

BYLAWS
OF
THE QUINEBAUG VALLEY ENGINEERS ASSOCIATION, INC.

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in New London County, State of Connecticut.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the Corporation's principal Office may be changed by amendment of these Bylaws. The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such Changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(C)(3) PURPOSES

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provisions of these articles, this organization shall not

carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation shall be; to promote and educate the people to the hobby of collecting and restoring antique engines, tractors and related equipment and to provide an avenue with which to display this equipment and generate interest in the same.

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The Corporation shall have a minimum of 15 directors and collectively they shall be known as the Board of Directors.

SECTION 2. QUALIFICATIONS

Directors shall be of the age of majority in this state. Directors shall be elected from the active members of the corporation. Only members in good standing with a minimum of 2 years membership may be considered.

SECTION 3. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation, these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties of all officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or e-mailed to them and acknowledged by them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

No term limit to be imposed on directors.

SECTION 6. COMPENSATION

Directors shall serve without compensation.

SECTION 7. PLACE OF MEETINGS

Regular meetings of Directors shall be held before the regularly scheduled meeting of the membership.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held before the regularly scheduled meeting of the membership.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, two thirds of the Board of Directors or the President, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.

(b) Special Meetings. At least one day prior notice shall be given by the Secretary of the Corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine or e-mail, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In the case of facsimile or e-mail notification, the director to be contacted shall acknowledge personal receipt of the facsimile or e-mail notice by a return message or telephone call within twenty-four hours of the first facsimile or e-mail transmission.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation or these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of 50% of the members of the Board of Directors either in person or virtual.

Except as otherwise provided under the Articles of Incorporation or these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings to be governed by Roberts Rules of Order.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist: (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state. A director absent from 3 consecutive meetings is subject to removal by the Board of Directors.

Unless otherwise prohibited by the Articles of Incorporations these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office. **See last paragraph of Article 11, Section 8. (8/27/20 dkt)*

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation , these bylaws or provisions of law.

ARTICLE 4 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other such officers with such titles as may be determined from time to time by the Board of Directors.

SECTION 2. QUALIFICATIONS

Any officer must be an active member in good standing with a minimum of 2 years membership.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected by the membership of the corporation and each officer shall hold office for 1 year or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by two-thirds of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 6. DUTIES OF THE PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, the Articles of Incorporation, these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, or the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, the Articles of Incorporation or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office or at such other place as the board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or Special, how called, how notice thereof was given, the names of those present or represented at the

meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records of the corporation.

Keep at the principal office of the Corporation or at such other place as the board may determine, a membership book containing the name and address of each member.

Exhibit at all reasonable times to any director of the Corporation or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the Articles of Incorporation or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

No officer will be compensated at this time.

ARTICLE 5 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of 3 or more board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require

SECTION 2. OTHER COMMITTEES

The corporation shall have such other Committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the

Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of moneys and other evidence of indebtedness of the Corporation shall be signed by the Treasurer.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select. Three officers names to appear on all passbooks.

SECTION 4. GIFTS

Only the Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep:

- (a) Minutes of all meetings of directors, committees of the board and of all meetings of members, indicating the time and place of holding such meetings whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, indicating their names and addresses.
- (d) A copy of the corporation's Articles of Incorporation and these bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times during office hours.
- (e) A set of parallel records of important documents to be kept in a separate location.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

Each and every member shall have the following inspection right for a purpose reasonably related to such person's interest as a member:

- (a) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon

written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members of this corporation, and delivered within the time limits set by law.

SECTION 7. FISCAL YEAR

The fiscal year of the Corporation shall be the period from January 1 through December 31 as the tax year of the corporation for federal and state income tax purposes.

ARTICLE 8 IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal revenue Code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of; or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 510(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state. In the event of the dissolution of the corporation, Quinebaug Valley Engineers Association, Inc., the personal property would become the property of the Tobacco Valley Flywheelers, Cromwell, CT 06416 #061479425.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to Subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the members of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended or repealed and new Bylaws adopted by the approval of two thirds of the members present at a scheduled meeting.

