

OFFICIAL BYLAWS
SOUTHERN DIVISION
TRAIN COLLECTORS ASSOCIATION

ARTICLE I – NAME, AUTHORITY AND JURISDICTION

Section 1. This organization shall be known as the “Southern Division” (herein called SDTCA) and shall be governed by the Bylaws of this organization subject to the Articles of Incorporation and Bylaws of the Train Collectors Association, a Pennsylvania not-for-profit corporation (herein called TCA).

Section 2. The Southern Division shall exercise jurisdiction within the boundaries assigned to it by the TCA in all matters not expressly prohibited by the TCA Articles of Incorporation and TCA Bylaws. The boundaries which have been assigned to the SDTCA by the TCA are those within the state of Florida, with the western boundary being the Apalachicola River. The Apalachicola River is the eastern boundary of the Cotton Belt Division and western boundary of the SDTCA (as determined by the TCA Board of Directors).

Section 3. In accordance with TCA Bylaws, the SDTCA has the authority to define and establish Chapters to most effectively serve members within the Division's assigned boundaries. The Division reserves the right to revise and change ~~its~~ its Chapters' boundaries if deemed necessary or desirable. The Chapters shall establish such rules and regulations for the conduct of their meets provided they are consistent with those of the Division and the TCA.

Section 4. Parliamentary law as set forth in “Robert's Rules of Order Newly Revised” shall govern all official meetings of the Division.

ARTICLE II – PURPOSE

The purpose of the Southern Division shall be: 1) to adhere to and support the mission of the TCA by coordinating programs and activities, and to especially serve TCA members residing within the boundaries of the SDTCA; 2) to uphold the ethical standards of the TCA as expressed in the National Bylaws and policies; and 3) to conduct activities in compliance with all requirements and standards applicable to a not-for-profit organization operating under the requirements of 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

Section 1. Categories of Southern Division membership:

- A. Regular – Any TCA member in good standing may become a Regular member. Regular members must pay annual Division dues and may vote in the election of Division officers. The address used to determine residency will be the address the member has reported to the TCA National Business Office. If a member reports his/her residence in a state other than Florida, but also maintains a residence in the state of Florida, he/she shall be eligible to hold an SDTCA office, if not holding office in another division.

- B. Honorary – Honorary Division membership may be conferred on any Division member or non member by unanimous approval of the Division Board of Directors. Honorary membership shall carry all the privileges of regular membership, except that Division annual dues shall not be required.

Section 2. Membership in the SDTCA is open to all applicants for TCA membership provided they complete all requirements of ARTICLE IV below.

Section 3. TCA members from other areas who take up residence within the SDTCA shall not be subject to the provisions of ARTICLE IV below but must complete a "Personal Information Sheet" and pay annual SDTCA dues.

Section 4. TCA members residing within the SDTCA who previously rejected Division affiliation will be allowed to join the SDTCA provided they have already complied with all of ARTICLE IV below.

Section 5. Any member whose TCA membership has been suspended or terminated is automatically and simultaneously dropped from SDTCA membership. Suspended members may apply for Division reinstatement upon expiration of the TCA suspension period or reinstatement by the TCA. The SDTCA Membership Committee shall process such applications. Members terminated for non-payment of TCA dues may apply for Division reinstatement upon reinstatement of TCA membership. The Division Secretary shall process such applications.

Section 6. TCA members whose previous SDTCA membership had been terminated for reason of unpaid annual dues may apply for reinstatement according to the procedures described in ARTICLE VI, Section 3 of these Bylaws.

ARTICLE IV – PROCESSING OF APPLICANTS

Section 1. A *bona fide* applicant shall obtain application forms for membership from the Division Secretary or from the Southern Division Website. Application forms consist of a TCA “Application for Membership” and an SDTCA “Personal Information Sheet.”

Section 2. Membership in the SDTCA is open exclusively to TCA members, as TCA membership is set forth in the TCA Bylaws. Members of the SDTCA shall be subject to the disciplinary actions of the TCA Membership Committee, as well as the actions of the SDTCA, as may be hereinafter provided.

Section 3. The Division Secretary shall process applications. Processing of applications shall not commence until the applicant has submitted to the Secretary the following:

- A. A properly completed TCA "Application for Membership" and all fees required by the TCA.
- B. A properly completed SDTCA “Personal Information Sheet” and the first year’s SDTCA dues. Division dues paid by applicants after August 1st shall be regarded as payment for the following year.
- C. National applicants within SDTCA boundaries are encouraged, but not required, to join the Southern Division.

