

## **Bylaws of Brockway Truck Preservation Association**

### **Article I: Name and nonprofit Policy**

Section 1. Name. The Brockway Truck Show was incorporated under that name in New York State on October 8, 2004. The corporate name was subsequently changed to **Brockway Truck Preservation Association**, hereinafter referred to as BTPA.

Section 2. Nonprofit Policy. BTPA shall not be operated for profit, and its entire properties, assets, and facilities shall be devoted to the purposes for which it is organized as set forth in its bylaws, as the same may from time to time be amended.

### **Article II: Purposes**

Section 1. Purposes. The purposes of BTPA as set forth in these bylaws are twofold. One is educational, which is to educate people of all ages on a portion of the industrial history of Cortland County. The activities to accomplish this goal are set forth in sections 2 and 3. The second is the preservation of Brockway trucks. This goal is set forth in section 4

Section 2. Brockway Truck Show. To organize and conduct an annual Brockway Truck Show on the CNY Living History Center property and in downtown Cortland or in other locations as may be decided by the Board of Trustees.

Section 3. Brockway Museum. To establish and maintain a museum relating to the corporate history and manufacture of Brockway trucks. The location of the museum is the CNY Living History Center.

Section 4. Preservation of Brockway Trucks. The purpose is to preserve Brockway trucks. This may be accomplished by ownership of Brockway trucks where that is financially feasible. This may also be accomplished by encouragement, advice and assistance in any way possible to others to preserve and/or restore Brockway trucks.

### **Article III: Board of Trustees**

Section 1. Powers. The Board of Trustees shall have custody, control and direction of BTPA, its property and other assets.

Section 2. Election. Trustees shall serve three-year staggered terms providing for the election of approximately one third of the members at the October Board meeting. Trustees to fill vacancies may be elected at any board meeting. Trustees may be elected for shorter terms in order to accomplish approximately equal sized classes of trustees. New candidates for Trusteeships shall be invited to attend a board meeting, with a vote at a subsequent meeting without the candidate and seated at a third meeting, if the vote is favorable. Each Trustee shall serve until his or her successor is elected and qualified,

unless his or her Trusteeship be theretofore vacated by resignation, death, removal or otherwise.

Section 3. Number. The number of Trustees constituting the entire Board of Trustees shall not be less than five (5) nor more than twenty-five (25), and shall be fixed by resolution of the Board of Trustees. The Board of Trustees, by a two-thirds (2/3) vote of all members of the board, may increase or decrease the number of Trustees to the extent permitted in the BTPA charter, provided that no decrease shall shorten the term of any incumbent Trustee.

Section 4, Honorary Positions. The founder of BTPA, Shirley Randolph, shall have a position for life as President Emerita, with full voting rights.

Section 5. Absences. If any Trustee shall fail to attend three (3) consecutive meetings of the Board of Trustees without excuse accepted as satisfactory by the Board, such Trustee shall be deemed to have resigned.

Section 6. Removal. At any meeting of the Board of Trustees, duly called, any Trustee, including Officers, may be removed from office by a vote of two-thirds (2/3) of the entire Board. The candidate for removal must be notified prior to the meeting at which such a vote may occur.

#### **Article IV: Meetings**

Section 1. Meetings. The annual election meeting of the Board of Trustees shall be held in October of each year. The schedule of regular Board of Trustees meetings may be determined by the Board of Trustees. The date, time and place of these meetings should be communicated to all Board members well in advance. This communication may include announcement at one or more previous meetings and the circulated minutes.

Section 2. Agenda and Conduct. The agenda for and conduct of Board meetings should follow conventional practices including approval of minutes of the previous meeting and a financial report.

Section 3. Quorum. A majority of the entire Board of Trustees shall constitute a quorum at any meeting of the Board. Business can be conducted at any duly called meeting at which a quorum is present.

Section 4. Voting. Each trustee has one vote and must be present at the meeting to vote.

