

BY-LAWS OF THE
MIDWEST DIVISION OF THE TRAIN COLLECTORS ASSOCIATION

ARTICLE I: NAME.

The name of this organization shall be the Midwest Division of the Train Collectors Association.

ARTICLE II: PURPOSE AND POWERS.

Section 1. Purpose The Division will act on behalf of the Membership collectively as their governing body for the purposes of advancing the hobby of collecting tinplate train and tinplate train related items and bringing together and establishing good fellowship among train collectors through periodic meetings and a Division newsletter.

Section 2. Powers The Division shall have and exercise all powers now or hereafter conferred under the terms of the General Not-For-Profit Corporation Act of the Commonwealth of Pennsylvania.

ARTICLE III: DEFINITIONS.

Section 1. “Board of Directors”, “Board”, or “Directors” shall mean and refer to the Board of Directors, or any individual member of said Board, of the Midwest Division of the Train Collectors Association.

Section 2. “Division” shall mean and refer to the Midwest Division of the Train Collectors Association, its successors and assigns.

Section 3. “Member” or “Membership” shall mean and refer to every person who is either a TCA member in good standing or a new TCA applicant and who has paid Membership Dues to the Midwest Division for the current Membership Year.

Section 4. “Membership Dues” shall be the amount charged to a Member who desires to be a member for the next succeeding Membership Year in the manner provided for in Article V of these By-Laws.

Section 5. “Membership Year” shall mean the period commencing July 1st and ending June 30th of the next succeeding calendar year.

Section 6. “Train Collectors Association” or “TCA” shall mean and refer to the Train Collectors Association, a Pennsylvania Not-For-Profit

Corporation, its successors and assigns.

Section 7. Unless the provisions of these By-Laws otherwise require, words imparting the masculine gender shall include the feminine; words imparting the singular number shall include the plural, and words imparting the plural shall include the singular.

ARTICLE IV: MEMBERSHIP AND VOTING RIGHTS.

Section 1. Qualifications. Any person who collects or operates tinplate trains, who collects any items relating to tinplate trains or who professes a serious interest therein and who is a member in good standing or an applicant of the Train Collectors Association may apply for membership in the Division.

Section 2. Applications. Application for Division membership shall be made to the Secretary of the Division in accordance with the requirements of TCA, and in such manner as may be prescribed by the Board of Directors from time to time.

Section 3. Classes of Members. The Division shall maintain the following classes of membership:

(a) Regular Members are those collectors who join the Division, pay dues and subscribe to the duties and obligations of membership.

(b) Family Members. Any Member in good standing may enroll his or her spouse, companion, minor child under the age of 18 years, or guardian as a family member upon payment of the family membership fee determined by the Board of Directors. A family member shall be issued a membership card, but shall have none of the rights or benefits of membership, other than attendance at Division functions and other exceptions as may be permitted by the Board of Directors from time to time.

(c) Honorary Members. Honorary membership may be conferred upon any Member by unanimous approval of the Board of Directors. Honorary membership shall carry all the privileges of regular membership, except that no annual dues shall be required.

Section 4. Meeting Attendance – Prospective Members. Upon payment of the guest fee, a prospective member may attend one Division membership meeting for the purpose of meeting members and learning more about the Division and TCA. At such meeting, the prospective member should discuss the possibility of membership in the Division and TCA with his sponsors. A completed application for membership must be presented to the Secretary and all required fees must be paid in full prior to or at the second meeting attended by the prospective member.

Section 5. Duties of Members. Members are expected to take an active part in the Division by regular attendance at monthly meetings, to make prompt payment of dues and door fees when due and payable, to be fair and prompt in all dealings with other Members and to abide by these By-Laws and such other policies as the Board may prescribe. Members attending Division functions shall conduct themselves in such manner so as to promote cooperation, interest and fellowship in collecting trains.

Section 6. Membership Complaints. Any complaint against another member not resolved between the Members, with or without the assistance of the Board of Directors, shall be made in writing and shall be delivered to the President of TCA for action in accordance with the TCA by-laws.

Section 7. Disciplinary Actions. Any Member who is suspended or expelled from the Train Collectors Association shall also be suspended or expelled, as the case may be, from the Division and its Chapters.

Section 8. Guests. Subject to Section 4 of this Article, guests of TCA members are welcome at Membership meetings. Guests accompanying Members to Division functions shall be the responsibility of the Member.

Section 9. Voting Rights. Each Member in good standing shall have one vote in all matters requiring a vote of the Membership.

ARTICLE V: MEMBERSHIP DUES AND FEES.