Section 4. After submitting the required forms and fees, applicants for SDTCA membership should be present, if possible, at the current or next regularly scheduled official business meeting of the Division. Attendance at a meeting is requested to introduce the applicant to the membership. The Southern Division Secretary, or his/her designee, will announce the applicant’s name, location of residence and hobby interest.

ARTICLE V – MEETINGS

Section 1. The Southern Division shall, if meet hosts are in place, sponsor and conduct at least four (4) official Division meets per year. At a minimum, each meet will consist of a trading session and an official business meeting. Notice of each meet shall be announced to all Division members in good standing at least three (3) weeks prior to said meeting via the Southern Division Website and/or the Division newsletter.

Section 2. Fees shall be assessed to TCA non-Southern Division members and the general public to attend meets. The fee should be set at the minimum amount required to recover all meet expenses not otherwise provided for. A fee for those members that wish a table space may also be required.

Section 3. Members attending meets shall abide by TCA rules and regulations regarding conduct at meets (reference: TCA Bylaws). In addition:

- A. Although there is no age limit for persons attending meets, parents shall be responsible for the conduct of their children at all times.
- B. Any individual whose personal conduct is such as to disrupt the meet shall be asked to leave the meet area and will not be permitted to return. If the person refuses to leave, local law enforcement may be contacted for assistance.

Section 4. Members offering items for sale must abide by the TCA rules and regulations regarding transactions between members and abide by TCA National Grading Standards (reference: TCA Rules and Regulations), and these standards shall be strictly enforced at Division meets. In addition, only train-related items may be offered for sale.

Section 5. After dues are paid, applicants for membership may buy, sell or trade at a meet, including participating in auctions, raffles, or similar activities.

Section 6. An official business meeting shall be conducted at each quarterly Division meet. The purpose of the meeting is to present regular quarterly reports from officers and committee chairpersons, present proposals to the membership, discuss and act upon any significant matters which are brought to the attention of the membership, introduce applicants for membership, and disseminate any special announcements from TCA.

Section 7. Other activities such as auctions, programs of special events such as train races, repair clinics, etc., may take place at meets. The Board of Directors shall decide and announce the date and location of the Annual Banquet and Awards Ceremony. Information will be published on the Southern Division Website, in *The Layout* newsletter, and announced at train meets.

Section 8. The President or his/her designee shall be responsible for scheduling all meets. Meet schedules for the following calendar year shall be prepared yearly by the third (3rd) Quarter Board of Directors meeting. Any member wishing to host a meet shall submit a written summary and proposed budget for approval by a majority vote of the Board of Directors. The Board of Directors shall evaluate each such request for adherence to Southern Division Bylaws. Approval of the meet proposal shall constitute authorization to host the meet as outlined in the approved proposal and to expend funds within the approved budget.

ARTICLE VI – FINANCIAL MATTERS

Section 1. The Southern Division fiscal year shall be the calendar year.

Section 2. The Board of Directors annually shall set yearly Division dues for Regular members. Such fees are independent from TCA dues and are due and payable on or after August 1st for the coming fiscal year. Members who fail to pay such dues by November 30th of the current year shall be considered not in good standing and shall be automatically dropped from the roster on January 1st of the following year.

Section 3. Any individual whose membership in the SDTCA was terminated by reason of unpaid Division dues may be reinstated following payment of such delinquent dues, payment of a late fee, and by application to the Division Treasurer. The Board of Directors annually shall set the amount of the late fee.

Section 4. Each scheduled meet should be self-supporting. All expenses incurred at meets shall be paid from income derived from that meet's table registration fees, attendance fee, proceeds from auctions, etc. Meet expenses shall be limited to expenses approved as part of the meet proposal budget. Additional expenses can be incurred only with approval by the Division President within Bylaw limits or by a majority vote of the Board of Directors. Meet hosts shall surrender all funds and expense vouchers to the Treasurer. Any monetary balance remaining after payment of meet expenses shall be deposited in the regular bank or checking account of the Division.

Section 5. The Division Treasurer shall furnish a detailed annual financial report to the Board of Directors no later than January 15th of the new fiscal year. This annual report shall reflect the total bank balance at the end of the prior fiscal year, income during the year, expenditures during the year, and the total bank balance of new fiscal year beginning. The annual report shall supplement the usual oral report rendered at scheduled quarterly meets.

