

PROPOSED BYLAWS  
OF THE  
NEW ENGLAND DIVISION  
OF THE  
TRAIN COLLECTORS ASSOCIATION  
IF PASSED BY MEMBERSHIP VOTE, TO BE EFFECTIVE 1 JULY 2013

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NAME: This organization shall be known as the New England Division (hereinafter called "NETCA") of the Train Collectors Association (hereinafter called "TCA National"). This organization shall also be known as the NETCA Division of the TCA.

ARTICLE I – SCOPE AND PURPOSE

All powers of NETCA conferred on it by virtue of its incorporation shall be executed in accordance with the provision of the Bylaws. Admission to membership, rights of membership, tenure of membership, and obligations of members in NETCA shall be entirely subject to and dependent upon the Provisions and Exercise of Authority herein conferred by these Bylaws.

ARTICLE II – MEMBERSHIP

Section 1. Prerequisite

No person may be a member of NETCA who is not a member of TCA National, and any NETCA member whose membership in TCA National is terminated shall automatically be terminated from membership in NETCA.

Section 2. Qualification and Admission of New Members

Applicants for membership, other than those already members of TCA National, shall be sponsored as required by TCA National, who shall be members in good standing with TCA National. Sponsors shall sign the application. Sponsors, by the act of sponsoring a new member, certify that, to the best of their knowledge and belief, the applicant is of good moral character, has a serious interest in collecting and/or operating toy trains, and has been advised of, is familiar with, and will abide by and support the Bylaws and policies of TCA National and the Bylaws of NETCA. Any TCA member or applicant who resides within the boundaries of NETCA will become a member of NETCA subject to the approval of the Board of Directors (BOD). After the applicant has been accepted by the National Membership Committee, his/her name shall be published in the next newsletter. The board, at its discretion, may amend the qualifications for new members as it deems necessary.

### Section 3. Suspension or Termination of Membership

The membership rights of any person in NETCA may be terminated or suspended as provided in Article XIV of these Bylaws. The Board may suspend the membership rights of any person, provided the procedures specified in Article V, Section 5 are duly complied with, but the membership rights of any person in NETCA shall not be terminated without a hearing before the Board.

## ARTICLE III – OFFICERS AND OFFICIALS: DUTIES, TERMS OF OFFICE AND QUALIFICATIONS

### Section 1. Officers

The officers of NETCA shall be the President, President-Elect, Vice President, Secretary and Treasurer. No person shall be elected to more than one office at the same time.

### Section 2. Duties of Officers and Officials

#### A. President:

1. Shall preside at all business, membership, and Board of Directors (hereinafter called "Board") meetings, except as otherwise provided, and shall have the powers, duties and responsibilities usually vested in the office of President.
2. Shall supervise all other elected or appointed officials.
3. Shall appoint, with approval of the Board, the members and chairpersons of all committees of NETCA, except as otherwise provided in these Bylaws. Committee members and chairpersons serve at the pleasure of the President, and their terms shall expire when the President who appointed them leaves that office. The President shall be an ex-officio voting member of all committees, and shall determine the number of members of each committee, except as provided in these Bylaws.
4. As a member of the TCA National Board of Directors, shall attend all meetings of the National Board of Directors as required. If TCA National does not fully reimburse the President for related expenses, the President shall be reimbursed for that part of the full amount, at cost, for transportation, lodging, meeting fees, and costs necessary to represent NETCA at said meetings, such expenses to be submitted to and approved by the Board and to be made available for inspection by any member of NETCA on request. In the event the President is unable to attend such TCA National Board of Directors meeting, the Board-appointed Alternate shall attend in place of the President and the alternate shall be reimbursed as provided herein.
5. Shall appoint, with Board approval, any NETCA regular member to any office vacated by any officer or Board member during the term of office for any reason. If the NETCA office of President shall become vacant, the President-Elect shall become President and shall appoint a President-Elect with approval of the Board. If the appointment to any vacated office is not approved by a majority of the Board, the Nominating Committee shall nominate candidates to be elected by the NETCA membership to said vacated office.
6. Shall perform other duties as directed by the Board.

