

**EARLY DAY GAS ENGINE AND TRACTOR ASSOCIATION
BRANCH 13,
INCORPORATED**

**ARTICLES OF INCORPORATION
AND
BYLAWS**

**DATE OF INCORPORATION
5 JULY 1974
And LAST AMENDED 4 OCTOBER 2003**

ARTICLES OF INCORPORATION
OF
EARLY DAY GAS ENGINE AND TRACTOR ASSOCIATION, BRANCH 13,
INCORPORATED

FIRST:

The name of this Corporation is: Early Day Gas Engine and Tractor Association, Branch 13, Incorporated.

SECOND:

(a) The specific and primary purpose for which this Corporation is organized and operated is to provide recreation, pleasure, and education for its members.

(b) The general purposes for which this Corporation is formed are to promote the collection, restoration, preservation and exhibition of gasoline, steam, and oil engines, gas and steam tractors; power driven farm machinery and any other equipment of historical value.

(c) This Corporation shall have and exercise all rights and powers conferred on Corporations under the laws of the State of California, provided however, that this Corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in subparagraphs (a) and (b) of this ARTICLE SECOND.

(d) This Corporation is organized and operated exclusively for pleasure, education, recreation and other non-profit purposes, and no part of any net earnings shall enure to the benefit of any private member.

(e) If this organization holds any events which members of the general public are invited to observe or participate in , for a fee, the income from the general public, less a proportional share of the expenses which will not benefit members, will be paid over to an organization which is exempt from income tax under Section 501 (c) (8) of the Internal Revenue Code on an annual basis.

(f) The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no wise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities which in themselves are not in furtherance of the purposes set forth in paragraph (a) of the Article SECOND, and nothing contained in the foregoing statement of purposes shall be construed to authorize this Corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except upon dissolution or winding up.

THIRD:

This Corporation is organized pursuant to the General Non-profit Corporation Law of the State of California.

FOURTH:

The County in the State of California where the principal office for the transaction of the business of this Corporation is to be located in the County of Sacramento.

FIFTH:

(a) The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of this Corporation shall be (8). The number of directors herein provided for may be changed by By-law duly adopted by the members entitled to vote.

(b) The names and addresses of the persons who are appointed to act as the first directors are:

NAME	ADDRESS
Louis Chapo	2350 Ione Street, Sacramento, CA 95821
Hobart B. Corliss	P.O. Box 52, Trowbridge, CA 95687
Clifford Hardy	Rt. 11 Box 1230, Woodland, CA 95695
Harry E. Hurlburt	10653 Ambassador Dr., Rancho Cordova, CA 95670
Floyd E. Mathes	3000 Fulton Avenue, Sacramento, CA 95821
Fred May	603 Elm Avenue, Galt, CA 95632
Karl Muller	350 West Broadway, Dixon, CA 95620
Juanda Schatz	1000 Downing Drive, Lodi, CA 95240

SIXTH:

The authorized number and qualifications of members of this Corporation, the different classes of membership, the property, voting other rights and privileges of members, and the liability of members to dues or assessments and the method of collection thereof, shall be as set forth in the Bylaws of this Corporation.

IN WITNESS WHEREOF, for the purpose of forming this non-profit Corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of the Corporation and including all of the persons named herein as the first Directors of this Corporation, have executed these Articles of Incorporation this 30th Day of June 1974.

Louis Chapo
Floyd Mathes
Hobart B. Corliss
Fred May

Clifford Hardy
Karl Muller
Harry E. Hurlburt
Juanda Schatz

BRANCH 13 BY-LAWS

Last amended 4 October 2003

BYLAWS
OF
EARLY DAY GAS ENGINE AND TRACTOR ASSOCIATION
BRANCH 13, INCORPORATED

1. NAME.

The name of this Corporation shall be EARLY DAY GAS ENGINE AND TRACTOR ASSOCIATION, BRANCH 13, INCORPORATED.

2. LOCATION.

The principal office for the transaction of business of the Corporation shall be at any place as may from time to time be designated by the Board of Directors or President as business matters require.

