

# TRAIN COLLECTORS ASSOCIATION EASTERN DIVISION BYLAWS EFFECTIVE DATE JANUARY 1, 2013

**PREAMBLE:** The Eastern Division (ED) Bylaws shall comply with and be subject to the Bylaws of the Train Collectors Association (TCA) in all areas and matters that are specifically required in the TCA Bylaws and applicable to the ED and that are not prohibited by the State of Pennsylvania Statutes for Non-Profit Corporations.

## TABLE OF CONTENTS

PREAMBLE

I. NAME, SCOPE AND PURPOSE,

II. MEMBERSHIP

III. STANDARDS

IV. OFFICERS

V. BOARD OF DIRECTORS

VI. NOMINATIONS AND ELECTIONS

VII. MEMBERSHIP MEETINGS

VIII. CHAPTERS

IX. FUNDS AND FINANCES

X. COMMITTEES

XI. INITIATIVE AND REFERENDUM

XII. DISCIPLINARY PROCEDURES

XIII. INDEMNIFICATION

XIV DISSOLUTION

XV CORPORATE SEAL

XVI PARLIAMENTARY AUTHORITY

XVII. AMENDMENTS

## ARTICLE I – NAME, SCOPE, AND PURPOSE

**Section 1: Name** – The name of this organization shall be the Eastern Division of the Train Collectors Association, hereafter referred to as the Division or ED.

**Section 2: Scope** -- The scope of these bylaws is to establish the terms, methods of election, and responsibilities of the elected officials; enumerate the rights of members; describe the structure of the Division; and to set the standard of train meets and members conduct thereat.

**Section 3: Purpose** -- The purpose of the Eastern Division shall be to preserve the history of train collecting and to encourage the pursuit of this activity through research, education, community outreach, fellowship, and sponsorship of train meets.

## ARTICLE II – MEMBERSHIP

### Section 1. Qualifications:

- A. PRIMARY MEMBERS: Individuals who are members of the Train Collectors Association (TCA) in good standing who reside in the Eastern Division (ED) geographical area as outlined by the TCA Board of Directors and published in the Supplement of the TCA Quarterly shall automatically become Primary Members of the Eastern Division unless an individual requests that his or her name not be included on the Eastern Division membership role.
- B. AFFILIATE MEMBERS: An individual TCA member in good standing but not residing in the ED geographic area may hold Affiliate Membership in the Eastern Division by making an application to the ED Board of Directors. A majority vote of the ED Board shall admit to Affiliate membership.
- C. ENTITY MEMBERS: TCA Entity Members shall be members of the Eastern Division as determined by policy set by the ED Board of Directors.

### Section 2. Rights and Responsibilities of the Membership:

- A. Primary Members of the Division over the age of 18 who are in good standing shall have the right to attend membership meetings and events, make motions, debate, and vote on Eastern Division matters. Only individual members over the age of 21 who are in good standing may hold elective office.
- B. Primary Members of the Division, who are under 18 and in good standing may attend membership meetings and events, may participate in debate if granted permission by the presiding officer, but shall not have the rights to present motions, vote, or hold office.
- C. Affiliate Members of the Division in good standing shall have such rights as granted by the Board of Directors but shall not have the right to make motions, vote, or hold elective office.
- D. Good Standing shall mean that the member has paid all dues and fees established by the TCA and the Division Board of Directors and has no unresolved disciplinary or standards violation.
- E. Non-Discrimination: The Eastern Division of the Train Collectors Association shall not discriminate on the basis of age, sex, race, nationality, religion, disability, gender orientation, or sexual preference for its employment, membership, election, or appointment practices.

### **ARTICLE III – STANDARDS**

**Section 1.** All trading, display, and sales of trains and other merchandise shall be regulated by standards set by TCA and the Division.

**Section 2.** Members attending Eastern Division functions shall conduct themselves in such a manner so as to promote cooperation, interest, and fellowship in collecting trains.

**Section 3.** A TCA Member who sponsors a guest at an Eastern Division function shall be responsible for the guest at all times and any violation of the event's rules shall be equally charged against the sponsoring TCA Member.

**Section 4.** Guests may attend Eastern Division Meets one time only unless this restriction is waved by a committee composed of the President, Meet Chairman, and Meet Registrar.

