

SOCIETY FOR THE PRESERVATION AND
APPRECIATION OF ANTIQUE MOTOR
FIRE APPARATUS IN AMERICA®



CHARTER
AND
BY-LAWS

REVISED

March 1, 2017

**THE
UNIVERSITY OF THE STATE OF NEW YORK
EDUCATION DEPARTMENT**

Provisional Charter of
Society for the Preservation and
Appreciation of Antique
Motor Fire Apparatus in America

THIS INSTRUMENT WITNESSETH That the Board of Regents for and on behalf of the Education Department of the State of New York has granted this provisional charter, valid for a term of 3 years.

1. Incorporating Richard A. Horstmann, Donald R. Chapman, John R. Corcoran, James P. Boynton, John K. Menzies and John E. Salter and their associates and successors as an educational corporation under the corporate name of Society for the Preservation and Appreciation of Antique Motor Fire Apparatus in America, to be located in the City of Syracuse, County of Onondaga, State of New York.
2. The purposes for which such corporation is to be formed are:
 - a. To establish, develop and maintain a center for the encouragement and development of an appreciation of the place of fire apparatus, fire fighting equipment and memorabilia in the history of America; and
 - b. To stimulate and cultivate interest in the restoration and preservation of antique fire apparatus, fire fighting equipment and memorabilia associated with the fire service.
3. The persons named as incorporating shall constitute the first board of trustees. The board shall have power to adopt by-laws, including therein provisions fixing the method of election and the term of office of trustees, and shall have power also by vote of two-thirds of all the members of the board of trustees, to change the number of trustees, to be not more than 25 nor less than 5.
4. The corporation hereby created shall be a non-stock corporation organized and operated exclusively for educational purposes, and no part of its earnings or net income shall inure to the benefit of any individual, and no officer, member or employee of the corporation shall receive or be entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services.
5. The principle office of the corporation is to be located in the City of Syracuse, County of Onondaga, State of New York.
6. The Commissioner of Education is designated as the representative of the corporation upon whom process in any action or proceeding against it may be served.

7. This provisional charter will be made absolute if, within 3 years, the corporation shall acquire resources and equipment available for its use and support and sufficient and suitable for its chartered purposes in the judgment of the Regents of the University and be maintaining an institution of educational usefulness and character satisfactory to them. Prior to the expiration of said 3 year period, an application for the renewal of this provisional charter or for an absolute charter will be entertained by the Regents, but, in the event that such application is not made, than at the expiration of said term of 3 years this provisional charter shall terminate and become void and shall be surrendered to the regents.

Granted April 28, 1967 by the Board of Regents for and on behalf of the State Education Department, executed under the seal of said Department and recorded therein, Number 9430.

President of the University and
Commissioner of Education

SEAL

Chancellor



**THE
UNIVERSITY OF THE STATE OF NEW YORK
EDUCATION DEPARTMENT**

**Amendment to Provisional Charter
And
Absolute Charter**

**Society for the Preservation and
Appreciation of Antique Motor
Fire Apparatus in America**

THIS INSTRUMENT WITNESSETH, That the Board of Regents for and on behalf of the New York State Education Department has amended the provisional charter of Society for the Preservation and Appreciation of Antique Motor Fire Apparatus in America, located in the City of Syracuse, County of Onondaga, State of New York, which was granted by the Board of Regents on April 28, 1967, by adding paragraph 5 the following provision:

“Regional chapters may be established in various sections of the United States and Canada pursuant to the by-laws of the corporation”; and has continued the said corporation with all its powers, privileges and duties.

Granted September 26, 1969 by the Board of Regents for and on behalf of the State Education Department executed under the seal of said Department and recorded therein. Number 10,027.

President of the University and
Commissioner of Education
(Acting)

SEAL

Chancellor

SOCIETY FOR THE PRESERVATION AND APPRECIATION OF ANTIQU MOTOR FIRE APPARATUS IN AMERICA

The Society for the Preservation and Appreciation of Antique Motor Fire Apparatus in America was organized to stimulate, encourage and cultivate an interest in the preservation of fire fighting apparatus, fire fighting equipment and fire department memorabilia.

Therefore we are dedicated to the education of the public and our membership in the preservation, restoration and proper operation of fire fighting apparatus and fire fighting equipment of the past to help insure that they remain a part of our heritage.

ARTICLE I

OFFICES

The principal office of the Corporation shall be located in the City of Syracuse, County of Onondaga and the State of New York. The Corporation may also have such offices at such places within or without the State as the Board of Trustees may from time to time determine.

