

BYLAWS OF
WESTERN ANTIQUE POWER ASSOCIATES, INC.

EXPLANATIONS AND CLARIFICATIONS

The words He, Him, or His, as used in this document, are not intended to designate gender. Instead, they are used to simplify the writing and may refer to male or female alike.

These Bylaws have been drafted and adopted using Robert's Rules of Order as a guide in so far as any parliamentary procedure or democratic action is concerned.

CREDITS

On Behalf of Western Antique Power Associates, Inc. I would like to thank the following members for the un-selfish giving of their time, labor and research in compiling and revising these Bylaws. Mr. Tom Millett, Vice-President and Committee Chairman, Mrs. Nita Dixon, Member, Mr. Quintino Moeller, Member, Mr. Ed Nelson, Member, Mr. John Peterson, Past President, Mr. Dave Ruhland, Treasurer, and Mr. Bill Stuber, Director.

We also thank the general membership for accepting and overwhelmingly approving the draft as submitted.

The end result of all the hard work and co-operation is a governing Document that should serve our Corporation well for several years.

Robert N. Swan, President.

On behalf of Western Antique Power Associates, Inc. I would like to thank the following members for the un-selfish giving of their time, labor and research in revising these Bylaws. Mr. Robert Swan, Vice-President and Committee Chairman, Mr. Jack Johnson, Director, Mr. Leroy Overstreet, Director, Mr. Steve Tuttle, Member, and Mr. Robert Smith, Member.

We also thank the general membership for accepting and overwhelmingly approving the draft as submitted.

Tom Millett, President

February 19, 2005

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BYLAWS OF
WESTERN ANTIQUE POWER ASSOCIATES, INC.

ARTICLE I - OFFICES

Section One. Principal Office. The initial principal office shall be in the State of California, City of Pasadena, County of Los Angeles.

This address may be changed from time to time as indicated by any future relocation or relocations of this office by a resolution of the Board of Directors.

ARTICLE II - PURPOSES

Section One. Purposes. (a) To collect, restore and preserve those types of engines, tractors and related equipment manufactured and used in agriculture and industry in the nineteenth and early twentieth centuries:

(b) To display and demonstrate these types of equipment for educational and historical purposes:

(c) To provide a setting in which members can share and pursue their common interests.

ARTICLE III - MEMBERS

Section One. Classes of Members. The Corporation shall have two classes of members being General Members and Junior Members.

Section Two. Admission of Members. A prospective member must demonstrate an interest in the purposes for which the Club is dedicated as set forth in ARTICLE II of these bylaws. Further, a prospective member must make a commitment to become active in the operation and activities of the Club including, whenever possible, attending meetings, shows and other functions sponsored or sanctioned by the Club. An applicant can be admitted to membership into the Club only by submitting an application therefore, by paying the initiation fee, if any, and by paying the applicable dues in advance. An affirmative vote of the majority of the Board of Directors present shall be required for admission. The minimum age at which an applicant can be admitted to general membership is sixteen years. The minimum age at which an applicant can be admitted to junior membership is 12 years of age. Applicants of age 12 through 15 must first submit a completed application to the Board of Directors for review. The Board will determine whether to send the applicant through a safety training class set forth by the Safety Director. After successful completion of the safety training class, the Safety Director will submit the Safety Training Certificate to the Board of Directors for final review and approval. An affirmative vote of the majority of the Board of Directors present shall be required for admission.

Section Three. Voting Rights. Each general member in good standing shall have one vote in all matters submitted to a vote of the membership.

Section Four. Suspension or Expulsion of Members. The Board of Directors by a majority vote of those present at any regularly constituted meeting, there being a quorum present, may terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues for a period fixed in Article IV of these Bylaws. In addition, the Board of Directors, by an affirmative vote of a majority of all members of the Board, may suspend or expel a member for conduct that the Board deems detrimental to the objects or interests of the Club or in violation of its constitution, bylaws, code of ethics, or rules and regulations, provided the member is given notice of the proceedings against him and an opportunity to be heard in his own defense.

Section Five. Termination of Membership. Membership shall terminate upon death or resignation of a member, or on his expulsion by the Board of Directors. On such termination any right, title or interest of the member in or to the property and assets of the Corporation shall cease.

Section Six. Reinstatement. Upon written request signed by a former member and filed with the Secretary, the Board of Directors, by the affirmative vote of a majority of the members of the Board, may reinstate such former member to membership on such terms as the Board may deem appropriate.

