

**MERCER COUNTY ANTIQUE POWER ASSOCIATION  
BY - LAWS**

The name of the organization shall be MERCER COUNTY ANTIQUE POWER ASSOCIATION.

The purpose of the organization shall be:

- A. The collection, display, and exhibition of operable and non-operable antique power devices privately and to the public;
- B. The dissemination of information concerning these devices and their uses; and
- C. The fellowship of families interested in antique equipment.

**ARTICLE I - OFFICES**

Section 1

The registered offices shall be in Mercer, Pennsylvania or such other place as the Board of Directors may set from time to time.

**ARTICLE II - BOARD MEMBERS**

Section 2.1

The number of members which shall constitute the Board of Directors shall be fifteen (15). Board members shall be at least 18 years of age to be elected at the September general meeting from a slate presented by the nominating committee at the membership meeting in August of each year. Nominations may also be made from the floor at the August meeting and shall appear on the ballot in September if membership present at the August meeting approves.

Section 2.1 A

Elected officers will also be members of the Board.

Section 2.2

Vacancies in the Board shall be filled by a majority of the remaining board members.

Section 2.3

The Board shall have the authority to remove and replace any member of the board who has missed three (3) consecutive meetings.

Section 2.4

Directors shall serve a term of three (3) years. Directors may not serve more than six (6) consecutive years but may be re-elected or reappointed after an absence of one (1) year.

Section 2.4 A

Terms are as follows:

Officer positions for the President and Vice President positions will consist of a two (2) year term, alternating elections, with a six (6) year term limit followed by a one-year break.

The Secretary, Treasurer and Membership Secretary positions will consist of a three (3) year term, with a six (6) year term limit followed by a one-year break.

Current officers may serve any position other than the one recently served without a one-year break.

Section 2.5

The business and affairs of the Association shall be managed by its Board which may exercise all such powers of the Association, all such lawful acts and things that are not prohibited by statute or by these by-laws.

Section 2.6

The meetings of the Board may be held at such place within the Commonwealth of PA or elsewhere as a majority of the members of the Board may from time to time appoint, or as may be designated in the notice calling the meeting.

Section 2.7

The first meeting of each newly elected Board will be held on the regular meeting night in January of the upcoming year.

### Section 2.8

Directors' meetings and general meetings will be held the second Tuesday of each month. Directors' meetings will be held at least quarterly ahead of the general meeting.

### Section 2.9

Special meetings of the Board may be called by the President with three (3) days' notice to each member. Such special meetings must be called by the President upon the written or phoned request of two or more members of the Board. If a quorum of Board members is present, an emergency Directors' meeting may be called before any general meeting.

### Section 2.10

At all meetings of the Board, one-half (seven) of the voting board shall constitute a quorum for the transaction of business. The acts of the majority of the Board members present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except as may be otherwise provided by statute or by the by-laws. If a quorum is NOT present, the members may adjourn the meeting to another date and time without further notice.

### Section 2.11

The Board may, by resolution adopted by a majority of the whole board, designate one or more committees, each committee to consist of one or more members of the Board. The Board may designate one or more members of the Board as an alternate member of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in such resolution or in these by-laws, shall report to the Board so the Board can make final decisions.

### Section 2.12

The Executive Committee shall consist of the Officers of the Association, and they may authorize the expenditure of up to \$250.00 without direct board approval. Any expenditure exceeding \$250.00 must be authorized by action of the Board.

## **ARTICLE III - OFFICERS**

### Section 3.1

Officers shall be elected from the membership at the September general meeting from a ballot presented by the Nominating Committee at the meeting in August every year. Nominations may be made from the floor at the August meeting and shall appear on the ballot in September if membership present at the August meeting approves. The Officers shall be President, Vice President, Secretary, Treasurer and Membership Secretary. The offices of Secretary and Treasurer may be held by the same person for a one-year term.

### Section 3.2

All Officers shall hold office from January 1 to December 31 of their current elected term.

### Section 3.3

The President shall be the chief executive, charged with carrying out the intent of the Board and doing business in the name of the Association. The President shall have the power to sign any official papers in the name of the Association after the action is approved by the Board. The President shall keep all records required by law, by these By-Laws and by order of the Board. The President shall appoint a Nominating Committee of three (3) members each year. No member of the Nominating Committee may serve consecutive years. The President shall also appoint an Audit Committee annually to audit the Treasurer's books. The Audit Committee should consist of at least three (3) members. The President shall also appoint a standing By-Laws Review Committee to review and/or update these documents every three (3) years, starting in 2027. Proposed amendments to the By-Laws, inside of the three-year review window, may be made by written notice presented to officers and will be reviewed by the By-Law Committee at that time.

### Section 3.4

The Secretary shall manage all correspondence of the Association and keep accurate minutes of all meetings, both membership and the Board, and shall take such responsibility as the Board shall direct. Minutes from the prior meeting shall be presented at the next meeting. The Secretary shall attest the signature of the President to all official documents and certify copies of the minutes of the meetings as directed by the Board.

