



EAST COAST ANTIQUE TRACTOR CLUB BY-LAWS



ARTICLE I: NAME

SECTION 1: The name of this organization shall be "East Coast Antique Tractor Club.

SECTION 2: The principal business office of this organization shall be at the James R. Rosencrantz Tractor Company, in Kensington, New Hampshire.

ARTICLE II - PURPOSE

SECTION 1: This organization shall have as its primary purpose, the preservation of such information, documents and artifacts as relate to the history of the human endeavor in the invention, development and use of farm tractors and related implements and/or equipment. We shall also endeavor to teach and educate present and future generations about the uses of these antique tractors, implements, and equipment, and to show them at work.

SECTION 2: While the primary emphasis shall be initially on farm tractors and related equipment at least thirty (30) years old, the interests of the club shall also include, but not be limited to: associated toys, books, pictures, articles, garden tractors, walk behinds etc.

SECTION 3: In furtherance of the aforesaid purpose, this organization may sell promotional materials, solicit, borrow, purchase or otherwise receive funds and other property, real, personal and mixed, and interests therein, by gift, transfer, loan, devise or bequest, and invest, reinvest, manage, administer, expand, return, sell, convey or otherwise apply such funds and other property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gifts, transfers, loans, device or bequest.

SECTION 4: No part of the income or principal of this organization shall inure to the benefit of or be distributed to any member, officer of this organization, or any other private individual, in the event of dissolution of this organization, all assets remaining after payment of all legal obligation shall be distributed by the officers or, upon application to the officers by a court of competent jurisdiction exclusively to an organization or organizations which would then qualify as exempt under the provisions of Section 501. (C) 3 of the Internal Revenue Code of 1954, as amended, but preferably to an organization or organizations qualified as aforesaid and possessing the capabilities required to further the implementation of the purpose of this organization, and aforesaid serving educational, literary, historical or charitable purposes.

SECTION 5: Notwithstanding any other provision of these Articles, the association shall not carry on any other activities not permitted to be carried on (a) by an association

exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an association, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

SECTION 6: Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III MEMBERSHIP

SECTION 1: Membership in this organization may be obtained on payment of dues by anyone who has based the legal age of majority eighteen (18) and who professes an interest in advancing the purposes stated in Article II.

SECTION 2: Membership of the head of a family shall include all membership rights for the member and the members spouse including voting rights. All other family members shall have all membership privileges except voting rights. Other family members includes those regularly residing in the members home except those family members who have passed the legal age of majority;. Those family members would require a separate membership.

ARTICLE IV DUES

SECTION 1: Dues shall be fifteen dollars (\$15.00) per family per annum and shall be effective for one calendar year beginning the first day of January.

ARTICLE V BOARD OF DIRECTORS

SECTION 1: The leadership of this organization shall consist of a President, Vice President, Second Vice President, Secretary, Treasurer, Historian.

SECTION 2: There shall be defined as seven (7) elected members in addition to the regular elected officers. There shall be three (3) elected on odd years, and four (4) elected on even years each director will be elected to a two (2) year term.

SECTION 3: Alternate Directors: The Board of Directors may appoint a maximum of two nominees to be "alternate members" of the Board of Directors. Alternate members will attend officer and director meetings to remain current with ongoing issues.

SECTION 4: Conflict of Interest: Any possible conflict of interest on the part of any member of the Board, officer or employee of the Corporation, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue before the Board. Where the transaction involving a board member, trustee or officer exceeds five hundred dollars (\$500) but is less than five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote of the disinterested directors is required. Where the transaction involved exceeds five

thousand dollars (\$5,000) in a fiscal year, then a two-thirds vote of the disinterested directors and publication in the required newspaper is required. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the actual vote itself. Every new member of the Board will be advised of this policy upon entering the duties of his or her office, and shall sign a statement acknowledging, understanding of and agreement to this policy. The Board will comply with all requirements of New Hampshire law in this area and the New Hampshire requirements are incorporated into and made a part of this policy statement.

ARTICLE VI QUORUM

SECTION 1: A quorum shall be defined as seven (7) or more elected officers plus ten percent (10 %) of the total membership.

SECTION 2: In the absence of a quorum, the board of directors may conduct any and all essential business as long as all are agreeable.

ARTICLE VII ELECTIONS AND TERMS OF OFFICE

SECTION 1: Regular elections shall be held in November of each year for the purpose of electing officers for the following calendar year. Nominations for elective officers shall be submitted at the October meeting and may also be made prior to elections at the November meeting.

SECTION 2: Ballots shall be preprinted prior to the elections of the officers at the November meeting. Ballots shall include names of those nominated as well as blank spaces for write-ins.

