

**THE BY- LAWS OF THE
MILITARY TRANSPORT ASSOCIATION, INC.**

Adopted May 4, 2023

ARTICLE 1 – NAME AND PURPOSE

Section 1.1 - NAME - The name of the non-profit corporation is the Military Transport Association, Inc (the "Association "or "MTA"). The Association is a 501c(4) education association. The MTA is an Affiliate Chapter of the international Military Vehicle Preservation Association (MVPA).

Section 1.2 - PURPOSE - The purpose of the Association is to provide an adequate organization for historians, vehicle preservationists and collectors interested in military vehicles and encouraging the acquisition, restoration, preservation, public education and display of historic military transport, and any other purpose allowed by law, to engage in any lawful activity intended to further and protect the interests of restorers and collectors of historic military vehicles, to make donations to relevant military and other organizations as proffered and approved by the Membership, and to organize and participate in events so intended to generate operating revenue for financing Association business.

Section 1.3 - CHARTER - The Association is incorporated in the State of New Jersey.

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 or other entity that renews their membership on an annual basis and who satisfies the other requirements for membership established by the Association. Regular Members may receive MTA publications and notifications through print means or through electronic methods (i.e. email).
- b. Family Membership. A Family Membership includes multiple members who are part of one family who satisfy the requirements for members established by the Association. A Family Membership shall receive one copy of MTA publications and notifications through print means or through electronic methods (i.e. email).
- c. Life Members. A Life Member shall be a natural person who satisfies the requirements for Life Membership as established by the Association, 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 person or family that pays dues and meets such other requirements as established by the Association.

Section 2.3 - DUES - Dues or other membership fees for Regular and Family members shall be determined by the Board. Dues are due on January 2 of the current year. Members in arrears of dues past March 1 will be deleted from the Association's membership rolls. Life Members are exempt from dues.

Section 2.4 - VOTING RIGHTS - At elections of Officers, each Regular Member and Life Member shall have the right to one (1) vote for each open Officer position. In all other matters provided in these Bylaws, 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. Family Memberships are entitled to one (1) vote.

Section 2.5 – VOTING PROCEDURES – See Article 5

Section 2.6 - DISCIPLINE OF MEMBERS – Discipline of any Member for infractions of the By-Laws or ethics infractions may include up to termination of Membership and/or other actions determined by a two thirds (2/3) vote of the Board.

Section 2.7 - QUORUM – A quorum shall consist of two thirds (2/3) of the members present at any monthly or special meeting with a minimum of twenty (20) members present.

ARTICLE 3 – EXECUTIVE BOARD

Section 3.1 - POWERS - Subject to limitations of the Articles of Incorporation and the Bylaws as to action which must be authorized or approved by the members, 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 Board 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 appoint 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.

Section 3.2 - NUMBER - There shall be eight members of the Executive Board as outlined herein:

- a. Four members shall be the current Elected Officers
- b. Three Appointed Members shall be the Newsletter Editor, the Membership Committee Chair, and the Historian/Archivist.
- c. One Honorary Member as defined in Section 3.3.
- d. Executive Board Members will have One Vote Each regardless of occupying multiple EB positions.

All Board members shall be Members of the Association in good standing and be current members of the MVPA.

Section 3.3 - HONORARY EXECUTIVE BOARD MEMBER - The immediate past president of the Association shall serve as an Honorary Board Member for no more than two years following his/her term(s) in office, or such greater or lesser period approved at any time by a two-thirds (2/3) vote of the Board. An Honorary Board Member shall exercise the same authority, privileges, and responsibilities of an Appointed Board Member. This Section 3.3 will take effect at the next election of officers after the effective date of these amended Bylaws.

Section 3.4 - REMOVAL - Any appointed Board Member may be removed with or without cause by majority vote of the Officers.

Section 3.5 - VACANCIES - Vacancies of Board Members shall be filled through the recommendation of the President and approval by a 2/3 vote of the Board at any time. A vacancy shall be deemed to exist in case of death, resignation, suspension, or removal of any Appointed Board Member.

Section 3.6 - QUORUM - A quorum of the Board shall consist of 5 members.

Section 3.7 - MEETINGS- There shall be no required or prescribed meetings of the Board except where and as called for by the President. In the event of a disciplinary action against the President, the Vice President may call a meeting. Any Board Member may request a meeting of the Board through the President. Electronic meetings are permitted.

