

Bylaws of the **Upper Midwest A-C Club™**
Established November 17, 1991

Bylaws – originally adopted 2-6-1995
Amended 4-21-2018
Amended 11-9-2019

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ARTICLE I: NAME

The name of this corporation is "Upper Midwest A-C Club™", a not-for profit, non-stock corporation organized under the General Corporation Law of the State of Minnesota. There shall be no use of the Club Name in any abbreviated form on any printed material. The name and address of this club shall not be used for personal or political purposes.

ARTICLE II: REGISTERED OFFICE

The Corporation shall have a registered office and a registered agent in the State of Minnesota, shall continuously maintain a business office in the State of Minnesota or greater Minnesota area, and may have other offices as the Board of Directors determines. The records of the corporation shall be kept at 820 Century Ave. SW, Hutchinson, MN 55350, or at such other place as the Board may determine from time to time.

ARTICLE III: BUSINESS PURPOSES

The Corporation is organized and operated for the general purposes:

- (a) Exclusively as a social club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States internal revenue law.
- (b) To exercise such of the rights, powers, duties and authority of a not-for-profit, non-stock corporation organized under the Nonprofit Corporation Act of the State of Minnesota which is consistent with the preceding paragraph.

ARTICLE IV: OBJECTIVES

While the primary emphasis shall be initially on Allis-Chalmers antique farm tractors and related equipment, the interests of the club shall also include, but not be limited to: associated toys, books, pictures, articles, garden tractors, walk behinds and related items.

The objectives and purposes of this club shall be to:

- (a) Host shows including and promoting an appreciation of Allis-Chalmers farm equipment with particular emphasis on antique tractors
- (b) Develop the tradition of Allis-Chalmers farm equipment
- (c) Discuss Allis-Chalmers tractors, engines and equipment
- (d) Facilitate the exchange of Allis-Chalmers parts, problem solving skills and sharing other knowledge
- (e) Hold regular meetings
- (f) Promote fellowship among members
- (g) Provide activities that will be oriented toward family participation and will encourage the interest of youth in the historical preservation and the activities sponsored by the Club
- (h) Sponsor the largest all Allis-Chalmers show in the nation - the yearly Orange Spectacular® Show
- (i) Provide and maintain funds for scholarships

ARTICLE V: FINANCIAL, CAPITAL CONTRIBUTIONS, LOANS

Section 1: Accounting and Bank Accounts

Fiscal Year:

The fiscal year and taxable year of the corporation will end on December 31 of each year, unless a different year is required by the Code.

Deposits:

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

Checks, Drafts:

All checks, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer and countersigned by one other officer.

Section 2: Capital Contributions, Loans

In the furtherance of the aforesaid purpose, this corporation may solicit, borrow, purchase, or otherwise receive funds and other property, real, personal and mixed, and interests therein, by gift, transfer, loan, devise, or bequest, and hold, manage, administer, expand, return, sell, convey, or otherwise apply such funds and other property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gifts, transfers, loans, devise or bequests.

No part of the income or principal of this corporation shall inure to the benefit of or be distributed, borrowed or loaned against to or by any member of this organization, except for the payment of funds for the annual scholarship and reimbursement for club related expenses.

ARTICLE VI: INTELLECTUAL PROPERTY, PATENTS, TRADEMARKS, COPYRIGHTS

Orange Spectacular® is a Registered Trademark of Upper Midwest A-C Club™. Upper Midwest A-C Club™ is a Trademark name of the corporation.

- (a) Use of the Registered Trademark Orange Spectacular®, corporation logos, or any other trademarks and intellectual property owned by the Corporation or the Corporation address are NOT PERMISSIBLE.
- (b) Registered Trademarks®, Trademarks™, Copyright®, nor any content or part of information on the company website, brochures, advertising, etc. are NOT PERMISSIBLE for redistribution, storage, copy or other forms of reproduction.

ARTICLE VII: MEMBERSHIP

Section 1: Application for Membership

Membership in this corporation may be obtained through payment of dues by anyone who has passed the legal age of eighteen (18) years and professes an interest in advancing the purpose stated in ARTICLE III.

Section 2: Membership Dues

All regular members shall pay annual membership dues to the Corporation in such amounts and in such manner as determined by the Board of Directors.

- (a) Dues shall be effective for one (1) calendar year beginning with the month of initial membership.
- (b) All members will receive notice within the month following the expiration of their membership dues.
- (c) After two (2) months, membership will be considered expired.
- (d) Membership of the head of the family shall include all membership rights for the member's spouse/partner, including voting rights.
- (e) Maximum of two (2) voting rights per membership.

