**ARTICLE I: PURPOSE**

 To promote the collection, restoration, preservation, exhibition and enjoyment of antique tractors, engines, power machinery and any other antique machinery of historical value, and 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**

*III Sect 1: General Membership:* Any person or family interested in promoting the goals of the organization may become a member upon application and the 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 (January 1). New members may apply for membership any time of the year, but membership expiration still expires on December 31. In addition to dues and fees each member is expected to support the goals/purpose of the organization including serving in an administrative position to the best of their abilities. A member in good standing is defined as one whose dues and fees are paid current and follows all rules and regulations of OPAT&EA. A family membership is defined as two (2) adult members and all children under the age of eighteen (18).

*III Sect 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, dues and fees annually for the upcoming year, normally in the fall time frame, and Board members memberships shall be up to date.

*III Sect 3: Voting:* Each adult over eighteen years of age in a member family unit shall be entitled to one vote each with a limit of two (2) voting members per family. One adult over eighteen (18) years of age in a single membership shall be entitled to one (1) vote.

*III Sect 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 Board of Directors working directly with the member(s) 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 first class or certified mail of the potential suspension or expulsion and the reason for such action(s). An opportunity for the member(s) to be heard by the Board, orally or in writing, not less than five (5) days before the effective date of the suspension or expulsion. Details of such proceedings are normally to be kept confidential and the vote of the Board is final.

*III Sect 5: Reinstatement:* Upon written request by the former member(s) filed with the Secretary and subject disciplinary action under Article III *Sect* 4, the Board of Directors may, by affirmative vote of two-thirds of all Directors in office, reinstate such former member(s) to membership upon such terms as the Board of Directors may deem appropriate.

*III Sect 6: General Membership Meetings and Annual Meetings:* General membership meetings will normally be held during the 3rd week of January through November. The location and date of the next meeting shall be decided upon before adjourning each meeting. The exact date, time and location may vary depending on the desires of the membership. December is not normally a meeting month. The October meeting is normally the annual meeting in accordance with RCW 24.06.100. The November meeting is normally reserved for the election of officers and Board members and establishing next year’s dues and fees.

*III Sect 7: Asset Loaning and Classified Ad requirements:* Loaning of Club equipment shall be for members only and in support of a club function or another club’s function. Written request shall be submitted by the member or club to the Board for approval. An annual inventory should be done and the compiled additions/deletions be given to the club Treasurer, in written form.

Classified Ads for Non-members shall pay for listing in one newsletter. Classified ads in the Club Newsletter shall be free for members and for non-members there shall be a charge to be determined by the Board annually. Classified Ads on the Website and Facebook page shall be free and posted for one month intervals.

**ARTICLE IV: DIRECTORS AND OFFICERS**

*IV Sect 1: General Powers:* The Board of Directors shall manage the affairs of the OPAT&EA. The Directorsmust be at least eighteen years of age. The Board of Directors shall consist of President, Vice-President, Secretary, Treasurer and four (4) 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

*IV Sect 2: Elections and Terms of Directors:* At the expiration of the President’s term and if he/she is 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 he/she is willing to serve prior to the election at the annual meeting. The appointed Director shall also be eligible to again run for any other Officer position at the annual meeting. If the ex-President declines to serve as a Director, another elected candidate may fill that position.

 *IV Sect 3:* *Officers and Directors;* 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 November 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.

 *IV Sect 4: Nominations:* Nominations for the officers and members of the Board may come from either the Nominating Committee or from the floor including the Election Day meeting. In case the Nominating Committee or floor nominations fails to produce candidates for any Officer or Director’s position, the current Officers and Directors shall succeed themselves for another term if they so desire.

 *IV Sect 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 biannual election. Should the vacancy occur in one of the officer positions, the Board may recommend a candidate to the membership and conduct a special election for that position(s) only for duration of the current term.

*IV Sect 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.

*IV Sect 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 three (3) days before a special meeting to include the purpose, location, date and time. Electronic notification or telephone notification may also be used.

*IV Sect 8: Special General Membership Meetings:* Special meeting(s) of the membership may be called by the President or the Board of Directors. Any member or group of two (2) or more members may also request a special general membership meeting by stating the purpose in writing and delivering the request to the Board of Directors. The President and/or Board of Directors shall schedule a special membership meeting not less than ten (10) days, and no more than fifty (50) days from receipt of the request. Notification of the purpose, date, time and location must be transmitted to the whole membership by newsletter, telephone or any other normal electronic means of communication. The only business to be conducted at a special meeting is for the stated purpose for holding the special meeting. A simple majority vote of members present is required for actions to be executed at a special meeting.

