

Bylaws of Power from the Past Association

EDGE&TA Branch 240

Revision Adopted on May 17, 2008

Second revision adopted May 2013

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Article I. Office

- 1.01 The principle office for the transaction of the activities and affairs of the Power From The Past Association, henceforth known as the Association, is located in Tucson, Arizona. The Board of Directors may change the principle office from one location to another.

Article II. Purposes and Dissolution

- 2.01 The Association is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Benefit Corporation Law for public purpose.
- 2.02 Within the context of the general purposes stated above, this Association shall promote the collection, restoration, preservation, exhibition, and research of engines, tractors, power-driven machinery, or replicas, thereof, and any other historical equipment, and as a nonprofit public benefit corporation under the laws of Arizona.
- 2.03 If the majority, of our membership, desire that we dissolve the Association, the Board of Directors will implement such action.
- 2.04 Upon the dissolution of the Association, all assets, after those on loan be returned and debts paid, will be distributed to a 501(c) (3) antique engine and tractor organization, as required by 501(c) (3) regulations.

Article III. Membership

- 3.01 An applicant shall be admitted to membership in the Association by completing an application, paying annual dues, and agreeing to the regulations as set forth in the Bylaws and guidelines of said Association.
- 3.02 General membership shall entitle the member and the member's spouse to one vote, each. Children of members, under the age of 18, are included in the membership. Voters must have attained the age of 18 or more. Members must be present to vote. No member shall be permitted to vote by absentee ballot or proxy.
- 3.03 Any member who does not comply with the rules and conditions of membership established by the Board of Directors, may be removed from membership by a majority vote of the Board of Directors.
- 3.04 The Roster of Member addresses is to be used only for communication of the Association. It is not to be used for solicitation by either its members or others.
- 3.05 All members operating Tractors, Engine and/or motorized equipment must have current EDGE&TA membership

Article IV. Dues

- 4.01 The Board of Directors shall set the amount for the annual dues.
- 4.02 All dues are payable by February 1.
- 4.03 When any member is in default in the payment of dues, after Feb. 28th, his/her membership shall expire.

Article V. Meeting of Members

- 5.01 The Annual Meeting of the members shall be held in May, for the purpose of electing directors, receiving reports from the committee chairpersons, and for the transactions of any business of the Association, as may come before the meeting.
- 5.02 Combination business and social meetings shall be called at the discretion of the Board of Directors.
- 5.03 The Board of Directors may designate any place within southeastern Arizona as the place of meeting, for any regular or special meeting.
- 5.04 Special meetings may be called by the President, the Board of Directors, or by at least fifteen (15) members who have voting rights. Special meetings are called to address specific business that requires vote of the membership. Special meetings must be open to all members.
- 5.05 Written or printed notice stating the place, day, and hour of any meeting of the members shall be delivered, personally, by e-mail, by postal mail, or printed in the Newsletter, at least seven (7) days before the date of such meeting.
- 5.06 Membership meetings, those present at a duly announced meeting shall constitute a quorum. Board Vote requires simple majority present.
- 5.07 All Board and Special meetings are open to the membership. Committee meetings can be closed.

Article VI. Elections of the Board of Directors

- 6.01 The Board of Directors shall be comprised of seven members. The offices of Board members are President, Vice President, Secretary, Treasurer and Safety Director. Assignments may be given to the other two Board members on a seven member Board. In the event that there are not seven members available for the Board of Directors, then the Board shall become a five member Board.
- 6.02 The President, and the President only, will be directly voted-in by all members at the Annual Meeting, with a secret ballot during the general election and will begin a two-year term, two consecutive term limits. General Board members and Association members can challenge and run for the presidency in any election that the presidency's two-year term ends and be placed on the ballot, even in the case of a Board member's term end does not coincide with the President's term.

