

# **BYLAWS OF THE HILL COUNTRY ANTIQUE TRACTOR & ENGINE CLUB, INC.**

**Adopted 1 June 2005 with Amendments through 19 October 2010**

## **ARTICLE I. OBJECTIVES**

The Corporation (hereinafter called The Club) will conduct its activities to promote the purposes for which it was organized as set forth in the Articles of Incorporation as a Texas Non-Profit Corporation and as stated herein. Notwithstanding any other provisions of these BYLAWS, The Club shall not carry on any activities not permitted:

- a. By a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or
- b. By a corporation, contributions to which are deductible under Section 701(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE II. PURPOSE**

The Club is a voluntary organization whose purpose is to:

- a. Foster knowledge of historical agricultural machines and methods and the preservation of these machines and methods through working demonstrations;
- b. Provide a venue by which members can share and pass on to posterity their knowledge of the foregoing mechanical arts and history through the restoration and exhibition of antique agricultural machinery and engines;
- c. Conduct an annual exhibition of antique tractors, engines and related agricultural equipment and workings.

## **ARTICLE III. OFFICES**

**Section 3.1. Principal Office.** The principal office of The Club shall be located in Gillespie County, Texas. The Club may have other offices as The Club may designate.

**Section 3.2. Registered Office.** The registered office of The Club required by the Texas Articles of Incorporation to be maintained in the State of Texas may be, but need not be, identical with the principal office in the State of Texas, and the address of the registered office may be changed from time to time by The Club.

## **ARTICLE IV. MEMBERSHIP**

Any person regardless of age, sex, race, religion, national origin or disabling condition, who is interested in participating in the Purposes of the Club, is eligible for membership. Payment of yearly dues shall be required of all members.

## ARTICLE V. BOARD OF DIRECTORS

**Section 5.1. General Powers and Duties.** The business and affairs of The Club, including the control and disposition of its property and funds, shall be managed by its Board of Directors. The Board of Directors shall be responsible for insuring that all Club plans, programs and activities meet with the Purpose of The Club. The Board of Directors shall be accountable to the general membership.

**Section 5.2. Number and Tenure.** The number of Directors of The Club shall be seven (7). At the first members' business meeting following the adoption of these By-Laws, three (3) Directors shall be elected for one-year terms and four (4) for two-year terms. At each annual business meeting thereafter, Directors shall be elected to fill expiring terms and all terms shall be two years.

**Section 5.3. Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately before and at the same place as the regular meeting of members. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Any Director not attending three consecutive Board meetings shall be considered to have resigned.

**Section 5.4. (Approved 26 May 2005) Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or by the consensus of any three Directors provided not less than two days' notice shall be given, personally or by mail, telephone, fax or e-mail, which notice shall state the time, place and purpose of the meeting. In the event time and distance preclude Directors' attendance at a specially called meeting, the meeting may be held via telephone conference call.

**Section 5.5. Quorum.** A simple majority of the number of Directors, excluding vacancies, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**Section 5.6. Vacancies.** A vacancy occurring in the Board of Directors may be filled by a majority vote of The Club members present at the next meeting following the occurrence of the vacancy. Nominations for the vacant position shall be published in the newsletter prior to the meeting and the election shall take place during the business portion of the meeting.

**Section 5.7. Resignation.** A Club Director may at any time resign by serving written notice thereof to the Board of Directors. Such resignation shall take effect immediately upon receipt of the written notice or at any later date specified in the notice.

**Section 5.8. (Approved 19 November 2009) Removal.** A Director may be removed from his or her office by a majority vote by the members when such action is deemed to best serve the interests of the Club. Removal may be initiated by a motion passed by a simple majority of the Board of Directors or by a Petition for Removal signed by any ten (10) members of the Club. Such petition shall be presented to the Board of Directors for consideration prior to presentation to the membership; however, the Board is not empowered to change the petition in any way.

**Section 5.9. Compensation.** Directors shall serve without compensation, except that reasonable expenses may be paid. However, to the extent deemed necessary by The Club, The Club may retain the services of a Director in a capacity other than that of his or her regular capacity as a Director, and the Director may be compensated for services so rendered, as the Board of Directors may from time to time deem appropriate.

## **ARTICLE VI. OFFICERS**

**Section 6.1. (Approved 19 November 2009) Officers' Appointments and Terms of Office.** The officers of The Club shall be a President, a Vice-President, a Secretary and a Treasurer. They shall be elected annually by the membership from the members of the Board of Directors at the November meeting. Each officer shall hold office until his or her successor shall have been duly appointed and installed or until his or her death or resignation. In the event of the resignation, removal or death of an officer, the Board of Directors shall appoint a replacement from among its ranks to fill the remaining term of that office.

