

By-Laws of The Maine Antique Tractor Club, Inc.

(Revised as of February ___ 2010)

ARTICLE I: Name

Section 1: The name of the Corporation shall be the **Maine Antique Tractor Club, Inc.**

Section 2: The principle business office of the Corporation shall be in the home of the duly-elected Secretary.

ARTICLE II: Purpose

Section 1: The Corporation shall have as its' primary purpose, the preservation of such information, documents, and artifacts as relate to the history of human endeavor in the invention, development, and use of farm tractors and related implements and/or equipment. The corporation shall also endeavor to educate present and future generations about the uses of the antique tractors, implements, and equipment and to show them at work. While the primary emphasis shall be initially on farm tractors and related equipment at least thirty years old, the interests of the corporation shall also include, but not be limited to: associated toys, books, pictures, articles, garden tractors, walk-behinds, and the like.

Section 2: In the furtherance of the aforesaid purpose, the Corporation may solicit, borrow, purchase, or otherwise receive fund and other property, real, personal, and mixed, and interests therein, by gift, transfer, loan, devise, or bequest, and invest, reinvest, hold, 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, devise, or bequest.

Section 3: Generally, the Corporation's purpose is to exist as a non-stock and non-profit Corporation and to undertake and engage in, transact and carry on, any and all business and activities that may be lawfully carried on by corporations organized and existing under Title 13-B of the Maine Revised Statutes and acts amendatory thereto.

Section 4: The Corporation is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to Corporations that qualify as exempt Corporations under section 501(c)(3) of the Internal Revenue Codes of 1954 and 1986 as amended (or the corresponding provisions of any future internal revenue laws of the United States).

ARTICLE III: Membership

Section 1: Membership in the Corporation may be obtained on payment of dues by anyone who has passed the legal age of majority (18 y.o.) and who professes an interest in advancing the purposes stated in Article II.

Section 2: Membership of the head of a family (the Member) shall provide full membership rights for the Member and the Member's spouse or domestic partner, including voting rights. There shall be only one vote per adult family or household member. All other family or household members shall have all membership privileges, except voting rights. The term "other family or household members" shall include those people regularly residing in the Member's home, except those Members who have passed the legal age of majority. Anyone other than a spouse or domestic partner shall require a separate membership.

Section 3: The Board of Directors shall have the authority to name Complimentary Members. Complimentary Members shall not have the right to vote, are not required to pay annual dues, and may not serve as an Officer or Director. Complimentary memberships may be renewed on a yearly basis at the discretion of the Board of Directors.

ARTICLE IV: Removal From Membership

Section 1: All annual dues are due and payable as of January 1st of any given year. Any Member who is more than two months in arrears in payment of dues will be dropped from the membership roles. Reminders of outstanding dues obligations will appear in the January newsletter. Anyone with unpaid dues on March 1st will be dropped from the membership roles.

Section 2: Any member whose conduct is considered detrimental to the best interests of the Corporation will be dropped from membership on an affirmative two-thirds majority vote of the Members in good standing at any meeting; provided a quorum of Members are present and at least 30 days notice has been given to said Member.

Section 3: Any Member will be removed from membership at any time at his/her request.

ARTICLE V: Dues

Section 1: Dues shall be \$20.00 per Member per annum and shall be effective for one calendar year beginning January 1, 2010.

Section 2: Sponsors are dealerships and other business entities who wish to be members. Dues for sponsors shall be \$30.00 per annum and shall be effective for one calendar year beginning January 1st of any year. Sponsors shall have the same rights and privileges as those accorded Members including, for the principal owners of the business, the right among family and household member, to vote.

ARTICLE VI: Officers & Directors

Section 1: The Officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer.

Section 2: In addition to the four regularly elected Officers, there shall be a Board of Directors of five (5) members which shall consist of four Directors directly elected from the membership by the Members at the annual meeting, but of which only one position shall be elected in any given year for staggered terms of four years each. The fifth and final position shall in every year be filled by the most immediate past President who shall sit on the Board of Directors until replaced by the next outgoing President.

Section 3: On the occurrence of a vacancy among the Officers or Directors, the remaining Directors may appoint an interim replacement to serve until such time as an election can be held, or until the next following general election as they shall determine in their own discretion.

ARTICLE VII: Duties of Officers & Directors

Section 1: The President shall preside at all meetings and shall perform such other duties 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 corporation 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 Corporation's activities to the extent that he/she can assume the office of the President with a minimum of difficulty in the event of illness or disability in the event of illness or disability of the President. He/she shall be an ex-officio member of all committees.

