

# Constitution and Bylaws

## of the

### Early Day Gas Engine and Tractor Association, Incorporated



#### **ARTICLE I - NAME**

Early Day Gas Engine and Tractor Association, Incorporated (EDGE&TA). EDGE&TA is a non-profit, non-stock organization, incorporated in the State of Wisconsin in 1959. The Association consists of local Branches in six Regions of the United States. The Regions are Northeast, Southeast, North Central, South Central, Northwest, and Southwest.

#### **ARTICLE II - PURPOSE**

To promote collection, restoration, preservation, and exhibition of gasoline and oil engines, gas and steam tractors, power driven machinery, and other equipment of historical value. Further, to promote the fellowship of those with common interests.

#### **ARTICLE III - MEMBERSHIP**

##### **Section 1. Members:**

- a. Eligibility for membership is unrestricted.
- b. The rights, privileges, and interests of each member shall be equal.
- c. A member in good standing is one whose dues are current, is listed on a Branch Membership Roster, and has a valid membership card showing their branch number.
- d. The period of membership shall be for one year, beginning on April 15, with the exception being a member joining a branch after April 15. Such member shall be a member until the end of that membership period.
- e. Membership shall be for individuals only. Company names or family group names are not acceptable.
- f. Members only have to be reported to the Association by one (1) branch.
- g. All members shall participate in the Association Liability Insurance Program.

##### **Section 2. New Members:**

- a. New member's dues and insurance premiums are due and payable to the secretary/treasurer, by each branch within thirty (30) days of such member joining a branch.

##### **Section 3. Membership Renewal:**

- a. Branches renewing their branch membership must have a minimum of twenty (20) members, with the exception that branches existing prior to 1998 are exempt from the minimum number of members.
- b. Members renew their membership in the Association by renewing their branch membership.

##### **Section 4. New Branches:**

- a. To form a new branch an Application for Membership to join EDGE&TA must be submitted to the Secretary/Treasurer for the Board of Directors approval.
- b. To form a new branch a minimum of twenty (20) members is required.
- c. A branch Information Form, appropriate dues, insurance premiums, and a Branch Membership Roster, listing the names and address of branch officers and members shall be submitted to the Secretary/Treasurer.

d. The Secretary/Treasurer will verify that the application, dues, and insurance premiums are valid.

### **Section 5. Branch Termination:**

a. A branch may be terminated for cause, by a 2/3 vote of the Board of Directors, whenever in their judgment the best interest of the Association will be served thereby.

b. The President shall notify a branch officer of termination by registered letter. The letter will state the date of termination, the reason for termination, and what recourse the branch may have for re-instatement.

c. The Association liability insurance of a branch so terminated will be canceled at the time of branch termination.

## **ARTICLE IV - DIRECTORS/OFFICERS/ADVISORS**

### **Section 1. Directors:**

a. The Board of Directors shall consist of seven (7) directors which includes the President, Vice President, and Safety Officer.

b. There shall be one Director from each of the six (6) EDGE&TA Regions with the seventh being a Director at Large.

c. Directors shall be elected at the Annual Meeting by a majority of the branches voting, either in person or by proxy. Every branch may vote to fill all Director positions, both Regional and Director at Large.

d. Any member in good standing may have their name placed in nomination for the Director position in the Region in which they reside.

e. Any member in good standing, from any region, may have their name placed in nomination for the Director at Large position.

f. Nominees must send to the Secretary/Treasurer a resume providing a straight forward profile of themselves and a recent photo. As a minimum, the resume should contain the following:

- (1) EDGE&TA membership history
- (2) EDGE&TA offices held
- (3) Ideas and goals for EDGE&TA
- (4) Knowledge of current EDGE&TA issues

g. The Secretary/Treasurer must receive the resumes and photos no later than ninety (90) days prior to the Annual Meeting.