ARTICLE 10
CONSTRUCTION AND TERMS

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

MEMBERSHIP PROVISIONS
OF THE BYLAWS OF
THE QUINEBAUG VALLEY ENGINEERS ASSOCIATION INC.

ARTICLE 11
MEMBERS

SECTION 1. DETERMINATION AND RIGHTS OF MEMBERS

The corporation shall have only one class of dues paying members. No member shall hold more than one membership in the corporation. Except as expressly provided in or authorized by the Articles of Incorporation, the ByLaws of this corporation, or provisions of law, all members shall have the same rights, privileges, restrictions and conditions.

SECTION 2. ADMISSION OF MEMBERS

Applicants shall be admitted to membership upon payment of one years dues.

SECTION 3. FEES AND DUES

The annual dues payable to the corporation by members shall be \$20 per year. Present members will pay dues between January 1 and the 31st of March of the current year to remain members in good standing.

SECTION 4. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 5. MEMBERSHIP BOOK

The corporation shall keep a membership book containing the name and address

of each member. Member's addresses and phone numbers are to be unpublished.

SECTION 6. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 7. NONTRANSFERABILITY OF MEMBERSHIPS

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

SECTION 8. TERMINATION OF MEMBERSHIP

The membership of a member shall terminate upon the occurrence of any of the following events:

(1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.

(2) Upon failure to renew his or her membership by paying dues on or before their due date, such termination to be effective thirty (30) days after a written notification of delinquency is given personally or mailed to such member by the Secretary of the corporation. A member may avoid such termination by paying the amount of delinquent dues within a thirty (30) day period following the member's receipt of the written notification of delinquency.

(3) After providing the member with reasonable written notice and an opportunity to be heard either orally or in writing, determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation. Any person expelled from the corporation shall receive a refund of dues already paid for the current dues period.

All rights of a member in the corporation shall cease on termination of membership as herein provided.

ARTICLE 12 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at the principal office of the corporation or at

such other place or places as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. REGULAR MEETINGS

A regular meeting of members shall be held monthly for the purpose of transacting business as may come before the meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors, the Chairperson of the Board, or the President of the corporation, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the members

SECTION 4. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation or these Bylaws, or provisions of law, notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Corporation, with postage prepaid. Personal notification includes notification by telephone, facsimile machine, or e-mail provided however, in the case of facsimile or e-mail notification, the member contacted shall acknowledge personal receipt of the facsimile or e-mail notice by a return message or telephone call within twenty four hours of the first facsimile or e-mail transmission.

The notice of any meeting of members at which directors are to be elected shall also state the names of all those who are nominees or candidates for election to the board at the time notice is given. Whenever any notice of a meeting is required to be given to any member of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 5. QUORUM FOR REGULAR MEETINGS

A quorum shall consist of 10 of the voting members the corporation. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater number.

SECTION 7. VOTING RIGHTS

Each member present is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote or written ballot.

SECTION 8. ACTION BY WRITTEN BALLOT

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, any action which may be taken at any regular or special meeting of mergers may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:

1. Set forth the proposed action;
2. Provide an opportunity to specify approval or disapproval of each proposal
3. Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted; and
4. Shall specify the date by which the ballot must be received by the corporation in order to be counted. The date set shall afford members a reasonable time within which to return the ballots to the corporation.

Ballots shall be mailed or delivered in the manner required for giving notice of membership meetings as specified in these bylaws.

Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum

required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the action at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Directors may be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed or delivered.

SECTION 9. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law,

ADOPTION OF BYLAWS

We, the undersigned, are all of the current directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 18 preceding pages as the Bylaws of this corporation.

Dated: Oct 15, 2001

David C. Mulhony

George J. Mulhony

Edward K. Selton

Alan Kala

Kenneth A. Overy

Stephen Cheresichy

Edward P. Ausse

Theodore T. Wisniewski

Mark T. Michalski

Robert D. Jan Jr

ADOPTION OF BYLAWS

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Date: _____

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**BYLAW CHANGES
DEC. 20, 2001**

ARTICLE 3, SECTION 7 REGULAR MEETINGS

NOW READS:

Regular meeting of Directors shall be held on the Monday before the regularly scheduled meeting of the membership unless such day falls on a legal holiday in which event the regular meeting shall be held at the same hour and place on the next business day.