Section 3: Classes of Members

Honorary Members:

- (a) Honorary membership may be conferred upon individuals who have contributed outstanding services to the corporation.
- (b) The Honorary status will be granted exclusively by the Board of Directors.
- (c) Honorary members shall not have the right to vote, shall not be required to pay annual dues and shall not serve as Officer or Board of Director.
- (d) Honorary membership shall be renewed on a yearly basis at the discretion of the Board of Directors.

Lifetime Members:

- (a) Lifetime membership may be conferred upon individuals who have contributed outstanding services to the corporation.
- (b) The Lifetime status will be granted exclusively by the Board of Directors.
- (c) Lifetime members shall have the right to vote, shall not be required to pay annual dues and shall not serve as an Officer or Board of Director.
- (d) Lifetime membership shall be renewed at the discretion of the Board of Directors.

Regular Members:

Includes all members who qualify under Section 1 and Section 2.

Section 4: Termination of Membership

- (a) The membership of each member of the Corporation will terminate upon the member's death, resignation, expulsion, or failure to pay dues. Unless otherwise determined by the Board of Directors, each member's membership will immediately terminate if his or her membership dues have not been paid within two (2) months after such member's dues were due.
- (b) Members terminated as a result of expulsion may not renew their membership in the Corporation without obtaining the affirmative vote of at least two-thirds (2/3) of all the directors.
- (c) Members terminated as a result of resignation may renew their membership only by re-application for membership in the Corporation.
- (d) Members terminated as a result of non-payment of dues may reactivate their membership at any time in the Corporation.

Section 5: Suspension and Expulsion

Any member may be suspended or expelled from membership with cause upon the affirmative vote of at least two-thirds (2/3) of all the directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interests of the Corporation.

Cause shall include, without limitation, the following:

- (a) Any member who demonstrates abusive/aggressive behavior or language toward a Board member, volunteer or staff person shall be recommended for removal.
- (b) Members are expected to conduct themselves in a respectful manner at all Club functions and in the presence of fellow members. Any person whose conduct is considered unbecoming, disrespectful, unethical or detrimental to the best interests of the organization may be removed from the Membership by two-thirds (2/3) vote of the Board of Directors.
- (c) Nothing in these bylaws shall be construed as granting to any member a continued membership or expectation of membership in the Corporation.

ARTICLE VIII: MEETINGS

Parliamentary procedure guidelines will be set forth at each meeting.

Section 1: Board Meetings

- (a) Regular meetings should be held at least six (6) times a year.
- (b) Special Meetings of the Board shall be called upon at the request of the chair or one-third (1/3) of the Board.
- (c) Notices of special meetings shall be sent out by the President to each Board Member five (5) business days prior to the meeting date listing the time, location and purpose.

Section 2: Membership Meetings

- (a) Meetings of the members shall be held every year in April and November, at time and place designated by the Board.
- (b) At all member meetings, membership shall receive reports on the activities of the corporation and determine the direction of the corporation.
- (c) The Spring Meeting shall be considered the annual business meeting, at which the membership shall elect directors.

Section 3: Special Meetings

- (a) Special/emergency meetings of the voting members for any purpose may be called any time by the chair, or any three members of the Board of Directors.
- (b) Written notice and agenda of the meeting must be posted five (5) business days prior to the meeting date listing the time, location and purpose.
- (c) A petition signed by 10% of the voting members may also call a special meeting.
 1. Written notice and agenda of the meeting must be posted at least five (5) days prior to the meeting date listing the time, location and purpose.
 2. Notification of the meeting posted on the Club's registered website www.orangespectacular.com
 3. Only business for which the meeting is called shall be carried out at the special meeting.
 4. In cases of warranted emergencies, the written notice may be waived.

Section 4: Notice of Meetings

Notices shall be posted at least five (5) business days before each meeting and shall specify the place, day, and hour of the meeting and shall state the general nature of the business to be conducted in such meeting.

- (a) Notice of the meeting must be sent to each Board Member, either by direct mail or via email address.
- (b) Notification to the club membership shall be posted on the corporation's registered website: www.orangespectacular.com

- (c) Notice of meeting shall be placed in the next upcoming newsletter and posted on the website's calendar along with a listing of the club's yearly planned schedule of events.

ARTICLE IX: QUORUM

The members present at any properly announced meeting (per Article VIII, section 1) shall constitute a quorum. A quorum of the Board shall be a simple majority (greater than half) of the members of the Board. The meeting may be adjourned by a vote of the members present.