#### B. President-Elect:

1. Shall be vested with all the powers and perform all of the duties of the President during the President's absence.
2. Shall serve as chairperson of the Audit Committee.
3. Shall have the powers, duties and responsibilities usually vested in the office of President-Elect.
4. Shall perform other duties as directed by the Board.
5. Shall automatically become President upon expiration of the President's term/terms of office.

C. Vice President:

1. Shall be vested with all the powers and perform all of the duties of the President or President-Elect during their absence.
2. Shall serve as Chairperson of the Meet Committee.
3. Shall have the powers, duties and responsibilities usually vested in the office of Vice President.
4. Shall perform other duties as directed by the Board.

D. Secretary:

1. Shall attend and be responsible for keeping minutes of business, membership and Board meetings. The Secretary shall deliver copies of said minutes to the Newsletter Editor for publication in the next edition of the Newsletter. Said minutes may be published in brief and condensed form in the Newsletter.
2. Shall send notices of membership meetings to all members through the Newsletter or by direct mail as directed by the Board.
3. Shall send special notifications to the membership as directed by the Board.
4. Shall keep a copy of *Robert's Rules of Order* and shall bring it to the membership meetings of NETCA for use during said meetings.
5. Shall keep a historical file of minutes of all past Board meetings.
6. Shall process all applications for TCA membership with National Headquarters.
7. Shall perform other duties as directed by the Board.

E. Treasurer:

1. Shall keep all NETCA financial records.
2. Shall receive all monies from members for dues, if imposed; special assessments approved by the members; and other monies due NETCA for any reason and shall cause any and all funds received belonging to NETCA to be promptly deposited into NETCA bank accounts.
3. Shall pay all bills for NETCA as approved by the Board.
4. Shall issue a financial report annually as of June 30<sup>th</sup>. Said reports shall be published in the Newsletter.
5. Shall prepare a yearly budget for NETCA for submission to the Board for approval.
6. Must be bonded.
7. Shall perform other duties as directed by the Board.

F. Other Officials:

1. The Two Immediate Past Presidents of NETCA (not serving as an officer and are current members):
  - a. Shall be advisors to the President and the Board.
  - b. Shall be voting members of the Board.
  - c. The Immediate Past President shall serve as chairman of the Nominating Committee.
  - d. Shall perform other duties as directed by the Board.

## 2. Newsletter Editor:

- a. Shall publish the Newsletter quarterly with input from the President, Secretary, and Meet Coordinator. The Newsletter shall contain all special notices, membership business, Board meeting minutes, financial reports, items of interest regarding toy trains and other associated items, lists of items for sale or wanted by NETCA'S members, and other appropriate items.
- b. Shall review the Newsletter, prior to printing, with either the Secretary or President.
- c. Shall report to the Board and attend all Board meetings and shall be a non-voting member of the Board.
- d. Shall be responsible for timely mailing of all material to members as directed by the Board.
- e. Shall be appointed by the Board.
- f. May be any member, officer, or member of the Board.

## 3. Meet Coordinator:

- a. Is responsible for hall locations.
- b. Is responsible for meet registration, table assignment, badges, table layout, and shall supervise table set-up.
- c. Obtains food service.
- d. Makes arrangements with table rental company.
- e. Is responsible for meet security.
- f. Arranges for Meet staff at registration table.
- g. Shall be appointed by the Board.
- h. Shall have information regarding police, first aid, fire, and other emergency services, including telephone numbers.
- i. Shall report to the Board and attend all Board meetings and shall be a non-voting member of the Board.
- j. May be any member, officer, or member of the Board.
- k. Must be bondable.

## Section 3. Ranking of Officers and Officials

For the purpose of determining who shall act as chairperson of the Board and shall preside at the membership meetings in the absence of the President, the officers and officials shall rank in the following order: President-Elect, Vice President, Secretary, Treasurer and immediate Past president of NETCA.