h. If there are no valid regional nominations presented, the Board of Directors shall appoint a member in good standing from the region to serve until the next Annual Meeting at which time the position shall become vacant.

i. If there are no valid nominations presented to fill the Director at Large position, the Board of Directors shall appoint a member in good standing to serve until the next Annual Meeting at which time the position shall become vacant.

j. For continuity, Directors shall be elected on a rotating basis under the following cycle: Two (2) Directors shall be elected/re-elected in each of the first year, and the second year. In the third year, three (3) Directors shall be elected/re-elected.

k. The Board of Directors shall fill a vacated Director position by appointment of an EDGE&TA member in good standing. Directors so appointed shall serve until the next Annual Meeting at which time the position shall become vacant.

l. Directors shall serve a term of three (3) years, and/or until their successors are elected, with the exception that a Director elected to fill a vacated appointed position shall serve the remainder of that three (3) year term.

m. The number of terms a Director may serve is unlimited.

### **Section 2. Officers:**

a. The officers are:

- (1) President
- (2) Vice President
- (3) Secretary/Treasurer
- (4) Safety Officer

b. The Board of Directors shall elect the Officers by ballot, from within the Board of Directors, with the exception of the Secretary/Treasurer, which may be from outside the Board of Directors.

c. The election of Officers shall take place at the end of the Board of Directors Meeting, held after the Annual Meeting, in conjunction with the National Show. Following election, the Officers will immediately take office. The exception is the Secretary/Treasurer, for which there is to be a thirty (30) day transition period.

d. Officers shall serve a term of one (1) year, and/or until their successors are elected.

- e. The Board of Directors shall fill a vacated Officer position, by ballot, from within the Board of Directors, with the exception of the Secretary/Treasurer, which may be from outside the Board of Directors. Officers so elected shall serve only the un-expired term of such office.
- f. The number of terms the Officers may serve is unlimited.

**Section 3. Advisors:**

- a. The Board of Directors may appoint Advisors as deemed necessary.

**Section 4. Removal of Director:**

- a. Directors may be removed from office for cause, either by a majority vote of the branches, or by a 2/3 vote of the Board of Directors, whenever in their judgment the best interest of the Association will be served thereby.
- b. Removal of a Director shall be without prejudice to the contract rights, if any, of the Director so removed. Election or appointment to a Director position shall not of itself create contract rights.
- c. A Director shall be removed for missing two consecutive unexcused Annual Meetings.

**Section 5. Removal of Officer:**

- a. Officers may be removed from the position held, by a 2/3 vote of the Board of Directors, when in their judgment the best interests of the Association will be served thereby.
- b. Removal of an Officer shall be without prejudice to the contract rights, if any, of the Officer so removed. Election or appointment to an Officer position shall not of itself create contract rights.

**Section 6. Removal of Advisor:**

- a. Advisors may be removed from the position held, by a 2/3 vote of the Board of Directors, when in their judgment the best interests of the Association will be served thereby.
- b. Removal of an Advisor shall be without prejudice to the contract rights, if any, of the Advisor so removed. Appointment to an Advisor position shall not of itself create contract rights.

**Section 7. Pay and Reimbursement:**

- a. Directors, Officers, and Advisors shall serve without pay, with the exception of the Secretary/Treasurer. The Secretary/Treasurer shall receive 15% of the annual dues, payable on December 31, each year.
- b. Directors and Officers shall be reimbursed for essential transportation, lodging, and meal expenses to attend Annual, Special, or Board of Directors meetings. They shall be reimbursed the same to attend Regional Meetings to which they are designated the official representative. They shall be reimbursed for telephone calls and postage pertaining to official business. Receipts must be furnished to the Secretary/Treasurer for reimbursement. The Association will not pay for spouse's expenses.
- c. Advisors shall be reimbursed for essential transportation, lodging, and meal expenses to attend Regional Meetings to which they are designated the official representative. They shall be reimbursed for telephone calls and postage pertaining to official business. Receipts must be furnished to the Secretary/Treasurer for reimbursement.

