

**THE BYLAWS OF THE
MILITARY VEHICLE PRESERVATION ASSOCIATION**

Adopted 12/10/2015

ARTICLE 1 - NAME, PURPOSE, AND OFFICES

Section 1.1 - NAME - The name of the non-profit corporation is the Military Vehicle Preservation Association (the "Association"). The name may be abbreviated to MVPA.

Section 1.2 - PURPOSE - The purpose of the Association is to provide an adequate organization for historians, vehicles preservationists and collectors interested in military vehicles and encouraging, nationally and internationally, the acquisition, restoration, preservation, public education and display of historic military transport, and any other purpose allowed by law.

Section 1.3.1 - CHARTER LOCATION - The Association is chartered in the State of Missouri.

Section 1.3.2 - OFFICES - The principal office for the transaction of business of the Association is hereby located at 3305 Blue Ridge Cutoff, Independence, Missouri.

Section 1.3.3 - REGISTERED OFFICE - The Board of Directors, (hereinafter sometimes referred to as the "Board") shall establish the location of the registered agent and registered office of the Association in the State of Missouri. By resolution, the Board may change the registered agent and registered office in compliance with law and these Bylaws.

Section 1.3.4 - OTHER OFFICES - Branch offices may at any time be established at any place by the Board.

ARTICLE 2 - MEMBERS

Section 2.1 - MEMBERSHIP - The following memberships shall be authorized:

Section 2.1.1 - Voting Membership Classes

- a. Regular Members. A Regular Member shall be an individual, partnership, corporation, trust, Limited Liability Company, cooperative or other entity that renews their membership on an annual basis and who satisfies the other requirements for membership established by the Board. Regular Members may receive MVPA publications and notifications through print means or through electronic methods (i.e. "e-membership"). A Regular Member that is not a natural person must designate a Representative to exercise the rights, privileges, and responsibilities of the Regular Member, and serve as the sole point of contact with the Association. The Representative must be a natural person who is an owner, director, member, partner, employee or trustee of the Regular Member. The Representative may not be named in more than one regular membership. The Regular Member shall be responsible for notifying the Association in writing of any change in the identity of the Representative. Associate Members at the time this provision becomes effective are converted automatically to Regular Members. All Regular Members shall have the same rights as all other Regular Members.
- b. Life Members. A Life Member shall be a natural person who satisfies the requirements for Life Membership as established by the Board, and who shall be a member for his/her natural life. A Life member shall have the same rights as a Regular Member.

Section 2.2 - APPLICATION FOR MEMBERSHIP - Application for membership in the Association may be made by a natural person, business or organization that shall be in sympathy with the interests and purposes of the Association, and that pays dues and other fees and meets such other requirements as established by the Board. The Board or its delegated agent shall approve or disapprove applications for membership.

Section 2.3 - DUES - Dues or other membership fees shall be determined by the Board.

Section 2.4 - VOTING RIGHTS - At elections of Elected Directors, each Regular Member and Life Member shall have the right to one (1) vote for each open Director position as is more particularly described in Section 3.3 of these Bylaws. In all other matters provided in these Bylaws or under the Missouri Nonprofit Corporation Act (the "Act"), each Regular Member and Life Member shall have one (1) vote. Unless otherwise required by these Bylaws or the Act, the vote of a majority of members voting by mail-in ballot or a majority of Members voting at a regular or special meeting where a quorum is met shall be the act of the members. Cumulative voting and proxy voting is not allowed.

Section 2.5 - DISCIPLINE OF MEMBERS - Any member may be disciplined by the Association for conduct which, in the opinion of the Board, is improper or injurious to the good order, interests, peace, reputation, or welfare of the Association. Discipline of members shall be fashioned by the Board using the procedures outlined in the Policies and Procedures of the Association. Except in the event of an emergency, as declared by a **Director, or their designee**, in which no prior notice or hearing is

required, a member subject to discipline must be notified in writing by first class mail sent to the last address of the member shown on the Association's records not less than fifteen (15) days prior to the inception of said discipline stating the reasons therefore. The member shall have the opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the discipline by a person or persons authorized to alter or rescind the proposed discipline.

