

Keel Haulers By-Laws

ARTICLE I

Memberships in said corporation are subject to the following qualifications:

1. Club membership is open to any person (18 years and over) or family group sharing the interests and purpose of this organization;
2. Said person or family group must be current in club membership dues;
3. Said person or family group must be in good standing with the club; and
4. Members must sign a Mutual Agreement for Protection from Liability.

Two levels of membership are recognized by the Club: 1) a "Full Member" is an individual member or family member 18 years of age or older; and 2) an "Associate Member" is a family member under 18 years of age.

All meetings are open to guests and the public. Participation in Club activities is limited to members or members of affiliated clubs whom Keel Haulers has a reciprocal relationship.

ARTICLE II

Membership dues shall be set by the Board of Trustees, subject to the approval of Members as set forth below, and shall be payable October 1 of each year. Where such payment is not made on or before January 1 of the following year, the member's name shall be dropped from the membership roster. Persons joining the Club after August 1 of any year will be required to pay a year's dues and shall be a member in good standing for a full year from the next immediate October meeting.

The annual dues may be changed from time to time by a majority vote of the Full Members present, provided a notice of the proposed change in dues has been published in the previous month's Newsletter.

ARTICLE III

Voting privileges shall be extended to all members 18 years of age or older.

Votes may be made in-person at the meeting, through a proxy (see Article VIII below), or submitted via email.

ARTICLE IV

Eligibility to be an Executive Officer of the Corporation or a Trustee of the Corporation shall be limited to any member 18 years of age or older.

ARTICLE V

The fiscal year as adopted shall be the year beginning October 1 and ending September 30. All financial records shall be examined each year prior to a new term for Treasurer by an appointee of the Board of Trustees.

ARTICLE VI

The annual meeting of the Members for the election of Officers, Trustees, and the transaction of other business shall be held at the regularly scheduled business meeting in October of each year.

If a vacancy occurs in any office it will be filled by a majority vote of the Full Members present.

Special meetings may be held at such times and places as may be ordered by the Board of Trustees, or by a petition (giving the object) signed by at least 10 members.

ARTICLE VII

Quorum

At all club meetings, 10 Members shall constitute a quorum for the transaction of business. A quorum must be present to transact business.

ARTICLE VIII

Proxies

A Member may, through a written proxy, authorize another to vote for him at all club meetings, but the person so authorized must himself be a Member, and such proxy must be filed with the Secretary before the person authorized thereby can vote there under.

A member may also vote via email prior to the meeting, with the email sent to the Secretary or so designated Trustee.

ARTICLE IX

Powers of the Board of Trustees

The corporate powers, property, and affairs of the Corporation, subject to the limitations contained in the General Code, the articles or regulations, shall be exercised, conducted, and controlled by the Board of Trustees, who shall consist of the four elected officers, President, Vice-President, Secretary, Treasurer, and three elected trustees, each of whom shall be a Member of the Corporation, and each of whom shall be a citizen of the United States.

The election of Trustees shall take place at the annual meeting of the Members in October of each year, or as required, filling vacant office.

The Board of Trustees may elect their own Chairman.

Trustees shall be elected for a three (3) year term and shall continue in office until their successors are elected and qualified.

ARTICLE X

Executive Committee

The Board of Trustees may appoint an Executive Committee of not less than three members from their own number, who shall have charge of the management of the business and affairs of the Corporation in the interim between the meetings of Trustees, with power general to discharge the duties of the Board of Trustees, but not to incur debts greater than \$100 (one hundred dollars); excepting for current expense, unless specially authorized. They shall at all times, act under the direction and control of the Board of Trustees and shall make report to the same of their acts, which shall form parts of the records of the Corporation.

ARTICLE XI

Officers Term and Compensation

The executive officers of the Corporation to be elected by a vote of the General Membership, shall be a President, Vice-President, Secretary, and Treasurer.

Such officers shall be elected for one year, and until their successors are elected and qualified. Officers and Trustees shall be limited to no more than four (4) consecutive terms of office in any one office. Newly elected officers terms shall commence in November.

No compensation or remuneration in form or substance shall incur to any executive officer for services rendered.

The President and the Treasurer shall not be related persons.

ARTICLE XII

Duties of the President

It shall be the duty of the President to preside at all meetings of Members, to sign the records thereof, and in general to perform all the duties usually incident to such office, or which may be required by the Members or Trustees. The President shall appoint all committees and approve all payments as designated by the Membership. It shall also be the duty of the President to file or have filed with The Secretary of State, of the State of Ohio, a continuation statement by the month of October of each fifth year commencing in 1996. This statement perpetuates the Corporation Charter and reaffirms the active status of the Statutory Agent.

ARTICLE XIII

Duties of the Vice-President

It shall be the duty of the Vice-President to perform all the duties of the President, in case of the latter's absence or disability. It shall be the duty of the Vice-President to keep a current inventory of all Club equipment.

ARTICLE XIV

Duties of the Secretary

It shall be the duty of the Secretary to keep an accurate record of the acts and proceedings of the Members and Trustees, give all notices required by law and by the Members and Trustees, and keep the Corporate record book; on the expiration of his/her term of office, shall deliver all papers, and the property of the Corporation in his/her hands to his/her successor or to the President; and in general to perform all the duties usually pertaining to the office. The Secretary

shall also conduct all business and correspondence of the Club. A Membership Chairman shall assist the Secretary in keeping a complete list of Members.

ARTICLE XV

Duties of the Treasurer

It shall be the duty of the Treasurer to receive all monies of the Club, shall keep an accurate record of receipts and expenditures, keep proper books of accounts, and issue checks for all payments approved by the Membership. On the expiration of his/her term of office, deliver all books, papers, and property of the Corporation in his/her hands to his/her successor or to the President.

It shall be the duty of the Treasurer to file, or have filed by a knowledgeable party, any Federal Income Tax returns which may be due each year by the fifteenth day of the fifth month following the close of the fiscal year.

ARTICLE XVI

Order of Business

At the club meetings the order of business may include:

1. Financial report or statement.
2. Reading of minutes of previous meeting and acting thereon.
3. Reports of Trustees and Committees.
4. Chair Reports.
5. Unfinished business.
6. New or miscellaneous business.
7. Trip Reports.
8. Adjournment of formal meeting
9. Program

ARTICLE XVII
Regulations Amended, Etc.

These Regulations may be repealed, amended, or changed by the assent thereto of a two-thirds majority of the Full Members present at a meeting held for that purpose plus votes submitted in advance to the Secretary or designated trustee, notice of which has been published in the previous month's newsletter.

CODE OF BY-LAWS OF THE BOARD OF TRUSTEES

ARTICLE I
Meetings of Trustees and Quorum

The regular meetings of the Board of Trustees shall be held from time to time except at least annually at a time and place chosen by the President, and special meetings may be held at the call of the Chairman and (s)he shall call the same on the written request of two (2) Trustees. At all meetings a majority of the Board of Trustees shall constitute a quorum.

ARTICLE II

This code of By-Laws for the Board of Trustees may be amended or repealed, or a new one adopted, at any regular meeting of Trustees or at any special meeting called for the purpose, by an affirmative vote of five (5) of all Board Members