**OLYMPIC PENINSULA ANTIQUE TRACTOR *&* ENGINE ASSOCIATION**

**A NONPROFIT CORPORATION**

**BYLAWS**

**ARTICLE 1: PURPOSE**

To promote the collection, restoration, preservation, exhibition and enjoyment of antique tractors, engines, power machinery and any other antique machinery of historical value. Further, to promote the fellowship of those with common interests. The Olympic Peninsula Antique Tractor & Engine Association shall engage in providing demonstrations and education to the general public through events demonstrating the use and operation of antique farm machinery.

**ARTICLE II: NAME**

The name of the corporation shall be OLYMPIC PENINSULA ANTIQUE TRACTOR & ENGINE ASSOCIATION (OPAT&EA). The principal office of the corporation shall be in Washington State.

**ARTICLE III: MEMBERSHIP**

*Section 1. General Membership:* Any person or family interested in promoting the goals of the organization may become a member upon application andthe payment of annual membership dues. The membership period shall be January 1 to December 31 of each calendar year. Dues are considered past due after ninety (90) days of the due date. A member in good standing is defined as one whose dues and fees are paid current and follow all rules and regulations of (OPAT&EA).

*Section 2. Membership Dues:* All membership dues are payable to OPAT&EA. The Membership Chair shall be responsible for recording the membership application and remitting the payment to the Treasurer of the corporation. The Board of Directors of OPAT&EA will establish the membership levels and dues annually.

*Section 3. Voting:* Each adult over eighteen years of age in a member family shall be entitled to one vote each with a limit of two (2) voting members per family. One adult over eighteen years of age in a single membership shall be entitled to one (1) vote.

*Section 4. Violations, Disciplinary Procedures, Suspension and Expulsion of Members:* It is in the intent of these bylaws that most violations of guidelines and written policies will be resolved by the director or other employees working directly with members to correct violations within a reasonable period of time, given the nature of the particular violation(s), without initiating formal disciplinary procedures. Three or more directors may initiate disciplinary procedures leading to suspension or expulsion. A member may be suspended or expelled by the Board of Directors on the affirmative vote of two-thirds of all directors in office, after giving the member at least 15 days written notice by the first class or certified mail of the potential suspension or expulsion and the reason(s) for suspension or expulsion, and a opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the suspension or expulsion. Details of such proceedings are to be kept confidential, and the vote of the board is final.

*Section 5. Reinstatement:* Upon written request by the former member filed with the secretary and subject to disciplinary action under Article III, Section 4, the Board of Directors may, by affirmative vote of two-thirds of the entire Board, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

*Section 6. General Membership Meetings & Annual Meeting:* Monthly general membership meetings will normally be held on the third (3rd ) Wednesday evening of each month from January through November of each year. The meeting on the third Wednesday in October of each year shall be the annual meeting of members as required by RCW 24.03.075.

**ARTICLE IV: DIRECTORS AND OFFICERS**

*Section 1. General Powers:* The Board of Directors shall manage the affairs of the OPAT&EA. The Directors must be at least eighteen years of age. The Board of Directors shall consist of President, Vice-President, Secretary, Treasurer and eight (8) additional Directors. The Board of Directors shall hold an annual meeting of members and may in its discretion call for a special meeting of members as necessary.

*Section 2. Elections and Terms of Directors:* At the expiration of the President’s terms and if they are willing to serve, the President shall automatically be appointed to the Board of Directors as a Director for an additional two (2) year term. The President shall express whether or not they are willing to serve prior to the election at the annual meeting. The appointed Director shall also be eligible to again run for any Officer position at the annual meeting.

*Section 3.* The Officers and Directors shall be elected by the general members in good standing of OPAT&EA for two (2) year terms at the annual meeting of members in October in odd
numbered years. A majority of the membership voting shall berequired to elect each Officer and Board member by secret ballot. Ballots shall be collected, counted, and communicated to the membership by the Nominations and Elections Committee. Notification of the time and place of the election meeting, annual meetings or any special meeting of the members shall be communicated by means of mail, electronic, telephone, and/or personal communication not less than ten (10) days or more than fifty (50) days prior to the meeting. Notice of the annual meeting shall also be given in the regularly published newsletter of OPAT&EA.

*Section 4.* Nomination for the members of the Board may come from either a nominating committee or from the floor. In case the nominating committee or floor fails to produce candidates for any Director's position, the voting shall be declared void and the present Directors shall succeed themselves if they so desire.