## Section 4. Terms of Office of Officers and Officials: Re-election

All officers: The terms of office for all officers shall be two years, commencing July 1<sup>st</sup> immediately following the election and concluding June 30<sup>th</sup> two years later. The President, President-Elect, and Vice President may elect to run for a second consecutive term, for a maximum of 4 years. The Treasurer and Secretary may be re-elected without term limits.

## Section 5 Qualifications for Office

No person may be nominated, elected, appointed, or serve as President, President-Elect, Vice President, Secretary, Treasurer, or as a member of the Board unless that person is then, and for the three (3) years immediately prior thereto, a member in good standing of NETCA. Any person filling any office specified in this paragraph shall, during the term of his/her office, remain a member in good standing of NETCA, and if such person ceases to be a member in good standing of NETCA during his/her term of office, that office shall immediately fall vacant and be filled as provided in Article III, Section 2.A.5 of these Bylaws.

## ARTICLE IV – NOMINATIONS AND ELECTIONS

### Section 1. Nominations

The Nominating Committee shall be appointed by the Immediate Past President of NETCA prior to the nomination of candidates in March for the biannual elections in June. The Immediate Past President of NETCA shall serve as chairperson of the committee. The committee shall nominate one or more qualified members of each office to be elected; which shall be the President, President-Elect, Vice President, Secretary, and Treasurer, and such nominations shall be presented to the membership at the March membership meeting for inclusion on the ballot. Nominations for any office may also be made by any member of NETCA at the March membership meeting, and any nominee whose nomination is seconded by another member of NETCA at that meeting shall also have that person's name included on the ballot. No nomination may be made at the meeting after a motion is duly made and carried that nominations be closed. Members nominated shall confirm their willingness to serve.

### Section 2. Elections

Elections shall be held by secret ballot according to rules prescribed by the Board. The ballot shall be in writing, and the ballots containing the names of all people duly nominated according to these Bylaws shall be mailed no later than 3 weeks before the close of voting to all members qualified to vote in the election. Ballots shall not be mailed to any person whose dues are not current nor shall such person be entitled to vote in the election. A plurality of valid votes cast shall decide who is elected to office. No ballot which has a postmark later than the date indicated on the ballot shall be counted. The membership shall be advised of the results of the election in the next edition of the newsletter and at the next membership meeting.

## ARTICLE V – BOARD OF DIRECTORS

### Section 1. Membership

The Board shall consist of the President, President-Elect, Vice President, Secretary, Treasurer, and the two (2) Immediate Past Presidents of NETCA, each of whom shall have one vote except for the President who shall vote only in the event of a tie. The Commemorative Car chairman may, at the discretion of the Board, have full membership and voting rights on the Board. The President shall act as Chairperson and shall preside over the meetings of the Board. No person shall have more than one vote.

### Section 2. Duties

The Board shall have full power to manage the business and affairs of NETCA, subject to its Bylaws, Board Policy Book, and, where applicable, subject to the Bylaws, Rules, Regulations, and Policies of TCA National. The Board shall receive and consider complaints made against members, officers, Board members, and Officials and the Board shall have the authority to remove appointed Officials, impose disciplinary action on any member, and to recommend to the general membership the removal of any Officer or Board member or termination of the rights of any person in NETCA, subject to the provisions of Paragraph 5 of this Article and the procedures specified in Article XIV. In addition, the Board shall be governed in all actions by a majority vote of the members at any membership meeting, provided such actions are not inconsistent with said Bylaws, Rules, Regulations, or Policies.

### Section 3. Terms of Office

The term of office of each member of the Board shall coincide with the term to which that member has been elected as an Officer of NETCA, and the two (2) Immediate Past Presidents of NETCA shall serve on the Board. The Newsletter Editor and Meet Coordinator shall serve during the period of appointment by the Board of Directors.