ARTICLE II

MEMBERS

1. (a) The persons signing the Application to the University of the State of New York as Incorporates shall be the first members of the Corporation, unless they shall have resigned as such members or unless membership shall otherwise have been terminated. Thereafter, the eligibility and qualifications for membership, and the manner of and admission into membership shall be prescribed by resolutions duly adopted by the Board of Trustees of the Corporation or by such rules and regulations as may be prescribed by the Board of Trustees. All such resolutions or rules and regulations relating to members adopted by the Board of Trustees of the Corporation shall be affixed to the by-laws of the Corporation, and shall be deemed a part thereof. Such resolutions or rules and regulations adopted by the Board of Trustees may prescribe, with respect to all members, the amount and manner of imposing and collecting any initiation fees, dues and other fees, assessments, fines and penalties, the manner of suspension or termination of membership, and for reinstatement of membership, and, except as may hereinafter otherwise be provided, the rights, liabilities and other incidents of membership. No applications for membership shall be denied because of race, creed, color, sex, age or national origin.

(b) The right or interest of a member shall not terminate except upon the happening of any of the following events: death, resignation, nonpayment of dues, expulsion of the member, or the desolation or liquidation of the Corporation.

2. (a) A meeting of the members of the Corporation shall be held in Onondaga County, New York on such date or dates as shall be fixed from time to time by the Board of Trustees of the Corporation. Special meetings of members may be held on such date or dates as may be fixed by the Board of Trustees of the Corporation from time to time, or by the members on such date or dates, as shall be permitted by law.

(b) Any Special Meeting of Members may be held at such place within or without the State as the Board of Trustees of the Corporation may from time to time fix. In the event the Board of Trustees shall fail to fix such place or time, or in the event members are entitled to call or convene a Special Meeting in accordance with law, then, in such event, such meeting shall be held at the principal office of the Corporation.

(c) Annual or Special Meetings of Members may be called by the Board of Trustees or by any officer of the Corporation instructed to do so by the Board of Trustees, except to the extent that Trustees may be required by law to call a meeting, and shall be called by the Executive Secretary on behalf of the members, when required to do so by law.

(d) Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state the person or persons calling the meeting. Notice for an Annual Meeting shall state that the meeting is being called for the election of Trustees and for the transaction of such business as may properly come before the meeting. Notices of Special Meeting shall state the purpose or purposes for which the meeting is called. At any Special Meeting, only the business stated in the Notice of Meeting may be transacted thereat. Notice of Meeting shall be given either personally or by first class mail not less than 10 days nor more than 50 days before the date of the meeting, to each member at his address recorded on the records of the Corporation, or at such other address which the member may have furnished in writing to the Secretary of the Corporation. Notice shall be deemed to have been given when deposited with postage prepaid in a post office or other official depository under the exclusive jurisdiction of the United States Post Office. Any meeting of members may be adjourned from time to time. In such extent, it shall not be necessary to provide notice of the time and place of the adjourned meeting if announcement of the time and place of the adjourned meeting is given at the meeting so adjourned. In the event the Board of Trustees fixes a new record date for an adjourned meeting, a new place shall be given, in the same manner as herein provided. No notice need be given to any member who executes and delivers a Waiver of Notice before or after the meeting. The attendance of a member in person or by proxy at the meeting without protesting the lack of notice of a meeting, shall constitute a waiver of notice by such member. Any notice of meeting to members relating to the election of Trustees shall set forth any amendments to the by-law's of the Corporation adopted by the Board of Trustees, together with a concise statement of the changes a made.

(e) At every meeting of members, there shall be presented a list or record of members as of the record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given notice to the Corporation, which request shall be made at least 10 days prior to such meeting, shall have the right to inspect such list or record at the meeting. Such list shall be evidence of the right of the persons to vote at such meeting, and all persons who appear on such list or record to be members may vote at such meeting.

3. At each Annual Meeting of Members, the Board of Trustees shall present an Annual Report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceedings of such Annual Meeting of Members.

4. (a) Meetings of the members shall be presided over by the following officers, in order of seniority – President, Vice President or, if none of the foregoing is in office or present at the meeting, by a Chairman to be chosen by a majority of the members in attendance. The Executive Secretary or an assistant Secretary of the corporation shall act as Secretary of every meeting. When neither the Executive Secretary nor an Assistant Secretary is available, the Chairman may appoint a Secretary of the meeting.