*Section 5. Vacancies:* Whenever a vacancy occurs in the Board of Directors, other than from expiration of a term of office, the remaining Directors may select a replacement to serve until the next election.

*Section 6. Regular Board Meetings:* The regular meetings of the Board of Directors shall be held at such time and place as the Board may determine. Notification of the regular meetings shall be mailed to each Director via regular mail or electronic mail. Such notice shall be published in the monthly newsletter.

*Section 7. Special Board Meetings:* A special meeting of the Board of directors shall be held whenever called by the President or two Directors. Notification of special meetings shall be mailed to each director. Such notice shall be given at least 3 days before a special meeting. Electronic notification or telephone notification may also be used. Special meetings of the members may be called by the president or by the board of directors. Other officers or persons may also call special meetings of the members or number or proportion of members as provided in the articles of incorporation or the bylaws. In the absence of a provision fixing the number or proportion of members entitled to call a meeting, a special meeting of members may be called by members having one-twentieth (1/20) of the votes entitled to be cast at the meeting.

*Section 8. Quorum and Action:* A quorum at Board meetings shall be seven (7) members of the Board of Directors. If the quorum is present, action is taken by a majority vote of directors present. Where the law requires a majority vote of directors in office to establish committees that exercise Board functions, to amend the Articles of Incorporation, to sell assets not in the regular course of business, to merge, to dissolve, or for other matters, such action is taken by the majority as required by law.

*Section 9. Compensation:* Directors shall serve without compensation. Any compensation for expenses shall be approved at the discretion of the majority of the Board.

*Section 8. Informal Action by Directors:* Any action that may be taken at a meeting of Directors may be taken without a meeting if consent in writing, setting forth the action shall be signed by all the directors.

*Section 10. Removal:* Any member of the Board of Directors may be removed by two-thirds vote of the membership voting at a special or regular membership meeting. Any member may initiate a vote to remove, but such vote may be taken only after the membership of the corporation has had at least 10 days notice and not more than 50 days written notice of the member's intention to initiate a vote to remove. The duty of notification shall rest upon the member or members seeking the vote to remove.

**ARTICLE V: DUTIES OF THE BOARD OF DIRECTORS**

*Section 1. Management of Business:* The Board of Directors shall have general supervision and control of affairs of the corporation and shall make all rules, regulations and code of conduct not inconsistent with the laws of the State of Washington or with these bylaws for the management of business and guidance of the members and employees of the corporation. This shall include obtaining bonds and insurance as needed, forming contracts and conducting the appropriate business activities. The Board of Directors shall have the authority to promulgate market guidelines and other policies to regulate the activities of members that the corporation conducts. The Board of Directors shall require proper records to be kept of all business transactions.

*Section 2. Employees:* The Board shall have the power to employ or to authorize the employment of such employees or to contract for services as may be deemed necessary and to fix their compensation at a fair market or reasonable amount for the services rendered. Employees will be barred from sitting on the Board of Directors. They will serve at the pleasure of the Board and for due cause be removed by a majority of the Board. The responsibilities and powers of all positions will be delineated in position descriptions approved by the Board.

*Section 3. Audits:* From time to time at least once a year the Board of Directors shall review the financial records of OPAT&EA The Treasurer shall deliver a written statement on the financial affairs. At least once a year the Board of Directors may secure the services of a competent and disinterested public accountant to perform an audit.

**ARTICLE VI: DUTIES OF OFFICERS**

The officers of OPAT&EA shall consist of a President, Vice-President, Secretary, and Treasurer. They shall be regular members of OPAT&EA in good standing. They shall be elected biannually by the general membership and shall serve until their successors are elected.

*Section 1.* The President shall preside, maintain order, and enforce the rules of OPAT&EA at all regular meetings, special meetings, and board meetings. The President shall be an ex-officio member on all committees. The President shall not vote on motions except in the case of a tie when the President shall have deciding vote. The President, however, may vote at elections.

*Section 2.* The Vice-President shall assume the duties of the President in the absence or disability of the President. The Vice-President will serve as the chairperson of the finance committee. As such, the Vice-President will exercise financial oversight of OPAT&EA. The Vice-President shall ensure that the checking and savings accounts are balanced quarterly. The Vice-President shall oversee the preparation the annual proposed budget for the upcoming year.

