

# **TOPA-TOPA FLYWHEELERS BYLAWS**

## **ARTICLE I**

### **NAME**

The name of this corporation is **TOPA-TOPA FLYWHEELERS**.

## **ARTICLE II**

### **PURPOSES AND LIMITATIONS**

2.01. **GENERAL PURPOSES.** This corporation is a nonprofit public benefit corporation. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. This corporation is organized exclusively for educational purposes within the meaning of paragraph 501(c) (3) of the Internal Revenue Code or any future United States Internal Revenue law.

2.02. **SPECIFIC PURPOSES.** The purpose is to promote the collection, restoration, preservation, exhibition and research of gasoline and oil engines, gas, diesel and steam tractors, power-driven farm machinery, or replicas thereof, and any other historical equipment, as a nonprofit, educational organization, exercising all rights and powers conferred on nonprofit public benefit corporations under the law of the State of California.

## **ARTICLE III**

### **MEMBERS, DUES AND RULES**

3.01. **ELIGIBILITY FOR MEMBERSHIP.** Any person dedicated to the purpose of this corporation and willing to abide by the Rules of Safety and Conduct shall be eligible for membership upon completion and submission of a membership application and payment of appropriate dues.

#### **3.01.1. MEMBERSHIP PLANS**

a. Single memberships -- applies to an individual sixteen (16) years and older.

b. Family memberships --applies to parent(s) and children under the age of eighteen (18), living at home.

3.02. **VOTING MEMBERS.** Any member at least eighteen (18) years of age shall have the right to vote on the election of directors, participate in the official actions of the organization, be eligible for election to office, serve on committees, and receive information on the activities of the organization.

3.03. **DUES, FEES AND ASSESSMENTS.** Dues shall be determined by the Board and are due and payable on October 1 of each year unless otherwise set by the Board of Directors. Member's dues are delinquent November 1. Members whose dues are not paid by December 1 will be dropped from the membership rolls.

3.04. **GOOD STANDING.** Those members who have paid the required dues, fees and assessments and abide by the Rules of Safety and Conduct in accordance with these bylaws shall be members in good standing. Failure to

abide by the Rules of Safety and Conduct could result in termination of membership, as determined by the Board.

3.05. RULES OF SAFETY AND CONDUCT. As a nonprofit, educational organization Topa-Topa Flywheelers member(s) will interface with the public at exhibits and parades. The goal is to make this a positive experience for the viewers and members. Members should be courteous, polite and informative. The following shall be kept in observance:

- a. Use of alcohol or illegal drugs is not permitted during any Topa-Topa Flywheelers' meetings, exhibits, parades, or other Club events while tractors or displayed equipment is in operation.
- b. Use a friendly and outgoing approach to the audience at all events.
- c. No member will operate any equipment while participating in an event in an unsafe or illegal manner as specified in applicable manufacturer's operating instructions, show rules, government vehicle codes, or local regulations.
- d. At sponsored public events and membership gatherings, members will not engage in conduct harmful to the Topa-Topa's purpose.
- e. Members must have knowledge, skills and experience when operating tractors and other associated equipment at any club event.
- f. For protection of the club and involved members, members have a duty to inform Board members or any Officer, of any activity by a member or non-member participant in an event that would be deemed detrimental. The Board is authorized to investigate such reports and to take appropriate action as defined in Section 3.06.

3.06. DISCIPLINARY PROCEDURES. The following Disciplinary Procedures shall be used in the event of an alleged violation of the Rules of Safety and Conduct in these Bylaws and the Code of Safety and Ethics in the Standing Rules:

The disciplinary procedures in the current edition of Robert's Rules of Order Newly Revised shall be used, except as follows:

- a. First Infraction - If a member is found to be in violation of the Rules of Safety and Conduct and/or the Code of Safety and Ethics by a majority vote of the Board of Directors present and voting, he or she may receive a warning and/or censure by the two-thirds vote of the Board of Directors present and voting. A copy of all materials relating to the matter, including the Board actions and member responses (if any), shall be kept by the Secretary for five (5) years in a secure location. (1)

## **ARTICLE IV**

### **MEETINGS**

4.01. GENERAL MEETING. General meetings will be held once a month at a time and place designated by the Board.

4.02. ANNUAL MEETING. The annual meeting of members shall be held in September each year, the specific date, time and location designated by the chair. At this meeting, directors shall be elected and any other business

may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.

