

BY-LAWS OF
EARLY DAY TRACTOR & IRON, INC.

Article I
Name

Section 1. The name of the corporation is Early Day Tractor & Iron, Inc. It is in the Victor Valley Area of Southern California.

Article II
Purpose

Section 1. The specific purpose of this corporation is to promote the collection, restoration, preservation and exhibition of gasoline and oil engines, gasoline and oil tractors, tractor driven machinery, and any other equipment of historical value.

Section 2. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Law for charitable purposes.

Article III
Service of Process

Section 1. Agent for Service of Process - Early Day Tractor & Iron, Inc. shall provide the name and address of an agent of service of process to the California Secretary of State, in a timely manner.

- A. The name and address thus provided by Early Day Tractor & Iron, Inc. may appear on the California Secretary of State's web page.

Article IV
Members

Section 1. Classes of members – There shall be four classes of members.

- A. Regular Member - Shall have all rights and privileges as described in these Bylaws.
- B. Spousal Member – Spouse of a Regular Member, shall have all rights and privileges as described in these Bylaws.
- C. Honorary Member – Awarded in appreciation for advancing the purposes of Early Day Tractor & Iron, Inc.
 - a. Shall have all the rights and privileges as described in these Bylaws, except shall not vote nor hold elective office.
 - b. Honorary Members may be so designated only by Board action.
- D. Youth Member -- Shall be 12 through 16 years of age and sponsored by a member parent/guardian, who is a Regular, Spousal, or Honorary Member of Early Day Tractor & Iron, Inc.
 - a. Shall have all rights and privileges described in these Bylaws, except as limited by EDGE&TA youth member rules.
 - b. Youth Member may not vote nor hold elective office.

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Section 2. Membership

- A. Eligibility for membership is unrestricted.
- B. The rights, privileges and interests of each member shall be equal except as described in Article IV, Section 1. Classes of Members.
- C. A member in good standing is an individual who is listed on the current Early Day Tractor & Iron, Inc. roster, and whose dues are current.
- D. Early Day Tractor & Iron membership period shall be for one year beginning April 15th.
- E. Membership dues on joining, or annual renewal, for the classes of member shown in Article IV, Section 1. shall be:
 - a. Regular Member dues are \$30
 - b. Spousal Member dues are \$20
 - c. Youth Member dues \$ 8
 - d. Honorary Members pay no dues.
 - e. New members joining after Apr 15th shall be members until the end of the current membership period.
- E. Dues
 - a. EDGETA Annual dues, or upon a new member joining, are not prorated.

Section 3. Member Resignation, Disapproval, Termination, and Reinstatement.

- A. The Board shall have the right, to accept a member's resignation; to disapprove a membership application for cause; to terminate, suspend or expel a member for cause; or to reinstate a former member of Early Day Tractor & Iron, Inc.

Article V Officers

Section 1. Officers and Duties

- A. The officers of the organization shall be President, Vice President, Past President, Member-At-Large, ^{Rev.1}, Secretary, Treasurer, and Safety Officer. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Early Day Tractor & Iron, Inc.
- B. The President shall be the Executive Officer of the corporation.
- C. The Vice President shall be the Executive Officer of the corporation in the absence of the President. Shall perform other duties as may be assigned.
- D. Secretary shall record the minutes of the business of the corporation, archiving such records, and making them available upon request in writing. Shall perform other duties as may be assigned.
- E. Treasurer shall be responsible for financial matters, keeping records, and reporting the financial status of the corporation monthly. Shall perform other duties as may be assigned.
- F. The Safety Director shall be responsible for all risk management matters, reporting at each Board meeting. Shall perform other duties as may be assigned.
- G. The Past President shall be responsible for the transition of organizational business – public content and shall assist in event contacts and public contents with the organization. ^{Rev.2}
- H. The Member-At-Large will be the memberships contact for items of concern from the membership and duties as assigned. ^{Rev.3.}

Revisions 3-7-2018, Rev. 1, Rev. 2, and Rev. 3

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Section 2. Nomination Procedure, Time of Elections

- A. At the General Member Meeting in September a three-member Nominating Committee shall be elected by the members present. It shall be the duty of this committee to nominate candidates for the offices to be filled at the Annual Meeting in November.
- B. The nominating committee shall report the candidates for offices at the October General Member Meeting.
- C. At the annual meeting, before the election commences additional nominations from the floor shall be permitted.
- D. Votes shall be tallied by a Tally Committee of members elected by the membership for that specific election.
- E. The Board of Directors may deem the office of Treasurer to exceed two terms. ^{Rev.4}

Section 3. Ballot Elections, Term of Office, Removal from Office

- A. The officers shall be elected by ballot to serve for one year or until their successors are elected, and their term of office shall begin at the close of the meeting at which they are elected.
- B. Officers may be removed from office at the pleasure of the membership as provided in the parliamentary authority.