**Section 8. Fiscal Management:**

- a. The Board of Directors shall approve capital or equipment expenditures exceeding \$500.
- b. The Secretary/Treasurer shall deposit the Association funds in a convenient bank.
- c. Checks for disbursement of normal operating expenses shall be approved by the President or Vice President and signed by the Secretary/Treasurer.
- d. The Secretary/Treasurer shall prepare an Annual Financial Report and provide a copy of the report to the Board of Directors as soon as prepared and to each branch, not later than thirty (30) days prior to the Annual Meeting.
- e. A surety bond, in a principle amount of not less than 100% of the balance shown on the previous Annual Financial Report shall cover the Secretary/Treasurer. The Association shall pay for the bond.
- f. The Board of Directors shall prepare a budget for the forthcoming year. The budget will show projected expenditures for each Director, Officer, and the Association.

**Section 9. General:**

- a. The Board of Directors may set policy pertaining to the operation of the Association that is not covered by these Constitution and Bylaws, pursuant to the State of Wisconsin statutes, Chapter 181.
- b. The Board of Directors may appoint a Chairperson to lead committees and boards as required.
- c. The duties of Directors, Officers, and Advisors are outlined in the National Directors, Officers, and Advisors Guidelines.
- d. No Director, Officer, Advisor, or Member shall enter into any contract or cause any work to be done for the Association without prior approval by the Board of Directors.

## **ARTICLE V - MEETINGS**

### **Section 1. Annual Meeting:**

- a. The Annual Meeting shall be held in conjunction with the National Show at a time and place designated by the Board of Directors.
- b. Directors and Officers are required to attend. The President may excuse absentees for cause.

### **Section 2. Special Meeting:**

- a. Special Meetings may be called by the President, or by a petition of two-thirds of the branches.
- b. The Secretary/Treasurer shall provide a Notice to each branch not later than thirty (30) days prior to such meeting. The Notice shall state the time, location, and purpose of the meeting.
- c. No business, other than stated in the Notice, may be transacted at a Special Meeting.
- d. Directors and Officers are required to attend. The President may excuse absentees for cause.

### **Section 3. Regional Meeting:**

- a. Regional Meetings shall be held annually in each Region at a time and place designated by the hosting branch, and approved by the Board of Directors.
- b. Regional Meetings should not conflict with the Annual Meeting.
- c. The Board of Directors shall designate one (1) Director, Officer, or Advisor to attend each Regional Meeting as the official representative of the Association.
- d. Motions requiring a branch vote, made and seconded by another branch at a Regional Meeting, shall be forwarded to the Secretary/Treasurer. These motions shall be placed on a ballot, either at a Special Meeting called for that purpose, or at the next Annual Meeting.

### **Section 4. Board of Directors Meeting:**

- a. A quorum for a Board of Directors Meeting shall be five (5).
- b. Board of Directors Meetings may be called by the President, or by a majority of the Board of Directors, at such times as the necessity may arise.
- c. The Secretary/Treasurer shall provide a Notice not less than ten (10) days prior to such meeting. The Notice shall state the time, location, and purpose of the meeting.
- d. Directors or Officers shall advise the President when they cannot attend. Directors and Officers may be excused by the President for cause.
- e. Directors absent shall have no vote.
- f. Board of Directors Meetings may be conducted via telephone conference call.

## **ARTICLE VI - DUES AND INSURANCE**

### **Section 1. Annual Dues and Insurance:**

- a. Annual dues may be changed only by a vote of the branches at the Annual Meeting, or at a Special Meeting called for that purpose.
- b. Dues shall be the same for all members.
- c. The Association shall provide liability insurance coverage to the branches and members.
- d. The liability insurance coverage and costs of the insurance may be negotiated annually.