**Section 6.2. President.** The President shall:

- a. Serve as Chairperson of the Board of Directors.
- b. Preside at meetings of The Club.
- c. Have the authority to approve disbursements of funds not to exceed \$50 for Club activities.
- d. Serve as spokesperson for The Club and, along with other Club Directors, assume responsibility for the welfare of The Club.
- e. Initiate whatever action is necessary to protect the interests and welfare of The Club and to deal with emergencies or conditions not provided for herein.
- f. Appoint such committees as are required by these By-Laws.
- g. Perform all duties appropriate to the office of President and other duties that may be prescribed by the Board of Directors from time to time.
- h. Delegate tasks as necessary for the efficient operation of The Club.
- i. Be an ex-officio member of all committees.

**Section 6.3. Vice-President.** The Vice-President shall:

- a. Chair the Program Committee.
- b. Arrange for meeting locations.
- c. Preside at Club meetings in the absence of the President.
- d. Perform all duties appropriate to the office of Vice-President and other duties that may be prescribed by the Board of Directors from time to time.

**Section 6.4. Secretary.** The Secretary shall:

- a. Keep the minutes of Club meetings and Board of Director meetings.
- b. Conduct the necessary correspondence of The Club.
- c. Compile and send regular newsletters to members.
- d. Maintain correspondence with the State of Texas as required under the Articles of Incorporation.
- e. Maintain a register of the current addresses of members.
- f. Perform all duties appropriate to the office of Secretary and other duties that may be prescribed by the Board of Directors from time to time.

**Section 6.5. Treasurer.** The Treasurer shall:

- a. Have charge of and custody of and be responsible for all funds of The Club.
- b. Maintain accurate financial records of The Club using standard and accepted accounting practices.
- c. Disburse funds as required and as directed by the Board of Directors.
- d. Provide a regular report of Club finances for inclusion in the newsletter and at members meetings and prepare a comprehensive financial report for inclusion in the newsletter sent to members prior to the January meeting.
- e. Meet with the three-member audit committee in December of each year to audit the books.
- f. Provide a written summary of the year's financial activities to the Secretary for inclusion with the newsletter distributed prior to the January meeting.
- g. When requested by a Club member, provide access to financial records.
- h. Prepare and file in a timely manner any report or tax forms required by the Internal Revenue Service.
- i. Perform all of the duties appropriate to the office of Treasurer and other duties that may be prescribed by the Board of Directors from time to time.

## **ARTICLE VII. COMMITTEES**

**Section 7.1. Committees.** Committees can be established by the President with the Board of Director's concurrence to ensure that Club plans and programs are implemented. A standing or special committee shall limit its activities to the accomplishment of those tasks for which it was appointed. Upon completion of the task(s) assigned to any special committee, the committee shall be discharged. Committee chairpersons who are not Directors of The Club may be requested to attend Board meetings. They are responsible for the activities of their committee and for informing the membership about those activities through written correspondence given to the Secretary for the newsletter and/or a verbal report at Club meetings. Chairpersons are responsible for recruiting committee members. Descriptions of current committees and names of the chairpersons will be included in the annual report given to members. Nothing in the Article shall preclude a member from serving on more than one committee.

**Section 7.2. Audit Committee.** The Audit Committee is a standing committee consisting of three members-at-large to be selected by the Board of Directors by the end of the calendar year to serve during the following calendar year. The Audit Committee shall:

- a. Audit the Treasurer's records at the close of the calendar year and make a report to the membership at the February meeting.
- b. Audit the books anytime there is a change of Treasurer, before the new Treasurer takes office.

**Section 7.3. By-Laws Committee.** The By-Laws Committee is a standing committee consisting of three members-at-large selected annually by the Board of Directors by the end of the calendar year to serve during the following calendar year. The By-Laws Committee shall:

- a. Meet prior to the September meeting to review the By-Laws and any revisions submitted to the committee.
- b. Report recommendations to the Board of Directors for review at the September Board meeting. Recommended By-Law changes shall be distributed to the membership in writing prior to the November meeting.
- c. Present By-Law recommendations reviewed by the Board to The Club membership for action at the November meeting. Special By-Laws' changes may be put before the membership at other times of the year if deemed necessary by the Board of Directors.

**Section 7.4. Program Committee.** The Program Committee is a standing committee consisting of as many members as are deemed necessary by the Board of Directors and it serves for a one-year period--July through June. The Program Committee is responsible for planning, preparing and executing the annual Show. The Vice President of The Club chairs this committee.