Section 4. Office Holding Limitations

- A. No member may hold more than one elected office at a time, and no member shall be eligible to serve three consecutive terms in the same elected office, excepting the office of the Treasurer. Allowance for exception by majority of Board vote shall allow additional years of service to office of Treasurer to maintain consistency and process on an annual basis at the time of officer elections. ^{Rev.5}

**Article VI
Meetings****Section 1. Regular Meetings**

- A. The General Member Meetings shall be held each month at a time and place determined by a majority vote of the Board-Of-Directors of the Early Day Tractor & Iron, Inc.

Section 2. Committee Meetings

- A. Committee Meetings will be conducted at the date and time directed by the Board-Of-Directors of the Early Day Tractor & Iron, Inc.

Section 3. Annual Meeting

- A. The General Member Meeting in November shall be known as the Annual Meeting and shall be for electing officers, receiving reports of officers and committees, and any other business that may arise.

Revisions 3-7-2018, Rev. 4, and Rev. 5,

CONTINUED**Section 4. Special Meeting**

- A. Special meetings may be called by the President or the Board, and shall be called on the written request of ten members of the Early Day Tractor & Iron, Inc. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least three days before the meeting.

Section 5. Quorum

- A. Twelve (12) members of the Early Day Tractor & Iron shall constitute a quorum.

**Article VII
Executive Board****Section 1. Board Composition**

- A. The Directors shall be the Executive Board, also known as Board.
 - a. A quorum shall be four (4) ^{Rev.6} Board members.

Section 2. Board's Duties

- A. The Board shall have general supervision of the affairs of the Early Day Tractor & Iron, Inc. between its business meetings, fix the hour and place of meetings, make recommendations to the organization, and perform such other duties as are specified in these Bylaws.

Section 3. Board Meetings

- A. Unless ordered by the Board, regular meetings of the Board shall be as part of the Board and General Members in the months of: January, April, July, and October. ^{Rev.7}
- B. Special meetings of the Board may be called by the President **and** shall be called on the written request of four (4) ^{Rev.8} members of the Board.

**Article VIII
Committees****Section 1. Finance Committee**

- A. A standing Finance committee composed of the Treasurer, and two members appointed by the President promptly after each annual meeting. It shall be the duty of this committee to prepare a budget forecast for the fiscal year beginning the first day of February.

Section 2. Program Committee

- A. A standing Program committee composed of three members shall be appointed by the Vice President promptly after each annual meeting. It shall be the duty of this committee to plan the annual program of the organization to begin the first day of February.

Revisions 3-7-2018, Rev. 6, Rev. 7, and Rev. 8

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Section 3. Safety Committee

- A. The Safety Director shall establish a committee of two Deputy Safety Officers for the purpose of having at least one trained Safety personnel at every event that Early Day Tractor & Iron, Inc. in which it participates.

Section 4. Membership Committee

- A. The Treasurer shall establish a committee to register new and renewal members, to maintain records, provide written information to the Board of Directors and members, and maintain contact with new and current members.

Article IX

Contract, Gifts and Indebtedness

Section 1. Contracts – All contracts must be reviewed and approved by the Board before signing by the President.

Section 2. Gifts -- Any gift, contribution, bequest, or device given to Early Day Tractor & Iron, Inc. must not create legal or undue hardship on Early Day Tractor & Iron, Inc. as determined by the Board.

Section 3. Indebtedness – No indebtedness shall be incurred on behalf of Early Day Tractor & Iron, Inc. by any member without prior authorization of the Board. Indebtedness shall include, but is not limited to, purchased goods, contracted services, verbal agreements, in the name of Early Day Tractor & Iron, Inc. or receiving goods of value.

Article X

Dissolution

Section 1. Upon a majority vote of the Early Day Tractor & Iron, Inc. and the general membership for dissolution or winding up of the Early Day Tractor & Iron, Inc., its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a non-profit fund, foundation or corporation which is organized and operated for preservation purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Article XI

Executive Board Immunity

Section 1. A volunteer Executive Board member of Early Day Tractor & Iron, Inc. a non-profit corporation, is not liable for monetary damages to a third party if the act or omission was done in good faith and within the scope of duty. Ref. Cal Gov. Code Para: 5239

Section 2. Volunteer Executive Board members of Early Day Tractor & Iron, Inc. shall be covered by a D & O (Directors & Officers) insurance policy, provided by Early Day Tractor & Iron, Inc. at no additional cost to the Board member, except specified deductible amounts described in said D & O insurance policy shall be the responsibility of the Board member.

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**Article XII
Parliamentary Authority**

Section 1. The rules contained in the current edition of “Robert’s Rules of Order, Newly Revised” shall govern the Early Day Tractor & Iron, Inc. in all cases in which they are applicable and in which they are not inconsistent with the Bylaws, and any special Rules of Order the Early Day Tractor & Iron, Inc. may adopt.

**Article XIII
Amendment of Bylaws**

Section 1. These Bylaws can be amended at any General Member meeting of the Early Day Tractor & Iron, Inc. by a two-thirds vote provided that the amendment has been submitted in writing at the previous General Member meeting.