### Section 3.5

The Treasurer shall have the custody of the Association's funds and shall keep full and accurate accounts of receipts and disbursements in the books belonging to the Association and shall deposit all monies and other valuable effects in the

name and to the credit of the Association in such designated by the Board. The Treasurer shall disburse the funds of the Association as ordered by the Board and shall present a financial report at the monthly meetings.

#### Section 3.5 A

As stated in Section 2.12, other than by officers, expenditures may not be reimbursed without Board approval. Receipts beyond the organization's fixed costs must have prior approval or will be held for approval and reimbursement.

#### Section 3.6

The Membership Secretary shall manage all memberships, including new and renewals. Duties will include the issuing of a membership card upon receipt of initial memberships and annual dues. It will be the duty of the Membership Secretary to keep a roster of current members, their mailing addresses, phone numbers and available email addresses, along with any other information requested by the Board.

### **ARTICLE IV - MEMBERSHIP**

#### Section 4.1

The membership is open to anyone interested in the antique power equipment movement upon payment of the annual dues. The dues schedule shall be \$12.00 for each new member and a \$6.00 annual renewal fee. Such renewal shall occur within two months of the beginning of each calendar year or shall be considered a new membership.

#### Section 4.2

Membership shall include a household couple and children under the age of eighteen.

#### Section 4.3

The dues schedule may be changed from time to time when approved by the Board of Directors.

### **ARTICLE V - GENERAL PROVISIONS**

#### Section 5.1

All checks or demands for money and notes of the Association shall be signed by two officers. New signature cards shall be executed to list all officers in January of each year if a change has been made in the officers, upon certification by the Secretary and a copy of the minutes of the election. The Board may from time to time designate such people as necessary for the convenience of the Association as additional signatures.

#### Section 5.2

The fiscal year shall begin January 1 and end December 31.

#### Section 5.3

No alcoholic beverages are allowed at any function sponsored by the Association.

#### Section 5.4

The Association shall not discriminate against any person because of race, religion, or natural origin.

### **ARTICLE VI – NON-PROFIT STATUS**

#### Section 6.1

The Association is organized exclusively for charitable purposes as such purposes are defined by Section 501(c) (3) of the Internal Revenue Code (or the corresponding section of any future Internal Revenue law of the United States). No part of the net earnings of the Association shall inure of the benefit of any individual and no member, director, officer, or employee of the Association shall receive any pecuniary benefits of any kind except reasonable compensation for services in effecting the Association's purposes. No substantial part of the activities of the Association shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the Association participate in or interfere in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Any provision of law to the contrary notwithstanding the Association may not merge or consolidate with any association or corporation which is not an exempt organization as defined in Section 501(c) (3) and Section 170 (b) (1) (A) other than in Clauses (vii) and (viii) of the International Revenue Code, or their successor provisions and which has not been in existence and so described for a continuous period of at least 60 calendar months.

In the event the Association is dissolved, and liquidated, the Board of Directors shall after paying or making provisions for payment of all the liabilities of the Association, distribute the Association property and assets to such organization or organizations as in their judgment have purposes most closely allied to those of this Association; provided, however, that the tax-exempt charitable organization within the meaning of Section 501 (c) (3) and Section 170 (b) (1) (A) other than in Clauses (vii) and (viii) of the Internal Revenue Code or their successor provisions, shall have been in existence and so described for a continuous period of at least 60 calendar months, and shall also be an organization contributions to which are deductible under Sections 170, 2055, and 2522 of the Internal Revenue Code or successor provisions. Any of the property or assets not so distributed shall be disposed of by the court having authority of the dissolution and liquidation of a Pennsylvania non-profit association exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

Said association is organized exclusively for charitable, educational, and recreational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE VII - AMENDMENT OF THESE BY-LAWS**

Section 7

Amendments of these bylaws may be made at any membership meeting by a majority of the members present, but notice must be given to all members at least one week in advance that such amendments will be proposed.


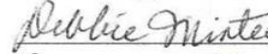
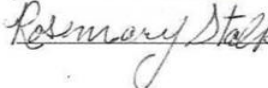
IN TESTIMONY WHEREOF, the undersigned Association has caused these By-Laws to be signed by a duly authorized Officer and duly attested by another such Officer on this 11th day of June, 2024.

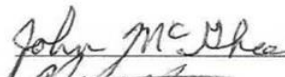
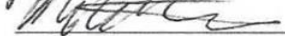
MERCER COUNTY ANTIQUE POWER ASSOCIATION

  
Reece Coulter, President

  
Janette Wike, Secretary

By-Laws Committee:

 Reece Coulter  
 Debbie Minter  
 Rosemary Stalker

 John McGhee  
 Nathan Sawyer