Section 1. Dues. Membership Dues shall be established and assessed by resolution of the Board of Directors approved by the affirmative vote of a majority of Members constituting a quorum at any meeting. Once approved, no further vote of the Membership shall be necessary until such time as the Board of Directors shall recommend a change in

Membership Dues to the Membership.

Section 2. Family Membership Fees. Family membership fee shall be established and assessed in an amount determined by resolution of the Board of Directors.

Section 3. Guest Fees. Guest fees shall be established and assessed in an amount determined by resolution of the Board of Directors.

Section 4. Door Fees. Door fees shall be established and assessed in an amount determined by resolution of the Board of Directors.

Section 5. Payment. Membership Dues are payable in advance, on an annual basis for the period commencing July 1st through June 30th of the next succeeding calendar year and are due June 30th. A grace period shall be extended through August 31st. Failure to pay Membership Dues within the grace period will result in the termination of membership in the Division, effective September 1st. A late fee determined by the Board will be charged after August 1st. Those Members who pay their dues after September 1st will be charged a reinstatement fee determined by the Board. New applicants joining the Division within three (3) months of the close of the current Membership Year shall be considered as paid up members of the Division for the following Membership Year. Door and guest fees are due and payable prior to admission to the Membership meeting involved.

ARTICLE VI: MEETINGS OF MEMBERS.

Section 1. Meetings. Meetings of the Membership shall be held monthly or as otherwise determined by the Board. No quorum shall be required at such meetings, except meetings requiring a vote on Membership Dues. Division and Chapter meetings shall be published in the Division newsletter. Members shall wear their membership badge at all meetings of the Membership.

Section 2. Notice. Written notice stating the place, day and hour of any Membership meeting shall be mailed to all Members at his or her address as shown in the records of the Division. The publication of the place, day and hour of any Membership meeting in the Division newsletter shall satisfy the requirements of this Section.

Section 3. Quorum. For all purposes of these by-laws, the presence at any regular meeting of 75 Members, in person, shall constitute a quorum. If a

quorum is not present at any meeting of Members, a majority of the votes present may adjourn the meeting. A majority vote of the Members, and in the event these By-Laws require a quorum, a majority vote of the Members constituting a quorum, shall be required to adopt any resolution of the Division. All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 4. Proxies. Each Member may vote in person only and voting by proxy is prohibited.

ARTICLE VII: OFFICERS.

Section 1. Officers. The officers of the Division shall consist of the President, Vice President, Secretary, Treasurer, and two (2) Representatives-At-Large elected in accordance with the provisions of Article VIII. The officers shall be members of the Board of Directors.

Section 1. President. The President shall be the principal executive officer of the Division and shall in general supervise and control all of the business and affairs of the Division. He shall preside at all meetings of the Members and of the Board of Directors and shall see that the orders and resolutions of the Board of Directors are carried out. He may sign, with the Secretary or any other officer or Member of the Division authorized by the Board of Directors, any contracts or other instruments which the Board of Directors have authorized to be executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. The President shall vote in actions of the Board only in the case of a tie vote. The President or his alternate selected in accordance with TCA by-laws, shall be required to attend the TCA Board of Directors meetings held in conjunction with the TCA National Convention. To the extent not otherwise reimbursed, the President will be reimbursed for reasonable round trip transportation costs to the convention site (coach air); plus an expense per diem approved by the Board of Directors.

Section 3. Vice President. In the absence of the President or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors and shall serve as editor of the Division newsletter (I) to the extent the Board shall not have previously

appointed a newsletter editor as provided in these by-laws, or (ii) in the event there shall be a vacancy or resignation of a previously appointed newsletter editor. The Vice President is encouraged to attend the TCA Board of Directors meetings held in conjunction with the TCA national convention to familiarize himself with such meeting. To the extent not otherwise reimbursed, the Vice President will be reimbursed (one time only) for reasonable round trip transportation costs to the convention site (coach air), plus an expense per diem approved by the Board of Directors.

Section 4. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Division and shall disburse such funds as directed by resolution of the Board of Directors; provided, however, that a resolution of the Board of Directors shall not be necessary for disbursements made in the ordinary course of business. The Treasurer or any other officer or Member of the Division authorized by the Board of Directors may sign all checks and notes of the Division. The Treasurer shall maintain proper books and records according to accepted accounting practices and prepare an annual report on the fiscal condition of the Division to be presented to the Membership at the completion of each **Midwest Division Fiscal Year**. The Treasurer shall prepare and file all financial reports required pursuant to TCA by-laws.