**Section 5.** TCA members displaying toy train items at Eastern Division meets must visibly tag all items for sale, for display, or for trade; those items for sale must have asking price on the tag.

**Section 6.** All repainted and/or restored items must have TCA Identag affixed in a prominent place, but not so as to destroy the appearance of the item.

**Section 7.** Only train and/or train-related items may be offered for sale at any Eastern Division meet.

### **ARTICLE IV – OFFICERS**

**Section 1. Elected Officers** -- The Elected Officers of this Division shall be a President, a Vice President, a Secretary, and a Treasurer who shall be over 21 years of age and a current member in good standing of the Train Collectors Association and Primary Members of this Division.

**Section 2. Appointed Officers** – The Appointed Officers of this Division shall be the York Meet Chairman and the York Meet Registration Chairman who shall be over 21 years of age and a current member of the Train Collectors Association and Primary Members of this Division in good standing.

#### **Section 3. Qualifications**

A. Eligibility for President - To be eligible a candidate shall have been a member of the Train Collectors Association and a Primary Member of this Division for at least five years immediately prior to being nominated and have served at least two terms on the Eastern Division Board of Directors.

B. Eligibility for Vice President, Secretary, and Treasurer - To be eligible for the office of Vice President, Secretary, and Treasurer a candidate shall have been a member of the Train Collectors Association and a Primary Member of this Division for at least three years immediately prior to being nominated. The Vice President shall have served on the Board of Directors for at least one term. The Secretary shall have basic word processing skills. The Treasurer shall be familiar with at least one common computerized accounting program.

C. A member shall not hold an elected position in the Eastern Division and in a chapter simultaneously.

D. To run for and be elected or appointed to an office, a member shall have a personal computer and a personal e-mail address.

#### **Section 4. Term of Office**

A. All officers shall be elected by the Eastern Division membership by a plurality vote for a term of two years or until their successors have been elected and assume office.

B. The President and Vice President shall serve no more than two consecutive two-year terms in the same office but may be elected to additional terms in that office providing that he or she has been out of that office for at least one term of two years.

C. The Secretary and Treasurer shall serve no more than four consecutive terms in the same office but may be elected to additional terms in that office providing that he or she has been out of the office for at least one term of two years.

D. Term limits shall not prevent a member from succeeding to or being elected to a different office.

E. Terms of office shall begin on January 1.

F. A member who has served more than half a specific term in an office or position shall be considered to have served the full term for the purpose of determining eligibility to serve additional terms in that office or position.

**Section 5. Vacancy in Office** - In the case of a vacancy in the office of President, the Vice President shall serve as President for the remainder of the term. A vacancy in any office other than President or Immediate Past President shall be filled by the Board of Directors by a majority vote for the remainder of the unexpired term. A vacancy in the office of Immediate Past President shall not be filled.

**Section 6. Duties of Officers** - The elected and appointed officers shall perform the duties provided in this section and such other duties as are prescribed for the office in these bylaws, or by the Board of Directors, or by the President, or in the adopted parliamentary authority, or by statute.

A. The President shall be the Chief Executive Officer of this Division and shall preside at all meetings of the Division and of the Board of Directors except as otherwise stated. He shall supervise all other elected or appointed officers and directors. He shall appoint, subject to confirmation of the Board of Directors, the York Meet Chairman and Meet Registration Chairman. He shall appoint the chairmen and members of all committees except the Nominating Committee. He shall serve ex-officio as a member of all committees except the Nominating Committee.

B. The Vice-President shall perform all duties of the President during the President's absence, death, or incapacity or as directed by the President or the Board of Directors.

C. The Secretary shall record the minutes of all meetings of the membership and the Board of Directors. The minutes of Membership Meetings shall be approved in a manner set forth in a policy developed by the Board of Directors and be distributed to members present at the next Membership Meeting and upon request to other members. The minutes of all Board Meetings shall be sent to all Board members. The Secretary shall send notices of Board and Membership Meetings in a manner authorized in a policy adopted by the Board of Directors. The Board of Directors may authorize the employment of a staff member to assist the Secretary. This staff member shall not be a member of the Board of Directors.

