

# **Oklahoma Steam Threshing and Gas Engine Association, Incorporated**

## **BYLAWS**

### **ARTICLE A. Name and Purpose of the Association.**

1. The name of the Association shall be Oklahoma Steam Threshing and Gas Engine Association, Incorporated, hereinafter called the Association, a non-profit, non-stock association incorporated under the laws of the State of Oklahoma.

2. The purpose of the Association shall be to promote the historic preservation of antique steam powered and internal combustion powered farm and industrial equipment, and to promote educational working displays of such equipment and their accessories. The Association shall organize one show each year in May to promote this objective, and more shows if wanted by the membership.

### **ARTICLE B. Membership in the Association.**

1. Any person who subscribes to the purpose of the Association is qualified for membership and may apply for membership.

2. Categories of membership:

a. Individual Membership. A person who meets the qualifications, has applied for membership and has had their application accepted, and has paid dues for the current year may hold an Individual Membership. An Individual Member 18 years old or older is a Voting Member.

b. Family Membership. A person who with their immediate family meets the qualifications, has applied for membership and has had their application accepted, and has paid dues for the current year may hold a Family Membership to include each member of his immediate family. A Family Membership includes one Voting Membership for a person 18 years old or older.

c. Life Membership. Any member, with 10-years of paid membership and active participation in the association, having reached the age of 70 and nominated by a fellow member in good standing may be granted a Life Membership with approval of the Board of Directors.

3. Each membership shall be entitled to one vote and only one vote in all general membership meetings of the Association. There shall be no proxy voting.

4. Dues. Dues for each membership category will be as specified by the Association's Board of Directors. Dues are payable January 1st each year and are in arrears if not paid during or by the end of the Association's May show.

## **ARTICLE C. Officers and Board Members, their Election and Duties.**

The officers of the Association will consist of a President, a Vice-President, a Treasurer, and a Secretary, hereinafter collectively called the Executive Committee. The officers will each be Voting Members of the Association. The officers shall act as the agent or representative of the Association in all legal matters consistent with the purpose of the Association. The officers and committee chairmen of the Association shall serve without pay, but they may be reimbursed for out-of-pocket expenses in behalf of the Association on presentation of a written bill for same and its approval by the Board of Directors. No officer or any other member of the Association shall enter into any contract or cause of work to be done for the Association unless it has been first approved by the Board of Directors.

1. **President.** The President shall preside at all meetings, call meetings, appoint committees (except those appointed by the Board of Directors), and look after all general business and affairs of the Association. The President, may remove his committee appointments for continued absences or non-productivity. The President, with the approval of the Board of Directors, shall buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Association. The President may delegate authority to committees. The President shall serve as the Chairperson of the Board of Directors. The President will be elected by the Voting Membership of the Association to a one year term of office and may be elected to succeeding terms.

2. **Vice-President.** The Vice-President shall assist the President in every way possible and will assume the duties of the President in the President's absence. In case of the permanent loss of the president, the Vice-President shall become the President. The Vice-President shall serve as a member of the Board of Directors. The Vice-President will be elected by the Voting Membership of the Association to a one year term of office and may be elected to succeeding terms.

3. **Treasurer.** The Treasurer shall keep an accurate account of all income and expenditures of the Association and shall present the financial status of the Association at any meeting or on request of the Board of Directors. The Treasurer shall pay all bills of the Association that are approved for payment by the Board of Directors if money is available. In the event of a cash shortage, the Treasurer, upon approval of Board of Directors, may negotiate bank loans in the name of the Association or will assess the membership to cover the shortage. The Treasurer shall deposit all money in a reliable financial institution approved by the Board of Directors. The Treasurer will maintain one checking account for the Association and all checks will require the signature of two officers of the Association. The Treasurer will maintain the Association's books on a fiscal year determined by the Board of Directors. The Treasurer will file all necessary financial forms including those required by the State and Federal Governments. The Treasurer shall perform other duties relating the finances of the Association as directed by the President or Board of Directors. The Treasurer shall serve as a member of the

Board of Directors. The Treasurer will be elected by the Voting Membership of the Association to a one year term of office and may be elected to succeeding terms.

4. Secretary. The Secretary shall record and maintain the minutes of all meetings, answer all correspondence, issue membership cards and maintain a membership list, send out notices of meetings, maintain the Association's Corporate Seal, and turn over all Association monies received to the Treasurer. The Secretary shall perform other duties relating the business of the Association as directed by the President or Board of Directors. The Secretary shall serve as a member of the Board of Directors. The Secretary will be elected by the Voting Membership of the Association to a one year term of office and may be elected to succeeding terms.

5. The Executive Committee shall meet quarterly to discuss long range planning issues and develop recommendations regarding the direction of the organization which they will present to the Board of Directors for possible action.

6. Board Members. The Board Members shall consist of nine members elected by the Voting Membership of the Association to a three year term of office and may be elected to succeeding terms. Three Board Members will be elected each year. The Alternate member is appointed by the President.