3. PURPOSES.

The purposes of the Corporation are to promote the collection, restoration, preservation, and exhibition of gasoline, steam, and oil engines, gas and steam tractors, power driven farm machinery, and any other equipment of historical value, and to have and exercise all the rights and powers conferred on non-profit corporations under the laws of the State of California.

4. MEMBERS.

(a) The voting and other rights, interests, and privileges of each member of the Corporation shall be equal. No member shall have any interest or property right in the assets of the Corporation, and no member shall hold more than one membership in the Corporation.

(b) Eligibility for branch membership is unrestricted. Members are expected to remain persons of good character, keep his/her membership dues current, and participate in the functions and activities of the Association.

(c) AS AMMENDED October 4, 2003. As provided in paragraph (a) of Section 4, all members have the same voting rights and rights to participate in all Association activities. One member of each household will be considered the principal member for that household and will receive the regular mailings of the Association, including its newsletter, "The Chugger." All other members of the household will be considered either auxiliary members (over eighteen years of age and a spouse or cohabitant of the principal member) or junior members (under eighteen years of age and related to the principal and/or auxiliary member). Members of other branches of the Early Day Gas Engine and Tractor Association may join Branch 13 at a rate that is reduced by the amount of the National dues and insurance. To qualify for the reduced rate, evidence of membership (i.e., photocopy of current membership card) in another branch of Early Day Gas Engine and Tractor Association must be presented at the time of joining or renewal. Members whose primary membership is in another branch of the Early Day Gas Engine and Tractor Association will be known as "Dual Members" and will have full membership rights in Branch 13, including voting rights and rights to participation in all Association activities. Established dues are per year for principal members, auxiliary members, junior members, and dual members. The annual period of membership and insurance coverage is set by the National and may not coincide with the calendar year. The current membership period is April 15 to April 15. The amount of dues may be reset from time to time as necessary only after approval by a two-thirds vote of the branch membership at either the annual business meeting or a special meeting duly called for that purpose. Any new member joining the Association shall be considered a paid up member until the end of the membership period in which he/she joined. All members will be notified by newsletter that their dues are payable by January 1 and delinquent on March 1. Upon receipt of the dues, Membership Director shall furnish the member proof of membership in the form currently provided by National, indicating that the member's dues for the membership period indicated have been paid.

(d) Dues become due and payable on January 1 and are delinquent if not paid by March 1. After March 1, the delinquent members will be dropped from the membership list. Appeal of any action may be made to the Board of Directors.

(e) Reinstatement may be made by remitting dues for the current year to obtain membership in good standing.

5. MEETINGS OF MEMBERS.

(a) The first regular meeting each calendar year shall be the annual business meeting of the membership. Other meetings throughout the remainder of the year will be called Gas-ups or Swap Meets. A Gas-up is defined as a meeting of the membership to start, operate, display, and exhibit equipment for the purpose which this Corporation was made. (see paragraph 3). A Swap Meet is defined as meeting of the membership to buy and sell engine and tractor related items to each other and to the general public. All sellers at a swap meet must be current members of the Early Day Gas Engine and Tractor Association. The Board of Directors will determine the time and place of all meetings. A listing of the meetings will be published in the Association's newsletter, "The Chugger."

(b) The first business meeting of each calendar year shall be held for the purpose of electing officers and directors for the ensuing year and to conduct business matters pertaining to the Branch.

(c) Special meetings shall be called by the President or upon the request of not less than two-thirds of the Directors, or upon written request of not less than 25% of the members of the Corporation.

(d) Notice of regular and special meetings shall be delivered to each member personally or by mail at least 15 days prior to such meeting and shall state the time, location and purpose of such meeting. At any special meeting, no business other than that stated in the notice may be transacted.

(e) Fifteen members shall constitute a quorum at any annual business or special meeting, and, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws, no business shall be transacted in the absence of a quorum.

6. DIRECTORS.

(a) AS AMENDED October 4, 2003. The powers of this Corporation shall be exercised, and its affairs conducted by a "Board of Directors". The number of Directors shall be ten. The Board of Directors shall comprise the "Officers of the Corporation".