(b) The order of business at all meetings shall be as follows:

Call to order
Reading of the minutes of the proceeding meeting
Report of standing committees
Officer's reports
Old business
New business

5. Every member may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

6. The Trustees may, but need not, appoint one or more inspectors to act at any meeting or any adjournment thereof. If inspectors are not appointed, the presiding officer of the meeting may, but need not, appoint inspectors. Each appointed inspector shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his ability. The inspectors shall determine the number of memberships outstanding, the voting power of each, the number of memberships represented at the meeting, the existence of a quorum, and the validity and effect of proxies. The inspectors shall receive notes, ballots or consents, hear and determine all challenges and questions arising in connection with the right to vote, count and tabulate all votes, ballots or consents, determine the result and do such acts as are proper to conduct the election or vote of all members. The inspectors shall make a report in writing of all matters determined by them with respect to such meeting.

7. Except as provided by law, one half the members entitled to vote at the meeting, plus one, shall constitute a quorum at a meeting of members for the transaction of any business. The members present may adjourn the meeting despite the absence of a quorum. Each membership shall entitle the holder thereof to one vote. In the election of Trustees, a plurality of the votes cast shall elect. Except to the extent provided by law, all other action shall be a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Whenever the vote of members is required or permitted, such action may be taken without a meeting on the written consent setting forth the action taken signed by all members entitled to vote.

8. The Board of Trustees of the Corporation shall fix a record date for the purpose of determining members entitled to notice of, to vote, to express consent or dissent from any proposal without a meeting, to determine members entitled to receive distributions or allotments of rights, or for any other proper purpose. Such record date shall not be more than 50 days nor less than 10 days prior to the date of such meeting or consent or the date on which any distribution or allotment of rights, as the case may be, is to be made. In the event no record date is fixed, the record date for the determination of members entitled to vote a meeting of members shall be the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held. The record date for determining members for any purpose other than that specified in the preceding sentence shall be the close of business on the day on which the resolution of Trustees relating thereto is adopted. Establishment of a record date shall apply to any adjournment

of any meeting, unless a new record date is fixed by the Board of Trustees for such adjourned meeting.

9. The Board of trustees may cause to be issued certificates, cards or other instruments permitted by law evidencing membership in the Corporation. Such membership certificate, card or other instrument shall be non-transferable, and a statement to that effect shall be noted on the certificate, card or other instrument. Membership certificates cards or other instruments, if issued, shall bear the signatures or facsimile signatures of an officer or officers designated by the Board of Trustees and may bear the seal of the Corporation or a facsimile thereof.

10. In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Absolute Charter Incorporation of the Corporation, each certificate evidencing such capital contribution shall conform to the law of the State of New York.

Categories of Membership

1. Membership in this organization shall be divided into nine categories: Founding, Honorary, Junior, Individual, Family, Organization, Life, Family Life and Fire Apparatus Manufacturers. The Board of Trustees may establish subcategories to these categories as may be appropriate.

(a) Founding Members: Any person in good standing on December 31, 1965, as a member of the Society for the Preservation and Appreciation of Antique Motor Fire Apparatus in America, predecessor to this organization, and of the age of at least eighteen years, shall be placed upon the rolls as a Founding Member upon payment of dues for the calendar year 1966, and this distinction shall be continued as long as he is in good standing. Founding members shall have the same privileges as (d) below.

(b) Honorary Members: Any person not a member of the organization shall be eligible to become an honorary member by the recommendation of the Board of Trustees. Honorary members shall not be eligible to hold office, but may attend meetings and other functions of the organization upon invitation. Honorary membership may be granted by a two-thirds vote of the membership attending the annual meeting upon recommendation of the Board of Trustees. The basis for election to such title shall rest in the performance of such services or acts in the interest of the organization which, in the opinion of the members, entitles him to such an award.

(c) Junior Members: Junior membership is for members under 18 years of age. They will receive "*Enjine!- Enjine!*" and the *Silver Trumpet* but do not have the right to vote.

(d) Individual Members: Individual members shall be persons of good moral character. Individual members shall be eligible to hold office, attend, and vote at meetings.

(e) Family Unit: A Family Unit shall consist of two adults and will include their dependent children up to the age of 18, residing in the same household, with all mailings going to the same address. Each Family Unit shall be entitled to vote two votes at meetings if both members are present, two votes in mail in elections, and any adult of the Family Unit may run for executive office. [amended 3/11/2015].

(f) Organization Members: Any fire department or other organization may be granted organization membership subject to the approval of the Board of Trustees. Organization members shall not be eligible to hold office, but may attend meetings and other functions of the organization.

An organization member is entitled to a single vote to be cast by a representative duly certified in writing by the Chief or President of the organization group.