**Section 7.5. (Approved 19 November 2009) Nominating Committee.** The President shall appoint a Nominating Committee prior to the September membership meeting. The Nominating Committee shall seek qualified candidates for the Board of Directors from among the membership and report its results to the membership at the September meeting.

## **ARTICLE VIII. MEETINGS**

**Section 8.1. Schedule.** The Directors of The Club shall establish a regular meeting schedule for the general membership.

**Section 8.2. Annual Business.** The November meeting of the membership shall be devoted to voting on revisions to the By-Laws, electing Directors and other pertinent business.

**Section 8.3. Agenda.** At a Club meeting where business is conducted, Robert's Rules of Order, Newly Revised, shall guide the conduct of the meeting. The President shall conduct the meeting, with the Vice President acting in this capacity if the President is absent. The agenda should include:

- a. The call to order.
- b. A request for the approval of the minutes from the previous business meeting.
- c. The President's report.
- d. The Treasurer's report
- e. Committee reports.
- f. The introduction of new members.
- g. Unfinished business.
- h. New business.
- i. Announcements.
- j. Adjournment.

## **ARTICLE IX. FISCAL YEAR**

**Section 9.1. Fiscal Year.** The fiscal year of The club shall begin on the first day of January each year and end on the last day of December in the same year.

**Section 9.2. (Approved 26 May 2005) Dues.** Annual dues will be levied for the membership year. The dues structure and schedule shall be determined by the Board of Directors and presented to the membership for approval at any scheduled members' meeting. Dues shall not be prorated for a partial year.

**Section 9.3. (Approved 26 May 2005) Membership Year.** The membership year may be established or changed to meet current Club needs by action of the Board of Directors, provided Members are given adequate notice of a change in the membership year.

## **ARTICLE X. MEMBERSHIP VOTING**

**Section 10.1. (Approved 19 November 2009) Nominations for Office.** Nominations for Board of Directors' positions shall be made by the Nominating Committee at the September meeting. Also, at the September meeting, any member may nominate from the floor any other member as a candidate for the Board of Directors provided the nominee is present during the nomination and agrees to serve if elected. The nomination of an absent candidate may be considered if the nominee has written a letter of agreement for presentation at the time of nomination. No member may nominate more candidates than there are Board positions to be filled. Nominees must be current members of The club and any member is eligible for nomination.

**Section 10.2. (Approved 19 November 2009) Balloting.** Balloting for Board of Directors' positions will occur at the October meeting. Only members may vote, with each member casting one vote for each position to be filled. Voting shall be by written, secret ballot, unless the number of nominees is equal to the number of positions to be filled, in which case a written ballot may be dispensed with and a floor vote substituted. Mailed ballots from members unable to vote in person will be accepted, provided said ballots reach the Board of Directors prior to the meeting at which the election is held. Votes for write-in candidates not formally nominated will not be considered.

**Section 10.3. Other Voting.** Occasionally the Board of Directors may present one or more issues for consideration and action by the general membership at a regular meeting. Such an issue, including an amendment to The Club By-Laws, shall be decided by a majority vote of the members present.

**Section 10.4. Proxies.** Voting proxies will not be accepted.

## **ARTICLE XI. AFFILIATIONS**

**Section 11.1. Affiliate Membership.** The Club may by action of the Board of Directors agree to an affiliate arrangement by which members of another club having objectives similar to those of The Club may enjoy membership in The Club on a reciprocal basis. The Club accepts no liability for affiliate members and affiliate members agree as a condition of affiliation to observe the rules of The Club. Affiliate members may not vote.

**Section 11.2. Associations.** The Club may participate in or form an affiliation with a local, state or national association having Objectives similar to those of The Club or where such affiliation serves to further the Purposes of The Club.

## ARTICLE XII. INDEMNIFICATION

**Section 12.1. Indemnification.** Except for any prohibition against any indemnification specifically set forth in these By-Laws or by the laws of the State of Texas, at the time indemnification is sought by any member, Director, officer, employee, volunteer or agent of The Club, The Club shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of The Club), by reason of the fact that he or she is or was a member, Director, officer, employee, volunteer or agent of The Club, partnership, joint venture, trust or other enterprise (e.g., serving as a member, Director, officer, employee or agent of The Club or at the request of The Club, referred to herein as “serving on behalf of” or “at The Club’s request”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of The Club, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of The Club, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or conduct was unlawful.