Section 3.8 - TERM - Except as provided in Section 3.4, there is no term limits for the following Appointed Board Members:
- Newsletter Editor, Membership Committee Chair, Club Historian/Archivist.

Section 3.9 - ACTION WITHOUT A MEETING - Any action required or permitted to be taken at a Member meeting, may be taken without a meeting by a consent in writing, setting forth the action to be taken, approved by a majority of the EB Members except for amendment of the By-Laws.

Section 3.10 - TRUSTEES - As amended from the Articles of Incorporation dated July 27, 1988, the Association will not have Trustees. Roles normally assigned to Trustees will be performed by the Board.

ARTICLE 4 - OFFICERS

Section 4.1 - OFFICERS - The Officers of the Association shall be the President, Vice-President, Secretary, and Treasurer, each of whom shall be elected by the Membership, for a term of two years, unless earlier removed. All Officers are automatically members of the Executive Board.

Section 4.2 - 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 Association. The President may sign any contract, purchase order, request for reimbursement, request for donation and other instruments except in cases where the signing and execution thereof shall be assigned to a member of the Board. The President can, without approval of the Board or Members authorize or approve expenditures of no more than \$400. The President may, with approval of a majority of the Board, authorize or approve without approval of the members amounts necessary to pay debts associated with the operations or obligations of the Association.

In January of each year, the President shall submit the prior year-to-date financial statement to the Board for review.

The President shall advise the Board in the appointment of committees. 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. The President shall appoint

Deleted:

the Chairman of the Election Nominating Committee and two Tellers.

Section 4.3 - 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.

Section 4.4 - SECRETARY - The Secretary or his/her designee shall:

- a. keep as permanent records the minutes of the proceedings of the Members in one or more books provided for the purpose or within a secure electronic computer server.
- b. see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law,
- c. 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 Officers or by the Board.

Section 4.5 - TREASURER - The Treasurer shall:

- a. have charge and custody of and be responsible for all funds of the Association,
- b. receive 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 requirements of the Board,
- c. submit financial reports to the Board prior to each monthly Member meeting and periodic financial reports to the Association membership as directed by the Board,
- d. 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 as and if required,
- e. Submit required financial and licensing documents to state and federal agencies in accordance with agency rules and regulations,
- f. Shall have at least five years' experience managing financial matters,
- g. Perform all financial duties in accordance with Generally Accepted Accounting Practices as applicable.

The Treasurer shall perform such other duties from time to time as may be assigned by the President or by the Board.

Section 4.6 - QUALIFICATIONS - Qualifications for candidates for the position of Elected Officer shall be as follows:

- a. Member holding a Regular, Family 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. Should possess skills, experience, or expertise that will benefit the Association,
- c. Must not have been convicted of a felony,
- d. Officers who are removed because of disciplinary action cannot run for a subsequent officer position.
- e. Officers who resign or lose an election can rerun for a subsequent officer position.
- f. The Treasurer shall be a citizen of the United States, residing in the continental United States.

Section 4.7 - MEETINGS - The Officers shall attend Association Meetings monthly except where proxy participation is permitted by a vote of the Board.

ARTICLE 5 - ELECTIONS

Section 5.0 - GENERAL - The membership shall meet and elect officers for a two-year term in accordance with the schedule outlined herein. The election of the four Officers shall be by vote of the Membership for each position. Voting shall be by mail-in ballot, or other method adopted by the EB from time to time, and under procedures established by the EB. Each open position shall be filled by the person with the highest number of votes running for that position. Elections shall follow a schedule established by the EB. The removal any Board Member shall result in immediate cessation of the rights and privileges afforded to him/her.

Section 5.1 – NOMINATING ELECTION COMMITTEE - The President shall appoint a Nominating Election Committee (NEC) consisting of a Chairman and two tellers which are members in good standing.

Section 5.2 – EXISTING OFFICERS – Existing officers who run for a new officer position shall not be automatically guaranteed their prior position in the event they lose the election. However, they shall still serve out their term until the new officers are installed at the January Meeting. Officers who intend to rerun for their position or who intend to run for a different position must inform the NEC prior to the October Meeting.