(g) Life: Life Membership may be granted by the Board of Trustees. Life Members shall have all privileges of (d) above.

(h) Family Unit Life Members: A family life membership includes a spouse and children under 18 living in the same household. All Life members prior to February 12, 1997 may be upgraded to the new family life membership upon request at no additional cost. Life membership will terminate with the passing of both original members. [Believe this membership category has been eliminated in the future].

(i) Fire Apparatus Manufacturers: These manufacturers shall be entitled to receive all publications of SPAAMFAA, i.e., *"Enjine!- Enjine!"*, *Silver Trumpet*, and Archive updates and these manufacturers shall be entitled to attend and speak at annual meetings and other functions of SPAAMFAA but shall not be eligible to vote or hold office in SPAAMFAA.

Individual, founding, family unit, organization, life, family unit life and junior membership shall be granted to any person or organization eligible therefore upon payment of dues specified for the calendar year and upon approval of the Membership Secretary.

Membership Dues and Assessments

The annual dues for individual, founding, family unit, organization, life, family unit life and junior members shall be set by the Board of trustees and shall be payable on or before the date of the annual meeting.

Dues for individual, founding, family unit, organization, life, family unit life and junior members who apply for membership in the organization subsequent to the annual meeting shall be due upon acceptance of the applicant as a member by the Membership Secretary, and shall be for the calendar year in which accepted, unless said acceptance is in November or later, in which case dues shall apply to the calendar year following.

All members may be assessed to defray any expense incurred or to be incurred for any object or purpose. The assessment must be recommended by the Board of Trustees and approved by a majority of those responding to a ballot requesting such approval.

Any member in debt to the organization for dues or for an assessment shall be notified in writing by the Membership Secretary and be given three months from the date of the annual meeting in which to pay the same. If the member fails to do so, the member shall be dropped from the rolls.

ARTICLE III

BOARD OF TRUSTEES

1. The Corporation shall be managed by a Board of Trustees. Each Trustee shall be at least 18 years of age, and shall be a member of the Corporation during his Trusteeship. The initial Board of Trustees shall consist of six persons. Thereafter, the number of Trustees constituting the entire Board shall be no less than five nor more than twenty-five. Subject to the foregoing, the number of

the Board of Trustees may be fixed from time to time by actions of members or of the Trustees. The number of Trustees may be increased or decreased by action of the members or of the Board of trustees, provided that any action by the Board of Trustees to effect such increase or decrease shall require the vote of a majority of the entire Board of Trustees. No decrease shall shorten the term of any Trustee then in office.

2. The first Board of Trustees shall consist of those persons appointed by the Board of Regents for and on behalf of the State Education Department, and they shall hold office until the first Annual Meeting of members, and until their successors have been duly elected and qualified. Thereafter, at each Annual Meeting of members, the membership shall elect Trustees to hold office for a three-year term. Each Trustee shall hold office until the expiration of the term for which he was elected, and until his successor has been duly elected and qualified, or until his prior resignation or removal as hereinafter provided.

3. (a) Any and all members of the Board of Trustees may be removed for cause by a vote of the members of the Corporation or by the Board of Trustees. This requires three fourths (3/4) of full board vote. (R) [Amended 3/1/2017]

(b) A Trustee may resign at any time by giving written notice to the Board of Trustees or to an officer of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Trustees or such officer. Acceptance of such resignation shall not be necessary to make it effective.

4. Newly created Trusteeships or vacancies in the Board of Trustees may be filled by a vote of a majority of the Board of Trustees then in office, although less than a quorum, unless otherwise provided in the Charter of the Corporation. Vacancies occurring by reason of the removal of the Trustee without cause shall be filled by a vote of the members. A Trustee elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of his predecessor.

5. (a) The regular Annual Meeting of the Board of Trustees shall be held prior to the Annual Meeting of members. All other meetings shall be held at such time and place as shall be fixed by the Board of Trustees from time to time.

(b) No notice shall be required for regular meetings of the Board of Trustees for which the time and place have been fixed. Special meetings may be called by or at the direction of the President, or by a majority of the Trustees then in office.

(c) Written, oral, or any other method of notice of the time and place shall be given for special meetings of the Board of Trustees in sufficient time for the convenient assembly of the Board of Trustees. The notice of any meeting need not specify the purpose of such meeting. The requirement for furnishing notice of a meeting may be waived by any Trustee who signs a Waiver of Notice before or after the meeting or who attends the meeting without protesting the lack of notice to him.

