

CONSTITUTION

ARTICLE I. NAME:

The name of the organization shall be:

"NORTHWEST PENNSYLVANIA STEAM ENGINE & OLD EQUIPMENT ASSOCIATION"

ARTICLE II. PURPOSE:

The purpose is:

- (a) to preserve, perpetuate and display the steam traction engine, and all other farm historical farm machinery; also antique automobiles and other means of transportation.
- (b) To promote fellowship of old and young who own or interested in any of these objects.
- (c) To commemorate all persons responsible for the invention, development and use of these machines.
- (d) The Association does not contemplate gain or profit, incidental or otherwise. The Association is an organization exclusively for charitable and educational purposes as defined and limited in Section 501 (c-3) of the Internal Revenue Code of 1954. (added and approved November 18, 1988)

ARTICLE III. MEMBERSHIP:

The membership of this organization shall consist of anyone who is interested in the movement and upon the payment of membership dues as outlined in the by-laws.

ARTICLE IV. DIRECTORS:

Section 1. The business of this association shall be conducted by a board of directors which shall consist of the association officers and 6 other members. (Amended to include 9 other members September 19, 1986).

Section 2. DUTIES: The directors shall have charge of the general management, control, and operation of the business and affairs of the association and shall exercise all the powers that may be performed by the association under the Statutes, The Certificate of Incorporation and the By-Laws.

Section 3. ELECTION: As outlined in the by-laws.

Section 4. MEETINGS: Meetings shall be called at the discretion of the President and held at a place designated by him.

Section 5. QUORUM. Five directors shall constitute a quorum for the conducting of any business by the Board of Directors. (QUORUM RAISED TO 7 BY AMENDMENTS OF SEPTEMBER 19, 1986).

Section 6. The first Board of Directors shall consist of six(6) members; 2 being elected for a 3 year term, 2 being elected for a two year term, and 2 being elected for a 1 year term. After the first year all newly elected directors will serve for a three year term. (AMENDED SEPTEMBER 19, 1986 TO ELECT THREE EACH YEAR FOR A TOTAL OF NINE MEMBERS. THE FIRST YEAR, 1 WAS ELECTED FOR THREE YEARS, 1 FOR TWO YEARS, AND 1 FOR ONE YEAR).

ARTICLE V. OFFICERS AND THEIR DUTIES:

The officers of this association shall be the President, Vice President, Secretary, and Treasurer. (AMENDMENTS OF MARCH 20, 1987 ADDED A CORRESPONDING SECRETARY).

DUTIES OF THE OFFICERS:

Section 1. PRESIDENT: The president shall preside at all meetings and shall have general charge of and control of the affairs of the Association.

Section 2. VICE PRESIDENT: The vice-President shall perform all such duties as may be assigned to him, and in case of death, disability, or absence of the President, he shall perform and be vested with all the duties and powers of the President.

Section 3. SECRETARY: The Secretary shall keep a record of the minutes of all meetings of the association and the Board of Directors. The secretary shall answer all correspondence of the association and shall have custody of all books except as shall be in charge of some other person authorized to have custody of same by the Board of Directors.

Section: 4. TREASURER: The treasurer shall receive all money in the name of the association and shall deposit all monies and valuables in the name of the association and to the credit of the association in such manner as the Board of Directors shall designate.

Section 5. BONDING: The offices of Secretary and Treasurer may be bonded at the discretion of the Board of Directors.

Section 6. Each of the officers shall serve for a term of one year or until their successors are elected or appointed.

Section 7. In the event of the death or resignation of any officer, the Board of Directors shall be empowered to appoint a successor for the duration of the term.

Section 8. All officers shall be members of the Board of Directors.

ARTICLE VI. MEETINGS:

There shall be two (2) annual meetings of the association each year. One meeting shall be held during the month of March, and the second meeting during the month of October. The date of the meetings to be designated by the President. Special meetings may be called and held in the manner and for the purpose specified in the by-laws. Members shall be notified by the secretary of the meeting date.

ARTICLE VIII. AMENDMENTS:

This constitution may be amended by a two thirds vote of the members present and voting at any meeting of the Association, provided that notice of any proposed amendment shall have been given in writing at least one week prior to the date at which such amendment is to be voted on, and that such notice shall have been communicated by the Secretary to each member in good standing.

ARTICLE IX. DISSOLUTION: (approved November 18, 1988).

(a). Dissolution of this non-profit corporation (association) shall occur only upon the affirmative unanimous vote of the members of the Board of Directors in good standing.

(b). In the event of the dissolution or termination of this corporation (association), the Board of Directors shall after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c-3) of the Internal Revenue Code of 1954 or corresponding provisions of any future United States Internal Revenue Code.

(c). Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation (association) is then located and for such purposes or to such organization or organizations as said court shall determine, which are organized and granted exclusively for such purpose.