#### **Article V: Officers**

Section 1. Election of Officers. The Board of trustees shall elect a President, a Vice-President, a Secretary, and a Treasurer of BTPA. Each officer shall be elected from

among the Trustees at the annual meeting for a term of one year. Any vacancy in the above offices may be filled by election at any Board meeting.

Section 2. Removal. Any Officer of BTPA may be removed from office by a vote of two-thirds (2/3) of the entire Board at any meeting of the Board of Trustees duly called. The candidate for removal must be notified prior to the meeting at which such a vote may occur.

Section 3. President. The President shall be the presiding officer of the Board of Trustees with the power and duty to exercise general supervision over the affairs and operations of BTPA. He or she shall act as Chairman and preside at all meetings of the Board and Executive Committee. The President may serve on other committees except the nominating committee.

Section 4. Vice-President. In the absence or disability of the President, the Vice-President shall perform the duties and exercise the functions of the President.

Section 5. Secretary. The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Trustees. He or she shall see that all notices are duly given and signed statements retained in accordance with the provisions of these bylaws or as required by law.

Section 6. Treasurer. The treasurer shall manage the finances of BTPA. The Treasurer shall provide the Board of Trustees a financial report at each of the Board meetings. As soon as practical following the annual Brockway Truck Show the Treasurer will provide a more detailed annual financial report centered on the various BTPA activities. The Treasurer is responsible for complying with all financial disclosures required by the legal status of BTPA.

## **Article VI: Committees**

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice-President, Secretary and Treasurer and any other board members appointed by the President. The Executive Committee has the full authority of the Board of Trustees on matters that cannot be postponed until the next regularly scheduled Board meeting. Action by the Executive Committee requires a unanimous vote by all committee members and such action should be reported at the next board meeting.

Section 2. Nominating Committee. The Nominating Committee, appointed by the President with the approval of the Board of trustees, shall recommend persons for election to the Board of trustees and a slate of Officers for election. The President may not be a member of the Nominating Committee.

Section 3. Other Committees. The President, with the approval of the Board of Trustees, may designate other committees. These committees should include at least one Trustee and may include other persons who are not Trustees.

## **Article VII: Membership Article**

Section 1. Purpose. In order to attract interest in and support for BTPA, the Board of Trustees may establish membership in BTPA.

Section 2. Terms of Membership. The terms and conditions of such membership shall be determined by the Board of Trustees.

## **Article VIII Amendments and Other Provisions**

Section 1. Amendments. These bylaws may be adopted, amended or repealed in whole or in part by the affirmative vote of a majority of the entire Board of Trustees. These bylaws or bylaw changes must be presented at a regularly scheduled Board meeting prior to the one at which a vote is taken. The bylaws or bylaw changes must also be made available in readable form to each Board member prior to or at the meeting at which the bylaws or bylaw changes are presented.

Section 2. Indemnification. The BTPA shall indemnify any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Trustee or Officer of BTPA. BTPA may, at the discretion of the Board of Trustees, purchase and maintain insurance pursuant to such indemnification and indemnify all Members, Trustees and Officers to the extent permitted by law.

Section 3. Annual Statements. Each Officer, Trustee and member of a committee with board delegated powers shall annually sign a statement which affirms that such person (i) has received a copy of the conflict of interest policy; (ii) has received and understands the policy; (iii) has agreed to comply with the policy; and (iv) understands that the Corporation is a non-profit organization and that to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes. A conflict of Interest Disclosure Form is provided in Appendix.

### **Addendum: Documents required by the Nonprofit Revitalization Act of the New York State Not for Profit Corporation Law (NFPLC) (effective July 1, 2014)**

Appendix A. Conflict of Interest Policy and Acknowledgement of Receipt.

Appendix B. Code of Ethics and Conduct in the Workplace and Acknowledgement of Receipt.

Appendix C. Annual Statement of Disclosure.