6. Except to the extent herein or in the Charter of the Corporation provided, a majority of the voting members of the Board of Trustees shall constitute a quorum. At any meeting held to remove one or more Trustees a quorum shall consist of a majority of the voting members of the Board of Trustees present at such meeting. Whenever a vacancy on the Board of Trustees shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the

members of the Board of Trustees excluding the vacancy. A majority of the Trustees present, whether or not a quorum is present may adjourn a meeting to another time and place. Except to the extent provided by law and these by-laws, the act of the Board of Trustees shall be by a majority of the Trustees present at the time of the vote, a quorum being present at such time. [Revised 7/13/14]

7. The President shall preside at all meetings of the Board of Trustees and, if there be no President, the Vice President, or in his absence, any other trustee chosen by the Board shall preside.

8. Whenever the Board of Trustees shall consist of more than five persons, the Board of Trustees may designate from their number, an executive committee and other standing committees. Such committees shall have such authority as the Board of Trustees may delegate, except to the extent prohibited by law. In addition, the Board of Trustees or the President may establish special committees for any lawful purpose, which may have such powers as the Board of Trustees, may lawfully delegate.

9. The Board shall have the power to investigate and try charges against any officer, trustee, or member of the Society and, if the officer, trustee or member charged is found guilty of conduct reflecting unfavorably upon the Society, the Board shall have the power to suspend or expel such officer, trustee or member. The Board shall also have the power to reinstate, for good cause, any suspended member, officer or trustee. Any accused member, officer or trustee shall be served with written charges at least 30 days prior to the meeting together with a notice that the charges will be considered at the meeting.

10. (a) The Executive Committee shall consist of the President, Senior Vice President, Vice President, Executive Secretary, Treasury Secretary and Membership Secretary.

(b) The Executive Committee may act in place of and stead of the Board of Trustees between meetings of the Board of Trustees on all matters except those specially reserved to the Board of Trustees in accordance with the Bylaws.

(c) The President shall appoint, with Executive Committee approval, the Executive Secretary, Treasury Secretary and Membership Secretary.

The Executive Committee, consisting of the newly elected President, Senior Vice President, Vice President, and immediate Past President shall meet after the election results of the new officers during the New Business portion of the annual board meeting. The President shall call for a recess for the purpose of appointing/reappointing the Executive Secretary, Treasury Secretary, and Membership Secretary. Once confirmed by the Executive Committee, the Trustees shall approve the appointments by majority vote. The President shall determine their term of office (that is – they serve at the pleasure of the current President).

11. There shall be four Regions for the elected trustees. The Eastern Region shall have two (2) Trustees, the Southeastern Region shall have one (1) Trustee, the Central Region shall have two (2) Trustees, and the Western Region shall have one (1) Trustee. Chapters assigned to the regions shall be determined by the Board. If no qualified candidate is found the board may assign a member for a one-year period, until another national election will be conducted. (R) [Added 3/1/2017]

ARTICLE IV

OFFICERS

1. The officers, President, Senior Vice-President, and Vice-President, shall be elected by the members annually for one (1) year term and may run in election for two more one-year terms for a total of three (3) consecutive one year terms at the same level (they may run for a higher office or for the same office at a later election).

2. The President, Senior Vice-President, and Vice-President shall be elected in addition to the regional Trustees. The President, Senior Vice-President, and Vice-President shall have voting privileges on the Board of Trustees by virtue of their elected position. Other appointed officers are non-voting members of the Board of Trustees or Executive Board. Two or more offices may be held by the same person except the office of President and Executive Secretary.

3. a. The President, Senior Vice President, Vice-President shall be elected in addition to the regional trustees. The President, Senior Vice President, and Vice President, shall have voting privileges on the Board of Trustees by virtue of their elected position.

b. Other appointed officers/positions are non-voting members of the Board of Trustees or Executive Board.

c. Two or more offices may be held by the same person except the office of President and Executive Secretary, however shall only have one vote on the Board of Trustees.

d. The Senior Vice President or the Vice President can run for the office of President after serving one term in office. If a vacancy occurs in either position of Vice President a Trustee can run for that office.

e. Any SPAAMFAA past or present Trustee may run for Senior Vice-President or Vice-President when a vacancy occurs. (R) [Amended 3/1/2017]

f. The Executive Secretary shall have voting privileges on the Board of Trustees. (R) [Amended 3/1/2017]

Each officer shall hold office until the annual meeting of the Corporation, and until his successor has been duly elected and qualified. The Board of Trustees may remove any officer with or without cause at any time.