**Section 12.2. Indemnification: Further Provisions.** If a member, Director, officer, employee, volunteer or agent of The Club has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys’ fees) actually and reasonably incurred by him or her in connection therewith. Any other indemnification (unless ordered by a court) shall be made by The Club only as authorized in the specific case upon a determination that the indemnification of such person is proper because he or she has met the applicable standard of conduct set forth in Section 1. Such determination shall be made:

- a. By the Board of Directors upon a majority vote by a quorum consisting of Directors not parties to such action, suit or proceedings; or
- b. In a written opinion by special independent counsel selected by the Board of Directors upon a majority vote by a quorum consisting of Directors not parties to such action, suit or proceedings; or
- c. If the requisite quorum of the full Board of Directors cannot be obtained through disinterested Directors, in a written opinion by special independent legal counsel selected upon a majority vote by the full Board of Directors in which Directors who parties may participate. Expenses incurred by defending a civil or criminal action, suit or proceedings as authorized in the manner provided in Section 2 upon receipt of an undertaking by or on behalf of such person that such person believes in good faith that he or she has met the applicable standard of conduct set forth in Section 2 may be advanced and that such person will repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified as authorized therein.

The indemnification and advancement of expenses provided herein entitled under any provision in the Articles of Incorporation or By-Laws, any agreement, any vote of members or disinterested Directors, or otherwise, both as to actions in the person's official capacity entitling the person to indemnification and advancement of expenses under these provisions and as to actions in other capacities concurrently held by those seeking indemnification or advancement of expenses. However, no person shall be provided indemnification by any provision of the Articles of Incorporation or By-Laws, by agreement, or otherwise, for any breach of duty of loyalty to The Club or its members, for any act or omission not in good faith or which involves intentional misconduct or knowing violation of the law, or for any transaction from which the person derives an improper personal benefit. The indemnification provided herein shall continue as to a person who has ceased to be a member, Director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors, personal representatives and administrators of such a person. The Board of Directors shall have power to purchase and maintain insurance on behalf of any person who is or was serving on behalf of or at The Club's request against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not The Club would have the power to indemnify him or her against such liability under the provisions hereof.

### **ARTICLE XIII. LOANS, CHECKS AND DEPOSITS**

**Section 13.1. Loans.** No loans shall be contracted on behalf of The Club and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. The Club shall make no monetary loans.

**Section 13.2. Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of The Club shall be signed by the Treasurer or such other Director or Directors of The Club and in such manner as shall from time to time be determined by resolution of the Board of Directors. Any disbursement in excess of \$50.00 must be approved by the Board prior to making payment. Blanket approval may be granted by the Board for disbursement against expenses of a Board-approved project budget. (See Standing Rule 1)

**Section 13.3. Deposits.** All funds of The Club not otherwise employed shall be deposited from time to time to the credit of The Club in such banks, trust companies or other depositories as the Board of Directors may select.

### **ARTICLE XIV. CONTRACTS**

**Section 14.1. Contracts.** All contracts, leases, rentals, purchase agreements or custodial agreements, including any changes thereto, can be approved only by the Board of Directors. The Club may not honor any putative contractual instrument or agreement not afforded prior approval of the Board of Directors.

### **ARTICLE XV. INSURANCE**

**Section 15.1. Members' Liability Insurance.** The Club shall provide liability insurance for all members covering their activities at all functions of The Club related to the Purposes of The Club. The amount of insurance coverage and its terms shall be determined by the Board of Directors and the cost of premiums included in the annual membership dues. The Club shall carry whatever additional insurance is required by any contract entered into by The club and the cost of the premiums will be paid from the general funds of The Club.

**Section 15.2. Exhibitors' Liability Insurance.** All exhibitors (including vendors) at Club functions open to the public shall present evidence of liability insurance in an amount not less than The Club carries for its members. Such determination shall be made prior to establishing an exhibit or vending site. The Board of Directors shall establish specific policies and procedures to ensure compliance with this section.

## **ARTICLE XVI. DISSOLUTION**

**Section 16.1. Dissolution of The Club.** The Club may be dissolved by vote of its current membership of record. A Resolution of Dissolution shall first be acted upon by the Board of Directors before a vote is requested of the membership. Voting shall be by mail ballot and a two-thirds majority of those voting shall be required to pass the measure.

**Section 16.2. Restrictions.** Dissolution of The Club shall not take place until all legal and financial obligations have been discharged, including, but not limited to, leasehold covenants and the disposition of machinery and equipment held by The Club. To this end, The Club shall establish a special account in which funds shall be accumulated sufficient to satisfy the requirements of this Article. Funding of this account shall be an annual budget item and the funds accrued from a percentage of the net annual proceeds of The Club, the amount of funding to be determined by the Board of Directors.

