

BY-LAWS
OF
NATIONAL ANTIQUE TRACTOR PULLERS ASSOCIATION, INC.
(A Not-For-Profit Corporation)

ARTICLE I

NAME AND OBJECT OF CORPORATION AND OFFICES

1. Name
The name of said corporation shall be National Antique Tractor Pullers Association, Inc.

2. Object
To enter, sponsor, promote, and organize the recreational activity of antique tractor pulling; make rules for competition and safety; and for any other purpose associated therewith, or any other purpose or purposes for which natural persons may lawfully associate themselves. Upon dissolution, liquidation, or termination of the Corporation, all Corporation assets remaining after the satisfaction of debts of the Corporation shall be assigned to an agreeable charity.

3. Offices
The principal office of the Corporation shall be located at the residence of the President of said Corporation. The Corporation may also have such offices at such other places within or without the State of Ohio as the Board of Directors may from time to time determine. The Corporation shall continuously maintain a registered agent that resides in Ohio.

ARTICLE II

MEMBERS

1. Membership and Dues.
 - (a) The persons signing the Certificate of Incorporation as Incorporators shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be as follows:

(b) Membership in the Corporation shall be open to any person who is willing to support and abide by the Articles and By-Laws of the Corporation.

(c) An Individual's age to be eligible to pull at sanctioned pulls shall be determined by each Division's rules. Age restrictions may be waived with proof of qualification. Any person under the age of eighteen (18) who participates in a Corporation activity must sign a Wavier of Responsibility which must also be signed by their legal parent or guardian.

(d) Each member or guest, while engaged in Corporation activities, shall conduct him/herself as a person of good character and integrity and shall have respect for property and person and shall abide by the NATPA Code of Conduct. He/she shall at all times act in the best interest of the Corporation and its reputation.

(e) To be a member in good standing, dues must be paid for the current year as prescribed by the Board of Directors and members shall be divided into the following classes:

1. Tractor Pullers (Voting member)
2. Promoters (Voting member)
3. Social Members (Non-voting member)
4. "Honorary" Members (Voting member)

(f) A voting member shall be entitled to one (1) vote at any meeting or in any election.

(g) Charter members shall be the members joining and paying their dues prior to January 5, 1997.

(h) Annual dues may be changed by a majority vote of the Board of Directors, subject to approval by a majority vote of members and dues shall be non-refundable and non-transferable.

(i) A Member may be expelled for violating the NATPA Code of Conduct or as NATPA officials deem appropriate. A record of alleged violation(s) must be submitted by a current member in good standing in writing to the Board within 10 business days of said violation. The Board shall contact the accused member who shall then be given 10 business days to respond in writing to the Board. The Board shall review the information and determine action to be taken. Membership revocation shall require a two-thirds vote of Board members in good standing.

If membership is revoked, the expelled member may submit an appeal of the Board's decision to the President and Vice President in writing within 10 business days of the Board's decision. If an appeal is made, he/she will retain full NATPA status until the appeal process is complete. The President and Vice President will appoint an Appeals Board of 5 members within 10 business days. This Appeals Board shall review all information of record concerning the incident and any new information submitted by the parties within 10 business days. The Appeals Board shall render a decision in writing to all concerned parties within 10 business days. If the membership is revoked it will be for a period of one year and 3 days. No refund of dues or other fees will be made.

(j) Each voting member in good standing shall be entitled to propose, discuss and vote on vehicle rules and rules changes. Safety and contest operation rules shall be promulgated and/or modified by the Board of Directors as deemed necessary.

2. **Annual and Special Meetings of Members.**

(a) The Annual meeting of the members of the Corporation shall be held in November each year on a date to be determined by the President of the Corporation.

(b) Any Annual or Special Meeting of Members may be held at such place within or without the State as the Board of Directors of the Corporation may from time to time fix. In the event the Board of Directors shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(c) Annual or Special Meetings of Members may be called by a majority or the Board of Directors or by any officer of the Corporation instructed to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting, and shall be called by the Secretary on behalf of the members, when required to do so by law.

(d) The Annual Meeting of members shall be held alternately in locations east and west of the Mississippi River.

(e) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notices of a Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat.

(f) Notice of Meeting shall be given personally, by telephone or wire, or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded in the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. The attendance of a member in person at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member.

(g) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given written notice to the Corporation, which request shall be made at least 5 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be voting members may vote at such meeting.

3. **Annual Report to Members.**

At each Annual Meeting of Members, the Board of Directors shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. **Presiding Officers of Meetings of Members and Order of Business.**

(a) All Meetings of the Corporation shall be conducted pursuant to Robert's Rules of Order.