D. The Treasurer shall keep the financial records and receive all monies. Upon presentation of a voucher, the Treasurer shall pay bills and make other disbursement as authorized by the Board of Directors. He or she shall follow such accounting procedures and issue financial reports as required and prescribed in IRS Regulations, Pennsylvania Statutes for Non-Profit Corporations, the TCA Bylaws, these Bylaws or by the President and/or Board of Directors. The Board of Directors may authorize the employment of a staff member to assist the Treasurer.

**Section 7. Removal from Office** – An Elect Officer may be removed with cause by a vote of two-thirds of the current voting membership of the Board of Directors. Appointed Officers may be removed without cause by a vote of two-thirds of the current voting members of the Board of Directors.

### **ARTICLE V – BOARD OF DIRECTORS**

**Section 1. Composition** - The members of the Board of Directors shall be:

A. The Elected Officers: President, Vice-President, Secretary and Treasurer;

B. The Appointed Officers: York Meet Chairman and the York Meet Registration Chairman;

- C. Chapter Representative Directors: Each Eastern Division Chapter shall be entitled to elect one Representative Director.
- D. At-Large Directors: The membership of this Division shall elect Three Directors-At-Large.
- E. The Immediate Past President.

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

- A. Voting Members of the Board shall be the Elected Officers, the Immediate Past President, the Chapter Representative Directors, and the three Directors-At-Large.
- B. Non-Voting Members of the Board shall be the Appointed Officers. They shall have the right to speak but shall not propose motions, vote, or be counted in the quorum.
- C. The President while presiding at a meeting shall vote only in the case of a tie or when there is a ballot. If the President desires to speak at length on a motion, he or she shall yield the Chair and shall not return until the motion is disposed of.
- D. Eastern Division Members and Guests may attend open meetings of the Board of Directors as observers. They shall have no rights to participate in the Board meeting but the Board may grant an individual the privilege of speaking on a specific issue or motion so long as he or she observes the rules of debate and decorum and are recognized by the Chair.
- E. Executive Session: By a majority vote, the Board may go into Executive Session. Only the voting members of the Board shall have the right to attend the Executive Session but the Board may invite others to attend part or all of the Executive Session. Those who attend the Executive Session are legally and morally bound by the rule of secrecy and every thing that is said or done in the Executive Session shall not be revealed outside of that session unless by vote of the Voting Board Members in attendance grants permission to discuss, announce, or act upon something that is said or done.

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

- A. Qualifications for Directors: Chapter Representative Directors and Directors-At-Large shall be at least twenty-one years of age, a current member in good standing of TCA and a Primary Member of this Division for at least three years, and shall have a personal computer and personal e-mail account. Directors-at-large shall not be simultaneously a member of a TCA Chapter within the Division.
- B. Term of Office: Directors shall be elected for a term of two years or until their successors are elected and assume office. Terms of office shall start on January 1. A Division Officer who has completed one or more terms of office shall not be eligible to run for a director's position until he or she has been out of office for a term of two years.

### **Section 4. Power and Authority of the Board**

- A. The governing body of the Eastern Division shall be the Board of Directors that shall have full power to control and to manage the operational and fiscal activities, determine all policies, discipline members as described in Article XII, Section 2, and manage the physical and intellectual properties of Eastern Division subject only to the provisions of the Articles of Incorporation, these bylaws, statutes of the Commonwealth of Pennsylvania, and federal laws and regulations.
- B. The Board of Directors shall have the authority to adopt special rules of order, standing rules, and policies to govern its proceedings and the affairs of the Eastern Division over which it has power and authority.

### **Section 5. Duties of the Board.** The Board of Directors shall:

- A. Adopt a biennial budget at its first meeting;
- B. Review and act upon annual financial reviews performed by an independent Certified Public Accountant (CPA)
- C. Determine the place, date, time, and registration fee and other fees for the Semi-Annual Train Meets;
- D. Set standards for the display, trade, and sale of toy trains and related merchandise and the conduct of participants at any Eastern Division train meet;
- E. Determine the place, date, time, and agenda for the membership meetings;
- F. Fill vacancies as provided in these Bylaws and the Standing Rules;
- G. Employ and supervise such staff as are needed and appropriate;
- H. Assure that policies are written, approved, and reviewed concerning document retention and disposal, non-harassment, whistle blowing, and non-discrimination; and

I. Have such other duties as are prescribed for the Board in these Bylaws, by the Initiative and Referendum process described in Article XI, or in the adopted parliamentary authority or by statute.