Section 6. Each Division Officer and all committee chairpersons shall submit budget estimates and administrative expenses for the new fiscal year to the President and Board of Directors for evaluation prior to the third (3rd) quarter meet. Upon approval by the Board of Directors, the budget for the following calendar year shall be included as an insert in or attachment to the first Division newsletter distributed in the following calendar year.

Section 7. The Division President can approve expenditures without a majority vote of the Board of Directors with the following limits: single expense \$250.00 and total approval for the calendar year \$1,000.00. All other expenditures must be pre-approved by a majority vote of the Board of Directors. Any officer incurring expenses above these limits without Board of Directors approval shall be personally responsible for the expenditure(s). Receipts for the expense(s) incurred shall document all expenditures. No reimbursements will be honored without receipts.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. The Southern Division Board of Directors shall have full authority to oversee the business and affairs of this Division except as otherwise provided for in these Bylaws. The Board of Directors shall: 1) provide competent administrative guidance to protect the interests and welfare of the membership; 2) consider merits of new proposals; 3) concur in recommendations to be offered for membership approval; 4) establish an agenda for quarterly business meetings; and 5) and act as trustees to safeguard funds and property of the Division.

Section 2. The Board of Directors shall consist of the following:

- A. Southern Division President
- B. Southern Division Vice President
- C. Southern Division Secretary
- D. Southern Division Treasurer
- E. Southern Division Communications Officer
- F. The immediate, two (2) past Southern Division Presidents (If either or both of the immediate, two (2) past Southern Division Presidents resign, decline to accept or are deceased, the position will be filled by one of the previous, past Southern Division Presidents, if they are willing to serve.) The SD Board of Directors shall appoint the replacement director once a past president agrees to serve.

- G. Any Honorary Directors – Any Past Division President, who, by reason of distinguished service and proven ability, may be nominated and elected by the Board of Directors as Honorary Director will full voting privileges. Tenure of an Honorary Director will be as directed by Board membership.
- H. The President of any activated Chapter
- I. *Ex officio* members: Legal Counsel and Technical Director (non-voting)

Section 3. No one individual shall occupy more than one position on the Board. Should this situation occur, one of the two positions shall be declared vacant; and the vacancy shall be filled by a temporary substitute Board member who shall be named by the President and approved by the other Board members.

Section 4. The Board of Directors shall meet in regular session prior to the Division quarterly business meetings. This may be accomplished via a face-to-face meeting, a phone conference call, or a teleconference call.

- A. A quorum to conduct business shall consist of not less than four (4) members present at Board Meetings.
- B. The Division Legal Counsel and Technical Director may attend the Board meetings in the status of *ex officio* members.
- C. The President may authorize attendance of specific Division members at Board meetings for the purpose of providing information, etc. Such persons are prohibited from participating in Board deliberations and shall not vote on any action.

Section 5. The President shall prepare the agenda for the Board meeting and distribute copies to the Board members prior to the meeting. The President shall report any matter which has come to his/her attention and shall explain executive proposals. The Secretary shall report the status of old and new Division business.

Section 6. Decisions shall be reached by voice vote. Abstention shall be recorded. The President shall not vote except in cases of deadlock. The Legal Counsel, Technical Director, guests or committee members shall not vote. Any matter may be postponed indefinitely for future discussion by majority vote. Committee recommendations shall not become effective until approved by a majority of the membership at a regularly scheduled quarterly Division business meeting, unless extenuating and/or emergency decisions must be reached. In this case, the SDTCA Board of Directors majority vote shall rule.

Section 7. Reimbursement for expenses incurred by the Board of Directors to travel to and from regularly-scheduled SDTCA meets shall be included in the Treasurer's Annual Budget, the amount of which shall be determined by the Board of Directors. In addition, compensation for expenses incurred by the Board of Directors for SDTCA business-related issues and activities, including legal expenses, may be authorized by the Southern Division President, up to a maximum amount per year as set by the Board of Directors, if not covered by TCA National. The SDTCA representative at the national Board of Directors annual meeting shall be reimbursed for expenses not covered by TCA National, up to a maximum amount set annually by the SDTCA Board of Directors.

ARTICLE VIII – DIVISION OFFICERS

Section 1. Southern Division shall have the following elected officials: President; Vice President; Secretary; Treasurer; and Communications Officer. Term of office shall be two years, commencing January 1 of the upcoming calendar year. In addition:

- A. The member holding the office of President may not run for a third (3rd), consecutive term in that office.
- B. No member shall concurrently hold more than one office in the SDTCA.