- 6.03 All other elected Board members will be assigned a position by the new general elected Board at the first Board meeting following the Annual Meeting. All current board members can choose to remain in their current position if it does not exceed term limits.
- 6.04 Board members shall be elected by secret ballot at the Annual Meeting. Their term is for two years. The yearly election shall be staggered. Two Board members being elected one year and three the next year. (Add one to each election if a seven member Board is in place.) Any voter may serve as a director, but only one member of a household may serve on the same Board of Directors.
- 6.05 A board member who resigns from their duties before their term expires will be removed from the Board and ineligible to hold a board seat for a period of four years from the ~~registration~~ date of resignation.
- 6.06 The President shall be limited to two consecutive terms, but the others may serve more consecutive terms, if re-elected. There must be a lapse of at least one year, before a past President can serve again.
- 6.07 Board member may suspend their assignment, if required, for personal reasons with board approval.

Article VII. Board of Directors

- 7.01 The affairs of the Association shall be managed by the Board of Directors.
- 7.02 Regular Board meetings shall be held monthly, or as needed, to conduct business.
- 7.02a Video Conferencing may be used during a government-imposed shut down.
- 7.03 The Board can appoint a member to fill a voided position until the next election.
- 7.04 The Board of Directors shall not be personally liable for the debts, liabilities, or obligations of the Association.

Article VIII. Duties of the Board of Directors and Committee Chairpersons

- 8.01 The Board shall appoint chairpersons who will contribute to the purposes of this Association. The Board will review the chairpersons' appointments, as needed, and publish these appointments in the newsletter.
- 8.02 The President shall be the principle executive officer of the association and shall, in general, supervise all of the business affairs of the association. He/She shall preside at all meetings of the members of the Board of Directors. He/She may sign, with the Secretary or Treasurer, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed. He/She shall be responsible for the implementation of all events sponsored by the Association.
- 8.03 The Vice President shall assist in any task designated by the President. The Vice President is responsible for arranging "Certificate of Insurance" for all events

- 8.04 The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in a book provided for that purpose, and see that all notices are duly given in accordance with the provision of the bylaws. The Secretary shall keep a master copy of the Association's inventory.
- 8.05 The Treasurer shall have charge and custody of and be responsible for all the funds and securities of the association, receive and give receipts for monies due and payable to the Association, and deposit such monies in the name of the Association in such banks, trust companies, or other depositories as shall be assigned by the Board of Directors. The Treasurer's records shall be reviewed, in April, of each year, by a committee appointed by the Board of Directors. The Treasurer shall prepare a report to the Arizona Corporation Commission and IRS for purposes of the 501 (c) (3).
- 8.06 The Safety Director shall be responsible for the safe conduct of all Association events.
- 8.07 He/She shall publicize and update, as necessary, the EDGE&TA safety guidelines, and see that each member participating in an event knows and is complying with those guidelines. He/She shall be responsible to selecting safety equipment to be purchased for the association and be solely responsible for the proper functioning of said equipment. He/She shall see that the association is properly indemnified from liability at all association sanctioned events. He/She may appoint a Tractor and/or Engine Chairpersons.
- 8.08 The Safety Director shall be the final authority in implementing the guidelines of his charge, but the Safety Director's decision may be appealed to the Board of Directors.
- 8.09 All assigned Chairpersons shall follow the job descriptions and responsibilities that are defined in the 'Job Descriptions for Power from the Past Association' document.
- 8.10 Chairpersons can be any member at large.

Article IX. Miscellaneous

- 9.01 All books and records of the Association may be inspected by any member, at any reasonable time.
- 9.02 The Board of Directors shall enlist the help of the members in selecting capable members to serve on committees. Special committees shall be comprised equally of Board members and Regular members, whenever possible, as membership involvement is crucial.
- 9.03 All directors and committee chairpersons shall give a report of their year's activities at the Annual Meeting.
- 9.04 Purchasing replacement items of one thousand dollars (\$1,000) or less, or new assets of five hundred dollars (\$500) or less, must have the approval of a majority of the Board of Directors. Purchasing replacement items of over one thousand dollars (\$1,000) or new assets over five hundred dollars (\$500), must have the approval, beforehand, by the members at a monthly meeting or a special called meeting.
- 9.05 If any board member exceeds the purchasing limits set in 9.04 He/she shall be responsible for reimbursing the club for the cost incurred and removed from the Board.

Article X. Amendments

10.01 These bylaws may be changed or amended by a two-thirds vote of the voting members present at the Annual Meeting. The proposed amendments shall be in accordance with the Constitution and must be made available to the voters, at least three weeks before the Annual Meeting.