#### **Section 6. Meetings of the Board of Directors**

A. Regular and Conference Phone Call meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors, except that the Board shall meet in person at least twice each calendar year. Notice of the time, place, and purpose of such meetings shall be sent by either postal or electronic means to each Board member by the Secretary not less than ten days prior to the meeting.

B. Special meetings of the Board of Directors may be called by the President or by any four members of the Board with notification of that call given by either postal or electronic means at least fifteen days before the meeting to all Board members. Only business announced in the call of the meeting shall be conducted at the special meeting.

C. Quorum for regular, conference phone call, and special meetings of the Board shall be one-half of the Board's current voting membership

D. Minutes of board meetings shall be sent by either postal or electronic means by the Secretary to all Board Members within thirty days after such meetings.

E. In an emergency or urgent situation, the Board may take action on a specific issue without a meeting by mail or electronic ballot providing that at least a quorum of the Board participated in the voting and that the results of the ballot are reported in the minutes of the next regular Board meeting.

### **ARTICLE VI – ELECTION OF OFFICERS AND DIRECTORS**

**Section 1. Supervisor of Elections** – The Eastern Division Immediate Past President shall serve as the Elections Supervisor for the nomination and elections process and shall also serve as the Chairman of the Nominating Committee. If the Immediate Past President's position is vacant, the Board of Directors shall elect one of its members, excluding the President, as Chairman of the Nominating Committee.

#### **Section 2. Nominating Committee**

A. Membership – the Nominating Committee shall be composed of a Chairman and no more than seven and no less than five TCA members in good standing who reside permanently within the Eastern Division. Prior to the Spring York Meet, the Chairman of the Nominating Committee shall appoint to the Nominating Committee no less than five nor more than seven primary Eastern Division members; no more than two shall be from the same state or the District of Columbia. The Chairman and members of the Nominating Committee shall be announced at the Spring York Meet Board and Membership meetings.

B. Duties - The Nominating Committee:

1. Shall begin its work by May 1 of the year of the election.
2. Shall require all potential candidates to submit the Nomination Form granting permission to be nominated, agreeing to serve if elected, and describing how the member meets the Bylaw qualifications for the position sought.
3. Shall from the Nomination Forms submitted select at least one candidate for each position to be elected.
4. Shall by June 15, communicate with all Division members who have submitted a Nomination Form. The communication shall tell the member whether he or she will be nominated by the committee.
5. Shall report its slate of candidates to the Board and to the Membership by July 1 by a posting to the ED Web Site.
6. May do its committee work by any of the following means: in- person meetings, phone conferences, postal exchange, or electronic communication.
7. Shall review the Nomination Form of any member who seeks nomination by the petition process and shall notify the Division Secretary and the potential candidate of whether or not he or she meets the Bylaw qualifications for the position sought.

#### **Section 3 Nominating Process**

A. Division members who seek nomination by the Nominating Committee shall submit by June 1 the Nomination Form containing the following statements to be signed by the potential candidate:

