter Division Director;
- C. Directors-at-Large: The membership of the Metropolitan Division shall be entitled to elect four Directors-at-Large;
- D. Immediate Past President.

### **Section 2: Voice and Voting:**

- A. Voting members of the Board shall be the Elected Officers, the Immediate Past President, the Chapter Division Directors and the four Directors-at-Large.
- B. The President while presiding at a meeting shall vote only in the case of a tie or when there is a ballot.
- C. Metropolitan Division members and guests may attend open meetings of the Board of Directors as observers. They shall have no rights to participate in the Board meeting but the Board may grant an individual the privilege of speaking on a specific issue or motion so long as he/she observes the rules of debate and decorum and are recognized by the Chair.
- D. Executive Session: By a majority vote, the Board may go into Executive Session. Only the voting members of the Board shall have the right to attend the Executive Session. A guest may attend, for a specific issue, only by a majority vote of the Board. Those who attend the Executive Session are legally and morally bound by the rules of the TCA and Metropolitan Divisions not to reveal, discuss, or announce the contents of the Executive Session unless the Board votes to do so.

### **Section 3: Qualifications and Term of Directors:**

- A. Qualifications for Directors: Chapter Division Directors and Directors-at-Large shall be at least 18 years of age, and a current member in good standing of TCA and a member of this division for at least one year prior to beginning the term for which nominated.
- B. Term of Director: Chapter Division Directors shall be elected from the membership within that Chapter by a plurality vote. Directors-at-Large shall be elected by the Metropolitan Division membership by a plurality vote. Directors shall serve a 2 year term, beginning their term July 1 thru June 30 of the second succeeding year. Directors shall not have term limits.
- C. Vacancy of Director: In the case of a vacancy of a Chapter Division Director, the members within that Chapter shall put forth a name to the Officers to fill the unexpired term. In the case of a vacancy of a Director-at-Large, the Officers shall agree by a majority vote to appoint a new Director-at-Large to fill the unexpired term.

**Section 4: Power and Authority of the Board of Directors:**

- A. The governing body of the Metropolitan Division shall be the Board of Directors that shall have full power to manage the business and affairs of the Metropolitan Division subject only to the provisions of these bylaws, The Train Collectors Association National Bylaws, and statutes of the States of New Jersey and New York.
- B. The METCA 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 Metropolitan Division over which it has power and authority.

**Section 5: Duties of the Board of Directors:**

The Board of Directors shall:

- A. Adopt a biennial budget at its first annual meeting;
- B. Approve the report of an independent auditor annually;
- C. Determine the place, date, time, registration fee, and other fees for all Train Meets and shows sponsored by the Metropolitan Division;
- D. Set standards for the display, trade, and sale of toy trains and related merchandise and the conduct of participants at any Metropolitan 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.
- I. All members of the Metropolitan Division BOD must participate in at least 51% of Division events, not including holding a table at a Metropolitan Division show or meet, per year and/or BOD meetings during the elected term.

**Section 6: Meetings of the Board of Directors:**

- A. Regular meetings of the Board of Directors shall be held a minimum of four times each calendar year, or as deemed necessary by the METCA President, 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 three members of the Board with notification of that call given at least thirty days in writing 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 sent 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 electronic mail or mail ballot given that the results of the electronic mail or mail ballot are reported at the next regular or special meeting for ratification by the Board. Elected officers (President, Vice-President, Secretary or Treasurer) only may determine what constitutes unusual circumstances. Two of these officers must be in agreement, thereby requiring an Emergency Meeting to be called within seven (7) days for action by the METCA BOD. A quorum must be present, and only Board members in attendance at an Emergency Meeting are eligible to vote. Issues pertaining only to the unusual circumstances will be acted upon at an Emergency Meeting. Actions taken at an Emergency Meeting by the METCA BOD will be binding. When possible, an Emergency Meeting may be held by telephone conference call, providing that all members in attendance can hear each other clearly.

**Section 7: 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 VI: ELECTION OF OFFICERS AND DIRECTORS**

**Section 1: Election Committee Chairman:**

The Metropolitan Division Immediate Past President shall serve as Chairman of the Election committee. If the Immediate Past President position is vacant, the Board of Directors shall elect a chairman from the Metropolitan Division membership, excluding the President.

**Section 2: Election Committee:**

This Committee shall supervise the entire nominating and elections process. All nominations from the membership will be considered and accepted. The Committee shall submit a slate consisting of nominee(s) for each office to be filled. If possible, a minimum of two (2) nominations each, for the office of President, Vice President, Secretary and Treasurer and, if possible, a minimum of five (5) nominations for the office of Director. The Chairman of the committee, who is neither a current officer, nor running for an elected office shall be responsible for the governance of the voting process to insure voter authentication. The voting period shall begin on April 1<sup>st</sup> and end on midnight of April 30<sup>th</sup> for all members in good standing.

**Section 3: Election:**

All electronic tally sheets (ETS) and mail-in ballots, if any, will be reviewed by the Election Committee and agreed upon by the Elections Committee. An electronic tally sheet or mail-in ballot, if any, will not be accepted if electronically submitted or postmarked after midnight of April 30<sup>th</sup>. For an electronic tally sheet or mail-in ballot, if any, to be considered valid, it shall be authenticated by the member’s TCA membership number and this number will be verified against a current membership roster supplied by the METCA Division Secretary showing that the electronic tally sheet or mail-in ballot, if any, is from a METCA member in good standing. The committee shall compute all valid electronic tally sheets, valid mail-in ballots, if any, and report the results to the Division Secretary who shall notify the winners and the Division Board of Directors. The results will be published in the Division newsletter. Electronic tally sheets and mail-in ballots, if any, shall be retained for ninety (90) days by the Secretary and then after such time, he/she may dispose of results in such a manner that they are destroyed.

**ARTICLE VII: MEMBERSHIP MEETINGS**

**Section 1: Business Meeting:**

Semi-Annual Business Meetings of the membership shall be held at a recognized METCA Meet or as determined by the Board of Directors. The meeting held during or around the Fall Meet and 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 fifteen members.

**ARTICLE VIII: CHAPTERS**

Chapters shall be organized as the Metropolitan 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. 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.
- B. Chapters may be formed by filing a petition to the METCA Division Board of Directors with the geographic boundary, proposed name, and 15 signatures.
- C. Final approval of the petition for Chapter formation resides with the METCA Division Board of Directors.



## **ARTICLE IX: FUNDS AND FINANCES**

### **Section 1: Fiscal Year:**

The Fiscal year for the Division shall be July 1 thru June 30 of the succeeding year.

### **Section 2: Dues:**

Annual dues or multiple year dues shall be paid by December for the following calendar year(s); any change in the amount of dues shall be made by a recommendation of the Board of Directors and then voted on by a majority of the membership.

### **Section 3: Deposits:**

All monies received shall be deposited by the Treasurer or designated proxy as approved by 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, Election, 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, sixty (60) days prior to the mailing of the ballot.

**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) (3) regulations of the Internal Revenue Act, the Metropolitan 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. 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 Metropolitan 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**

Not Applicable

## **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 Metropolitan 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 Metropolitan 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

### **METCA Bylaws Committee**

**Andrew Hibell, Chairman**

**Stuart Rankin**

**Kevin Quinn**