#### Section 4. Meetings

The Board shall meet at such times and locations as a majority of the board shall determine, except that the President may call a meeting of the Board whenever in the President's discretion the affairs of NETCA require a meeting. Notice of the time and location of meetings of the Board shall be governed by rules adopted for that purpose by the Board, and all Board members shall be given due notice of each meeting according to those rules, except that at least seven (7) days notice of any Board meeting must be given to each Board member unless all Board members unanimously consent to shorter notice. Sixty percent (60%) of the Board members shall constitute a quorum. All business of the Boards may be transacted so long as a quorum is present and by the majority of those voting, except as provided in Section 5 of this Article. Minutes of the Board meetings shall be kept by the Secretary of NETCA and shall be made known to the members through publication in the Newsletter, and the Secretary shall deliver the minutes to the Newsletter Editor in time for publication in the next edition of the Newsletter.

#### Section 5. Hearings on Suspension: Removal or Disciplinary Action

No Officer, board member, or member of NETCA shall be removed from office, have their membership in NETCA terminated or suspended, or be subject to any disciplinary action by the Board, unless and until that person (1) is given notice in writing by the Board of the alleged cause(s) or reason(s) for such removal, termination, suspension, or other disciplinary action, and (2) is given an opportunity, on not less than ten (10) days written notice, to be heard on such cause(s) or reason(s), by appearing personally before the Board. The Board may grant such delays and continuances of said hearing as it deems advisable in the interest of fairness and may receive and consider such information as it deems relevant. Any vote by the Board pursuant to the provisions of this section shall require the vote of a simple majority of all Board members eligible to vote.

#### ARTICLE VI – SERGEANT-AT ARMS

The President of NETCA, with the approval of the Board, upon assuming office, shall appoint a Sergeant-at-Arms. This official shall assist the officers at the membership meetings by performing such duties as may be required by the President or Presiding Officer. The Sergeant-at-Arms shall act in an advisory capacity to the Board.

#### ARTICLE VII – COMMITTEES

##### Section 1. Standing Committees

The following shall be the standing committees of NETCA: Membership, Commemorative Car, Audit, Meet, and Nominating Committees. In addition, the President of NETCA may appoint, with the approval of the Board, such other committees as from time-to-time the President and/or the Board shall feel necessary or advisable.

##### A. Membership Committee

The Membership Committee shall consist of the Secretary and a maximum of four (4) other members of NETCA. The Secretary shall serve as chairperson of this committee. The committee shall assist the Secretary in the processing of membership applications.

##### B. Audit Committee

The Audit Committee shall consist of the President-Elect and a maximum of two (2) other members of NETCA. The President-Elect shall serve as chairperson of this committee. The committee may request funds from the board to hire an expert to assist with audits.

##### C. Nominating Committee

The Nominating Committee shall consist of a chairperson and a minimum of two (2) other members of NETCA. The Immediate Past President of NETCA shall serve a chairperson of this committee, except that the President shall, with Board approval, appoint another member of NETCA as the chairperson if the Immediate Past President is unable to serve. No member of this committee may be a candidate for any elected office.

#### D. Commemorative Car Committee

The Commemorative Car Committee shall consist of a chairperson and at least one (1) other NETCA member. This committee shall determine the type of car or engine suitable for presentation to the Board for approval. The Committee Chairperson shall have the full responsibility to make prototype samples, and work in conjunction with manufacturers to obtain quotes and to coordinate the manufacturing of the selected items. Costs incurred by this activity may be reimbursed with Board approval. NETCA cars to be selected should be for well known businesses or railroads located within the geographic boundary of NETCA.

#### E. Meet Committee

The Meet Committee shall consist of the elected members of the Board and the Meet Coordinator.

#### Section 2. Standards Committee

The Standards Committee shall consist of the NETCA representatives to the TCA National Standards Committee and other members appointed by the President, with the approval of the Board. The chairperson of this committee shall be appointed by the President and must be one of the representatives of the TCA National Standards Committee. Committee members shall have the authority to enforce all rules and regulations set forth in the TCA National Standards Committee pertaining to the proper identification of toy train restorations and reproductions. The chairperson of the Standards Committee shall act in an advisory capacity to the Board. The National Standards Committee member may be reimbursed for attendance at National Committee meetings if he/she is not paid by National TCA, with approval of the Board.

