

BYLAWS
OF THE
NORTHERN NEW ENGLAND CHAPTER
OF THE
NEW ENGLAND DIVISION
OF THE
TRAIN COLLECTORS ASSOCIATION

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NAME: This Organization Shall Be known as the Northern New England Chapter (hereinafter called "NONEC") of the New England Division (herein called the "NETCA") of the Train Collectors Association (hereinafter called "TCA National") this organization shall be known as the NONEC of the NETCA Division of TCA.

BOUNDARIES OF NONEC:

The Boundaries of NONEC will include the State of Maine, The State of New Hampshire and the State of Vermont.

ARTICLE I – Scope and Purpose

All Powers of NONEC conferred on it by virtue of its formation as a Chapter of TCA 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 NONEC 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 NONEC who is not a member of NETCA of the TCA National and any NONEC member whose membership in TCA National is terminated shall automatically be terminated from membership in NONEC.

SECTION 2 – Qualifications and Admission of New Members

Applicants for membership, other than those already members of TCA National, shall be advised of, become familiar with, and agree to abide by and support the Bylaws and policies of TCA National and the Bylaws of NONEC. Any TCA member or applicant who resides within the boundaries of NONEC will become a member of NONEC 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. Any person or entity collecting or operating toy, model, and scale trains or professing a serious interest therein is eligible for membership in accordance with the qualifications established from time to time by the Board of Directors. 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 NONEC may be terminated or suspended as provided in Article XIII 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 NONEC shall not be terminated without a hearing before the Board.

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

Section 1. Officers

The officers of NONEC shall be President, President-Elect, Secretary, Treasurer, and Meet Coordinator. 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 attend all NETCA Division Board meetings.
2. 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.
3. Shall supervise all other elected or appointed officials.
4. Shall appoint, with the approval of the Board, the members and chairpersons of all committees of NONEC, 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 for all committees, and shall determine the number of members of each committee, except as provided in these Bylaws.
5. Shall appoint, with Board approval, any NONEC regular member to any office vacated by any officer or Board member during the term of office for any reason. If the NONEC office of President shall become vacant, the President-Elect shall become President and shall appoint a President-Elect with the approval of the Board. If the appointed candidate to any vacated office is not approved by a majority of the Board, the nominating Committee shall nominate candidates to be elected by the NONEC 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. Secretary:

1. Shall attend and be responsible for keeping minutes of business, membership, and Board meetings.

2. Shall keep historical file minutes of all past Board meetings.
3. Shall process all applications for TCA membership with the NETCA Secretary.
4. Shall perform other duties as directed by the Board.

D. Treasurer:

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

E. Other Officials:

1. The two immediate past Presidents* of NONEC (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. Meet Coordinator:
 - a. Is responsible for hall locations.
 - b. Is responsible for meet registration, table assignments, 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.
- 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 shall rank in the following order: President-Elect, Secretary, Treasurer, Meet Coordinator, and immediate Past President* of NONEC.

Section 4. Terms of Offices and Officials: Re-election

All officers: The terms of office shall be two years commencing July 1st immediately following the election and concluding June 30th two years later. The President may elect to serve two consecutive terms, for a maximum of four years, with the approval of the Board. 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, Secretary, Treasurer, or as a member of the Board unless he/she is then, and for the three (3) years immediately prior thereto, a member in good standing of NONEC. Any person filling any office specified in the paragraph shall, during the term of his/her office, remain a member in good standing of NONEC, and if such person ceases to be a member in good standing of NONEC during their term of office, that office shall immediately fall vacant and be filled as provided in Article III, Section 2.A.5 of these Bylaws.

*NONEC will not have a Past President for two years.

ARTICLE IV- NOMINATIONS AND ELECTIONS

Section 1. Nominations

The Nominating Committee shall be appointed by the Immediate Past President* of NONEC prior to the nomination of candidates in March for the bi-annual elections in June. The Immediate Past President* of NONEC 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-Elect, 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 NONEC at the March membership meeting, and any nominee whose nomination is seconded by another member of NONEC at that meeting shall also have that person's name included on the ballot. A nominee shall confirm their willingness to serve. No nomination may be made at the meeting after a motion is duly made and carried that the nominations be closed.

Members 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 at the next monthly meeting.

*NONEC will not have a Past President for at least two years. In the interim, the President shall appoint a Nominating Committee Chair.

ARTICLE V – BOARD OF DIRECTORS

Section 1. Membership

The Board shall consist of the President, President-Elect, Secretary, and Treasurer, and two (2) immediate Past Presidents* of NONEC, each of whom shall have one vote except for the President who shall vote only in the event of a tie. The President shall act as chairperson, and shall preside over the meetings of the Board. No person shall have any more than one vote.