### **Section 2. Payment of Dues and Insurance Premiums:**

- a. Dues and insurance premiums are payable to the Secretary/Treasurer by the branches.
- b. Annual dues and insurance premiums for each member are due to the Secretary/Treasurer no later than March 15 for the forthcoming year. Branches are encouraged to submit as many member's dues and insurance premiums as possible by March 15. Those that are collected later are to be submitted within 30 days. With the payment of the annual dues and insurance premiums, each branch shall submit a current Branch Membership Roster and a list of branch officers and directors.
- c. Dues and insurance premiums will not be prorated for part of a year.

### **Section 3. Non-Payment of Dues and Insurance Premiums:**

- a. The Secretary/Treasurer shall send a Notice of Termination for non-payment of dues and insurance premiums to a branch whose dues and insurance premiums are not received by April 15.
- b. The Secretary/Treasurer will forward a copy of the Notice of Termination to the Insurance Agent.
- c. The Association insurance coverage of a branch terminated for non-payment of dues and insurance premiums will be canceled at the time of branch termination.

#### **Section 4. Re-instatement:**

- a. Branches terminated for non-payment of dues and insurance premiums may, within thirty (30) days from the date of termination, petition the Board of Directors for re-instatement.
- b. To be re-instated the branch must submit the dues and insurance premiums due for the forthcoming year and the Branch Membership Rosters.
- c. Branches re-instated within thirty (30) days, will keep the same branch number and their National Liability Insurance coverage will be continued.
- d. Branches failing to request re-instatement within thirty (30) days must wait for a period of six (6) months, at which time they may petition the Board of Directors for re-instatement.
- e. To be re-instated after six (6) months the branch must submit the dues and insurance premiums due for the year and the Branch Membership Rosters. Branches so re-instated will be issued a new branch number and their National Liability Insurance coverage will be continued.

### **ARTICLE VII - VOTING**

#### **Section 1. Procedures:**

- a. In matters requiring a branch vote each branch shall have one (1) vote.
- b. Matters requiring a vote of the branches shall be addressed either at the next Annual Meeting or at a Special Meeting called for that purpose.
- c. Branches voting at the Annual Meeting, or Special Meetings, may have a representative present to cast the branch vote, or vote by proxy to the Secretary/Treasurer.
- d. Matters requiring a branch vote shall require a majority vote of the branches voting, either in person or by proxy.
- e. Issues at the Board of Directors Meetings shall be decided by a majority vote, with exception of the removal of a Director, which shall require a two-thirds (2/3) vote, and the termination of a branch, which shall require a two-thirds (2/3) vote.
- f. All matters passed shall become effective immediately after the meeting in which the votes were taken, with the exception of the Officers. Newly elected Officers shall take the office immediately after the directors votes are counted at the board meeting with the exception of the Secretary/Treasurer for which there shall be a thirty (30) day transition period for a new Secretary/Treasurer taking office.

#### **Section 2. Ballots:**

- a. The Secretary/Treasurer must receive motions requiring a vote of the branches no later than ninety (90) days prior to the Annual Meeting, with the exception of Regional Meeting motions. All motions made by a branch must be accompanied by a second to the motion from another branch.
- b. Regional Meeting motions, seconded by another branch and forwarded to the Secretary/Treasurer, shall be addressed at a Special Meeting called for that purpose, or be placed on the ballot at the next Annual Meeting.
- c. The Secretary/Treasurer shall provide a Ballot, and a Letter of Instruction, to the branches approximately sixty (60) days prior to the Annual Meeting.
- d. The Secretary/Treasurer shall provide a Ballot and a Letter of Instruction, to the branches approximately thirty (30) days prior to a Special Meeting.
- e. Ballots of branches voting by proxy at the Annual Meeting, or Special Meeting, must be received by the Secretary/Treasurer no later than ten (10) days prior to such meeting, or by the date specified in the Letter of Instruction provided with the Ballot. Travel commitments of the Secretary/Treasurer may require this time period to vary slightly.