Section 2. Duties of Elected Officers:

- A. **President** shall be Chief Executive Officer and shall preside at all Division meetings except as otherwise stated and shall have the power, duties, and responsibilities usually vested in the office of President of a nonprofit organization. He/she shall have general superintendence over all other elected or appointed officers, shall appoint and be a member *ex officio* of all committees except as may be otherwise provided. The President also shall prepare the agenda for the Board of Directors meetings. The President shall be responsible for assuring that TCA insurance coverage has been obtained for each division meet and for assisting in the planning and scheduling the Division meets for the year following his/her term of office.
- B. **Vice-President** shall be vested with all the powers and perform all the duties of the President during his/her absence, death, incapacity, or as directed by the Board of Directors. He/she shall serve as Chairperson of the Membership Committee. The Vice President also may be responsible for obtaining TCA insurance coverage for each Division meet during his/her

- term of office and for assisting in the planning and scheduling the Division meets for the year following his/her term of office.
- C. **Secretary**, or his/her designee, shall send notices of membership meetings, shall attend and be responsible for keeping of minutes of all meetings, and see to the promulgation of minutes of such meetings to all members. Publication in the Division Newsletter shall constitute adequate notice and dissemination of minutes. The Secretary also shall be responsible for processing applications for membership, keeping current the SDTCA Member Roster and maintaining correspondence; and the SDTCA President or Board of Directors may direct such other files as necessary from time to time. In accordance with established TCA Rules and Regulations, the Secretary also is responsible for submitting copies of Division meeting minutes to the TCA President, the TCA Secretary, the TCA Treasurer, and the National Business Office.
- D. **Treasurer** shall be responsible for all financial functions including keeping financial records, receiving all financial income, paying all expenses, mailing annual dues notices and delinquent dues notices, and issuing financial reports as required by these Bylaws or prescribed by the President or Board of Directors. In accordance with established TCA Rules and Regulations, the Treasurer also is responsible for submitting copies of the Division's annual financial plan to the TCA President, the TCA Treasurer and the National Business Office.
- E. **Communications Officer** shall be responsible for managing all aspects of the SDTCA's communications, both internal and external. The Communications Officer shall support the activities of and assist with the Southern Division Website, www.tcasoutherndivision.org, and the Division Newsletter. The Communications Officer also shall be responsible for developing and maintaining close contact between the SDTCA and model railroad industry organizations as well as industry publications, as determined and directed by the Southern Division Board of Directors. The Communications Officer also shall serve as backup to the SDTCA Secretary in keeping current the SDTCA Member Roster.

Section 3. Duties of *ex officio* or non-elected appointees:

- A. **Legal Counsel** must be a licensed attorney in the boundaries of the Southern Division and may be consulted, pro bono, regarding general legal matters related to the SDTCA. He/she shall have no voting privileges unless he/she is a current Southern Division Board of Directors member.

- B. Technical Director shall provide guidance and suggestions for the advancement of the SDTCA. He/she shall have no voting privileges unless he/she is a current Southern Division Board of Directors member.

Section 4. Should any officer, other than the President, be unable to complete his/her term in office for any reason, his/her replacement shall be chosen by the Board of Directors to serve until the next scheduled election. If the President resigns or is unable to complete his/her term, the Vice President shall assume the duties of the President for the remainder of the term. The Board of Directors shall appoint a new Vice President to complete the term of the Vice President who has assumed the duties of the President.

ARTICLE IX – APPOINTMENTS AND EMPLOYMENTS

Section 1. The Division President shall make such appointments as deemed essential to properly conduct the business of the Division. Such appointments shall include, but not be limited to: the Membership Committee; the Nominating Committee; the Standards Committee, the Editor of the Official Publication; and Legal Counsel, who must be a licensed attorney, authorized to practice law within the boundaries of the Southern Division.

Section 2. The Board of Directors shall have the authority to employ individuals, as may be required, to carry out the purpose and intent of these Bylaws. Such employment may be with or without remuneration. However, any employee for remuneration may be hired only after a proper budget allocation has been approved by the Southern Division Board of Directors.

ARTICLE X – NOMINATING COMMITTEE

Section 1. The Nominating Committee shall locate, select and recommend eligible candidates for Division office and shall hold and supervise the annual Division election. The President shall designate the Chairperson, and the President and the Chairperson shall select the remainder of the committee, not to exceed seven (7) total on the committee. This committee shall be appointed before or immediately after the first-quarter meeting. This committee shall be responsible for ballot counting as prescribed in the TCA Bylaws, Article VIII.