1. Full name, address, phone number, e-mail address, and TCA membership number.
2. I have a personal computer and personal e-mail account.
3. I agree to be nominated.
4. If elected, I shall serve.
5. I have read the eligibility statements given in the Division Bylaws for the position I seek and certify that I meet those qualifications in the following manner.
6. In addition to the eligibility statements given in the bylaws, I have the following qualifications and reasons for running for this position.
  - B. The Nominating Committee shall by July 1 post on the Eastern Division website the names of the members to be nominated by the committee.
  - C. If a Division member desires to be nominated by the petition process:
    1. He or she shall by August 1 submit to the Division Secretary the Nomination Form and a petition signed by at least fifty Primary Division members in good standing. Each signer of a petition shall write his or her TCA membership number and their legibly printed name on a line next to their signature.
    2. By August 20, the Division Secretary shall determine if each petition has been signed by the minimum number of Eastern Division Members by matching the name with the TCA Membership Number and shall report the findings to the Nominating Committee. The Committee shall review the nominating forms of the members who have submitted petitions and shall reject the candidacy of any member who does not have a valid petition and/or who does not meet the qualifications for office.
    - D. By September 15, the Nominating Committee shall notify members whose names are to appear on the Election Ballot and shall request these candidates to submit a typed Candidate Statement. The Candidate Statement is optional but shall not exceed one side of a 5.5 X 8 inch sheet of paper and shall be submitted by October 1 to be included with the ballot. The Committee shall simultaneously send notices to the members whose petitions lacked the minimum number of signatures and/or who do not meet the qualifications for election.
  - E. Campaigning by Candidates: No candidate or incumbent shall use the York Meet Notice to advertise his or her campaign or to encourage members to vote for a candidate. Access by candidates to other communication facilities of the Division shall be in accordance with a policy developed by the Board of Directors.

#### **Section 4. Election**

- A. Announcement of Candidates - At the Board and Membership meetings of the Fall York Meet, the Nominating Committee shall announce the names of the candidates who shall appear on the Election Ballot. These names shall also be posted to the ED Web Site.
- B. Ballot - The Secretary, in accordance with procedures established in Board Policy, shall prepare a ballot with the names of all qualified candidates. The Election Ballots with the Candidate Statements shall be sent by mail or electronically on or before November 1 of the election year to all Primary Members in good standing.
- C. Returning Ballots – To be eligible for counting, a ballot with the members TCA number shall be received no later than midnight of December 1st of the election year. Mail ballots shall be sent by individual members to a Board designated independent agency capable of tabulating the ballots. The member shall print their TCA number on the ballot. If the ballot is sent electronically, Board Policy shall describe how that shall be sent and returned and counted.
- D. Procedures for Counting Ballots – The tabulating company shall use the procedure for recording and counting votes given in Robert's Rules of Order Newly Revised. In the event of a tied vote during the counting, the tabulators shall make the decision of which candidate has a plurality by the Casting of Lots.
- E. Report of Counting - The tabulation agency shall send the President and Secretary a report on tabulation of the ballots by December 15. A plurality shall elect providing that at least five percent (5%) of the total membership has voted as required by the Commonwealth of Pennsylvania Statutes for Non-Profit Corporations.
- F. Notification: The members who are elected shall be notified by the Division Secretary no later than fifteen days after the reception of the report on the tabulation of ballots. The names of the winning candidates shall be posted to the ED Web Site.

## **ARTICLE VII – MEMBERSHIP MEETINGS**

**Section 1. Business Meeting** - Semi-Annual Business Meetings of the membership shall be held at the Spring and Fall York Meets or as determined by the Board of Directors. The meeting held in October shall be considered the Annual Meeting of the Division and will include hearing annual financial and committee reports and other matters as appropriate.

**Section 2. Quorum** - The quorum for the Semi-annual Business Meetings shall be fifty members.

**Section 3. Minutes:** The minutes of the Membership Meetings shall be approved by a manner set forth in a policy adopted by the Board of Directors.

## **ARTICLE VIII – CHAPTERS**

Section 1 - Groups of TCA members within the Eastern Division may organize as a Chapter subject to the bylaws and policies of the TCA and the Eastern Division. A Chapter may be dissolved only by action of the Board of Directors of the TCA.

Section 2 – Eastern Division Board of Directors has the authority to approve the organization of a new chapter within the Division's TCA authorized boundaries.

Section 3 – Each new chapter shall have stated geographical boundaries that have been approved by the Division's Board of Directors. Once the chapter has been authorized and its boundaries established the chapter shall send the Division's statement of authorization and the chapter's bylaws to the TCA National Headquarters as required by the TCA bylaws and policies.

Section 4 - Each chapter shall comply with TCA and Eastern Division's bylaws, rules, regulations and policies.

## **ARTICLE IX – FUNDS AND FINANCES**

**Section 1. Fiscal Year** - Fiscal year shall be the calendar year.

**Section 2. Dues** – Division Dues if any, shall be payable annually in December for the following fiscal year, in such amount as determined by the Division Board of Directors.