CHANGE TO READ:

Regular meetings of Directors shall be held before the regularly scheduled meeting of the membership.

ARTICLE 12, SECTION 2 REGULAR MEETINGS

NOW READS:

A regular meeting of members shall be held on the third Thursday of every month for the purpose of transacting business as may come before the meeting.

CHANGE TO READ:

A regular meeting of members shall be held monthly for the purpose of transacting business as may come before the meeting.

2/3 vote of members present required to amend bylaws

so voted

disapproved

**BYLAW CHANGE
APRIL 2002**

Standing rule # 1 now reads:

Officers and directors to be voted in at annual meeting. 5 directors positions to be filled yearly. Directors term to be 3 years. Former directors may be re-elected after 1 year has expired.

Change to read:

1. Elections: Directors: No term limit to be imposed on directors. The Board of Directors will act as a nominating committee for election of directors when vacancies occur. Nominations for the next term shall be published in the June newsletter with additional nominees accepted until the regularly scheduled August meeting. All nominees shall have consented to being candidates and shall have met the qualification requirements of Article 3, Section 2 by the August Board of Directors meeting. Election of the directors is to be conducted with written ballots issued in the September newsletter, to be returned to the secretary by September 30. The vacancies, if any, will be filled by the nominees with the highest number of votes. New directors assume their duties at the close of the regularly scheduled October board meeting.

Officers: Candidates for the offices of President, Vice President, Secretary, Treasurer and any other officer deemed necessary shall be selected by the Board of Directors soliciting from among the current officers and qualified members. Term of office is one year and there is no limitation on the number of terms served. Candidates shall have met the qualification requirements of Article 4, Section 2 by the August BOD meeting. The slate of officers chosen by the board will be included on the ballot in the September newsletter with the choice yes or no for each individual. A simple majority of votes received by the secretary by September 30 is required for election.

In the event of disapproval of one or more nominee, a new candidate(s) shall be selected by the board and a new ballot included in the next newsletter and the process repeated until each officer is approved by the membership. New officers will assume their duties at the close of the next regularly scheduled meeting after their election.

2/3 of members present required to approve by-laws

 X so voted
 disapproved

**BY LAW CHANGE
NOVEMBER 25, 2002**

Article 11 Section 2. Qualifications of members now reads:

The qualifications for membership in this corporation are as follows: A new member will be admitted subject to the Board of Directors' approval.

Change to read:

(Section 2 deleted)

2/3 vote of members present required to amend bylaw

 X so voted

 disapproved

BY- LAW CHANGE

March 18, 2003

1. Page 20, Standing Rules, Rules #12 now reads: (As of 2/23/18 this is now Rule #11 and this addition was added. dkt)

No member of QVEA is to make any single expenditure or disbursement of the corporation's funds in excess of \$150.00 without verbal or written approval from 2/3 of the Board of Directors.

Add the following:

Unless waived by the Board of Directors, all contracts between QVEA and a firm offering service(s) shall be in writing, have a completion of work date, detailed job description, costs and have appropriate signatures.

2. Page 20, Standing Rules, Rule #3 now reads: (Now Rules #4)

Show dates to be set by officers and directors and reported to insurance company by April 15 each year.

Change to read:

Show dates to be set by officers and directors and dates will be coordinated with the Zagray Farm Steering Committee before being published. This change was not made and now shouldn't be since Steering Committee no longer exists. But, does it need to be changed?

As of 2/23/18 Rule 4. Reads:

Rule 4. Show dates may be changed by the board of directors in case of emergency. All members to be notified in writing.

2/3 of members present required to amend by-laws

1. _____X_____ so voted
_____ disapproved
2. _____X_____ so voted
_____ disapproved

RESOLUTION

Whereas, The Quinebaug Valley Engineers Association, Inc. no longer has any involvement with the Haul of Fame Inc., Canterbury, CT; and

Whereas, The QVEA does have a strong relationship with the Tobacco Valley Flywheelers, Cromwell, CT; Therefore, be it

Resolved, that the BYLAWS OF QVEA, Page 13, Article 8, Section 3, last sentence, be changed from:
“In the event of dissolution of the corporation, Quinebaug Valley Engineers Association, Inc., the personal property would become the property of the Haul of Fame Inc, Canterbury, CT EIN #06-139-6176”

to:
“In the event of dissolution of the corporation, Quinebaug Valley Engineers Association, Inc., the personal property would become the property of the Tobacco Valley Flywheelers, Cromwell, CT 06416, EIN #06-1479425.