Section 2. It is desirable, but not mandatory, to select at least two, qualified nominees for each Division office.

Section 3. Each selected nominee must meet the following qualification criteria:

- A. Shall not be a member of the Nominating Committee.
- B. Shall be at least eighteen (18) years old and have been a member in good standing in the TCA for at least one (1) year prior to nomination, unless a quorum of the Board of Directors votes to waive this requirement.
- C. Must irrevocably consent to assume office and continue to serve if elected and affirm that he/she will abide by and adhere to all provisions of TCA and Southern Division Bylaws.
- D. Shall indicate intent to attend all regularly scheduled meetings, including Board of Directors sessions, unless prohibited by personal illness or acceptable circumstances beyond his/her control.
- E. Shall affirm that he/she will conscientiously and impartially perform the duties of his/her office during and between regular meetings with sincere intent to promote Division progress and to protect the interests and welfare of every individual member.

ARTICLE XI – STANDARDS COMMITTEE

Section 1. The purpose of the Standards Committee is to enforce the TCA regulations relating to restored or reproduction items. In the event of a controversy as to the originality of an item at a meet, the Standards Committee member in attendance shall inspect the controversial item and resolve the controversy immediately. If the item is determined to be a restoration or a reproduction, the seller shall identify it accordingly, and the Standards Committee member shall document and report the occurrence to the Division President for permanent record.

Section 2. Members of this committee must be knowledgeable of toy trains, have the ability to detect any discrepancies, and be tactful. At least one representative ~~are~~ is required for each meeting held by the Division. The members of this committee shall have perpetual tenure.

ARTICLE XII – MEMBERSHIP COMMITTEE

Section 1. The purpose of the Membership Committee is to investigate and resolve grievances between members and protest against applicants for membership.

Section 2. The Division Vice President shall serve as chairperson of the committee that will consist of at least two (2) additional members.

Section 3. Any Division member who believes that he/she has just grievance may write to the Division President stating specific charges, dates and full particulars. Based upon preliminary review, the President shall decide whether to reject the grievance or turn the case over to the SDTCA for further investigation. The SDTCA Membership Committee shall investigate the matter as thoroughly and as quickly as possible and present a recommendation to the SDTCA President for action to be taken.

Section 4. Any Division member has the right to directly contact the TCA Membership Committee who will review the grievance and reply to the SDTCA member.

ARTICLE XIII – AWARDS COMMITTEE

Section 1. The purpose of the Awards Committee is to define the various annual Division awards, establish criteria for each award, select deserving honorees for each award, and present the awards at the Annual Division Awards Ceremony.

Section 2. The President shall appoint the Chairperson of the Awards Committee. Additional members shall be appointed as required.

ARTICLE XIV – PUBLICATIONS

Section 1. The Division shall have an official publication that shall be used to distribute meet notices, publish minutes of Division meetings, annual and quarterly financial reports, election material, and SDTCA Bylaws revisions, amendments or expansions, as well as features and articles of interest to members.

Section 2. The name of the official publication shall be "*The Layout*," and the frequency of publication shall be quarterly.

Section 3. The President shall appoint an Editor and any other required staff for the official publication for a term of one year. The Editor and staff may be reappointed from year to year.

ARTICLE XV – CHAPTERS

Section 1. Chapters may be activated by positive vote of the membership following such recommendation by the Board of Directors.

- A. Chapters ordinarily will be considered for activation only upon receipt by the Division Secretary of a petition signed by at least twenty-five percent (25%) of the members in good standing in the proposed new Chapter area. Such petition shall include an affirmative statement to the effect that the petitioners have read and understand the Southern Division Bylaws; and, if accepted as a Chapter, are willing to comply with and enforce these Bylaws.
- B. Members may vote on activation of a new Chapter upon the recommendation of the Board of Directors at any regularly scheduled Division business meeting. A two-thirds (2/3) majority of voting members present shall be required for activation.
- C. The Division Secretary shall advise the TCA National Business Office of any new Chapters activated.

Section 2. Chapters activated by the Southern Division may hold regularly scheduled meetings, elect officers, collect dues, enact local rules and perform those functions necessary to conduct their business within the guidelines set forth in these Bylaws.