### **ARTICLE VIII - BRANCH RESPONSIBILITIES**

#### **Section 1: Branches:**

- a. The terms used herein referring to Branch Officers, Branch President, Branch Contact Person, etc., are not meant to imply the branches must establish such titles. However, the branches must maintain an administrative core of personnel responsible to communicate with the Secretary/Treasurer, Directors, Officers as is necessary to establish membership and maintain the Branch and its members in good standing.
- b. Branches may be organized in any locality, elect their own officers, and conduct the business of their branch as they see fit, providing it does not conflict with these Bylaws and Constitution of the Early Day Gas Engine and Tractor Association, Inc.
- c. Branches shall maintain a Branch Membership Roster listing the names, addresses and telephone numbers of all branch officers and members. The roster may be a computer generated listing.
- d. Branches shall comply with the current published EDGE&TA Safety Rules.
- e. Each branch shall have a designated Branch Safety Officer or other Branch Official so designated.

## **Section 2. Branch Officers:**

- a. Branch Officers and Directors must be EDGE&TA members in good standing.
- b. Branches shall send the name, address, telephone number, fax number, and e-mail address of each Branch Officer and Director to the Secretary/Treasurer within ten (10) days of such Officer and Director taking office.

## **Section 3. Branch Contact Person:**

- a. Branches shall establish a Branch Contact Person. The branch shall send the name, address, phone number, fax number and e-mail address of the Branch Contact Person to the Secretary/Treasurer. This person will receive all future correspondence from the Secretary/Treasurer.

## **Section 4. Branch Events:**

- a. Branches shall report all branch sponsored events to the Insurance Agent.
- b. Instructions covering this requirement can be found in the Insurance Info. Section, Events Reporting Form of the Associations Web page ([www.edgeta.org](http://www.edgeta.org)).
- c. Branch events may be reported to the Insurance Agent by mail, fax, or e-mail.
- d. Branches hosting an Annual or Regional Meeting will coordinate with the designated Director or Advisor to establish a place for such meetings.
- e. Branches hosting the National Show will coordinate with the designated Director to establish a location for the Directors, Officers, and Advisors to promote the Association.

## **ARTICLE IX - NATIONAL AND REGIONAL SHOWS**

### **Section 1. National Show:**

- a. To promote fellowship among the branches and members, a National Show, hosted by one of the branches, shall be held annually. The location of the National Show shall alternate between the eastern and western portions of the nation.
- b. Branches may join and co-host the National Show.
- c. The Board of Directors shall approve the dates, locations, and host branches.

### **Section 2. Regional Show:**

- a. A Regional Show may be held in each Region annually. The Regional Shows shall be hosted by a branch within that Region.
- b. Branches may join and co-host a Regional Show.
- c. The Board of Directors shall approve the dates, locations, and host branches.

## **ARTICLE X - SAFETY**

### **Section 1. Safety Requirements:**

- a. The Association shall provide Safety Requirements to the branches.
- b. The Safety Requirements are the basic and minimum safety requirements of the Association and the National Liability Insurance Program.
- c. Branches may implement additional safety requirements and/or policies provided they meet or exceed the requirements of the current published EDGE&TA Safety Requirements

## **ARTICLE XI - PARLIAMENTARY AUTHORITY**

- a. The parliamentary procedures in Robert's Rules of Order, The Modern Edition, shall govern in all cases unless otherwise stated in these Constitution and Bylaws.

## **ARTICLE XII - AMENDMENTS**

- a. The Board of Directors shall adopt the initial bylaws of the corporation.
- b. Thereafter, bylaws may be adopted either by the members or the Board of Directors, but no bylaw adopted by the members shall be amended or repealed by the directors, unless the members shall have conferred such authority upon the directors.
- c. Bylaws adopted by the board of directors shall be subject to amendment or repeal by the members as well as by the directors.

Revised and Approved July 15, 2006 by the membership at the national meeting held in Ridgefield Washington