4. Each officer shall hold office until the annual meeting of the Corporation, and until his successor has been duly elected and qualified. (R) [Amended 3/1/2017]

Duties of Officers

1. President

It shall be the duty of the President to preside over all meetings of the organization and of the Board of Trustees; to call special meetings when in his judgement they are necessary; to appoint committees; to force the observance of the charter and by-laws and cause an annual report on the affairs and activities of the organization to be issued.

2. Senior Vice President and Vice President

The Senior Vice President and Vice President shall assist the President in any way that the President may direct; and in the absence of the President shall preside and do all acts incumbent on the President to perform. The Vice President shall maintain liaison with regional chapters. In the event of the death of the President or his inability to serve, the Senior Vice President shall serve as President until the selection of a successor.

3. Executive Secretary

The duties of the Executive Secretary shall be as follows: The Executive Secretary will be in charge of the central office of SPAAMFAA and act under the immediate direction of the Executive Committee and the Board of Trustees. The Executive Secretary shall keep a record of all proceedings of the organization and the Board of Trustees; answer all communications pertaining to the organization; give notice of all meetings and other functions; and make such reports as the President or Board of Trustees may require in addition to a report to be given at the annual meeting.

4. Membership Secretary

The Membership Secretary shall maintain a roster of members and their places of residence; issue annual dues statements; keep an accurate record of dues and assessments received, and the financial standing of each member; issue notices to delinquent members; promptly transmit to the Treasurer all dues and assessments received; and make such reports as the President or Board of trustees may require in addition to a report to be given at the annual meeting

By action of the Board of Trustees, the offices of Corresponding Secretary and Membership Secretary may be combined under the title Executive Secretary. An annual remuneration may be specified for the combined office. Such action would become effective following an election to such combined office at an annual meeting of the organization.

5. Treasury Secretary

The Treasury Secretary shall receive all monies belonging to the organization, including dues, fees, assessments and donations; pay all bills and issue all necessary checks. He shall keep an accurate account of all receipts and disbursements; submit his books for an auditing when called upon by the Board of Trustees to do so, and shall make a report at the annual meeting and at any other meeting upon request of the Board of Trustees.

6. Immediate Past President

The Immediate Past President shall attain his/her office by succession thereto. It shall be his/her duty to act in an advisory capacity and assist the President and Board of Trustees in all matters which may come before them. The Immediate Past President shall also assume the position as Chairman of the Committee on Nominations. The Immediate Past President is a non-voting position.

ARTICLE V

REGIONAL CHAPTERS

Section 1. Any group of six or more active members in good standing of this organization may make written application to the Board of Trustees for permission to form a Regional Chapter of SPAAMFAA, and the Board in its sole discretion may grant or deny such application.

Section 2. The application shall contain the name and address of each petitioner, the names of the temporary officers corresponding in duties to a president and secretary, the specific geographic area in which the proposed Chapter would be known, a proposed constitution and/or by laws and a statement binding the Chapter to such rules and regulations as the Board of trustees may establish.

Section 3. Regional Chapter Charters:

(a) If the Board of Trustees shall approve an application, it shall issue a charter permitting the formation of the Chapter, specifying the name by which the Chapter shall be designated and the specific geographical area in which the Chapter shall operate.

(b) The Board of trustees may at any time amend the geographic area specified, upon application from an existing or a proposed Regional Chapter.

(c) All amendments or revisions to the Regional Chapter Constitution and/or by laws shall be submitted in writing to the Executive Secretary.

Section 4. Formation and operation of a Regional Chapter shall be at all times contingent upon the following rules and regulations, to be enforced by the Board of Trustees:

(a) Because the national organization is an educational, historical, and non-profit organization, a Regional Chapter shall be formed and shall operate consistent with the objectives of the organization as set forth in the Charter of the Society for the Preservation and Appreciation of Antique Motor Fire Apparatus in America.

(b) In order to ensure that the national organization and any Regional Chapters are separate legal entities, the name "Society for the Preservation and Appreciation of Antique Motor Fire Apparatus in America" shall not be used in whole or in part by a Chapter in a certificate of incorporation or in legal title of any real or personal property owned, leased, or controlled by the Chapter.

(c) Regional Chapters or any members thereof are not authorized or empowered to act as agents for, or to create any obligations binding upon the national organization.

(d) All voting members of a Regional Chapter should be members in good standing of the national organization. All members of the national organization residing within the area in which a Chapter operates are automatically eligible for membership in the Chapter, although Chapter membership is voluntary. All Chapter officers shall be members of the national.

(e) Chapters may accept as members any member in good standing of the national organization, regardless of his place of residence, so long as a minimum of six voting members residing within the area in which the Chapter operates is maintained.