4.03. SPECIAL MEETINGS. A special meeting of the members may be called by the chairman of the Board, the Board of Directors, the president, or by five percent (5%) or more of the members. No business, other than the business which was set forth in the notice of the meeting, may be transacted at special meeting

4.04. NOTICE OF MEETINGS. Printed notice of each meeting shall be sent to each voting member in writing by U. S. mail or Email not less than seventy-two (72) hours prior to the meeting. The notice shall specify the place, date and hour of the meeting and the general nature of the business to be presented. .

4.05. QUORUM. Twenty percent (20%) of the membership shall constitute a quorum for the transaction of business at any general meeting of members.

4.06. VOTING. Voting may be by voice, by hand or ballot, except that any election of directors must be by ballot. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Issues shall be determined by a majority of those present and voting unless otherwise designated by these bylaws.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

5.01. NUMBER AND QUALIFICATIONS OF DIRECTORS. The authorized number of directors shall be seven (7). Qualifications for directors are:

- a. member in good standing of the Club
- b. eighteen (18) years of age or older
- c. member for at least one (1) year

5.02. TERM OF OFFICE AND TERM LIMIT. The term of office shall be two (2) years, with four (4) directors elected in even-numbered years and the other three (3) in odd-numbered years.

5.03. NOMINATION. A nominating committee of three (3) members who are in good standing shall be appointed by the Chairman of the Board at least ninety (90) days before the date of the election of directors. This nominating committee shall make its report at least thirty (30) days before the date of the election. The Secretary shall assure that each member is sent a notice of the annual meeting as required by these bylaws and a list of all candidates nominated by committee under this section,

5.04. ELECTION OF DIRECTORS. Election of Directors shall be held at the Annual Meeting. Nominations may be made from the floor provided the nominee meets the qualifications for office and has given consent to be considered.

5.05. GENERAL POWERS. The Board of Directors shall manage the activities and affairs of the corporation.

5.06. VACANCIES ON THE BOARD. Vacancies on the Board may be filled by a majority vote of the Directors then in office. These vacancies will be filled only to the end of the elected Director's term. The members may fill any vacancy or vacancies not filled by the Directors by nomination and election.

5.07. **DIRECTORS' MEETINGS AND NOTICE.** The Board of Directors shall meet at least quarterly. Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, if any, the President or any Vice President, or the Secretary or any two Directors

5.08. **MEETINGS BY TELEPHONE OR VIDEO CONFERENCING.** Any meeting may be held by conference telephone, video conferencing or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

5.09. **ANNUAL ORGANIZATIONAL MEETING.** Immediately after each annual meeting of members, the Board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business. Notice of this meeting is not required.

5.10. **QUORUM.** A majority of the positions filled on the Board of Directors shall constitute a quorum for the transaction of business.

5.11. **ACTION WITHOUT MEETING.** Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing or via Email to the action. All such consents shall be filed with the minutes of the proceedings of the Board.

5.12. **ATTENDANCE AT BOARD MEETINGS.** Board members shall attempt to attend all Board of Directors meetings. If a Board member is absent from three consecutive meetings, the member may be removed from office by the Board of Directors without cause.

5.13. **BOARD MEETINGS OPEN TO MEMBERS.** All members shall have the right to attend all meetings of the Board of Directors, except when the Board is in closed session.

## **ARTICLE VI**

### **OFFICERS AND THEIR DUTIES**

6.01. **OFFICERS.** The officers of the corporation shall be the Chairman of the Board, a President, Vice President, Vice President of Membership, a Secretary, and a Treasurer.

6.02. **ELECTION OF OFFICERS.** The officers of the corporation shall be elected annually by the Board of Directors and shall serve at the pleasure of the Board.

6.03. **TERMS OF OFFICE.** Officers shall serve one (1)-year terms or until their successors are appointed.

6.04. **VACANCIES IN OFFICE.** The Board of Directors shall fill vacancies in office.

6.05. **RESPONSIBILITIES OF OFFICERS.** The Chairman of the Board shall preside at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation prescribed by these bylaws.

6.06. **QUALIFICATIONS/ATTENDANCE RIGHTS.** Officers shall be members in good standing. Officers shall attempt to attend Board meetings. If an officer is absent from three (3) consecutive Board meetings, the officer may be removed from office by the Board of Directors without cause. Officers who are not members of the Board may take part in debate on all issues but may not make or second motions or have the right to vote.