*IV Sect 9:* *Quorum and Action*: A quorum at Board meetings shall be five (5) members of the Board of Directors. If the quorum is present action is taken by a majority vote of directors present. If a quorum is not present only discussion of items may take place and no decisions that require voting can occur. IAW RCW 24.06.140 a quorum shall never consist of less than one-third of the number of directors.

*IV Sect 10: Compensation:* Directors shall serve without compensation for their position on the Board. Any compensation for expenses shall be approved at the direction of the majority of the Board.

*IV Sect 11: Informal Action by Directors:* Any action that may be taken at a meeting of the Directors may be taken without an in-person meeting, if consent is transmitted to the President by telephone or electronic communication. The communication must state the purpose of the action including a yea or nay vote from each Board member and recorded by the President. Each Board member should be contacted if possible, otherwise a quorum is sufficient to carry out the action. A written follow up of the action must be filed with the Secretary and maintained as a historical document.

*IV Sect 12:* *Removal of a Board Member*: Any member of the Board of Directors may be removed by a two-thirds vote of the membership voting at a special or regular membership meeting. Any Board member who fails to attend three (3) consecutive board and/or general membership meetings or otherwise demonstrates a lack of interest in promoting the organization is subject to removal. Prior to initiating removal action, the Board member should be advised of the pending removal action and offered the opportunity to resign. Any member(s) may initiate a vote to remove, but such vote may be taken only after the membership of the organization has had at least ten (10) days’ notice and not more than fifty (50) days written notice of the member’s intention to initiate a vote to remove. Written notification should include the newsletter or suitable electronic communication. The duty of notification shall rest with the member(s) seeking the vote to remove.

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

*V Sect 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. The Board is responsible for the management of business and guidance of the members and employees of the corporation. This shall include obtaining bonds, insurance as needed, forming contracts and conducting the appropriate business activities. The Board of Directors shall have the authority to promulgate market guideline 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. The Board shall designate which Board member has the authority to negotiate contracts and which member is charged with maintaining possession of all contracts and administrative papers.

*V Sect 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.

*V Sect 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**

*VI Sect 1:* *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.

*VI Sect 2: President:* The President shall 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, or originate a motion, except in the case of a tie vote when the President shall cast the deciding vote.

*VI Sect 3: Vice-President:* 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 of the annual proposed budget for the upcoming year.

*VI Sect 4: Secretary:* 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 the 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.

*VI Sect 5: Treasurer:* The Treasurer shall be the custodian of all general moneys and assets of OPAT&EA. General moneys are defined as all moneys. The Treasurer shall pay all authorized general bills 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 all federal and state tax statements as required. The Treasurer shall sign and issue all checks and disbursements after being co-signed by the President. The Treasurer shall present a financial report to the membership at each general meeting, each Board meeting, and a completed audit result at the next General membership meeting after completion. 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, property, and inventory records of OPAT&EA in the Treasurer’s possession. The transmission of property means all inventory records maintained by the Treasurer.

**Article VII: COMMITTEES**

VII Sect 1: *Standing Committees*: The standing committees of OPAT&EA shall include but not limited to the following as determined by the Board of Directors: Membership, Finance, Events/Show, Nominations/Elections, Newsletter, Bylaws and Education. Committee chairpersons may come from either the Board members or from the general membership. The President shall appoint the chairperson for each standing committee in January of each year.

VII Sect 2: *Membership;* 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.

VII Sect 3: *Finance;* 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).

VII Sect 4: *Event/Show*; 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 is in charge of ensuring safe operations of OPAT&EA participation.

VII Sect 5: *Nominations/Elections*; 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.

VII Sect 6: *Newsletter*; The Newsletter committee shall be responsible for preparing and dispersing the monthly newsletter.

VII Sect 7: *Bylaws*; 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.

VII Sect 8: *Education*; 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.

VII Sect 9: *Chairpersons*; 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 a board meeting or a 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**

IX Sect 1: *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 or charitable corporation as may be selected by the Board of Directors of the Association. Physical assets may be sold and the moneys distributed as stated herein. This distribution shall be made only after all debts of the Association shall have been satisfied. In no event shall any of the money assets or physical property assets of the Association be distributed to members.

**Article X: AMENDMENT**

X Sect 1:*Amendment*; These bylaws may be amended by two-thirds(2/3)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.