(f) Unless a Chapter shall have on its rolls at least six voting members in good standing of the national organization, all of whom reside within the area in which the Chapter operates, the Chapter shall automatically become inactive. If such status continues for a period of one year, the charter of

the Chapter shall automatically be revoked, unless the Board of Trustees grants an extension of inactive status for cause.

(g) Regional Chapters shall be autonomous in operation, especially with regard to incorporation or to fiscal affairs. After formulation, a Chapter shall establish its own Chapter dues schedule, and collect and distribute same by whatever means it may establish, in order to maintain financial stability and integrity. Collection of individual national dues and assessments by the organization will be a separate and distinct function of the national organization, unless otherwise ordered by the Board of Trustees.

(h) Chapter activities, by means of educational and historic exhibitions, meetings, displays, ownership and operation of historical fire equipment, exchange of information pertaining to fire service history of any nature among members or with others, by newsletter or other publication or any other means, is encouraged.

(i) Chapters shall not participate as a group in any political or commercial activity. Commercial activity shall mean advertising or endorsing a commercial product or products not related to Chapter fund raising activities. Chapter operations will be strictly not for profit of individual members.

(j) The use of the initials S.P.A.A.M.F.A.A. and/or the S.P.A.A.M.F.A.A. herald in the form of a Maltese cross, denoting affiliation with the national organization is encouraged.

(k) Chapter meetings shall be held not less than twice annually at such times and places as may be agreed upon by the Chapter membership. Regional Chapters will, for the purpose of maintaining liaison and communication with the national organization, submit annually a report on such meetings and include therein a report on other Chapter activities, and current and financial and membership status. This report shall be due not later than January 31 each year.

(l) Chapters may elect any person not a member of the national organization as an Honorary Member of the Chapter.

(m) If a Chapter publishes a newsletter, the Chapter shall send a copy of each issue to the editor of *"Enjine!-Enjine!"* and to the editor of the interchapter newsletter the *Silver Trumpet*. Direct exchange of newsletters with other Chapters is encouraged.

(n) The SPAAMFAA Board of Trustees is authorized to set an annual assessment to all chapters in the amount set periodically to defray costs of the national insurance provided to all chapters and members. (Removed from Standing Rule, August 5, 1999)

Section 5. Any charter permitting the formation and operation of a Regional Chapter of the organization may be revoked by the Board of Trustees, after notice to the Chapter and a hearing, upon satisfactory evidence of non-conformity with the by-laws.

Section 6. A Chapter may be dissolved by majority vote of the Chapter members after notice to the national Board of Trustees. A Chapter shall also be dissolved upon revocation of its charter.

ARTICLE VI

MISCELLANEOUS

1. The Corporation shall keep at the principal office of the Corporation, or at such location as the Trustees direct, complete and accurate records and books of account, and shall keep minutes of the proceedings of the members, the Board of Trustees, or any committee appointed by the Board of Trustees, as well as a list of records containing the names and addresses of all members.

2. The corporate seal shall be in such form, as the Board of Trustees shall from time to time prescribe.

3. The fiscal year of the Corporation shall be fixed by the Board of Trustees from time to time, subject to applicable law.

4. (a) All by-laws of the Corporation shall be subject to alteration or repeal. New by-laws may be made by a majority vote of the members and entitled to vote in the election of Trustees by ballot at the annual election. Proposed by-laws changes shall be advertised in at least one issue of *Silver-Trumpet* prior to the membership meeting vote on said changes.

(b) The Board of Trustees shall have the power to make, alter or repeal from time to time, bylaws of the Corporation, except that the Board may not amend or repeal any by-law in which control thereof is vested exclusively in the members or voting rights. Any specific by-law enacted by the majority of the voting membership cannot be changed by the Board of Trustees. Changes can only be made by a new national vote of the membership and shall be marked with a "R" for restricted. If any by-law regulating an impending election of Trustees is adopted, amended or repealed, it shall be voted by the General Membership, and that motion shall be published together with a concise statement of the changes made in the *Silver Trumpet* for inclusion in the next ballot for National election for the selection of Trustees. [Ammended 3/1/2017]. (R)

(c) The board of Trustees shall have the power to add, change, or delete Standing Rules at any time by a simple majority vote.

5. **Delegates to Convention** - At the annual meeting, delegates to conventions approved for Society representation by the Board of Trustees may be elected by the active members or appointed by the President. Such delegates may receive from the organization necessary expenses in attending such conventions upon presentation in writing of an accounting thereof to the Board of Trustees and approval by the Trustees.

6. **Parliamentary Authority** - The current edition of Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws.