**Section 3. Deposits** - All funds of the Division shall be deposited to the credit of the Eastern Division under such conditions and in such bank as shall be designated by the Eastern Division Treasurer subject to the approval of the Board of Directors after the Treasurer determines which bank or financial institution provides the best benefits, security, and facility for conducting ED banking business.

**Section 4.** The Board of Directors shall authorize the Treasurer to employ an independent Certified Public Accountant (CPA) to make a financial review of the Division accounts annually or at any other time the Board of Directors shall deem necessary. A report of any review shall be submitted to the Board of Directors for review and action.

**Section 5. Budget** – The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expense shall be incurred in excess of the total budgetary appropriations without prior approval of the Board of Directors.

**Section 6. Financial Reports** – A summary report of the financial operations of the Division shall be made at the Annual Membership Meeting in such form as the Board of Directors shall determine.

**Section 7. Contributions** – Guidelines for accepting contributions, bequests, and gifts shall be established by the Board of Directors.

**Section 8. Approved Signatures** – Approval for signatures necessary on contracts, checks, and orders for payment, receipts or deposits of money, and access to securities of the Division shall be authorized by the Board of Directors.

**Section 9. Legal Counsel** - Independent legal counsel may be retained by the Board of Directors to:

- A. ensure compliance with federal, state, and local requirements;
- B. handle litigation against the Division;
- C. and such other matters the Board of Directors deems necessary.

**Section 10. Parliamentarian** – A Professional Registered Parliamentarian may be retained by the Board of Directors.

**Section 11. Investments** – The Division shall have the right to retain or divest all, or any part, of any securities or property acquired by it in whatever manner, and to reinvest any funds held by it,

according to the decision of the Board of Directors providing that any action taken shall not violate state and federal laws or regulations or endanger its status under the IRS Code.

**Section 12. Property** – Title to all property, both real and personal, shall be held in the name of the Eastern Division.

## **Article X - COMMITTEES**

**Section 1. General** - The size, composition, purpose, and work of the committees shall be described in the Standing Rules. All committees shall submit an annual report of their activities and accomplishments to the Board of Directors. The Board shall compile and summarize the committee reports for the Fall Annual Meeting of the Membership.

**Section 2. Standing Committees** - The Standing Committees of the Division shall be the following: Membership, Finance, Nominating, Rules and Regulations, Internet, and such other standing committees as determined to be needed by the President and the Board of Directors.

**Section 3. Special Committees** - Special committees shall be those committees temporary in purpose, reason, or convenience. Special committees shall consist of chairman and other members appointed by the President. Special committees shall be vacated when the President who appointed them goes out of office. Special committees shall report to the President as he may so direct.

**Section 4. Electronic Meetings** - Standing and special committees are authorized to meet by telephone conference or through other electronic communications media in order to conduct their reviews and investigations and to formulate recommendations. Notes shall be taken of such meetings.

## **ARTICLE XI – INITIATIVE AND REFERENDUM**

**Section 1. Right to Petition** - The membership shall have the right by petition to have a proposition submitted to the entire membership for a vote by mail or electronic means. Such petition shall give the exact wording of the proposition and shall contain the signatures of at least 20% of the voting Primary Members of the Division.

### **Section 2. Process:**

- A. Initiative – Any member or group of members who want to have a proposition sent for a vote of the membership shall submit a petition with the valid signatures of at least 20% of the Division's Primary Members to the Board of Directors.
- B. Referendum – Upon receiving a valid petition, the Board of Directors shall review the proposition and make a recommendation regarding its adoption or defeat with an explanation. The recommendation and explanation shall accompany the ballot sent to the membership. A referendum shall be considered approved if two-thirds of the ballots returned are affirmative.

## **ARTICLE XII – DISCIPLINARY PROCEDURES**

**Section 1. Application of Rules and Regulations** - The Rules and Regulations adopted by the Board of Directors shall apply to all members, functions and meets.

**Section 2. Violations** - Failure of an individual member or groups of members to adhere to the Rules, Regulations, and Policies of the Division may result in disciplinary action for the offending members as determined by the Board of Directors. Disciplinary action shall include but not be limited to:

- A. Censure of the offending member;
- B. Charging the offending member a fine;
- C. Suspending Eastern Division Membership privileges;
- D. Expulsion from Eastern Division Membership.
- E. A recommendation to the TCA Membership Committee and Board of Directors regarding the offender's membership in TCA.