**BY-LAW CHANGE
OCTOBER 21, 2003**

 X **APPROVED**

 DISAPPROVED

**BY LAW CHANGE
JULY 15, 2003**

Standing rule #1 now reads:

1. Elections: Directorsmet the qualification requirements of Article 3, Section 2 by the August Board of Directors meeting. Election of the directors is to be conducted with written ballots issued in September newsletter, to be returned to the secretary by September 30.

Change to read:

1. Elections: Directors.....met the qualification requirements of Article 3, Section 2 by the August Board of Directors meeting and have attended at least 60% of the previous year's general meetings . Election of the directors is to be conducted with a vote by the members present at the October general meeting and with an absentee ballot placed in the September newsletter, to be returned to the secretary by September 30, for those who can not attend the October meeting.

Standing rule #1 now reads:

1. Elections: Officers.....met the qualification requirements of Article 4, Section 2 by the August BOD meeting. The slate of officers chosen by the board will be included on the ballot in the September newsletter with the choice being yes or no for each individual.

Change to read:

1. Elections: Officers.....met the qualification requirements of Article 4, Section 2 by the August Board of Directors meeting and have attended at least 60% of the previous year's general meetings. The slate of officers chosen by the board will be elected with a vote by the members present at the October general meeting and with an absentee ballot placed in the September newsletter, to be returned to the secretary by September 30, for those who can not attend the October meeting.

 x so voted

 disapproved

I did a search on word "budget" and it does not appear in these ByLaws. Therefore, it doesn't appear that this was ever added to the By-Laws. dkt

**QVEA MOTION
NOVEMBER 18, 2003**

PREAMBLE:

Whereas, QVEA has a significant amount of non-discretionary expenses each year; and

Whereas, QVEA has various groups that at different times seek funds for expenditures; and

Whereas, QVEA membership wants to have a balanced financial approach that follows a logical plan while preserving the generous resources gifted to QVEA by the Zagray family; therefore, be it

RESOLVED:

That QVEA prepare a yearly operating budget which identifies anticipated revenues and expenditures. This budget will be approved by the board and followed as closely as possible.

____x____ so voted

_____disapproved

BY LAW CHANGE
JUNE 21, 2004

ADD STANDING RULE #13 TO READ:

13. No personal machinery, equipment, tools or any other related item may be brought to the Zagray Farm Museum and left on the property for more than 2 weeks without the explicit approval of the Board of Directors after presentation to them of a filled out equipment application with color picture.

Approval by 2/3 of members present at meeting need to amend bylaws.

APPROVED

DISAPPROVED

BY- LAW CHANGE
SEPTEMBER 28, 2004

Standing rule #2 now reads:

Rule 2 Insurance monies to be kept in separate account and paid when billed by insurance company.

Change:

Delete this standing rule as unnecessary.

Approval of 2/3 members present at meeting to amend by-laws.

SO VOTED

DISAPPROVED

**BY-LAW CHANGE
OCTOBER 25, 2005**

Article 11 MEMBERS – Section 3. Fees and Dues now reads:

(a) The annual dues payable to the corporation by members shall be \$10 per year. Present members will pay dues between January 1 and the 3rd Saturday of July of the current year to remain members in good standing. New members, joining on or after the 3rd Saturday in July, will be considered paid up for the current year and the following year.

Change to:

The annual dues payable to the corporation by members shall be \$20 per year. Present members will pay dues between January 1 and the 31st of March of the current year to remain members in good standing.

Approval of 2/3 of the members present at meeting to amend by-laws.

 X SO VOTED

 DISAPPROVED

See the Standing Rules review and revised in Feb. 2018 by a Rules Committee chaired by Stan Barnes. It was finalized and approved by membership on 3/27/18.