7. Board of Directors. The Board of Directors shall consist of the Executive Committee, the Board Members (the Alternate does not have a vote in Board of Director meetings), and the immediate past president in an advisory (non-voting) capacity.

The Board of Directors shall have supervision and control of the affairs of the Association, shall determine the Association's policies and procedures within the limits of the Bylaws, and shall actively pursue the Association's purpose. The Board of Directors will formulate an Annual Budget and approve all expenditures of Association funds. The Board of Directors will appoint Standing Committees and may remove its committee appointments for continued absences or non-productivity. Decisions by the Board of Directors may be made with the concurrence of seven or more of its members.

#### 8. Elections.

a. Elections for President, Vice-President, Treasurer, Secretary, and three Board Members will be held during a general membership meeting of the Association to be held within three months of the conclusion of the Association's May show. Election will be by simple majority of the Voting members present by secret ballot. The new officers will take office at the conclusion of the election meeting.

b. Nominations. A Nominating Committee of Voting Members who are not officers shall be appointed by the Executive Committee 30 days prior to the election. The Nominating Committee shall present to the Voting Membership at the election meeting at least one nomination for President, Vice-President, Treasurer, Secretary, and three Board Members. Each person nominated will be a Voting Member of the Association. The

Nominating Committee will count the ballots. Nominations will also be accepted from the floor during the election meeting.

7. Absences of Officers. In the event of the permanent loss of the Vice-President, Treasurer, Secretary, or Alternate Member of the Board of Directors the President will appoint a qualified Voting Member to the remainder of that officer's term. In the event of the temporary or permanent loss of a Member of the Board of Directors, the Alternate member will be elevated to the Board of Directors. In the event of the permanent loss of two members of the Board of Directors, a new Member will be elected by the Voting Membership. At no time will the Association function without seven members of the Board of Directors. The Board of Directors may remove any officer who does not attend three consecutive meetings.

#### **ARTICLE D. Meetings of the Association**

1. General membership meetings of the Association will be called by the President or seven members of the Board of Directors or on the written request of 20 Voting Members. Unless approved by the Board of Directors, all meetings will be held at the Association's Headquarters Building, Pawnee, Oklahoma.

2. Generally within a calendar year, general membership meetings will be held monthly prior to the Association's May show (January through May), and bimonthly after the show (June, August, October, and December). The Association's show will be considered an Association meeting in the month of May. One meeting each year, generally in December, will be purely social with the expenses paid by the Association. Other meetings may include business meetings, training sessions, shows, work days, dinners and other activities approved by the Board of Directors.

3. The first general membership meeting after an Association show will include a review of the business of the show to include a complete financial report from the Treasurer and a report of unpaid bills. All members who have had any responsibility for Association money must submit final activity reports and turn in all Association money or property in their care. The Board of Directors will determine which bills will be paid, the disposition of excess funds, and the plan if there is a shortage of funds. After the business of the show has been resolved, the Board of Directors will direct a financial audit to be completed after the election of officers. The Board of Directors may direct that the audit be conducted by three Voting Members who are not members of the Board of Directors or by an auditor from outside the Association.

4. Generally, meetings of the Board of Directors will be held monthly, immediately prior to the general membership meetings. These meetings will normally be opened to the general membership, but notices do not need to be sent to each member. Voting Members of the Association with business to bring before the Board of Directors should submit their business in writing to any Board of Directors member before the meeting or at the meeting.

5. In the weeks before the Association's show, the President may call weekend Work Days for the purpose of preparation for the show.

6. At any meeting of the Association, the chairperson will be the highest officer present in the order of the President, the Vice-President, the Secretary, the Treasurer, and any Board Member. A meeting cannot be held without the presence of at least seven members of the Board of Directors.

#### **ARTICLE E. The Bylaws of the Association.**

1. The rules contained in *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of the Association.

2. Recommendation to amend these Bylaws may be presented by any Voting Member in writing to the Board of Directors. Upon approval of the Board of Directors, the amendment will be voted on in the next meeting of the Association. A simple majority vote of the Voting Members present will cause the amendment to be approved.

3. The Secretary will ensure that the Bylaws of the Oklahoma Steam Threshing and Gas Engine Association, Inc. and all amendments are filed with the Secretary of State for the State of Oklahoma.

#### **ARTICLE F. Committees of the Association.**

Association committees will perform specific functions as specified in these bylaws and as specified by the President and the Board of Directors. Committees may not financially obligate the Association without prior approval of the Board of Directors. The Board of Directors shall appoint the following standing committee(s) and will review and approve any procedures they establish.

1. Safety Supervisor. The Safety Supervisor will establish safety rules to be followed at the Association's show and on the Association's show area. The Safety Supervisor will have final authority over the operation of any and all exhibits at Association shows. The Safety Supervisor will make certain that all steam equipment has current state boiler certification.

Other committees will be appointed by the Board of Directors as required to formulate rules or procedures governing specific portions of the Association's show(s) or other business. In cases where monies are collected, they will be turned over to the Treasurer on a daily basis.