

BY-LAWS – updated March 2018

Carroll County Antique Tractor & Machinery Club, Inc.

Carroll County, Indiana

Section 1. PURPOSE

- A. Purpose – It shall be the purpose of this non-competitive corporation to preserve and exhibit, for educational and historical purposes, old styled power and steam machinery, automobiles, hobby engines, and antiques.
- B. The membership of the association shall be issued without par value.

Section 2. CERTIFICATES OF MEMBERSHIP

- A. All memberships shall be signed by an officer.
- B. All members of the association shall be entered in the records of the association as they are issued. They shall exhibit the holders name and the date of membership. Membership is to be for one year ending with the calendar year. All dues due by end of February meeting of new year.
- C. No officer or member shall use the corporation or its membership for personal gain or profit; however, this does not prohibit a reasonable compensation (upon vote of the Board) to members for services rendered.
- D. All members in good standing shall have the right to vote, hold office, and serve on committees.

Section 3. MEETINGS

- A. All meetings of the members shall be held at such place or places in Indiana as shall be fixed upon from time to time by the Board of Directors.
- B. The annual meeting of the members shall be before the end of each calendar year.
- C. Notice of the annual meeting shall be given to each member personally, by telephone, by post, or by e-mail and website.
- D. Special meetings of the members for any purpose or called by the president and the secretary at the request in writing of a majority of the Board of Directors. Such request shall state the purpose of the proposed meeting.
- E. Notice of a special meeting of the members stating the place, day, hour, and object thereof, shall be given at least ten (10) days before such meeting to each member on the membership list by personal contact, by telephone, by post, or by e-mail.

Section 4. DIRECTORS

- A. The property and business of the corporation shall be managed by its Board of Directors, consisting of nine (9) directors, elected by the members.
- B. The directors may hold their meetings, and have one (1) or more offices and keep the records of the corporation at such place or places as they may, from time to time, determine provided the same shall not be in violation of the laws of the State of Indiana
- C. Without prejudice to the general powers conferred by the State of Indiana, it is hereby expressly declared that the Board of Directors shall have the following powers:
 - 1. From time to time to make and change the rules and regulations, not inconsistent with these By-Laws, for the management of the corporation's business and affairs.
 - 2. At their discretion to pay for any property or rights acquired by the corporation, either wholly or partly in stocks, bonds, debentures, or other securities of the corporation.
 - 3. To appoint and, at their discretion, remove or suspend such subordinate officers, agents, or servants permanently or temporarily as they deem fit, and to determine their duties.
 - 4. To appoint any person or member to accept and hold, in trust for the corporation, or in which it is interested, or for any other purpose, and to execute and do all such duties and things as may be requisite in relation to any such trust.
 - 5. Checks issued, bills and receipts and entertainment contracts are to be approved by the Board and signed by President and Treasurer. Other instruments, notes, acceptances, endorsements, releases, deeds, are to be signed by a majority of the Board of Directors.
 - 6. To delegate any of the powers of the Board of Directors in the course of current business of the corporation to any standing or special committee, or to any officers, or agents, or to appoint any person to be the agent of the corporation with such powers, (including the power to sub delegate) and upon such terms as they think fit.
- D. Regular annual meetings of the Board of Directors shall be held without notice immediately following the annual meeting of the members or before the next regular member meeting.
- E. At all meetings of the Board of Directors – five (5) out of the nine (9) directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and no act of the directors shall be valid or binding

upon the corporation unless passed by the affirmative vote of a majority or those directors in attendance.

- F. Special meeting of the directors may be called by the President on three (3) days notice to each director either personally, by telephone, by post, or by e-mail. Special meeting shall be called by the president on like notice on a written request of five (5) directors.
- G. Directors, as such, shall not receive any stated salary for their services.
- H. The directors, by a majority vote, may at any regular or at any special meeting, alter, amend or repeal these by-laws or any of them, if notice of such purpose by set forth in the notice of the meeting, and a majority vote of the membership is necessary to confirm them.
- I. The members of the Board of Directors shall serve a term of three (3) years.
- J. The membership will elect three (3) directors per year with a minimum of four (4) nominees.

Section 5. OFFICERS

- A. The officers of the corporation shall be a President, Vice-President, Secretary, and Treasurer.
- B. The Board of Directors at its annual meeting, after each annual members meeting, shall elect a President, Vice-President, Secretary, and Treasurer. All directors must be members, and all officers must be directors.
- C. The officers of the corporation shall hold office for one (1) Year and until their successors are chosen and qualify in their stead.
- D. The President shall be the chief executive officer of the corporation. He shall preside at all meetings of the members and directors; he shall have general and active management of the business of the corporation; he shall see that all orders and resolutions of the Board of Directors are carried into effect; he shall also work in close relationship with the Carroll Co. Fair Board, Town of Flora, and the Burlington Community Club or any other place a show is to take place. Subject, however, to the right of the directors to delegate any specific power except such as may be by statute exclusively conferred on the President, to any other officer or officers of the corporation; he shall execute contracts requiring a seal, under the seal of association; he shall sign certificates of stock; he shall be ex-officio a member of all standing committees and shall have the general powers of supervision and management usually vested in the office of President of a corporation. The President shall appoint a nomination committee consisting of three (3) members, to nominate members to fill the vacancies of the Board of Directors.

Section 6. EXCULPATARY CLAUSE

- A. No officer, board member, or any other agent of the corporation shall be liable to any other club, organization, guest, or individual corporation member for any acts or omissions when such officers, board members, or agents are acting on behalf of the corporation. Acceptance of corporation membership under the terms of these by-laws shall constitute an acceptance of this waiver of liability.
- B. No officer, agent, or representative of the corporation shall be liable for any debt of the corporation or for any judgement or claim entered against the corporation.

Section 7. MEMORIALS

- A. Contributions from the corporation may be made up to one hundred dollars (\$100) for charter members. Contributions may be made up to fifty dollars (\$50) for members and immediate family.

Section 8. SCHOLARSHIPS

- A. Recipient must be a member or a relative thereof and must be attending an accredited college or trade school.
- B. Recipient will be selected by Board of Directors.
- C. Scholarship will total two hundred dollars (\$200) in addition to fifty percent (50%) of Christmas auction proceeds of the previous year with a minimum of two hundred dollars (\$200).
- D. Scholarship is to be presented at the county fair carry-in dinner.

Section 9. WALL OF FAME

- A. Nominations to be taken in September, October, and November meetings (two (2) nominees preferred). Voting is to take place at November meeting by members.
- B. Nominee must be paid member for five consecutive years

Section 10. DISSOLUTION

A. In the event of the dissolution of this corporation, or in the event it shall cease to carry out its objects and purpose, and after payment of all corporation obligations and indebtedness and assets of the corporation shall go and be distributed to such non-profit charitable club or clubs as may be selected by the Board of Directors of this corporation. In no event shall any of the assets or property in the event of dissolution go or be distributed to members. All assets are to be auctioned off; the directors will decide how and where this will happen. It being the intent in the event of dissolution that the assets be divided among the following:

1. American Red Cross
2. American Cancer Society
3. American Heart Association
4. Burlington Community Club