**Section 16.3. Final Distribution.** Final distribution of Club funds remaining after all of the requirements of Section 16.2 have been satisfied, shall be made in accordance with the Articles of Incorporation.

Adopted and approved on 1 June 2005

S/s President Clifford Ingold  
S/s Secretary Glenn Thompson

## BYLAWS WHICH HAVE BEEN AMMENDED

### ARTICLE V. BOARD OF DIRECTORS

**Section 5.4. (Ammended 26 May 2005) Notice.** Special meetings of the Board of Directors may be called by or at the request of the President or by the consensus of three Directors, provided not less than two days' notice shall be given personally or by mail, telephone, fax or e-mail; which notice shall state the time, place and purpose of the meeting.

**Section 5.8. (Ammended 19 November 2009) Removal.** A Director may be removed from his or her office by a majority vote by the other Directors of The Club, whenever such action is deemed to best serve the interests of The Club. Alternately, a Petition for Removal signed by any ten members of The Club will require that the removal petition be brought before the membership at the next scheduled club meeting for action by those in attendance. Removal by this process requires a simple majority by voting members. A removal action taken by the Board of Directors does not require a vote by the membership.

### ARTICLE VI. OFFICERS

**Section 6.1. (Ammended 19 November 2009) Officers' Appointments and Terms of Office.** The officers of The Club shall be a President, a Vice-President, a Secretary and a Treasurer. They shall be elected annually by the Board of Directors from the members of the Board at the first meeting of the Board of Directors held after the beginning of the calendar year. Each officer shall hold office until his or her successor shall have been duly appointed and installed or until his or her death or resignation. In the event of the resignation, removal or death of an officer, the Board of Directors shall appoint a replacement from among its ranks to fill the remaining term of that office.

### ARTICLE VII. COMMITTEES

**Section 7.5. (Ammended 19 November 2009) Nominating Committee.** The President shall appoint a Nominating Committee prior to the October membership meeting. The Nominating Committee shall seek qualified candidates for the Board of Directors from among the membership and report its results to the membership at the October meeting.

### ARTICLE IX. FISCAL YEAR

**Section 9.2. (Ammended 26 May 2005) Dues.** Annual dues will be levied for the calendar year. A dues structure and schedule shall be determined by the Board of Directors and presented to the membership for approval at any scheduled meeting. Dues shall not be prorated for a partial year.

**Section 9.3. (Ammended 26 May 2005) Membership Year.** Dues. Annual dues will be levied for the calendar year. The dues structure and schedule shall be determined by the Board of Directors and presented to the membership for approval at any scheduled members' meeting. Dues shall not be prorated for a partial year.

## **ARTICLE X. MEMBERSHIP VOTING**

**Section 10.1. (Amended 19 November 2009) Nominations for Office.** Nominations for Board of Directors' positions shall be made by the Nominating Committee. However, any member may nominate from the floor any other member as a candidate for the Board of Directors provided the nominee is present during the nomination and agrees to serve if elected. The nomination of an absent candidate may be considered if the nominee has written a letter of agreement for presentation at the time of nomination. No member may nominate more candidates than there are Board positions to be filled. Nominees must be current members of The club and any member is eligible for nomination.

**Section 10.1. (Amended 18 February 2003) Nominations for Office.** Nominations for Board of Directors' positions shall be made by the Nominating Committee. However, any member may nominate from the floor any other member as a candidate for the Board of Directors provided the nominee is present during the nomination and agrees to serve if elected. The nomination of an absent candidate may be considered if the nominee has written a letter of agreement for presentation at the time of nomination. No member may nominate more candidates than there are Board positions to be filled. Nominees must be current members of The club and any member is eligible for nomination. As a condition of acceptance of nomination, nominees agree upon election to serve as an Officer of The Club if so chosen by the Board of Directors. Refusal by an elected Director to serve in an officer position will constitute an automatic resignation of that Director from the Board of Directors.

**Section 10.2. (Amended 19 November 2009) Balloting.** Only members may vote, with each member casting one vote for each position to be filled. Voting shall be by written, secret ballot, unless the number of nominees is equal to the number of positions to be filled, in which case a written ballot may be dispensed with and a floor vote substituted. Mailed ballots from members unable to vote in person will be accepted, provided said ballots reach the Board of Directors prior to the meeting at which the election is held. Votes for write-in candidates not formally nominated will not be considered.

**STANDING RULE 1. (Approved 19 October 2010) SIGNING CHECKS**

Checks written for amounts over \$50 require the signatures of two Directors authorized by the Board of Directors.