ARTICLE X: BOARD OF DIRECTORS GENERAL POWERS AND DUTIES

Section 1: Board of Directors

- (a) The Board of Directors shall consist of voting members of the corporation. Concurrent membership would need to be established for a twelve (12) month minimum.
- (b) Parliamentary procedure guidelines will be set forth at each meeting.
- (c) The Board of Directors shall be elected at the annual membership meeting.
- (d) Immediately following the annual membership meeting, the Board will reconvene to elect officers for the following year.

Section 2: Responsibilities of the Board of Directors

- (a) Overall policy and direction of the association and delegate responsibility of day to day operations.
- (b) The sale, lease, exchange, mortgage, encumbrance or disposal of the corporation's assets, approval of any merger, direct and carry out the purposes of the corporation.
- (c) Delegate certain duties and responsibilities of the corporation to the membership.
- (d) Establish and maintain governing policies of the corporation.
- (e) Maintain a professional manner at all Upper Midwest A-C Club™ events and associated gatherings.
- (f) Strive to attend all regular Board meetings, special meetings and the semi-annual Membership meetings.
- (g) Read and be familiar with information, data and reports received from other Directors, committees and coordinators.

Section 3: Board Officers and their Duties

There shall be four officers of the corporation: President, Vice-President, Secretary and Treasurer.

President:

The Board president shall lead the board of directors in performing its duties and responsibilities to conduct the club's business.

The duties of the president:

- (a) Preside, if present, at all meetings of the board of directors to conduct the club's business.
- (b) Schedule and set the agenda for meetings.
- (c) Notify board members and membership of all meetings.
- (d) Provide general supervision of Club activities.
- (e) Represent the club in making contractual arrangements such as with Fair Association Committees.
- (f) Perform all other duties incident to the office or properly required by the board of directors.
- (g) Transfer all records of the corporation, in good order, to the succeeding President at the end of his or her term.
- (h) Ask for assistance or delegate tasks to other officers to distribute the workload.
- (i) Be an ex-officio to the new president of the Board for one (1) year after fulfillment of the term.
- (j) Schedule and administer an annual audit of the Club's financial records.
- (k) Follow-up with the Treasurer relative to timely filings of Minnesota Sales Tax forms; IRS 501 (c) Form 990 yearly tax forms, the Annual Business Renewal (in January) with the Minnesota Secretary of State, the Minnesota Gambling License and Notification of amendments to Bylaws with the Minnesota Secretary of State.

Vice-President:

The vice-president shall, in the absence of the president:

- (a) Assist to perform the duties of the board president.
- (b) Have such other powers, perform such other duties and chair committees on special subjects as designated by the board or the board president.
- (c) Transfer all records of the corporation, in good order, to the succeeding vice-president at the end of his or her term.
- (d) Ask for assistance or delegate tasks to other officers to distribute the workload.

Secretary:

The secretary shall be responsible for:

- (a) Keeping records of board actions, including overseeing the taking of minutes at all meetings and distributing copies of minutes to each board member.
- (b) Retaining copies of articles and bylaws, voting agreements, minutes of all board, member, committee and special meetings and provide a back-up copy for storage; may use any information storage technique. Corporate records should be retained permanently.
- (c) Transfer all records of the corporation, in good order, to the succeeding secretary at the end of his or her term.
- (d) Ask for assistance or delegate tasks to other officers to distribute the workload.

Treasurer:

The treasurer shall perform all listed duties:

- (a) Properly required by the Board of Directors or the Board President.
- (b) The treasurer shall oversee and keep the board informed of the financial condition and affairs of the corporation and of audit review or financial review results.
- (c) In conjunction with other directors or officers, the treasurer shall oversee budget preparation and shall ensure that proper appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to the board of directors at each board meeting and membership meeting, or as may be required by the board of directors.
- (d) The treasurer will file:
 1. Required timely Minnesota Sales Tax forms.
 2. IRS 501 (c) Form 990 yearly tax forms.
 3. Notification of amendments to By-Laws with the Minnesota Secretary of State.
 4. The Annual Business Renewal (in January) with the Minnesota Secretary of State.
 5. A hard copy of each filing to every board member.
- (e) Obtain the Minnesota Gambling License during the month of January or February of each year and fulfill filing requirements.
- (f) Help develop fundraising plans.
- (g) Transfer all records of the corporation, in good order, to the succeeding treasurer at the end of his or her term.
- (h) Ask for assistance or delegate tasks to other officers to distribute the workload.
- (i) With Board approval the Treasurer may act as the designated/authorized signor of all banking transactions on behalf of the Board for the purchase of property, inclusive of loans and debt obligations.