**Section 3. Procedures** - The procedures on discipline in Robert's Rules of Order Newly Revised shall guide the disciplinary action.

## **ARTICLE XIII – INDEMNIFICATION**

**Section 1.** A Director of the Division shall not be personally liable for monetary damages for any action taken unless the Director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B of the Pennsylvania Nonprofit Corporation Law as in effect at the time of the alleged action by such Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state or local law. Any repeal or modification of this Article by the Division shall not adversely affect any right or protection existing at the time of such repeal or modification to which any Director or former Director may be entitled under this Article. The rights conferred by this Article shall continue as to any person who has ceased to be a Director of the Division and shall inure to the benefit of the heirs, executors and administrators of such person.

**Section 2.** Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Division) by reason of the fact that he is or was a director, officer, employee, or agent of the Division, shall be indemnified by the Division against expenses (including attorney's fees), judgments, fines, taxes and penalties and interest thereon, and amounts paid in settlement actually and reasonably incurred by him in connection with such action or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Division and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Division, and, with respect to any criminal act or proceeding that such person did have reasonable cause to believe that his conduct was unlawful.

**Section 3.** Any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or proceeding by or in the right of the Division, to procure judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Division, shall be indemnified by the Division against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or proceeding if he acted in good faith and in a manner he reasonably believes to be in, or not opposed to, the best interest of the Division, except that no indemnification shall be made in respect of any claim, issue or matter, including, but not limited to, taxes or any interests or penalties thereon, as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Division, unless and only to the extent that the Court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court shall deem proper.

#### **ARTICLE XIV – DISSOLUTION**

Upon the dissolution of the Eastern Division, the Board of Directors, after paying all obligations, shall distribute any remaining assets to the Train Collectors Association or, within its discretion, to any other non-profit tax exempt organization that shall qualify under Section 501 of the IRS Code

#### **ARTICLE XV – CORPORATE SEAL**

Permission for use of the Eastern Division seal by other than official entities of the Division shall be obtained from the Board of Directors.

## **ARTICLE XVI – PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern the proceedings of the Eastern Division in all cases to which they are applicable and in which they are not inconsistent with these bylaws or special rules of order that the Eastern Division may adopt, and any statutes applicable to this organization that do not authorize the provisions of these bylaws to take precedence.

## **ARTICLE XVII – AMENDMENTS**

**Section 1. Regular Procedure** - Proposed amendments to the Bylaws shall be submitted to the Rules and Regulations Committee for review and recommendation. The Committee shall have the authority to combine, edit, and organize proposals that address the same topic and that have similar objectives. The Committee shall submit a draft of the amendment(s) along with its recommendation to the Board of Directors. The Board shall be authorized on behalf of the Division membership to review and make any necessary amendments to the proposed amendment(s). The Rules and Regulations Committee shall give notice of proposed amendment(s) to these bylaws in the call of one of the semi-annual Membership Business Meetings and shall post the final draft of the amendment(s) on the Division web site. Upon an affirmative majority vote by the Division members at the business meeting, the final draft of the amendment(s) shall be submitted to the Primary Division membership, for vote by mail or electronic ballot. If a majority of the ballots returned are affirmative, the amendments shall be approved.

**Section 2. Revision of Bylaws** - The Rules and Regulations Committee shall be authorized, when needed, to draft a proposed revision of these bylaws. In the year in which the Bylaw Revision is under consideration, no independent amendments to the existing bylaws shall be proposed. The Committee shall submit a draft of the bylaw revision along with its recommendation to the Board of Directors. The Board shall be authorized on behalf of the Division membership to review and make any necessary amendments to the proposed revision. The Committee shall submit the proposed revision in the call of one of the semi-annual Membership Business Meetings and shall post the final draft of the revision on the Division web site. Upon an affirmative majority vote by the Division members at the business meeting, the proposed revision shall be submitted to the Primary Division membership for vote by mail or electronic ballot. If a majority of the ballots returned are affirmative, the revision shall be approved.