Section 5. Secretary. The Secretary shall be the secretary of the Board of Directors and shall record the votes and keep the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform such other duties as may from time to time be assigned to him by the President or by the Board of Directors.

Section 6. Representatives-At-Large. The Representatives-At-Large shall act as ombudsmen to the Membership and shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 7. Alternates. For purposes of representing the Division at the TCA national convention, the Vice President and the two (2) most recent Past Presidents who are willing and able to serve shall be the first alternate, second alternate and third alternate delegate, respectively.

Section 8. Removal. Any officer may be removed, with cause, by the Membership. In the event a two-thirds (2/3) vote of the Membership constituting a quorum at any Membership meeting shall

recommend to the Membership the removal of an officer, the Board shall as soon as practicable thereafter arrange for a secret mail ballot on the removal of such officer to be mailed to the entire Membership. The results of such removal shall be tabulated at the next Membership meeting, but in no event sooner than 30 days from the date the ballot was mailed. A majority of the ballots returned shall be required to remove such officer.

Section 9. Vacancies. Should the death, resignation, removal or disqualification of any officer (other than the President) cause a vacancy in any office, the unexpired term of such officer shall be served by a successor selected by the President and approved by a majority of the remaining members of the Board of Directors. In the event of the death, resignation, removal or disqualification of the President, the Vice President shall succeed to the office of President as provided for in Section 3 of this Article.

ARTICLE VIII: NOMINATION, QUALIFICATION, ELECTION AND TERM OF OFFICERS

Section 1. Nominations. Nomination for election as an officer of the Division may be made by a nominating committee and shall take place at the **April** meeting of the Membership each year. Nominations may also be made from the floor at the **April** meeting with the concurrence of the nominee. The nominating committee shall consist of a chairman, who shall be a member of the Board of Directors, and two (2) or more Members of the Division. The nominating committee shall be appointed by the Board of Directors prior to **March** 30th of each Membership Year, to serve until the close of the **May** membership meeting, and such appointment shall be announced at the **April** membership meeting. The nominating committee shall make as many nominations for election as officer as it shall in its discretion determine, but not less than one (1) for each office to be filled. Anything in this Section to the contrary notwithstanding, every nominee nominated at the **April** membership meeting must be included on the ballot. Nominations must be made from among the Members.

Section 2. Qualifications. Candidates for elected office within the Division, in addition to those requirements contained elsewhere in these by-laws, shall be in good standing within the Division and TCA, and a Member of the Division for at least 12 months prior to the date of the election involved. No

candidate may run for more than one elected office at a time and no person may hold more than one position on the Board of Directors with the exception, in either case, of the combined office of Secretary and/or Treasurer. Candidates for the office of President and or Vice President shall have served at least two previous terms as director and/or officer within the previous 10 years, one of which in the case of the President shall have been a previous term of office as President, Vice President, or the Office of Secretary and/or Treasurer.

Section 3. Election. The officers of the Division shall be elected annually by secret mail ballot presented to the Membership after the **April** membership meeting. Ballots must provide for write-in candidates for each office. The results of such election shall be tabulated at the **May** membership meeting each year. The person receiving the largest number of votes for each office shall be elected. Cumulative voting is not permitted.

Section 4. Term of Office. Each officer shall hold office for a term of one (1) year or until his successor shall have been duly elected, unless such officer resigns, is removed, or for any reason ceases to be a Director. A Director may hold office for an indefinite number of years, however, if a member holds the office of either President or Vice President that member can not hold the office of President for more than two (2) consecutive elected terms of office. Any Member elected to any office of TCA shall automatically be deemed to have resigned from any elected office of the Division or any Chapter.

ARTICLE IX: BOARD OF DIRECTORS.

Section 1. Number. The business of the Division shall be managed by a Board of not less than five (5) Directors, each of whom must be a Member. Each Director shall serve for a term of one (1) year. The Board shall be comprised of the President, Vice President, Secretary and/or Treasurer, two (2) Representatives-At-Large and the two (2) most recent Past Presidents who are willing and available to serve.

Section 2. Vacancies. Should the death, resignation or removal of a Director create a vacancy on the Board, the unexpired term of such Director who is an officer shall be filled in accordance with the provisions of Section 9 of Article VII of these by-laws. The unexpired term of such Director who is not an officer shall be served by a successor selected by the President and approved by a majority of the remaining members of the Board.

Section 3. Meetings. Meetings of the Board of Directors shall be held monthly or as otherwise determined by the Board of Directors. Any Member, upon request to the President, may attend any meeting of the Board of Directors.