SECTION 3: The term of office for all officers shall be for a period of one (1) year. The office of President shall have a term limitation of three (3) consecutive years. A vacancy in any office shall be filled by the Board of Directors.

ARTICLE VIII MEETINGS

SECTION 1: Whenever possible, regular meetings shall be held on the second Wednesday of each month with the exceptions of August and December.

SECTION 2: Special meetings may be called to provide for any unforeseen or unusual situation if any two officers agree on the need.

SECTION 3: The Secretary shall notify the members by mail of meetings with a listing of the next three (3) meetings and their locations in the bimonthly newsletter. In the event of a special meeting of an urgent nature, other types of notification may be used.

ARTICLE IX DUTIES OF OFFICERS

SECTION 1: The President shall preside at all meetings, and shall perform such other as are usual to the office. He/She shall appoint such committees and delegations as may be necessary to carry on the activities of the organization and shall in each case be an ex-officio member thereof.

SECTION 2: The Vice President shall preside at meetings in the absence of the President. He/She shall endeavor to keep Himself/Herself advised of the status of the organization's activities to the extent that He/She could assume the office of President with a minimum of difficulty in the event of illness or disability of the president. He/ She shall be an ex-officio member of all committees.

SECTION 3: The Second Vice President shall preside at meetings in the absence of the President and Vice President. He/She shall endeavor to keep Himself/Herself advised of the status of the organization's activities to the extent that He/She could assume the office of President or Vice President with a minimum of difficulty in the event of illness or disability of the President or Vice President. He/She shall be an ex-officio member of all committees.

SECTION 4: The Secretary shall keep a complete and accurate record of all proceedings of the organization. He/She shall have possession of it's reports and records, conduct the office correspondence and report at meetings all such matters which may be of interest to the membership.

SECTION 5: The Treasurer shall issue notices of dues payable and be responsible for the collection thereof, keep complete financial records of the organization, disburse authorized funds, and shall report of the financial condition of the organization at each meeting.

SECTION 6: The Historian shall maintain a pictorial, scrapbook, or suitable filing system of the functions of the organization. He/She shall also keep all historical items that may relate to the history of human endeavor in the invention, development and use of farm tractors and related implements and/or equipment. Whichever system is adopted, commonality should be maintained as the office is passed from year to year.

ARTICLE IX A PAST PRESIDENTS

SECTION 1: Past Presidents may attend officers and directors meetings and are entitled to vote.

ARTICLE X COMMITTEES AND DELEGATIONS

SECTION 1: Committees or delegations may be appointed by the President or as a result of action voted by the organization. Each committee and/or delegation of more than one member shall elect a chairman who will report to the President when needed and to the organization at meetings.

ARTICLE XI RULES OF ORDER

SECTION 1: Whenever a procedural question arises during the conduct of a meeting, the principals and procedures set forth in Robert's Rules of order current addition shall prevail.

ARTICLE XII AMENDMENTS

SECTION 1: These by-laws may be amended by a two thirds (2/3) vote of the members present in good standing after said amendment has been tabled for one meeting.

ARTICLE XIII REMOVAL FROM OFFICE

SECTION 1: Any officer whose conduct in office is considered detrimental to the best interests of the organization and these actions have been confirmed by the board of directors, may be removed from office by a two thirds (2/3) vote of the membership in good standing present at any regular or special meeting provided a quorum of the membership is present.

ARTICLE XIV REMOVAL FROM MEMBERSHIP

SECTION 1: Any member who is three (3) months or more in arrears in payment of dues may be dropped from the membership.

SECTION 2: Any member whose conduct is considered detrimental to the best interests of the organization and these actions have been confirmed by the board of directors, may be dropped from the membership by a two thirds (2/3) vote of the membership in good standing at any meeting provided a quorum of the membership is present.

SECTION 3: Any member may be removed from membership at His/Her own request at any time by delivering a written and signed letter to the president.

ARTICLE XV INDEMNIFICATION RIGHT NOT EXCLUSIVE

SECTION 1: The right of indemnification provided by this article shall not exclude or affect any other rights to which any director, officer, trustee, employee or agent may be entitled. In addition, nothing in this article shall affect any rights to indemnification to which club personnel other than such directors, officers, trustees, employees or agents may be entitled by contract or otherwise under law.

ARTICLE XVI REVIEW OF B Y-LAWS

SECTION 1: The review of this organizations by-laws shall be set at a period not to exceed three (3) years. Should a need arise to add, modify, change or review said by-laws occur at lesser intervals the president, officers and board of directors along with an add-hoc committee shall review said by-laws and recommend changes as needed and bring said changes to the next scheduled general membership meeting.

*Printed as amended on February 8, 2012.