*Section 3.* The Secretary shall keep an accurate record of the transactions of all general meetings, special meetings, and board meetings and shall carry on the correspondence of OPAT&EA. In the absence of the President and Vice-President the Secretary shall conduct the meetings. The Secretary shall present the minutes of the last meeting at the current meeting and shall present a synopsis of the minutes of the last Board meeting as appropriate.

*Section 4.* The Treasurer shall be the custodian of all general moneys and assests of OPAT&EA. General moneys are defined as all money including committee budgeted moneys. The Treasurer shall pay all authorized general bill against OPAT&EA, keep an accurate and complete account of all receipts and expenditures during their term of office. The Treasurer shall assist in maintaining a list of club members and their status and shall be a member of the Membership Committee. The Treasurer shall prepare the annual income tax statements as required. The Treasurer shall co-sign and issue all checks and disbursements co-signed by the President or Secretary. The Treasurer shall give a financial report to the membership at each general membership meeting and each board meeting. The Treasurer shall submit the monthly report on a form approved by the Board. The Treasurer shall submit the records to the Board yearly for audit in November. The Treasurer shall transmit to his/her successor in office all funds and property of OPAT&EA in the Treasurer's possession.

**Article VII – Committees**

The standing committees of OPAT&EA shall include but not be limited to the following as determined by the Board of Directors: Membership, Finance, Event/Show, Nominations/Elections, Newsletter, Bylaws, and Education.

*Section 1.* The President shall appoint the chairperson for each standing committee in January of each year.

*Section 2.* The Membership committee shall be responsible for promoting membership in OPAT&EA and shall maintain an accurate list of members and their status. The Secretary and Treasurer shall assist the Membership Chairperson in keeping track of current memberships, dues up to date, eligible voters, etc.

*Section 3.* The Finance committee shall prepare an annual budget for the upcoming year and submit it to the Executive Board in the October board meeting. The budget shall be presented to and discussed by the membership at the next general meeting and published in the following newsletter. The Executive Board shall revise the budget, if required, and final budget approval shall be voted at the general meeting following publication (November).

*Section 4.* The Event/Show committee shall be responsible for planning and directing all shows sponsored by OPAT&EA. This committee is responsible for all logistics such as coordinating with appropriate officials in charge of the event, safety of participants, proper insurance has been obtained and in general in charge ensuring safe operations of OPAT&EA participation.

*Section 5.* The Nominations/Elections committee shall be responsible for soliciting the candidates for Officers and Board positions from members in good standing of OPAT&EA. They shall also be responsible for preparing, collecting, counting the ballots, and reporting the results to the membership.

*Section 6.* The Newsletter committee shall be responsible for preparing and dispersing the monthly newsletter.

*Section 7.* The Bylaws committee shall be responsible for reviewing the bylaws of OPAT&EA annually or as deemed fit by the Board of Directors and proposed and changes to the bylaws.

*Section 8.* The Education committee shall be responsible for providing information, education, and demonstrations to the membership and general public in the safe use and operation of antique farm machinery.

*Section 9.* All committee chairpersons are encouraged to attend the board meetings as non-voting members to provide reports as required. Additionally, requests for moneys by the various chairpersons for the betterment of OPAT&EA may be entertained at either board or general meeting.

**Article VIII - Order of Business**

OPAT&EA may use Robert's Rules of Order as a guide to conduct club meetings. The approved bylaws are the primary direction and guide to officiate club business.

**ARTICLE IX - DISPOSITION OF ASSETS UPON DISSOLUTION**

In the event of the dissolution of this Association or in the event it shall cease to carry out the objectives and purposes herein set forth all the business, property and assets of the Association shall be distributed to a nonprofit charitable corporation as may be selected by the Board of Directors of the Association. This distribution shall be made only after all debts of the Association shall have been satisfied. In no event shall any of the assets or property of the association be distributed to members either for the reimbursement of any sum subscribed, donated or contributed by such members for any other such purpose.

**ARTICLE X - AMENDMENTS TO BYLAWS**

These bylaws may be amended by two-thirds vote of the Board of Directors where a quorum is present. Notice of a meeting for amendment must be given to all board members in writing at least fourteen (14) days in advance.

BYLAWS ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_, 2019.

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 Secretary, OPAT&EA Treasurer, OPAT&EA

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