6.07. OFFICERS AND THEIR DUTIES. Officers' duties shall include but not be limited to the following:

a. Chairman of the Board. The Chairman oversees the operation and financial responsibilities of the Club and works with the President in the running of general membership and Board meetings. The Chairman is responsible for insuring compliance with the bylaws and statutory regulations and for conducting any necessary disciplinary efforts as determined by the Board.

b. President. The President organizes and presides over general membership meetings; works with the Chairman in the operation of the Club; and oversees, organizes, and delegates responsibilities for member participation in parades and static displays. Also, the President carries out such other duties as assigned by the Board.

c. Vice-Presidents. The Vice Presidents shall act as aides to the President and in the absence of the President shall, in their order, perform the duties of the President. The Vice Presidents shall perform such other duties as the President and the Board may designate. The Vice President of Membership shall receive all membership applications and present to the Board for approval. The Vice Presidents shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

d. Secretary. The Secretary shall be responsible for keeping records of Board actions and minutes of all Board meetings and general membership meetings; give, or cause to be given, notice of all meetings of Board meetings and membership meetings, and perform such other duties as the Board or the Bylaws may prescribe and assure that all corporate records are maintained. The Secretary shall also keep a record of each member's name and address.

e. Treasurer. The Treasurer shall keep and maintain adequate and correct books and accounts of the corporation's properties and transactions, make financial information and reports available to the Board and the general membership. The Treasurer shall deposit, and cause to be deposited, all money and other valuables in the name and to the credit of the corporation, shall disburse the corporation's funds as the Board may order, and shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe. The Treasurer shall submit the books and records for audit at the close of each fiscal year and prior to presenting the books to the new treasurer.

6.08. INDEMNIFICATION. To the fullest extent permitted by law, this corporation shall indemnify its directors and officers against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any proceeding while carrying out their duties as officers.

6.09. INSURANCE. The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers and directors against any liability asserted against or incurred by any officer, director, or agent in such capacity or arising out of the officer's or director's status as such.

6.10. LIABILITY INSURANCE. The corporation shall have the right to purchase and maintain liability insurance for damage or injury of non-members at club-sanctioned activities.

## **ARTICLE VII**

### **COMMITTEES**

7.01. NAME AND SELECTION OF COMMITTEES. Standing and special committees shall be established by the Board Chairman and the President, acting together, to carry out the functions of the organization. The Board Chairman and President, acting together, shall appoint the chairs and members of the standing and special committees.

7.02. DUTIES OF COMMITTEES. The duties of these committees shall be defined in Standing Rules.

## **ARTICLE VIII**

### **RECORDS AND REPORTS**

8.01. MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep:

- a. Adequate and correct books and records of account.
- b. Written minutes of the proceedings of its members, Board, and committees of the Board.
- c. A record of each member's name and address.
- d. Filed reports with the state and Internal Revenue Service as required.

## **ARTICLE IX**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

## **ARTICLE X**

### **DISSOLUTION**

This corporation is organized under the Nonprofit Public Benefit Corporation Law for public purposes and no part of the funds shall inure, or be distributed, to the members of the corporation. Upon the dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable or educational organizations to be selected by the Board of Directors.

## **ARTICLE XI**

### **AMENDMENTS**

Proposed bylaw amendments must be approved by a two-thirds (2/3) vote of the Board of Directors prior to submission to the general membership. These bylaws may be amended by a majority vote of those present and voting at a general membership meeting, provided written notice via US Mail or electronically has been given to members at least fourteen (14) days prior to the general membership meeting at which the bylaw amendment(s) are to be considered.

## CERTIFICATION OF SECRETARY

I certify that I am the duly elected and acting Secretary of TOPA-TOPA FLYWHEELERS, a California nonprofit public benefit corporation, that the above bylaws, consisting of eight (8) pages, are the bylaws of this corporation as adopted by the Board of Directors on 28 day of August, 2013 and approved by the general membership that they have not been amended or modified since that date.

Executed on August 28, 2013 at Camarillo, California.

James Rushing, Secretary

Topa-Topa Flywheelers Bylaws

Approved: Date: 8-28-2013

## Certificate of Amendment Of Topa Topa Flywheelers ByLaws

The undersigned certify that:

1. They are **President** and **Secretary**, respectively, of the **Topa Topa Flywheelers** a California corporation.
2. **Article V 5.02 TERM OF OFFICE AND TERM LIMIT.** The term of office shall be two {2} years, with four {4} directors elected in even-numbered years and the other three {3} in odd-numbered years. They may be eligible to serve two {2} consecutive terms. After sitting out a term, a member may again be elected to the board of Directors  
**Amended Article V 5.02 TERM OF OFFICE.** The term of office shall be two {2} years, with four {4} directors elected in even-numbered years and the other three {3} in odd-numbered years.
3. The forgoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.
4. The forgoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury the laws of the state of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 8/13/2024

Barry B Stone

**Barry Stone President**

Tiffany Cook

**Tiffany Cook Secretary**