Section 2. Duties

The Board shall have full power to manage the business and affairs of NONEC, subject to its Bylaws, and subject to the By-Laws, rules, regulations and policies of TCA National. 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 NONEC, subject to the provisions of Paragraph 5 of this Article and the procedures specified in Article XIII. 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 which that member has been elected to as an officer of NONEC. The two (2) Immediate Past

Presidents* of NONEC shall serve on the Board. The 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 NONEC require a meeting. Notice of 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 constitute a quorum. All business of the Board may be transacted so long a quorum is present and agenda items receive a majority of those voting. All NONEC members at the meeting have the privilege to vote, except as provided in Section 5 of this Article. Minutes of the Board's meetings shall be kept by the Secretary and shall be made known to the members through the NETCA 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 or Disciplinary Action

No Officer, Board member, or member of NONEC shall be removed from office, have his/her membership in NONEC terminated or suspended, or be subject to any disciplinary action by the Board, unless and until that person (1) has been 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.

*NONEC will not have a Past President for at least two years. These Board positions will be filled as Presidents finish their terms in office.

ARTICLE VI – SERGEANT-AT ARMS

The President of NONEC, with the approval of the Board, upon assuming office, shall appoint a Sergeant-at-Arms. This official shall assist the officers at 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 NONEC: Membership, Commemorative Car, Audit, Meet, and Nominating Committees. In addition, the President of NONEC 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 NONEC. 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 NONEC. 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 NONEC members. The immediate Past President of NONEC shall serve as chairperson of this committee, except that the President shall, with Board approval, appoint another member of NONEC 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 NONEC 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, work in conjunction with manufacturers to obtain quotes and to coordinate the manufacturing of selected items. Costs incurred by this activity may be reimbursed with prior Board approval. NONEC cars to be selected should be well known businesses or railroads located within the geographic boundary of NONEC.

E. Meet Committee

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

Section2. Standards Committee

The Standards Committee shall consist of the NONEC 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 they are not paid by National TCA, with the approval of the Board.

ARTICLE VII – 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 may be transacted by a majority of the members present and the *Roberts Rules of Order* shall be followed in conducting the meeting. All questions regarding procedure shall be referred to the Board for resolution. Minutes of the meetings shall be kept by the Secretary and shall be made known to the members through the NETCA newsletter, and the Secretary shall deliver the minutes to the Newsletter Editor in time for publication in the next edition of the newsletter.

Section 3. Identification of Members at Meetings/trading Sessions

All members of NONEC and visiting TCA members shall wear, during all meetings, identification badges 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 meet, if available, shall be made by the meet coordinator.

ARTICLE IX FUNDS AND FINANCES

Section 1. Fiscal Year

The fiscal year for the finances of NONEC shall begin July 1st and ends on June 30th of the following year.

Section 2. Dues

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

Section 3. NONEC Funds

All money received by NONEC shall be deposited by the Treasurer according to these Bylaws.

Section 4. Auditing

Accounts and funds of NONEC may be audited at anytime the Board deems advisable, by the Audit Committee.

Section 5. Membership Suspension

If dues are levied, after March 1st a member shall be suspended from the mailing list, NONEC membership, and trading sessions for non-payment of dues. To be re-instated, a member suspended from membership for non-payment of dues, shall pay the established annual dues in full.

Section 6. Officer/Member Expenses

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

ARTICLE X – REVISION OF BYLAWS

These Bylaws may only be amended by a majority of the members of NONEC 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 XI – GUESTS

- A. Any NONEC 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 XII NOTIFICATION TO MEMBERS

Section 1. Newsletter

The NETCA Newsletter shall act as conveyance for meeting notices in conjunction with mailings and/or e-mails from NONEC. Any special notification of meetings required shall be given to members by the Secretary and/or Newsletter Editor.

Section 2. Advertising

A member of NONEC in good standing may run a “want” ad free in the monthly e-mail, 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 layouts.

ARTICLE XIII – 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 the approval of the Board. In addition, subject to the provisions of Article V, Section 5 of these Bylaws, the Board shall have authority, in its discretion, to remove the appointed Official of NONEC from office, and to suspend the membership rights in NONEC of, or impose other disciplinary action upon, any member of NONEC.

“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 NONEC 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 NONEC functions and meetings, and removal of the members 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 NONEC

The removal of any officer or Board member and the termination of membership rights of any person in NONEC 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 NONEC, 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 NONEC, 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 will be taken.

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 NONEC whose removal from office or termination of membership rights is under consideration by the Board, pending compliance with the procedures of 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 they vote thereon as a member of NONEC. Any vote by the Board pursuant to the provisions of this Article shall require the vote of the majority of all remaining Board members eligible to vote.
4. Nothing herein shall confer upon the Board or general membership of NONEC the authority to in any way affect or limit any person's membership rights in TCA National.
5. The National Membership Committee shall be notified of any disciplinary actions taken by the NONEC Board.

ARTICLE XIV - EFFECTIVE DATE; COMPLIANCE WITH TCA NATIONAL

Section 1. Effectivity

These Bylaws shall be presented to the members of NONEC 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, NETCA, and NONEC are incorporated herein as though fully set forth, and any provision of the NONEC Bylaws inconsistent therewith shall be void.

ARTICLE XV – DISSOLUTION

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