

# **THE KEYSTONE DIVISION, T.C.A.**

## **Bylaws**

### **ARTICLE 1 - NAME AND PURPOSE**

Section 1 - This Organization shall be known as The Keystone Division of the Train Collectors Association. The purpose of this organization shall be to promote the hobby of to train collecting and to encourage fellowship among T.C.A. members.

Section 2 - The territorial limits shall include the following Pennsylvania counties or any other areas as designated by the Train Collectors Association.

Adams, Berks, Cumberland, Dauphin, Lancaster, Lebanon, Perry and York.

### **ARTICLE II - GOVERNANCE**

Section 1 - This organization shall be governed by the Bylaws of the T.C.A. and those of the Keystone Division.

### **ARTICLE III - MEMBERSHIP**

Section I - Any T.C.A. Member in good standing may become a member of the Division by being current in all dues and fees (if any) and fulfilling all requirements that may be determined by a membership committee.

Section 2 - The right to hold Division office and the right to vote shall be restricted to those Keystone Division members residing within the Division boundaries.

### **ARTICLE IV - OFFICERS**

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

#### **Section 2 - Duties of the Officers.**

A. The President shall be chief executive officer of the Division, shall preside at all the meetings of the Division and of the Board of Directors (as a member thereof), except as provided otherwise herein, shall have the powers, duties and responsibilities usually vested in the office of the president, shall execute all bonds and contracts of the Division, and shall appoint and be an ex-officio member of all committees that he/she may see fit to appoint.

B. The Vice President shall be vested with all the powers to perform all of the duties of the President during the absence or incapacity of the President, or as directed by the President or by the Board of Directors. He/she will serve as first alternate to the Division President at T.C.A. Board of Directors meetings.

C. The Secretary shall be responsible for all matters pertaining to membership, dues notices, minutes of meetings, and shall conduct such correspondence as may be necessary and/or referred by the President or by the Board of Directors. The Secretary shall attend all General Business Meetings, shall present the minutes of the immediate past meeting for approval and

shall present a general report to the membership. The Secretary shall send notices of Board of Directors meetings to all BOD members, shall attend such meetings and keep minutes for approval.

D. The Treasurer shall keep the financial records, issue an annual financial report, receive monies and pay bills, and in general conduct the financial business of the Division.

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

Section 1 - There shall be a Board of Directors (BOD) consisting of the President, the immediate past three Past Presidents, the Vice President, the Secretary and the Treasurer, each of whom has the right to vote.

Section 2 - The BOD shall have control and management of all Division activities. It will determine all policies and generally supervise the affairs of the Division.

### **Section 3 - Terms of Office**

A. The terms of office of each elected officer shall be for two (2) years or until his/her successor is Elected.

B. The terms of office shall commence January First.

C. Should the office of President become vacant, the Vice President shall assume such office.

D. Vacancy of any other office may be acted upon by the BOD, which may appoint a member, in good standing, to fill the remaining term of the vacated office until the next regular election.

## **ARTICLE VI - SPECIAL APPOINTEES**

Section 1 - Annually there shall be two (2) alternates designated to be available to serve on the T.C.A. Board of Directors if the Division President and Vice President are unable to do so. When necessary, the Division President will select one of these two to represent the Division at T.C.A. Board meetings. The alternates will be selected for a term of one (1) year.

## **ARTICLE VII - NOMINATIONS AND ELECTIONS**

Section 1 - Nominations will be taken at the Membership meeting immediately prior to the biennial election. Nominees must be members in good standing in the Division.

Section 2 - Candidates may not participate in the count. A plurality of those voting is required to elect. In the instance of a tie vote for any office, a 'Flip of the coin' will determine the winner. The President shall notify the successful candidates of their election.

## **ARTICLE VIII - MEETINGS**

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

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

Section 3 - The BOD shall determine the rules and regulations that shall govern the conduct of all Division meetings.

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

Section 5 - A minimum of ten (10) members in good standing present at a General Business meeting shall constitute a quorum. Any matters proposed or objected to by this quorum shall be acted upon by the BOD.

Section 6 - The BOD shall meet at least four (4) times a year on a stated schedule, or on call of the President or any three (3) members of the BOD.

Section 7 Four (4) members of the BOD present at a BOD meeting shall constitute a quorum.

Section 8 - A majority affirmative vote at a Board of Directors Meeting shall make mandatory the election of a successor or the successors as provided in Article V, Section 3.

## **ARTICLE IX - FINANCE**

Section 1 - The fiscal year for the Division shall begin November 1 each year.

Section 2 Dues and/or fees, if any, shall be payable annually in January for the current fiscal year in such manner and amount as determined by the BOD and approved by the General Membership.

Section 3 - Any member who fails to pay the designated dues and/or fees, if any, within sixty (60) days of the due date will be dropped from membership.

Section 4 - The Division- President shall appoint an Audit Committee consisting of three (3) division members-at-large exclusive of the Division Treasurer. This committee shall arrange for completion of the audit of our financial records on or before February First each year or within 45 days of any change in the office of Division Treasurer.

Section 5 - The annual dues shall be \$15

## **ARTICLE X - AMENDMENTS**

Section 1 - Amendments to these Bylaws, subsequent to acceptance, shall be by a two-thirds (2/3) majority vote of the Board of Directors followed by a two-thirds (2/3) majority vote of the voting Division members.

## **ARTICLE XI – ADOPTION OF BY-LAWS**

These Bylaws shall become effective January 1, 2004, upon favorable vote of the Keystone Division membership, and as amended under the Article X of these Bylaws in 2005.