Section 2.6 - ANNUAL MEETING - There shall be an annual meeting of the membership during the Association's annual convention, to be held at or near the convention site. Notice of the meeting, and the agenda of items to be discussed, shall be given in any manner allowed by law no fewer than 10 days, or if notice is mailed by other than first-class or registered mail, no fewer than thirty days, nor more than sixty days before the meeting date. Notice shall include a description of the matters to be decided by the members or action to be taken by the members. Any voting member in good standing may request an item be added to the agenda. Items shall be submitted by certified mail to the current office of the Association postmarked not less than 90 days, nor more than 120 days, prior to the annual meeting.

Section 2.7 - SPECIAL MEETINGS - Special meetings shall be called by resolution of the Board or by a petition signed by at least four (4%) per cent of voting members in good standing at the time that the petition is submitted. Special meetings shall be held at the annual convention site, or at the principal office of the Association, or such other place as specified by the Board. Notice of the meeting shall be given in any manner allowed by law no fewer than ten (10) days, or if notice is mailed by other than first-class or registered mail, no fewer than thirty (30) days, nor more than sixty (60) days before the meeting. Notice shall include a description of the matters to be decided by the members or any action to be taken by the members. All costs incurred in providing notice, scheduling and conducting special meetings shall be borne by the party calling for the Special Meeting.

Section 2.8 - QUORUM - One per cent (1%) of voting members in good standing at the time of the meeting shall constitute a quorum at any annual or special meeting of members.

ARTICLE 3 - BOARD OF DIRECTORS

Section 3.1 - POWERS - Subject to limitations of the Articles of Incorporation, the Bylaws, and the Act as to action which must be authorized or approved by the members, all corporate powers, and all business and affairs of the Association, shall be exercised by or under the authority of, the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

- a. To conduct, manage, and control the affairs and business of the Association, and to make such policies and procedures therefore not inconsistent with the law, or with the Articles of Incorporation, or these Bylaws, as they may deem best;
- b. To change the principal office and registered office for the transaction of the business of the Association from one location to another within the State in which the Association is chartered;
- c. To appoint an executive committee, nominating committee and any other committees, and to delegate to such committees any of the powers and authority of the Board in the management of the business and affairs of the Association. Any such committee shall be comprised of two or more Directors; and
- d. To borrow money and incur indebtedness for the purposes of the Association, and to cause to be executed and delivered therefore, in the Association's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 3.2 - NUMBER - There shall be eleven (11) Directors. Eight (8) Directors shall be elected by the voting members of the Association, and the remaining three (3) directors ("Appointed Directors") shall be 1) the Publications Director, 2) the Event Director, and 3) the Technology Director. Elected Directors may not be compensated for their Board services as such. An Elected Director may not serve simultaneously as an Appointed Director, and vice versa. An Appointed Director must resign the underlying editor or officer position in order to be eligible for an Elected Director position. An Elected Director must resign as an Elected Director when assuming the position of an Appointed Director. Any vacancy created by the resignation of an Elected Director or Appointed Director shall be filled as set forth in Section 3.7.

Section 3.3. - ELECTION OR APPOINTMENT - The election of the eight (8) Elected Directors shall be by vote of the Membership at large for each position. Voting shall be by mail-in ballot, or secure electronic ballot, or other method adopted by the Board from time to time, and under procedures established by the Board. Elections shall be by plurality voting, so the candidate receiving the highest number of votes shall fill one open position, the candidate receiving the next highest number shall fill the next open position, and so on until all open seats in any election shall be filled. In the event that the number of qualified candidates (Section 3.5) seeking a Board seat is equal to or less than the number of seats up for election, and those candidates are not in conflict with any provisions of this Section, those candidates shall be considered elected by acclamation of the membership, and no balloting will be required. At least six (6) of the Elected Directors must be citizens of the United States or Canada and no

more than two (2) Elected Directors shall be from the same state in the United States or Territory in Canada. In the event that multiple candidates run from areas restricted by this geographic provision, the candidate with the most votes is seated. No candidate can be seated if doing so would be in conflict of these geographic provisions. Except as may be provided elsewhere in the Articles of Incorporation or these Bylaws, Elected Directors and Appointed Directors shall have the same rights, privileges and responsibilities except Appointed Directors may not vote on matters affecting seating or removal of any Appointed Director. The death, removal, or retirement of any Appointed Director shall result in immediate removal as a Director and the immediate cessation of the rights and privileges afforded to an Appointed Director.