Section 3: The Secretary shall keep a complete and accurate record of all proceedings of the corporation. The Secretary shall issue membership cards upon receipt of payment of dues. He/she shall have possession of all corporate reports and records, shall conduct all correspondence, and shall report at all meetings on matters which may be of interest to the membership.

Section 4: The Treasurer shall be responsible for recording the receipt of all proceeds from corporate activities including the receipt of dues and shall keep complete financial records of the Corporation, disburse funds as authorized and shall report the financial condition of the Corporation at each meeting.

Section 5: The Board of Directors will oversee and review the well-being and the general business of the Corporation. Duties shall include, but not be restricted to, the following: review of all finances, authorizing contracts, mediating and settling disputes, assisting the officers in making emergency decisions to the extent possible.

Section 6: Any Officer whose conduct in office is considered detrimental to the best interests of the Corporation may be removed from office on an affirmative two-thirds majority vote of the Members in good standing at any meeting; provided a quorum of Members are present and at least 30 days notice has been given to said Officer.

ARTICLE VIII: Quorum

Section 1: A quorum for any meeting of the Members shall be defined as two elected officers plus twenty members in good standing.

Section 2: A quorum for the Board of Directors shall be three Directors.

ARTICLE IX: Meetings

Section 1: The annual meeting of the Members for the election of Officers and Directors for the next calendar year, and for other purposes shall take place in December at a time and place to be set by the Officers.

Section 2: Regular monthly meetings of the Officers and Directors shall be held on the first Sunday of each month except as the Secretary, at the direction of the President shall otherwise give notice to the Officers and Directors

Section 3: There will be no meeting in July, unless a majority of all Officers, Directors and Members at the June meeting vote to have one.

Section 4: Nominations for elective office shall be submitted at the November meeting and may also be made immediately prior to the elections at the December meeting. An absentee ballot may be requested from the Secretary but must be returned to the Secretary prior to the start of the voting process.

ARTICLE X: Committees and Delegations

Section 1: Committees or delegations may be appointed by the President or as a result of action taken by the Corporation. Each committee and/or delegation shall elect a chair who will report to the President when needed and to the membership as a whole at meetings.

Section 2: Committee terms shall be limited to one year or until the committee's function or task is completed. The President may re-establish any committee and reappoint all members of the committee if its work shall require more than one year. The President may also dismiss any or all committee members for any reason without cause.

ARTICLE XI: Rules of Order

Section 1: Whenever a procedural question arises during the conduct of a meeting that is not covered in the Corporate By-Laws, the principles and procedures set forth in Robert's Rules of Order shall prevail.

ARTICLE XII: Reconsideration of a Vote

Section 1: A matter or motion may be brought back for reconsideration at the same meeting by any member in good standing who previously voted on the prevailing side.

Section 2: A matter or motion may be brought back for reconsideration at the next meeting by any member in good standing who previously voted on the prevailing side as long as both of the following conditions are met:

- No action on the vote has been taken; significant new information has been developed or another significant change has developed.

ARTICLE XIII: Amendments

Section 1: These By-Laws may be amended only after 30 days notice to the Members and only by a two-thirds vote of those present and in good standing at either an annual meeting, or at a regularly scheduled monthly meeting called for that purpose. Proposed amendments must be presented at the meeting immediately prior to the meeting at which voting shall take place.

Section 2: All votes on amendments and/or rule changes shall be by paper or absentee ballot at the meeting.

ARTICLE XIV: Distribution of Assets

(During Existence of the Corporation and on its Dissolution)

Section 1: No part of the net earnings, income or profits of the Corporation shall ever be divided among the members or inure to the benefit of any private individual, or be used or appropriated for other than charitable, or educational purposes; and no part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Section 2: Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, (or the corresponding provision of any future United States Internal Revenue Law) and which shall also qualify as a charitable, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, and which shall have such purposes as are as closely similar to the purposes of this Corporation as is possible.

Adopted : February ____, 2010

Attest: A True Copy this ___ day of _____, 2010

Harriet V. Spencer

- Secretary

ARTICLE VII: INSURANCE

Section 1: Members of the Corporation shall obtain insurance sanctioned by the **Maine Antique Tractor Club** prior to operating any mechanical equipment, including but not limited to, all tractors and tractor-related mechanical equipment at any Corporational/Corporational-sponsored functions and events.

Section 2: Members will be required to follow the requirements pursuant to the insurance policy.