ARTICLE XI: COMPOSITION: TERM, REMOVAL, RESIGNATION, VACANCIES

Section 1: Term

- (a) The term of a Board member shall be three (3) years.
- (b) Director's terms are staggered by dividing the total number of directors into groups.
- (c) The number of members of the Board shall be no more than nine (9) and no less than five (5).

Section 2: Removal

A Board Member may be removed for other reasons by a three-fourths ($\frac{3}{4}$) vote of the remaining directors. Once a Board Member is removed from the Board of Directors, they are not eligible to be elected to the Board again.

Section 3: Resignation, Termination and Absences

Resignation from the Board must be in writing and received by the Secretary. A Board Member shall be terminated from the Board due to excess absences of more than two (2) unexcused absences from Board Meetings in a year.

Section 4: Vacancies

- (a) When a vacancy on the Board exists mid-term, the secretary must receive nominations for new members from present board members two (2) weeks in advance of a Board meeting.
- (b) These nominations shall be sent out to Board members with the regular board meeting announcement to be voted upon at the next Board meeting.
- (c) Officers or members of the Board of Directors chosen to fill vacancies shall hold office until the next succeeding annual election or until their successors are elected and qualified.

- (d) Vacancies on the board due to resignation, death or removal shall be filled by appointment of a qualified candidate by a majority vote by the Board. This appointment will fill the open position and remain in effect for the remaining term of the departed Director.
- (e) The notice of nominations shall be posted on the website or, if in a timely manner, shall be printed in the spring newsletter prior to the annual meeting.

ARTICLE XII: COMMITTEES AND THEIR DUTIES

Section 1: Audit Committee

At the January meeting the President shall appoint an audit committee consisting of three (3) members, a board member and two volunteer members of the general membership, whose duty shall be to audit the Treasurer's records for the previous year (January to December). The committee shall report to the Board and the membership at the annual April meeting.

Section 2: Nomination Committee

Purpose:

A nomination committee is a committee that acts under the corporate governance area of an organization and is focused on evaluating the Board of Directors of its respective firm and on examining the skills and characteristics that are needed in Board candidates.

- (a) This committee consists of one Board member and two members of the membership.
- (b) The chairman of the board and the elected committee members serve a one (1) year term.

Responsibilities and Duties

- (a) It is the responsibility of the committee to secure candidates for the ballot and present a slate of qualified, acceptable candidates to the board for approval and to the membership for a vote.
- (b) The committee will conduct its business via meetings, conference calls, email, or mail as deemed necessary by the committee chair.
- (c) Nominating Committee members will consider the following when preparing the slate of candidates for the Board of Directors and the nominating committee:
 - 1. Overall geographical representation of current members
 - 2. Diversity
- (d) If possible, two (2) or more candidates shall be selected for each position.
- (e) Their decision shall represent the majority vote of the committee.
- (f) Provisions shall be made on the ballot for write-ins. If elected, the write-in must meet the criteria for that position.
- (g) Prepare a report of the recommended slate of candidates for presentation to the board.
- (h) The committee chair will ensure all candidates are notified as to the final report.
- (i) Preside at all nomination committee meetings, ensuring that a report is prepared in accordance with the nominating committee procedures.
- (j) Copies of all committee action notes, minutes and final correspondence to potential nominees will be forwarded to and retained at the Secretary's official records. All such documents or communications are strictly confidential.

Section 3: Other Committees

Committees or delegations may be appointed by the President, or as a result of action voted by the organization. Each committee and/or delegation of more than one member shall elect a chairperson. The Committee Chairperson will be responsible to give a report to the President when needed and to the organization at meetings.

ARTICLE XIII: VOTING

Section 1: Board of Directors

Each regular member in good standing has the opportunity to vote in person at the annual election for the open positions on the Board of Directors.

- (a) Formally nominated candidate's names and biographies will be displayed on a board or panel at the meeting for all to see prior to the meeting being called to order.
- (b) Each voting member will be confirmed, prior to the call of order, and be given a ballot.
- (c) Members may vote for a candidate that is not formally nominated PRIOR TO THE CALL OF ORDER.
- (d) Voting will consist of members writing the name of the nominee they would like to vote for on a blank paper ballot.
- (e) Each current club member may turn in only one paper ballot.
- (f) Candidates shall be elected by plurality of votes cast.