Section 3.4 - HONORARY DIRECTORS - The immediate past president of the Association shall serve as an Honorary Director for no more than one (1) year following his/her term(s) in office, or such lesser period approved at any time by a two-thirds (2/3) vote of the Elected Directors. An Honorary Director shall exercise the same authority, privileges, and responsibilities of an Elected Director or Appointed Director, except the right to vote. This Section 3.4 will take effect at the next election of officers after the effective date of these amended Bylaws.

Section 3.5 - QUALIFICATIONS - Qualifications for candidates for the position of Elected Directors shall be as follows:

- a. Member holding a Regular or Life membership in good standing in the Association for a period of five (5) years preceding the registration deadline for candidates established by the Association;
- b. Must have registered for and attended, no fewer than one (1) MVPA international convention within the six (6) years prior to the registration deadline for candidates established by the Association;
- c. Should possess skills, experience, or expertise that will benefit the Association;
- d. Must not have been convicted of a felony; and
- e. Must never have been removed from the Board of Directors. Voluntary resignation by a Director shall not be considered removal under this section.

Section 3.6 - TERM - The term of office for Elected Directors shall be four (4) years. Elections for Elected Directors shall take place every two (2) years, in odd numbered years, at which time four (4) Directors will be elected.

Section 3.7 - VACANCIES - Vacancies on the Board of any Elected Board member shall first be filled by the Director candidate receiving the highest number of votes in the most recent Director election without being elected. Vacancies of Appointed Directors shall be filled by a two thirds (2/3) vote of the Elected Directors at any time. A vacancy or vacancies on the Board shall be deemed to exist in case of death, resignation, suspension, or removal of any Elected Director or Appointed Director.

Section 3.8 - REMOVAL - A Director elected by the members, may only be removed by the voting members as provided in the Act. Any other Director may be removed with or without cause by vote of two-thirds (2/3) of the Elected Directors on the Board, in the manner provided in the Act.

Section 3.9 - QUORUM - Eight (8) Directors shall constitute a quorum. The affirmative vote of a majority of Directors at a meeting at which a quorum is present shall be the act of the Board unless a greater majority is required by these Bylaws or the Act. Proxy voting is not allowed. Members of the Board, or any committee designated by such Board, may participate in a meeting of the Board by means of conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear one another, and such participation in a meeting shall constitute presence in person at the meeting.

Section 3.10 - MEETINGS - The Board of Directors shall meet a minimum of two (2) times per year at a time and place, within or without the State of Missouri, as shall be fixed by the Board of Directors.

Section 3.11 - ACTION WITHOUT A MEETING - Any action required or permitted to be taken by the Board at a meeting, may be taken without a meeting by a consent in writing, setting forth the action to be taken, signed by two-thirds (2/3) of the Directors.

ARTICLE 4 - OFFICERS

Section 4.1 - OFFICERS - The officers of the Association shall be a President, Vice-President, Secretary, and a Treasurer, each of whom shall be appointed by the Board, for a term of two (2) years, unless earlier removed. All officers must be members of the Board of Directors. With respect to the offices of President and Vice- President, no person may serve in the same office more than two (2) consecutive full two (2) year terms.

Section 4.2 - VACANCIES - A vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the Board.

Section 4.3 - REMOVAL - Any officer may be removed, either with or without cause, at any time by a two thirds (2/3) majority of the Elected Directors, at any regular or special meeting. Removal as an Officer has no bearing on the status of a removed Officer's Directorship position.