(b) The Directors shall be elected at the first business meeting of each calendar year, from candidates of the Corporation that are in good standing. The newly elected directors will take office immediately following the election meeting. They shall hold office for a term of one year and/or until their successors are elected. Directors may serve for successive years. At the first board meeting following the annual election of Officers and Directors, the President of the Corporation shall appoint a Branch Safety Director, a Store Director, and a Fund Raiser Director from within the Board of Directors.

(c) DELETED IN ITS ENTIRETY 1/29/2000.

(d) Directors shall serve without compensation.

(e) Meetings of the Board of Directors may be called from time to time by the President or by any two members of the Board of Directors. Notice of the time and place of meeting shall be delivered to each Director personally or by mail at least seven days prior to any such meeting. A majority of the Board of Directors shall constitute a quorum for the transaction of business, and in the absence of a quorum the Board shall transact no business except as otherwise expressly provided by law, and the only motion the chair shall entertain is a motion to adjourn.

(f) Additional Duties of Certain Directors:

Duties of the Branch Safety Director: The Branch Safety Director shall be responsible for the branch safety program and keep the Board of Directors informed as to the overall safety status of the branch. The Branch Safety Director may designate additional Safety Officers as necessary to provide continuous safety coverage at each branch event. The Branch Safety Director and/or their designated Safety Officers shall oversee the placement, display, and operation of equipment at all events.

Duties of the Store Director: The Store Director shall inventory and maintain the club store, ensure that the store is transported to each club event, and enlist sufficient help to operate the store at each club event.

Duties of the Fund Raiser Director: The Fund Raiser Director shall organize and enlist sufficient help to operate a club fund raiser (i.e., raffle) at those club events as designated by the Board of Directors.

7. OFFICERS.

(a) AS AMENDED October 4, 2003: The Corporation shall have a President, Vice-President, Secretary-Treasurer, Editor, and Membership Director, who shall be members of the Board of Directors.

(b) The Officers shall be elected at the first business meeting of each calendar year, from candidates of the Corporation that are in good standing. The newly elected officers will take office immediately following the election meeting. They shall hold office for a term of one year and/or until their successors are elected. Officers may serve for successive years.

(c) The President shall preside at all meetings of the members. He shall act as Chairman of the Board of Directors, shall act as the representative of Branch 13 in all matters pertaining to business with the National Early Day Gas Engine and Tractor Association, and shall have such other duties and powers as may be designated by the Bylaws or as may be prescribed from time to time by the Board of Directors.

(d) The Vice-President shall perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. He shall also perform such other duties and have such other powers as may be prescribed from time to time by the Board of Directors.

(e) AS AMENDED October 4, 2003. The Secretary/Treasurer shall keep accurate minutes of all meetings of the Members and of the Board of Directors, and conduct the necessary correspondence of the Corporation. He/she shall have custody of the Corporation's funds, shall deposit the funds in such bank as may be convenient to him/her and such funds shall be disbursed by checks signed by any two designees: the Secretary/Treasurer, the President, or the Vice-President. He/she shall keep an accurate account of all receipts and disbursements of funds and property of the Corporation and shall submit an itemized report thereof, showing the balance on hand, at all meetings or at any other time upon request of the Board of Directors.

(f) The Editor shall compile and publish "The Chugger," the official newsletter of Branch 13. The frequency of publication shall be determined by the Board of Directors. The Editor shall also produce or assist in any other communications to either the membership or the general public.

(g) The Membership Director shall collect dues from the membership and shall furnish each current member with proof of membership, indicating that the member's dues for the membership period indicated have been paid. The Membership Director is accountable for all dues collected and shall deliver those monies to the Secretary-treasurer as soon as possible, but no later than the end of the calendar month in which they were received. The Membership Director shall maintain a current roster from which a membership directory may be compiled and a mailing list of the branch membership to be used for all branch mailings.

(h) RENUMBERED Oct 4, 2003: All Officers shall serve without compensation.