Section 3. Chapters shall submit true copies of the minutes of their business meetings to the Division Secretary within fifteen (15) days following such meeting. Financial reports shall be submitted as directed by ARTICLE VI, Section 5, of these Bylaws. Announcements and other particulars of Chapter activities will be provided the Division Secretary for record purposes and also the Division Editor for publication in the Division Newsletter.

ARTICLE XVI – SUSPENSION OR DISMISSAL OF MEMBERS FOR CAUSE

Section 1. Any member knowingly or willfully violating the provisions of these Bylaws shall be referred to the TCA National Membership Committee to make a judicial decision. Only the TCA National Board can authorize the dismissal of a member from the TCA or a Division (The member is protected under PA.C.S.A. # 5766. "No member shall be expelled from any nonprofit corporation without notice, trial & conviction." The form of which shall be prescribed and set forth by the Bylaws and is included in the TCA National HQ News.)

Section 2. Any member of the Board of Directors of this Division or its Chapters who fails or neglects to properly perform the duties of the office or acts in an improper manner may be removed from office by action of the Board of Directors.

Section 3. Any Division Committee Member who fails to carry out his/her mission as prescribed by the President shall be relieved of his/her assignment by the President who shall immediately appoint a successor.

Section 4. All actions provided for in this Article are final, and no appeal will be considered.

ARTICLE XVII – ADOPTION AND AMENDMENT OF BYLAWS

Section 1. Division Bylaws shall be amended, revised or expanded only by the Southern Division Board of Directors.

Section 2. These Bylaws may be amended at any meeting of the Division by a majority of the members of the Division present and voting, if the proposed amendment shall first have been approved by the Board of Directors by a majority vote of board members in attendance at any duly called meeting of the Board of Directors. Before the members of the Division may vote on a proposed amendment to these Bylaws, a notice of intention to amend must be sent to the Division Members by any means or combination of means reasonably intended to reach most of the Division Members as reasonably practical. Such means may include one or more of the following: (1) publication of written notice in a Division publication placed in the United States mail or distributed by electronic means at least thirty (30) days before the Division meeting at which such vote is to take place; (2) distribution of a mailing, other than a Division publication, placed in the United States mail or distributed by electronic means at least thirty (30) days before the Division meeting at which such vote is to take place; or (3) any other electronic means given at least thirty (30) days before the election meeting at which such vote is to take place prior to an SDTCA membership vote. No amendment produced by the Division shall be effective unless approved or ratified by the National Board of Directors of the Train Collectors Association.

Section 3. Changes in Division policy can be made only in matters not covered by these Bylaws at scheduled meets following approval by the membership present. Such policy shall be regarded as tentative and as a temporary interim action that may prevail only to the date of the next official vote at which time subject policy shall be submitted by Referendum as a proposed Bylaw change to be accepted or rejected as described in Section 2 above.

ARTICLE XVIII – DISSOLUTION

Upon dissolution of the Southern Division of the Train Collectors Association, the Board of Directors of the Southern Division shall, after paying or making provisions for the payment of all of the liabilities of the SDTCA, distribute all residual assets of the SDTCA to the National Train Collectors Association, 300 Paradise Lane, Strasburg, PA 17579. The assets shall include all financial assets, including all monies in bank accounts, certificates of deposit, and any other financial instruments owned by the SDTCA, and any assets owned by the SDTCA, such as real property and physical assets, such as layouts, displays, train-related items and office equipment. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable or educational purposes, as that court shall determine.

ARTICLE XIX – RIGHTS AND OBLIGATIONS

The Southern Division exists by and through the membership of its members in the National TCA. The rights and authority of SDTCA flow from and are dependent on its members who are members in TCA and the continued adherence to TCA policy and standards by SDTCA. Southern Division is part of TCA; nevertheless, such assets are and shall remain committed to program support as determined by SDTCA.

ARTICLE XX – DIRECTOR/OFFICER LIABILITY AND INDEMNIFICATION

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 any acts or occurrences of any nature whatsoever occurring in their capacity as Director or Officer of the Division, except for any acts or omissions found by a court of competent jurisdiction to constitute gross negligence or willful and wanton misconduct.

Section 2. Indemnification. The TCA shall indemnify and hold harmless the Southern Division Directors and Officers and each of them from and against all loss, cost, damages or expense including without limitation, attorneys' fees, and costs and expenses of any judgment arising out of their acts as Directors and Officers except if such acts constituted gross negligence or willful and wanton misconduct.

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