Section 4.4 - PRESIDENT - The President shall be the principal officer of the Association and, subject to the control of the Board, shall enforce the Bylaws. The President shall, when present, preside at all meetings of the Board. The President may sign, with the Secretary or any other proper officer of the Association authorized by the Board, deeds, mortgages, bonds, contracts, and other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or the Bylaws to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed. The President shall advise the Board in the appointment of committees and task forces, and shall originate and/or administer projects with the approval of the Board. The President shall in general perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. In the absence of an Association Manager, the President, or the Board's other designee, shall fulfill those responsibilities

Section 4.5 - VICE-PRESIDENT - In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice-President shall perform the duties of the President, and in the absence or inability of the Vice-President, the Secretary shall perform these duties. Should none of said officers be present, a Chairman Pro Tempore shall be elected by the Board members present, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall serve as chairman of the Nominating Committee and shall perform such other duties as from time to time may be assigned by the President or by the Board.

Section 4.6 - SECRETARY - The Secretary or his/her designee shall:

- a. keep as permanent records the minutes of the proceedings of the members, the Board, and the committees in one or more books provided for the purpose;
- b. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- c. be custodian of the corporation records and of the seal of the Association and see that the seal of the Association is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized;
- d. and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board.

Section 4.7 - TREASURER - The Treasurer shall:

- a. have charge and custody of and be responsible for all funds and securities of the Association;
- b. receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the Policies and Procedures of the Board;
- c. submit financial reports to the Board at each Board meeting and periodic financial reports to the Association membership as directed by the Board;
- d. contract for an annual review of the books of the Association to be made and presented to the Board for its approval; and
- e. shall serve as Chairman of the Finance Committee.

The Treasurer shall perform such other duties from time to time as may be assigned by the President or by the Board. The Treasurer shall be a citizen of the United States, residing in the continental United States.

Section 4.8 - BONDS - The Board by resolution may or may not require that any officer or agent of the Association give bond to the Association in such amount and with such surety as the Board may deem sufficient, conditioned upon the faithful performance of their respective duties and offices.

ARTICLE 5 - MISCELLANEOUS

Section 5.1 - INDEMNIFICATION OF DIRECTORS AND OFFICERS - When a person is sued, or prosecuted in a criminal action, either alone or with others, because he or she is or was a Director or officer of the Association, or of another person or entity serving at the request of the Association, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the Association or by the Association, he or she shall be indemnified for his or her reasonable expenses, including attorneys' fees incurred in the defense of the proceeding, if both of the following conditions exist:

- a. The person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the Court; and

b. The Court finds that his or her conduct fairly and equitably merits such indemnity.

The amount of such indemnity which may be assessed against the Association, its receiver, or its trustee, by the Court in the same or in a separate proceeding shall be so much of the expenses, including attorneys' fees incurred in the defense of the proceeding, as the Court determines and finds to be reasonable. Application for such indemnity may be made either by the person sued, by the attorney, or other person rendering services to him or her in connection with the defense and the Court may order the fees and expenses to be paid directly to the attorney or other person, although he or she is not a part to the proceeding. Notice of the application for such indemnity shall be served upon the Association, its receiver, or its trustee, and upon the plaintiff and other parties to the proceeding. The Court may order notice to be given also to the members in the manner provided in these Bylaws for giving notice of member' meetings, in such form as the Court directs.

The Association shall be authorized to obtain insurance from a reputable surety insuring the obligations of this section.

Section 5.2 - CHECKS, DRAFTS, ETC. - All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the Association, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board.

Section 5.3 - CONTRACTS, DEEDS, ETC., HOW EXECUTED - The Board, except as in these Bylaws otherwise provided, may authorize any officer or officers, agents or agents, to enter unto any contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Except as so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Association.

Section 5.4 - AMENDMENTS - New Bylaws may be adopted or these Bylaws may be amended by a two-thirds (2/3) affirmative vote of the members voting by mail-in ballot or at any regular or special meeting of members where a quorum is present in accordance with these Bylaws or any other laws covering the Association.

Section 5.5 - PRECEDENCE - The order of the rules of the Association shall be:

1. The Articles of Incorporation of the Association
2. The Bylaws, so long as they are not in conflict with the Articles of Incorporation or any clause of the current Act or any other governmental law or laws;
3. The Act, as amended, in situations not addressed in the Bylaws of the Association; and
4. The Policies and Procedures established by the Board, when these policies and procedures are not in conflict with either the Articles of Incorporation, Bylaws or the Act or any other governmental law or laws.