### ARTICLE VIII – MEETINGS

#### Section 1. Trading Sessions

Trading sessions shall be held in a regularly scheduled basis in accordance with the Board Policy Book. Joint meets with other train collecting organizations are permitted as long as TCA rules are observed. The Board shall make every attempt to conduct at least one trading session per year in a location other than the regularly scheduled location, the purpose of which is the convenience of the membership.

#### Section 2. Business Meetings

Business meetings shall be held on an as-needed basis as determined by the Board. The meeting shall preferably be held in conjunction with a regularly scheduled trading session. Business at the general membership meetings maybe transacted by a majority of the members present and *Robert's Rules or Order* shall be followed in conducting the meeting. All questions regarding procedure shall be referred to the Board for resolution.

#### Section 3. Identification of Members at Meetings/Trading Sessions

All members of NETCA and visiting TCA members shall wear, during all meetings, identification badges as approved by the Board. Badges shall be visible at all times.

#### Section 4. Guest Badges

All guests shall wear guest badges during general and special meetings. Guests may purchase items at a trading session but are not allowed to sell items or have tables.

#### Section 5. Table Assignments

Table assignments via pre-registration or at meets, if available, shall be made by the Meet Coordinator.

### ARTICLE IX – CHAPTERS

#### Section 1. Organization

Chapters may be organized within NETCA as an official part of TCA National. All matters relating to Chapters shall be entirely within the jurisdiction of NETCA; however, a Chapter may appeal a NETCA decision to the TCA National Board of Directors.

## Section 2. Minutes

Minutes of all general membership meetings and Board of Directors meetings of a NETCA chapter shall be submitted to NETCA and the TCA National Business Office.

## ARTICLE X – FUNDS AND FINANCES

### Section 1. Fiscal Year

The fiscal year for the finances of NETCA shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup> of the following year.

### Section 2. Dues

Dues, if levied by NETCA, shall be payable annually in December for the following calendar year in such amount as determined by the Board.

### Section 3. NETCA Funds

All money received by NETCA shall be deposited by the Treasurer in accordance with these Bylaws.

### Section 4. Auditing

Accounts and funds of NETCA may be audited at any time the Board deems advisable, by the Audit Committee.

### Section 5. Membership Suspension

If dues are levied, after March 1<sup>st</sup> a member shall be suspended from the mailing list, NETCA membership, and trading sessions for non-payment of dues. To be reinstated, a member suspended from membership for nonpayment of dues, shall pay the established annual dues in full.

### Section 6. Newsletter

The Treasurer shall appropriate such amounts as determined by the Board for publication of the NETCA newsletter. The Newsletter Editor shall promptly forward all invoices related to this activity to the Treasurer for payment.

### Section 7. Officer/Member Expenses

All officers and members of NETCA who incur expenses related to duties, services, or activities in connection with or pertinent to the business or activities of NETCA, shall, with the approval of the Board, be reimbursed for those expenses. The Secretary, Treasurer, Meet Coordinator, and Newsletter Editor may be compensated for services rendered in an amount determined by the Board as outlined in the Board Policy Book.

## ARTICLE XI – REVISION OF BYLAWS

These Bylaws may only be amended by a majority of the members of NETCA present and voting at a general membership meeting, and no action to amend or revise these Bylaws may be taken at any such meeting unless notice thereof is given to all members at least fifteen (15) days prior to such meeting in writing by mail. Such notice shall specify the nature of the amendment or revision to be voted upon.

## ARTICLE XII – GUESTS

A. Any NETCA member may bring a maximum of two (2) guests to a meeting. Spouses, companions, significant others, and dependent children are not considered guests and are always welcome.

