

**BYLAWS  
Of  
POWER OF THE PAST ANTIQUE ENGINE AND TRACTOR ASSOCIATION, INC.**

**ARTICLE I – DIRECTORS**

1. The business and property of the Foundation shall be managed by the Board of Directors under the authority granted by these bylaws. The Board of Directors shall not have or exercise any power that would prevent the Foundation from qualifying or continuing as an organization described in § 501©(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue laws)
2. The Board of Directors shall consist of no less than nine (9) members.
3. Each member of the Board of Directors is required to attend no less than 50% of the Regular Membership Meetings in the previous 12 calendar months. Each member of the Board of Directors is required to attend no less than 50% of the Board of Directors Meetings in the previous 12 calendar months. Each member of the Board of Directors is required to maintain a current membership in the Association.
4. Any Association member is eligible to be elected to the Board of Directors providing he/she is a current member and has attended 50% of the Regular Membership Meetings in the previous 12 calendar months. The vacancy shall be filled by a majority vote of the membership at large at a regular monthly meeting. Other meetings of the Board of Directors shall be held without call at such time as the Board of Directors may from time to time designate.
5. Special meetings of the Board of Directors for any purpose may be called at any time by two Directors. Notice of the special meeting, unless waived by attendance thereat or by written consent, shall be given by written notice and mailed at least five (5) days before the date of the meeting. All notices of special meetings shall state the purpose thereof and the time and place where the meeting is to be held.
6. A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business; but the Directors, although less than a quorum, shall have the power to adjourn the meeting from day to day or to some future date. Every act done by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors unless a greater number be required by law or the Articles of Incorporation.
7. Any Director may be removed, with or without cause, by a two-thirds (2/3) vote of the members of the Board of Directors at any meeting.

**ARTICLE II – OFFICERS**

1. The officers of this Foundation shall consist of a President, a Vice President, a Secretary, a Treasurer. The officers shall be elected from among the Board of Directors by the Board of Directors.
  - (A) The President shall:
    - (1) Preside at all Board of Director and Regular Membership Meetings of the Power of the Past Antique Engine and Tractor Association and shall see that all orders and resolutions of the Board of Directors are carried into effect.
    - (2) Appoint members to be chairperson/s of any committee.

(3) Review all proposals for appropriation of funds and submit them with recommendations to the Directors.

(4) The President shall sign or countersign all instruments that require his/her signature and shall make such reports and perform such other duties incident to his/her office as are required of him/her by the Board of Directors.

(B) The Vice President shall:

(1) Preside at all Board of Director and Regular Member Meetings of the Power of the Past Antique Engine and Tractor Association in the absence of the President.

(2) In the event that the President is unable to perform the duties of President, the Vice President shall assume the duties of the office until the next regular Board of Directors Meeting, at which time an election for President shall be held.

(C) The Secretary shall:

(1) Record the proceedings of each business meeting. Assist the President in conducting the organization's correspondence, thus serving as the Association's corresponding Secretary as well as recording Secretary.

(2) Have custody of, and maintain the organizations files.

(3) Keep a record of the securities, contracts, mortgages, leases, deeds, records, publications and other property belonging to the Association. Sign or countersign all instruments that require his or her signature.

(4) Make such reports as the Board of Directors may impose.

(5) The duties of the Secretary may be discharged by assistants or employees acting under his or her supervision and direction.

(D) The Treasurer shall:

(1) Be responsible for maintaining Power of the Past Antique Engine & Tractor Association monies, funds, securities, contracts, mortgages, leases and deeds of the Association, and shall keep proper books of all accounts thereof.

(2) Ensure that the books are available at all times for inspection by each officer. Deposit the monies and securities of the Association in such depositories and on such terms and conditions as the Board of Directors may direct, and when so deposited the treasurer shall not be personally responsible for their safe keeping.

(3) Render such reports relating to the monies, funds, securities, investments, and fiscal affairs of the Foundation as may be required of him/her from time to time by the Board of Directors.

(4) Sign or countersign checks, stocks, securities, contracts, mortgages, leases, deeds, and other instruments as require his/her signature.

(5) Not invest any funds, transfer or dispose of any securities or other property excepting on the authorization of the Board of Directors.

(6) Subject to the limitations as the Board of Directors may impose, the duties of the Treasurer may be discharged, and his/her books and records kept by assistants or employees acting under his/her supervision and discretion.

2. The Board of Directors shall receive no compensation other than for reasonable expenses, but nothing shall prevent any Board member from serving the Association in any other capacity and receiving compensation for services rendered.

### **ARTICLE III – VOTING**

1. There shall be a quorum of the Board of Directors at any annual or special meeting.
2. The vote, by voice or hands, of a majority of the Directors present at a meeting shall constitute the action of the Board of Directors.
3. At any regular or special meeting with a majority still required, any question may be voted upon in the manner and style provided for in the election of officers and directors.
4. Each Board member shall have one vote and such voting may be done by written proxy.
5. The President, Vice President, Secretary and Treasurer shall vote as Board members but shall not have additional voting power by virtue of their positions as officers.

### **ARTICLE IV – AMENDMENT OF BYLAWS**

1. These bylaws may be amended by two-thirds (2/3) vote of the total number of Board of Directors.

### **ARTICLE V – COMMITTEES**

The Board of Directors may establish standing or temporary committees as deemed necessary. The committee chair may choose members to serve on their committee.

### **ARTICLE VI – MEETINGS**

1. Regular Member Meetings will be held in Ottawa, KS, on the day of Tuesday, with the exception of conflicting holiday dates, on the first week of designated months and as otherwise determined by the President.
2. Special meetings of the Board of Directors may be held at any time on call by two Directors, provided not less than five days' notice of the time and place of such meeting be given by the Directors calling the meeting. The President shall be responsible for providing notices of such meeting, such notices to be sent immediately upon the President's receipt of written notices calling such meetings by two or more Directors.

### **ARTICLE VII – SHOW**

1. The Annual Show shall be held the second full weekend in September of each year. The second full weekend is defined as the weekend after Labor Day weekend which includes the days of Saturday, Sunday and Monday with September dates.

### **ARTICLE VIII - AUDIT**

1. The President shall make provisions for the annual auditing of the accounts, reports, and records of the Association and appoint an audit committee to review records after the year end close out of the books and during the month of January.

### **ARTICLE IX – FISCAL YEAR**

1. The fiscal year of the Association shall be from January through December.

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These bylaws adopted by action of the Board of Directors of Power of the Past Antique Engine and Tractor Association, this 26th day of February, 2023.

NAMES OF BOARD MEMBERS:

David Reeves, President

Bret Hunsperger, Vice President

Kristen Geyer, Secretary

Susan Jentzsch, Treasurer

Jim Eichenberger

Bob Gabriel

Bub Robbins

Randy Smith

Gary Koehler

Updated Feb 26th, 2023 by Kristen Geyer , Secretary.