ARTICLE IV - DUES

Section One. Annual Dues. The Board of Directors may determine from time to time the amount of initiation fees and special assessments, if any, and the annual dues payable to the Corporation by members. Any member attaining the age of eighty (80) years after having paid annual dues for five consecutive years shall not be required to pay future annual dues, but shall retain all rights and privileges afforded any dues paying member including the right to vote on any item submitted to the membership for a vote.

Section Two. Payment of Dues. Dues shall be payable on the first day of January of each year. New member dues are payable at such time as an application for membership is submitted. Dues submitted with a new member application between January 1st and June 30th shall be the full membership dues for a year. Applications submitted between July 1st and December 31st of any year shall be one half of the yearly dues.

Section Three. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of two months from the beginning of the period in which dues became payable, his membership may thereupon be terminated by the Board of Directors in a manner provided in Article III of these Bylaws.

ARTICLE V - MEETING OF MEMBERS

Section One. Annual Meeting. An annual meeting of the members shall be held in lieu of the regular monthly membership meeting in the month of September of each year for the purpose of nominating Officers and Directors and for the transaction of such other business as may come before the meeting. If the nomination of Officers and Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof. The Board of Directors shall cause the nominating proceedings to be held at a special meeting of the members as soon thereafter as conveniently may be.

Section Two. Membership Meetings. A membership meeting shall be held monthly for the purpose of bringing any business as may be necessary to bring before the membership and to provide programs of importance or education. Any membership meeting may be cancelled or postponed by the President or by the Board of Directors if other club functions or obligations of a more pressing nature are scheduled on the date otherwise designated for the membership meeting.

Section Three. Special Meetings. Special meetings of the members may be called from time to time by the President, the Board of Directors, or by not less than one-tenth of the members having voting rights for matters of an urgent nature that cannot be delayed until the next regularly scheduled membership meeting.

Section Four. Place of Meetings. The Board of Directors may designate any place as the place of any Membership Meeting or any Special Meeting called by the Board of Directors. However, if all of the members shall meet at any time and place, either within or without the State of California, and consent to holding a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section Five. Notice of Meetings. Written or printed notice stating the day, time and place of any Special meeting required by statute or by these Bylaws shall be delivered either personally or by U.S. mail, to each member entitled to vote at such meeting, not less than ten nor more than fifty days before the date of such meeting, by or at the direction of the President, or his Secretary, or the officers or persons calling the meeting. The purpose or purposes for which the meeting was called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with adequate postage thereon prepaid.

Section Six. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section Seven. Quorum for Annual Meetings. The members holding ten percent (10%) of the votes that may be cast at the annual meeting shall constitute a quorum at that meeting. If a quorum is not present at the annual meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section Eight. Proxies. At any meeting of the members, except at a Recall Meeting, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney in fact. No proxy shall be valid after one week from the date of its execution, unless otherwise provided in the proxy.

Section Nine. Recall Procedure of Officer or Director. Any Officer or Director of the Corporation may be removed from office by duly constituted action of the general membership. A Recall Meeting may be called by the President, The Board of Directors, or not less than one-tenth of the members having voting rights. Notice of such meeting shall be in accordance with Article V, Section Five of these Bylaws. The party or parties subject to recall shall be given notice via certified mail at least two weeks prior to the recall meeting, and shall be given an opportunity to be heard in his own defense. A quorum at a recall meeting shall be twenty-five percent (25%) of the members having voting rights. If a quorum is not present at the recall meeting, a majority of the members present may adjourn the meeting from time to time without further notice. If a quorum is present the recall meeting will be called to order and the recall shall be the only matter of business on the agenda. An affirmative vote or two-thirds of the members present shall constitute sufficient grounds for recall. Voting shall be by secret, written ballot. The ballots shall be tallied aloud by the Secretary, or any person so designated by the Board of Directors, immediately after the ballots are cast. No proxy vote will be permitted at a recall meeting unless mandated by law or court order. The Chairman of the recall meeting shall be the President unless he is a party of the recall, in such case a chairman shall be duly elected by a simple majority of the members present. In no case shall the Chairman be a party or principal to the recall.

ARTICLE VI - BOARD OF DIRECTORS

Section One. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors should be a free-thinking consensus body acting within the confines of broad Guidelines and Bylaws. The Board should use the Bylaws and Guidelines as a model for resolving the day-to-day issues.

Section Two. Number and Qualifications. The number of Officers and Directors shall not exceed twelve (12). Any general member in good standing shall be qualified for nomination and election to the Board of Directors.

Section Three. Regular Board Meetings. A regular annual meeting of the Board of Directors must be held at a time and place provided by a resolution of the Board. This time and or place may be changed from time to time by no other authority than this Bylaw. The Board of Directors may hold additional regular Board meetings as often as is deemed necessary by the Board to properly manage the business and other affairs of the Corporation.