(i) AMENDED AND RENUMBERED October 4, 2003: Vacancies in the offices of President, Vice-President, Secretary/Treasurer, Editor, or Membership Director shall be filled by appointment by the Board of Directors, to serve for the unexpired term of such office.

8. MISCELLANEOUS PROVISIONS.

(a) AS AMENDED October 4, 2003: Prior to the first business meeting of each calendar year, the President shall appoint a nominating committee consisting of three members of the Corporation in good standing. Said committee shall, at such Business meeting, submit nominations for the offices of President, Vice-President, Secretary/Treasurer, Editor, Membership Director, and the remaining Directors for the Board of Directors. During the election proceedings, nominations may be made from the floor for any of said offices.

(b) Officers of the Corporation may be reimbursed for expenses advanced by them upon presentation of a bill and upon authorization by the Board of Directors.

(c) No Officer or member shall enter into a contract or cause any work to be done for the Corporation, unless it has first been approved and authorized by the Board of Directors.

(d.) DELETED IN ITS ENTIRETY 1/29/2000

(e) There shall be no judging of equipment of any nature between or among members at any Corporation function.

(f) Only members of EARLY DAY GAS ENGINE AND TRACTOR ASSOCIATION, INCORPORATED, may participate in this Corporation's displays of equipment and must register at each equipment display meeting.

(g) No person other than a member of EARLY DAY GAS ENGINE AND TRACTOR ASSOCIATION, INCORPORATED, may display any merchandise for sale at a meeting of the Corporation without the prior consent of the Board of Directors.

(h) SECTION 8 (h) DELETED IN IT'S ENTIRETY 1/18/92.

(i) DELETED IN ITS ENTIRETY 1/26/2002

(j) DELETED IN ITS ENTIRETY 1/26/2002

(k) DELETED IN ITS ENTIRETY 1/26/2002

(l) SECTION 8 (1) DELETED IN IT'S ENTIRETY 1/18/92.

(m) The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge it's credit or to render it liable for any purpose or to any amount.

(n) Unless the contract otherwise requires, the general provisions, rules of construction and definition contained in the California General Non-Profit Corporation Law shall govern the construction of these Bylaws.

(o) The rules contained in Roberts Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Corporation, except in instances of conflict between said Rules of Order and the Articles or Bylaws of the Corporation or provisions of law.

9. SAFETY. AS ADDED 1/26/2002

(a) Branch 13 adopts the Safety Rules of the National Early Day Gas Engine and Tractor Assn., Inc. as revised from time to time by the National Board of Directors.

(b) Each member shall adhere to these Safety Rules at all branch events.

(c) The Safety Rules shall be prominently displayed at all branch events.

(d) The Safety Rules shall govern display, set-up, and operation of all machinery both in the interest of safety and as a requirement of the carrier of the branch's liability insurance.

(e) The Branch Safety Director and/or their designated Safety Officers shall monitor the placement, display, and operation of equipment at all events

(f) The Board of Directors shall ensure that all equipment is displayed and operated in a manner deemed to be in accordance with the Safety Rules at all branch events.

10. AMENDMENTS

These Bylaws may be amended only by two-thirds of the members present at any regular meeting of members; provided, however, that no amendment to these Bylaws shall be made which conflicts with the Constitution and Bylaws of the NATIONAL EARLY DAY GAS ENGINE AND TRACTOR ASSOCIATION, INCORPORATED, or with the Articles of Incorporation of this Corporation or with the laws of the State of California.

KNOWN ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all of the persons appointed in the Articles of Incorporation to act as the First Board of Directors of EARLY DAY GAS ENGINE AND TRACTOR ASSOCIATION, BRANCH 13, INCORPORATED, hereby assent to the foregoing Bylaws and adopt the same as the Bylaws of said Corporation.

IN WITNESS WHEREOF, we have hereunto set our hands this 30th day of June 1974.

LOUIS CHAPO
HOBART B. CORLISS
CLIFFORD HARDY

HARRY E. HURLBURT
FLOYD MATHES
FRED MAY