B. Any person attending as a guest may do so only once without applying for membership.

C. Members are responsible for their family members and guests.



## ARTICLE XIII – NOTIFICATION TO MEMBERS

### Section 1. Newsletter

The NETCA Newsletter shall act as conveyance for meeting notices. Any special notification of meetings required shall be given to members by the Secretary and/or the Newsletter Editor.

### Section 2. Advertising

A member of NETCA in good standing may run a “want ad” free in the newsletter, space permitting, limited to a maximum of twenty-five (25) words, unless the board approves otherwise. Such text for ads must be limited to trains, accessories, or train related items, and all items must be suitable for toy train layout.

## ARTICLE XIV – REMOVAL OF OFFICERS, BOARD MEMBERS, AND OFFICIALS AND SUSPENSION AND TERMINATION OF MEMBERS

### Section 1. Removal of appointed Officials; Suspension of Members; Disciplinary Action

All committee members, and Chairpersons appointed by the President shall serve at the pleasure of the President and may be removed by the President with approval of the Board. In addition, subject to the provisions of Article V, Section 5 of these Bylaws, the Board shall have authority, at its discretion, to remove any appointed Official of NETCA from office, and to suspend the membership rights in NETCA of, or impose other disciplinary action upon, any member of NETCA.

“Disciplinary action” shall mean any action taken by the Board against any member.

“Suspension of membership rights” shall mean the loss of all rights and privileges of membership in NETCA for a specified period of time, and in all cases where the membership rights of any member are suspended by the Board, the Board shall specify the exact time period during which membership rights shall be suspended, or the condition or event which shall occur before such rights are restored. Upon expiration of such period of time, or the occurrence of such condition or event, the rights so suspended shall be automatically restored in full.

“Termination of membership rights” shall mean permanent loss of all rights of membership, exclusion from all NETCA functions and meetings, and removal of the member’s name from the membership roll. Notification of this action shall be forwarded to the National Membership Committee.

### Section 2. Removal of Officers and Board Members; Termination of Membership Rights in NETCA

The removal of any officer or any Board member and the termination of the membership rights of any person in NETCA shall require full compliance with the following procedures:

1. The Board shall vote on any request addressed to the Board in writing, signed by not less than three (3) members in good standing of NETCA, and setting forth the reasons or causes for such request, which asks for the removal of any Officer or Board member, or asks for the termination of the membership rights of any person in NETCA, provided that prior to any vote thereof by the Board, the Board complies with Article V, Section 5 of these Bylaws. If the Board votes to deny such request, no further action shall be taken thereon.
2. The Board may, at its discretion, suspend any officer, appointed official, or Board member from office, or suspend the membership rights of any person in NETCA whose removal from office or termination of membership rights is under consideration by the Board, pending compliance with the procedures in this Article, subject to the requirements of Article V, Section 5 of these Bylaws.
3. No person whose removal from office or termination of membership rights is under consideration may participate as a member of the Board in any discussion or vote by the Board on the question of their removal from office or termination of membership rights, nor may he/she vote thereon as a member of NETCA. Any vote by the Board pursuant to the provisions of this Article shall require the vote of a majority of all remaining Board members eligible to vote.

4. Nothing herein shall confer upon the Board or general membership of NETCA the authority to in any way affect or limit any person's membership right in TCA National.

5. The National Membership Committee shall be notified of any disciplinary actions taken by the NETCA Board.

#### ARTICLE XV – EFFECTIVE DATE; COMPLIANCE WITH TCA NATIONAL

##### Section 1. Effectivity

These Bylaws shall be presented to the members of NETCA at a business meeting and shall become effective immediately if approved by the vote of a majority of the members at said meeting.

##### Section 2. National Compliance

The Bylaws, Rules and Regulations, Standards, and Policies of TCA National are incorporated herein as though fully set forth, and any provision of the NETCA Bylaws inconsistent therewith shall be void.

#### ARTICLE XVI – DISSOLUTION

In the event of dissolution of NETCA, any funds remaining after all obligations are satisfied are to be returned to TCA or disposed of as required by the Internal Revenue Code for nonprofit organizations.