(b) Meetings of the members shall be presided over by the following officers, in order of seniority - President, Vice-President, Treasurer, immediate Past President or, if none of the foregoing is in office or present at the meeting, by a Chairperson to be chosen by a majority of the members in attendance. The Secretary or an Assistant Secretary of the Corporation shall act as Secretary for every meeting. When neither the Secretary nor an Assistant Secretary is available, the Chairperson may appoint a Secretary for the meeting.

(c) Minutes of all meetings which are taken by a Secretary other than the Secretary of the Corporation shall be forwarded within 7 days to the Secretary of the Corporation to place on file. Minutes of all meetings are to be forwarded to the President of the Corporation within 7 days by the Secretary taking said minutes.

(d) The order of business at all meetings of members shall be as follows:

- Invocation.
- Roll call.
- President's opening.
- Reading of the minutes of the preceding meeting(s).
- Report of standing committees.
- Officers' reports.
- Old business.
- Other business.
- Adjournment

5. **Election Committee.**

The President shall appoint three (3) members as an Election Committee who shall receive votes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The Election Committee shall make a report of all matters determined by them with respect to such meeting.

6. **Quorum and Voting Requirements.**

A majority of the members present at a meeting casting votes, shall constitute a quorum at a meeting of members for the transaction of any business. Each membership shall entitle the holder thereof to one vote.

7. **Record Date of Meetings and Members.**

The Board of Directors of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotment of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members

entitled to vote at a meeting of members shall be the close of business on the day immediately preceding the day on which notice is given; if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of directors relating thereto is adopted. Establishment of a record date shall apply to any adjournment of any meeting, unless a new record date is fixed by the Board of Directors for such adjourned meeting.

8. **Evidence of Membership.**

The Board of Directors may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates, cards or other instruments, if issued, shall bear the expiration date and the signatures or facsimile signatures of an officer or officers designated by the Board of Directors and may bear the seal of the Corporation or facsimile thereof.

9. **Capital Contributions.**

In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the laws of the State of Ohio.

ARTICLE III

BOARD OF DIRECTORS

1. **Number of Board of Directors.**

The Corporation shall be managed by and its Code of Conduct may be modified by its Board of Directors. Each director shall be at least 18 years of age, and shall be a member in good standing of the Corporation during his/her directorship. The initial Board of Directors shall consist of nine (9) persons who shall be appointed by the Trustees named in the Articles of Incorporation. Thereafter, the number of directors constituting the entire Board shall be no less than nine (9). Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the members or of the Directors.

2. **Election and Term of Office.**

The first Board of Directors shall consist of those persons appointed by the Trustees, and they shall hold office until the first Annual Meeting of Members, and until their successors have been dully elected. Thereafter, the immediate past President shall serve a one (1) year term on the Board, and the membership shall elect eight (8) directors to hold office until the next Annual Meeting. Each director shall hold office until the expiration of the term for which he/she was elected, and until his/her successor has been dully elected or until his/her prior resignation or removal as hereinafter provided.

3. **Termination of Directorship.**

(a) Any or all of the members of the Board of Directors may be removed by three-fourths vote of the Board of Directors or members.

(b) A director may resign at any time by giving written notice to the Board of Directors or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

(c) Any Officer or Director missing three consecutive meetings of the Board of Directors will be deemed to have resigned their position as an Officer or Director.

4. **Vacancies in and Newly-Created Directorships.**

Vacancies occurring by reason of resignation or the removal of a director with or without cause or newly-created directorships shall be filled by a majority vote of the Board of Directors then in office. A director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. **Regular and Special Meetings of the Board of Directors.**

(a) The regular Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members. All other meetings shall be held at such time and place as shall be fixed by the Board of Directors from time to time.

(b) No notice shall be required for regular meetings of the Board of Directors for which the time and place have been fixed. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the directors then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Directors in sufficient time for the convenient assembly of the Board of Directors. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any director who signs a Waiver of Notice before or after the meeting, or who attends the meeting without protesting the lack of notice to him.

6. **Quorum and Voting Requirements at Board of Directors Meetings.**

(a) Except to the extent herein or in the Certificate of Incorporation of the Corporation provided, a majority of the entire members of the Board of Directors shall constitute a quorum. At any meeting held to remove one or more directors, a quorum shall be present at such meeting. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A majority of the directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. Except to the extent provided by law and these By-Laws, the act of the Board of Directors shall be by majority of the directors present at the time of vote, a quorum being present at such time. Any action authorized by resolution, in writing, by all of the directors entitled to vote thereon and filed with the minutes of the corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board.

(b) The President may request the Board of Directors and/or membership to cast legal ballots by mail, facsimiles or other means as the President deems necessary. The President may require all original ballots to be mailed to the President or any committee appointed by the President to receive said ballots within 2 business days.