Section 4. Place. The Board of Directors of the Division may designate any place, within the geographic boundaries of the Division, for any meeting of the Board.

Section 5. Notice. Written notice stating the place, day and hour of any meeting of the Board of Directors shall be mailed not less than five (5) nor more than thirty (30) days before the date of such meeting to each Director at his address as shown in the records of the Division. Such notice shall also be mailed to each Chapter President at his address as shown in the records of the Division to enable them to bring before the Board of Directors any Chapter business. Such notice shall be given by the Secretary. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

Section 6. Attendance. Each member of the Board of Directors shall attempt to attend all Board of Directors meetings. A member of the Board of Directors may, after informing the President, be excused from not more than three (3) meetings in a calendar year. Any Board member who misses more than three (3) Board meeting, (excused or unexcused) shall, in the absence of unusual or mitigating circumstances acceptable to the Board, be deemed resigned from the Board of Directors and such member's voting privileges revoked. Such resigned Board member may not serve on the Board again for a period of two (2) years from the date of such deemed resignation.

Section 7. Quorum. For all purposes of these by-laws, the presence of 4 members of the Board of Directors, in person, at any meeting of the Board shall constitute a quorum. If a quorum is not present at any meeting of the Board, a majority of the votes present may adjourn the meeting. A majority vote of the Board members constituting a quorum shall be required for the transaction of business at any meeting of the Board. All Board meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8. Proxies. Each member of the Board of Directors may vote in person only and voting by proxy is prohibited.

Section 9. Honorary Board Members. The Board of Directors may confer honorary Board membership on any outgoing or past member of the Board of Directors, as the Board, in its discretion, shall deem advisable. Honorary Board members shall have all of the rights and duties, of current Board members; provided, however, that honorary Board members shall not be subject to the rules concerning excused and unexcused absences and shall not vote. Notwithstanding anything herein to the contrary, any past or current TCA president who is a Member of the Division may be granted Honorary Board membership, in which case he or she shall not be subject to the rules, concerning excused and unexcused absences and shall be entitled to vote.

ARTICLE X: POWERS AND DUTIES OF THE BOARD OF DIRECTORS.

Section 1. Powers. The Board of Directors shall have power to:

- a) Designate activities to be sponsored or supported by the Division;
- b) Collect annual Membership Dues and expend funds of the Division; and
- c) Exercise for the Division all powers, duties and authority vested in or delegated to the Division and not reserved to the Membership by other provisions of these by-laws.

Section 2. Duties. It shall be the duty of the Board of Directors to:

- (a) Keep books and records of all acts and expenditures of the Division, and present a statement thereof periodically to the Members;
- (b) Supervise all agents and employees of the Division and to see that their duties are properly performed;
- (c) Establish and charge annual Membership Dues as provided in these By-Laws, and provide notice of the amount of such dues to all Members and instructions for payment thereof not later than June 30th of the year preceding the Membership Year to, which such dues relate; and
- (d) Procure and maintain a fidelity bond or other financial responsibility coverage for the officers and any other Member of

the Division having control of Division funds, such bond of coverage to be in the amount of funds of the Division or such other amount as determined by the Board.

ARTICLE XI: OFFICER/DIRECTOR LIABILITY

Section 1. Liability. The Directors and officers of the Division, together with each former Director and officer, shall not be personally liable to the Members, to the Division, or to others for any mistake in judgment or for any other acts or omissions of any nature whatsoever as such Directors or officers, except for any acts or omissions found by a court of competent jurisdiction to constitute gross negligence or willful misconduct. The Train Collectors Association shall indemnify and hold harmless each of the Directors and officers (and their respective successors and assigns) against all contractual and other liabilities to others arising out of contracts made by or other acts of the Directors and officers on behalf of the Division, or arising out of their status as Directors or officers, unless any such contract or act shall have been made as a result of such Directors' or officers' gross negligence or willful misconduct. It is intended that the foregoing indemnification shall include indemnification against all costs and expenses (including, without limitation, attorneys' fees, expenses and the amount of judgments paid in settlement) reasonably incurred in connection with the threat or defense of any claim, action, suit or proceedings, whether civil, criminal, administrative or other, in which any such Director or officer may be involved by virtue of such person being or having been a Director or officer or former Director or officer of the Division.

ARTICLE XII: APPOINTED OFFICIALS.

Section 1. Newsletter Editor. The Board may appoint an Editor for the publication of the Division Newsletter, assigning such duties and responsibilities, with or without discretionary powers, as the Board may deem necessary or advisable. The Editor shall serve for one year from the date of appointment and may be reappointed from year to year, subject to the pleasure of the Board.