Section 2: Counting the Ballots

- (a) Ballots will be counted by one (1) Board member and two (2) club members, excluding nominated candidates and relatives of a candidate.
- (b) The committee chair (lead ballot counter) will be specified as lead.

When counting ballots, ballot counters need to keep these key points in mind:

- (a) Blank ballots are treated as scrap paper.
- (b) Ballots are valid if there is at least one written name.
- (c) Ballots that are unintelligible are invalid.
- (d) Ballots cast for a fictional character are invalid.
- (e) Ballots cast for an ineligible candidate are invalid.
- (f) Ballots with more choices than positions to be elected are invalid.
- (g) Ballots with fewer choices than positions to be elected are valid.
- (h) Small technical errors, such as spelling mistakes, do not make the vote invalid as long as the voter's intent is discernible
- (i) Votes cast by ineligible voters must not be counted at all, not even included in the number of total votes cast.
- (j) If it's determined that enough ineligible votes were cast by ineligible voters to affect the result, and these votes cannot be identified and removed from the count, then the vote is deemed null and must be retaken.

Section 3: Election Results

The committee chair (lead counter) will notify the president of the election results, who will announce the results to members of the board and the membership.

- (a) In the event of a tie, the two tied candidates will be voted on a new ballot to determine which candidate receives plurality.
- (b) Voting for tied candidates only needs to occur when there are not enough open positions to allow both tied candidates to be seated.
- (c) When the voting process has concluded, the presiding officer will read the report again to the members, concluding with a formal declaration of the results.
- (d) The president will ensure that the candidates are notified of the election results.
- (e) The entire ballot counters' report should be included in the minutes of the meeting.
- (f) At this time, a motion may be made to destroy the ballots.

ARTICLE XIV: DOCUMENT RETENTION POLICY

Section 1: Corporate Documents

Corporate documents include the corporation's Articles of Incorporation, Bylaws and IRS Form 1023 and Application for Exemption. Corporate documents and records are retained permanently. IRS regulations require that Form 1023 be available for public inspection upon request.

Sections 2: Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees and shall keep at its registered office or principle office a record giving names and addresses of its members, directors, officers and committee members.

Tax records include, but may not be limited to, documents concerning expenses, proof of contributions made by donors, accounting procedures, and other documents concerning the corporation's revenues. Tax records shall be retained for seven years from the date of filing the applicable form.

ARTICLE XV: CONFLICT OF INTEREST DISCLOSURE

Each officer, director and committee member of the Corporation shall complete and sign a conflict of interest disclosure form and shall comply with such conflict of interest policies and procedures as may be adopted and from time to time amended by the Board of Directors and published to such persons.

ARTICLE XVI: PERSONAL LIABILITY

Except as otherwise provided in these amended bylaws, by applicable law or expressly in the Agreement, no member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE XVII: DISSOLUTION

Section 1: Voluntary Dissolution by Board

In the event of dissolution of this organization, all assets remaining after payment of all legal obligations shall be distributed by the officers or, upon application to the officers by a court of competent jurisdiction exclusively to organizations which would then qualify as exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, but preferably to a corporation qualified as foresaid and possessing the capabilities required to further the implementation of the purpose of this organization, as foresaid serving educational, literary, historical, or charitable purposes in Minnesota (MN), primarily for the benefit of the residents of the surrounding areas.

The Dissolution Plan must comply with the requirements of Minnesota Statute 317A.735 and 317A.435

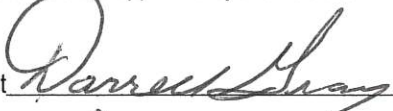
ARTICLE XVIII: AMENDMENTS

Section 1: Bylaw Amendments


- (a) Amendments to these bylaws shall require a majority vote of the voting club membership who attend a meeting called for the purposes of considering such amendments.
- (b) Notification of such a meeting shall be posted on the club's website: www.orangespectacular.com
- (c) Copies of the proposed amendments shall be available to all members before the meeting.
- (d) These bylaws may be amended when necessary by simple majority of the club membership. Proposed amendments must be submitted to the secretary to be sent out with regular Board announcements.
- (e) It is necessary for the bylaws to detail how they are to be amended. Because the bylaws are more detailed than the Articles of Incorporation, they should be updated and changed in accordance with the organization's growth and change.

Section 2: Certification of Adoption of Bylaws

These by-laws were approved by the Board of Directors and the membership by a majority vote on **November 9, 2019**

President 

Date 11-9-2019

Secretary 

Date 11-9-2019

In Presence of: 

Date 11/9/2019