7. The President may appoint a parliamentarian to interpret or adjudicate the Bylaws and Standing rules of the society. The parliamentarian shall maintain the official version of both documents and make such additions or changes as determined by the Board of Trustees. A current copy of the Standing Rules and the Bylaws shall be forwarded to the Executive Secretary for inclusion in the Society's official records.

8. Election of Officers

a. The election of SPAAMFAA officers and Trustees by the membership shall be conducted by mailed ballot to members in good standing. The Executive Secretary shall mail ballots to the

membership in December each year and specify a January due date for their return. The Executive Secretary shall bring the unopened ballots to the winter National Board meeting where they will be counted in public before the attending membership. The election results shall also be sent to the membership via Silver Trumpet.

- b. Trustees shall be elected for a three (3) year term and may run for election to a second consecutive term for a total of six years and then may not run for another term as Trustee for three (3) years.
 - c. Elections of Trustees shall be staggered over years so they are not all replaced at the same time.
 - d. Any SPAAMFAA past or present Trustee may run for Vice-President when a vacancy occurs.
 - e. Candidates for Senior Vice-President must have served at least one term as Vice President.
 - f. Candidates for President shall have served at least one term as Senior Vice-President or Vice-President when no Senior Vice President exists.
 - g. Candidates for an open position must submit a letter stating their willingness to serve and a brief history and photo about themselves to be included with the ballots. This letter shall be submitted to the chair of the nomination Committee. Candidates willing to run for an additional term in their present position must submit a letter also.
 - h. The President shall select the Chair of the Nominating Committee from the membership. The Nominating Committee Chair shall then appoint two (2) other members to the committee. The Committee should represent at least two (2) regions if possible.
9. Stipends or other compensations: Only the Board of Trustees, Officers, Immediate Past President, and appointed Secretaries shall be entitled to and compensated in an amount not to exceed \$300.00 per person for travel or housing expense, to any national meeting or special meeting called by the President to conduct board business, and only where travel is necessary. All positions shall be paid equally, the amount can only be adjusted by a vote of the general membership, except the amount may be increased annually by no more than the Consumer Price Index for that year.

The board shall not provide any other forms of compensation to itself or any other persons unless voted by majority of the National membership. If Travel allowances are requested for any committee member on SPAAMFAA business, the amount requires the signed authorization of the Committee Chair and the Officer responsible to that committee, the amount shall not exceed \$300, or the committee's allotted annual budget amount approved by the Board. This amount cannot be combined with any other amount to exceed the \$300 allowance. The only exception, if the Board votes to hire a member to provide outside services to SPAAMFAA, these amounts are exempt and must be provided for under the budget. (R) [Amended 3/1/2017]

11. Recording of Board and Special meetings: All board meetings and special meetings called by the President, required to electronically record and maintain for future review should any dispute come up after the meetings. Recordings shall be lodged with the Executive Secretary. (R) [Amended 3/1/2017]

12. The Board shall automatically remove any Officer or Trustee who fails to attend two consecutive meetings or fails to conduct the duties of his or her position for a one-year period without good cause. This requires three fourths (3/4) of full board vote. (R) [Amended 3/1/2017]

13. Voting may be accomplished by the Board of Trustees by electronic methods, conference calls, or e-mail to conduct necessary interim business for the Society. The Executive Secretary will keep minutes and records of all such actions to be made available to the membership. (R) [Amended 3/1/2017]

Dissolution

This organization may be voluntarily dissolved only by an affirmative vote of a majority of the voting membership by written ballots. In the event of such dissolution, all outstanding indebtedness shall be paid in a manner to be determined by the Board of trustees. In the event assets, including real and personal property, shall remain after the payment of indebtedness as herein provided, said assets shall be distributed to one or more organizations exempt under the latest revision of the United States Internal Revenue Code of 1954, Section 501 c (3), in a manner to be determined by the Board.

Proposed Bylaws Changes

Proposed Bylaws Change:

ARTICLE II – MEMBERS, Categories of Membership – This Category Deleted

(h) Current text: Family Unit Life Members: A family life membership includes a spouse and children under 18 living in the same household. All Life members prior to February 12, 1997 may be upgraded to the new family life membership upon request at no additional cost. Life membership will terminate with the passing of both original members.

Revised to: June 28, 2014

Proposed Bylaws Change:

ARTICLE III - BOARD OF TRUSTEES

Voting by the Board of Trustees

12. Voting by the Board of Trustees may be done by voice vote at scheduled meetings or by electronic media (email, conference call, or other electronic means). Any vote so taken must be recorded and distributed to the membership.