Section 2. Sergeant at Arms. The Board may appoint one or more Sergeant at Arms to assist the officers in maintaining orderly conduct at any membership meeting and to perform such other duties, as the Board may deem necessary or advisable. The Sergeant at Arms shall serve for one

year from the date of appointment and may be reappointed from year to year, subject to the pleasure of the Board.

Section 3. Business Manager. The Board may appoint a Division Business Manager to assist the Treasurer with the orderly administration of the Division's fiscal affairs and may delegate to such Business Manager such powers, duties and responsibilities, with or without discretionary powers, as the Board may deem necessary or advisable. The Business Manager shall serve for one year from the date of appointment and may be reappointed from year to year, subject to the pleasure of the Board.

Section 4. Agents. The Board may appoint such other agents and delegate to them such powers, duties and responsibilities, with or without discretionary powers, upon such terms and conditions and for such periods of time as the Board may deem necessary or advisable. All such agents shall serve at the pleasure of the Board.

ARTICLE XIII: COMMITTEES

Section 1. Committees. Board of Directors, by resolution, may create one or more committees, each of which shall consist of two (2) or more Members of the Division, which committees, to the extent provided in the applicable resolution, shall have and exercise the authority vested in them by the Board of Directors. The President or his designee shall be, ex officio, a voting member of all committees. Standing committees may be appointed by the Board of Directors to serve from **June 1st** to **May 31st** of each calendar year and such appointment shall be announced at a subsequent Membership meeting. The Board of Directors may establish by resolution such other committees as it may deem desirable.

Section 2. Chairperson. Each committee shall have a chairperson who shall report to the Board as requested.

Section 3. Vacancies and Expansion. Membership of any committee may be increased or vacancies may be filled by appointments made by the chairperson of the committee.

Section 4. Rules. Each committee may adopt rules for its own government that are not inconsistent with these by-laws or with policies adopted by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the rules adopted by a committee, a majority of the

whole committee shall constitute a quorum. The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE XIV: CHAPTERS

Section 1. Creation. Upon the written petition of at least 25 Members, the Division, with the approval of the Board of Directors and the affirmative vote of a majority of Members constituting a quorum at any Membership meeting, may charter a Chapter.

Section 2. Revocation. A Chapter's charter may be revoked upon the recommendation of the Board of Directors and the affirmative vote of a majority of Members constituting a quorum at any Membership meeting.

Section 3. Membership. Members of a Chapter must also be members of the Division and TCA.

Section 4. Financial Reporting. Each Chapter shall maintain proper books and records according to accepted accounting practices and shall prepare an annual report on the fiscal condition of the Chapter to be presented to the Chapter's members and the Division Treasurer at the completion of each fiscal year. Each Chapter shall prepare and file all financial reports necessary or advisable to permit the Division Treasurer to prepare and file all financial reports required pursuant to TCA by-laws.

Section 5. Records. All Chapter records are property of the Division.

Section 6. By-Laws. Each Chapter shall be subject to the provisions of these by-laws and the by-laws, if any, of each Chapter shall incorporate the provisions of Sections 3, 4, and 5 of this Article.

ARTICLE XV: BOOKS AND RECORDS.

The books and records of the Division shall, upon at least fourteen (14) days prior written notice delivered to the President and Secretary, during reasonable business hours, be subject to the inspection of any Member.

ARTICLE XVI: CONFLICTS.

In the event of a conflict between the provisions of these by-laws and the by-laws of any Chapter, these by-laws shall control. In the event of a conflict between these by-laws and the by-laws of TCA, the

by-laws of TCA shall control. In the event these by-laws are silent as to any matter covered by the TCA by-laws, the TCA by-laws shall also control.

ARTICLE XVII: AMENDMENTS.

Amendments to these by-laws shall be submitted to the entire voting Membership of the Division for approval by secret mail ballot. If the majority of the ballots returned are affirmative, the amendment shall be approved.

ARTICLE XVIII: ADOPTION OF BY-LAWS.

These by-laws shall become effective October 1, 1994 upon vote as prescribed in Article XVII above. Ballots regarding the adoption of these by-laws shall be mailed to all Members on or about July 22, 1994. Ballots returned to the business manager other than by United States Mail shall be received not later than September 10, 1994. Ballots received by the business manager via United States Mail shall be postmarked not later than September 1, 1994. Those ballots received by the Division through the United States Mail later than September 9, 1994 shall not be tabulated.

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Approved by MWD Membership Dec 2010
Effective Jan 1st 2011