7. **Presiding Officer.**

The Chairperson of the Board, if any, shall preside at all meetings of the Board of Directors. If there be no Chairperson or in his/her absence, the President shall preside and, if there be no President or in the President's absence, any other director chosen by the Board shall preside.

8. **Committees.**

(a) Committee chairpersons shall be appointed by the President and approved by the Board of Directors and shall serve, unless otherwise specified herein, for the same term as the President.

(b) Special Committees shall be appointed by the President and shall continue to function until their duty is completed, or they are dismissed by the President.

(c) The President shall be notified of all committee meeting dates, location and time in advance. Any action to be taken shall be approved by the President before any action is taken.

(d) Minutes shall be taken at all committee meetings. The originals shall be given to the Secretary of the Corporation and a copy given to the President within 2 business days by the Recording Secretary.

(e) The following committees shall be standing committees of the Association:

1. Membership Committee.
2. Technical Rules Committee
3. Safety Committee
4. Sled Committee
5. Tractor Committee
6. Public Relations Committee
7. Budget Committee

9. **Safety and Competition Rules.**

All rules deemed by the Board of Directors to relate primarily to safety and/or contest operation shall be promulgated and/or modified by the Board of Directors.

ARTICLE IV

OFFICERS

1. **Officers.**

The Board of Directors may elect or appoint a Chairman of the Board of Directors, a President, one or more Vice-Presidents, a Secretary, one or more Assistant Secretaries, a Treasurer, one or more Assistant Treasures, and such other officers as they may determine. The President may, but need not be, a director.

2. **Term of Office, Removal and Functions.**

Each officer shall hold office until the end of the Annual Membership Meeting, and until his/her successor has been duly elected. The Board of Directors may remove any officer with or without cause at any time.

3. **Duties of Officers.**

(a) The President shall be the chief executive officer of the Corporation, shall have the responsibility for the general management of the affairs of the Corporation, and shall carry out the resolutions of the Board of Directors.

(b) During the absence or disability of the President of the Corporation, the Vice-President, or, if there be more than one, the Executive Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time. The Vice-President shall have voting rights except when performing the duties of the President.

(c) The Treasurer shall have the care and custody of all of the funds and securities of the Corporation, and shall deposit said funds in the name of the Corporation in such bank accounts as the Board of Directors may from time to time determine. The Treasurer shall sign and execute all contracts in the name of the Corporation when counter-signed by the President. The Treasurer shall sign checks, drafts, notes and orders which have been counter-signed by the President for the payment of money as necessary for the day to day operation of the Corporation. A Treasurer's report shall be presented at any meetings of the Board of Directors for approval. The treasurer shall have voting rights.

(d) The corporation's financial records shall be audited annually in October. Audit is to be complete prior to October 31st of each year by an auditor appointed by the Vice-President.

(e) The Secretary shall keep the minutes and records of the Board of Directors meetings, the membership meetings and all committee meetings. The Secretary shall have custody of the seal of the Corporation, and shall affix and attest the same to documents duly authorized by the Board of Directors. The Secretary shall serve all notices for the Corporation which shall have been authorized by the Board of Directors, and shall have charge of all books and records of the Corporation. The Secretary shall have voting rights.

4. **Bonding.**

The President and Treasurer shall be bonded by the Corporation for an amount set by the Board of Directors.

ARTICLE VMISCELLANEOUS1. Books and Records.

The Corporation shall keep at the principal office of the Corporation, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board of Directors, or any committee appointed by the President and the Board of Directors, as well as a list or record containing the names and addresses of all members.

2. Corporate Seal.

The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.

3. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of that same year.

4. Amendment of By-Laws.

(a) All By-Laws of the Corporation may be implemented, modified, or repealed, and new by-laws may be passed by two-thirds majority vote of the voting members in good standing at a special meeting of the members called for such purpose or at any meeting with prior notice. A By-Law change must be read and passed by two meeting before going into effect. The required readings may be accomplished by mailing the proposed By-Laws or amendments to members in good standing and requiring members to mail their ballots to the President by a date certain. After such date, the ballots will be counted and the By-Laws or amendments will be passed if approved by two-thirds majority of the ballots returned. After two-thirds majority vote of members at the second reading approving a By-Law or amendment, shall be effective at the next meeting of members or Board of Directors.

5. Indemnification.

Any former, or present director, trustee, officer, or employee of the Corporation or the legal representative of such director, trustee, officer or employee, shall be indemnified by the Corporation for reasonable costs, expenses including amounts paid upon judgment, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such director, trustee, officer, or employee, or his/her legal representative may be made a party or which may be asserted against him/her by reason of him/her being or having been such director, trustee, officer or employee; provided said person was not adjudged in any action, suit or proceeding to be liable for his/her own wanton or reckless conduct in the performance of his/her duties as director, trustee, officer, or employee.