- At the September Member meeting, the President will announce the members of the NEC and declare that the NEC is open for nominations.
- At the October Member meeting, the NEC will announce the candidates who have communicated in writing to the NEC and who are planning to run for each position. The list shall be published in the November Newsletter. The deadline for additional candidates shall be the November Members meeting date.
- At the November Member meeting, the NEC shall announce “last call for nominees” and then lock the candidate slate. In the event the slate is running unopposed for all four officer positions, the NEC Chairman shall have the option to suspend the voting and declare the slate as winners. In the event the voting continues, the ballots will be mailed to the members on the day following the November meeting. The deadline for the receipt of ballots by the NEC shall be 14 days following the November meeting. Ballots must be received by mail and will not be accepted at the November meeting.
- At the December Member meeting, the NEC will announce the tally results by officer position.
- At the January Member meeting, the new or re-elected officers will be installed.

Section 5.3 - TERM - The term of office for Elected Officers shall be two years. Elections for Officers shall take place every two years at which time four Officers will be elected. There is no restriction on the number of terms an Officer can serve.

Section 5.4 - VACANCIES - A vacancy in any office because of death, resignation, removal, or any other cause shall be filled by the Board. Officers appointed by the Board shall serve the term of the Officer being replaced and shall be required to run for re-election on the recurring two-year election cycle.

ARTICLE 6 – MISCELLANEOUS

Section 6.1 - INSURANCE - The Association has and maintains a general liability policy and a separate directors and officers (D&O) liability policy. Copies of the policies can be obtained by written request to the Secretary.

Section 6.2 - 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 EB.

Section 6.3 - CONTRACTS, OBLIGATIONS, ETC., HOW EXECUTED - The President, except as in these Bylaws otherwise provided, may execute or 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 EB, only the President shall have authority to bind the Association.

Section 6.4 - AMENDMENTS - New Bylaws may be adopted or these Bylaws may be amended through a motion by a two-thirds (2/3) affirmative vote of the members voting 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. The updates will then be published in the next Association newsletter, and posted to the Association website and then become effective 30 days after publication.

Section 6.5 - 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 other governmental law or laws except where updated or revised and approved by the Members.,

Section 6.6 – DISTRIBUTION OF ASSETS – In the event the Association unanimously votes to dissolve, the assets

remaining in the account will be distributed as follows:

1. Payment of outstanding obligations recorded by the Treasurer and approved for payment by the President,
2. Payment of fees required for filing with state and federal jurisdictions,
3. Remaining funds will be donated to an appropriate veteran's organization or the MVPA as recommended by the membership and approved by unanimous vote at a meeting,
4. Material assets will be donated as appropriate.

Section 6.7 – CONFLICT OF INTEREST – No member can use his/her position or membership in the MTA to personally profit or obtain any monetary gain from his/her membership or position without the approval of the Executive Board. Penalties may include revocation of membership and/or legal action. This clause does not apply to MTA members who participate in "vehicles in movies".

By-Law Changes/Amendments Tracker

1. By-Laws consolidated and revised: January 5, 2004
2. By-Laws Article IX: Updated election processes. December 17, 2011
3. By-Laws Article XIII: E Mail Etiquette & Procedures. July 20, 2016
4. By-Laws Article VII: Administration & Officers; Updated and Approved June 1, 2017 meeting
5. By-Laws Article VIII: Expenditures & Finance; Executive Board discretionary spending limit increased to \$250, per meeting minutes March 2012
6. By-Laws Article XI – 3 Email Etiquette & Procedures - Approved in October 2018 meeting minutes.
7. The existing By-Laws dated October 2018 have been superseded in their entirety by these new by-laws approved by the Members on October 4, 2020.
8. Updated Article III, Sec. 3.2 (d) EB Board Members Have One Vote, Regardless of EB seats occupied. Sec. 3.8 No Term Limits for EB Positions: Editor, Membership Chair & Club Historian/Archivist (approved by motion, Jan/2022 Minutes)
9. Article X Insurance, Sec. 5.1 – Removal of reference to MVPA provided insurance. (Approved by motion, Jan 2022 Minutes)
10. Rewrite of Article 5 – Elections and elimination of Procedures Manual reference as well as miscellaneous clarifications. Article 4.2 – PRESIDENT is modified to increase the spending limit for the President without member approval to \$400. (Approval by motion May 4, 2023.)