Revisions – Publication History

**Rev 6/8/14
Updated 10/02/2015
Rev 1/16/2016
Rev 3/1/2018**

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CONTINUED**Addendum 1.
Terms Used****Rules of Order**

The term *rules of order* refer to written rules of parliamentary procedure formally adopted by an assembly or organization. Such rules relate to the orderly transaction of business in meetings and to the duties of officers in that connection. The object of rules of order is to facilitate the smooth functioning of the assembly and to provide a firm basis for resolving questions of procedure that may arise. An organization may formally adopt a parliamentary authority in its bylaws, such as Robert's Rules of Order, Newly Revised.

Special Rules of Order

Special rules of order supersede any rules in the parliamentary authority with which they may conflict. When a society or an assembly has adopted a particular parliamentary manual, such as Robert's Rules of Order, Newly Revised, ---- as its authority, the rules contained in that manual are binding upon it in any cases where they are not inconsistent with the bylaws of the body, any special rules of order, or provisions of local, state, or national laws applying to the particular type of organization.

Standing Rules of Order

Standing rules of order as understood in Robert's Rules of Order, Newly Revised, are rules (1) which are related to the details of the administration of a society rather than a parliamentary procedure, and (2) which can be adopted or changed upon the same conditions as any ordinary act of the society.

Example: A society with a small assembly ---- such as one having a dozen or fewer members --- may wish to adopt a rule that its meetings be governed by some or all the somewhat less formal procedures applicable to a small board.

CONTINUED**EARLY DAY TRACTOR & IRON, INC.
SPECIAL RULES OF ORDER****Special Rule of Order 1.0**

The parliamentary rules governing the procedure of General Member Meetings, Executive Board Meetings, Special Meetings, and Special Executive Board Meetings of Early Day Tractor & Iron, Inc. may be different than those prescribed in the parliamentary authority, as follows:

- Members may raise a hand instead of standing when seeking to obtain the floor and may remain seated while making motions or speaking.
- There is no limit to the number of times a member may speak to a debatable question.
- Informal discussion of a subject is permitted while no motion is pending.
- When a proposal is perfectly clear to all present, a vote may be taken without a motion's having been introduced. Unless agreed to by unanimous consent, however, all proposed actions must be approved by vote under the same rules as in a larger meeting, except that a vote can be taken initially by a show of hands, which is often a better method in small meetings.
- The chairman need not rise when putting questions to a vote.
- If the chairman is a member, he may, without leaving the chair, speak in informal discussions and in debate, and vote on all questions. Informal discussion may be initiated by the chairman himself, which in effect, enables the chairman to submit his own proposals without formally making a motion, if he wishes to do so.

Adopted:

CONTINUED**EARLY DAY TRACTOR & IRON, INC.
STANDING RULES OF ORDER****Standing Rule of Order 1.0**

Affiliation with Early Day Gas Engine & Tractor Association (EDGETA) – Early Day Tractor & Iron, Inc. (EDTI) shall enter into a contractual agreement with EDGETA whereby members of EDTI become members of EDGETA, entitled to all privileges and benefits of EDGETA.

- EDTI shall collect and pay EDGETA dues from EDTI members.
- EDTI members shall abide by EDGETA Bylaws and rules.
- EDGETA provides a limited liability insurance benefit to members.
- EDGETA provides limited Directors & Officers (D & O) Insurance to EDTI.

Adopted:

Standing Rule of Order 2.0

Tax Exempt Status – Early Day Tractor & Iron, Inc. shall:

- Incorporate in the State of California as a non-profit Mutual Benefit Corporation for charitable purposes.
- Apply to Internal Revenue Service for tax-exempt status as a 501(c)(3) organization.
- Apply to the California Franchise Board for tax-exempt status as a 501(c)(3) organization.

Adopted:

Standing Rule of Order 3.0

Treasurer/Membership Director – Is responsible for tracking guests, new members, and the renewal members.

- He shall issue guest cards, new member applications, members guide, and keep the members roster updated.
- Shall collect all dues and forward them to the Treasurer, drawing a check for payment of new member registrations to be sent to the Secretary of EDGE&TA.
- Shall maintain contact with new members until they become established in EDTI.
- Shall report on the status of any member having missed meetings, or other concerns.

Adopted:

Standing Rule of Order 4.0

Safety Director – Is responsible for implementing the EDGE&TA safety program, EDTI safety program, and educating the EDTI members annually, and before every event.

- Shall prepare and maintain a written safety program based on EDGE&TA safety program and include any EDTI safety rules. The written material shall be issued to each member on joining EDTI and available annually.
- Shall inspect all tractors, engines, or other devices before each event, assuring a safe location and safe operation.
- A “Drivers/Operators” meeting shall be held before each parade, display, show, to assure the drivers/operators have the latest safe-operation rules.
- For all events and meetings where safety training takes place, a roster of those present is required.

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Standing Rule of Order 5.0

Program Committee --- Shall submit an annual calendar to the organization for approval at the General Member Meeting in January. The Program Committee may from time to time submit amendments to the annual program, which may be adopted by a majority vote by the membership.

Adopted:

Standing Rule of Order 6.0

Finance Committee --- Shall submit an annual budget for adoption by the membership at the General Member Meeting in January. The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of the membership.

Adopted:

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