Section Four. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of California, as the place for holding any special meeting of the Board called by them.

Section Five. Notice. Notice of any special meeting of the Board of Directors shall be given at least ten (10) days previously thereto by written notice. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice, unless specifically required by law or by these Bylaws.

Section Six. Quorum for Board Meetings. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section Seven. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section Eight. Vacancies. Any vacancies occurring in the Board of Directors and any Directorship to be filled by reason of an increase in the number of Directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section Nine. Removal From Office. Any Officer or Director who, without due cause, is absent for three or more consecutive regular Board Meetings may be removed from office by a majority vote of the Board of Directors. Any vacancy created by such removal shall be filled in accordance with Article VI, Section Eight of these Bylaws.

ARTICLE VII - OFFICERS AND DIRECTORS

Section One. Officers. The officers of the Corporation shall be a President, one or more Vice-Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with this article. The Board of Directors may elect or appoint such other officers, including one or more assistant secretaries, and such other officers to have the authority and to perform the duties prescribed, from time to time, by the Board of Directors. No Board member shall hold more than one office on the Board at any one time.

Section Two. Directors. The Directors of the Corporation shall be a Membership Director, a Show Director, a Purchasing Director, a Librarian, a Safety Director and such other directors as the Board of Directors may deem necessary, from time to time, to properly handle the business of the Corporation. The Board of Directors may elect or appoint such other directors as necessary.

Section Three. Election of Officers and Directors. The Officers and Directors of the Corporation shall be elected annually by the general membership. The elections shall be by secret, written ballot which shall be delivered to each member having voting rights, as set forth in Article III, Section Three of these Bylaws. Ballots shall be mailed to each such member at his address, as shown on the corporate records, via the U.S. mail with first class postage thereon paid. In the case where only one candidate is nominated for an office without opposition, the Secretary may cast one ballot to declare said candidate elected. New officers positions may be created and filled by the Board of Directors at any meeting of the Board. Each Director shall hold office until his successor shall have been duly elected and shall have taken the Oath of office as prescribed by the Corporation.

Section Four. Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section Five. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, recall, or otherwise, may be filled by the Board of Directors, with a majority vote of the Board, for the unexpired portion of the term.

Section Six. President. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He should, whenever possible, attend all other corporate gatherings and functions. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these Bylaws or by statute to some other Director or agent of the Corporation: and in general, he shall perform all duties incident to the office of President and such other duties as may, from time to time, be prescribed by the Board of Directors. The President is entitled to vote when an issue is to be voted by ballot and in all other cases where the vote would change the result. The President shall be an ex-officio member of all committees, except the nominating committee, that are assembled by the Board of Directors or by appointment by the President. However, the President shall not be a regular member of any committee.

Section Seven. Vice-President. The Vice-President shall act as an emissary to the President and in the absence of the President or in the event of his inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The Vice-President should be available to chair or to be a regular member of any “select committee” appointed for a special purpose. He may, upon taking office, form a committee for the purpose of selecting material or programs suitable for presentation at the membership meetings during his tenure.

Section Eight. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation: he shall give and receive receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositaries as shall be selected by the Board of Directors. He shall be the chief Disbursing Officer of the Corporation and shall disburse such funds as directed by the Board of Directors and as set forth in the expense and reimbursement policy contained in these Bylaws:

Shall give a brief financial report as to the clubs financial status at all meetings and must prepare and publish a complete financial report at the end of every quarter and at year end containing a “statement of receipts and expenditures” as well as a profit and loss statement for the period.

The Treasurer shall also be responsible for filing all reports with Governmental agencies as may be required. Further, the Treasurer shall at the end of each calendar year prepare and publish a comprehensive cost to the Corporation attributable to each member on the membership roster for the past year. (an average number of members for that year may be used for that calculation). If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine.

Section Nine. Secretary. The Secretary shall keep minutes of all meetings of the Board of Directors, and any other meeting in which any Club business is transacted, in one or more books provided for that purpose; see that copies of said minutes are made available to the general membership so that members are kept advised as to actions taken on their behalf in such meetings; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws, and in general, perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section Ten. Membership Director. The Membership Director shall receive and process all applications from prospective members; collect initiation fee, if any, and applicable dues and deliver same to the Treasurer upon acceptance of applicant into club; deliver all necessary club literature, including, but not limited to, a copy of these Bylaws, the Club membership badge and any other membership paraphernalia that, from time to time, may be decided to be given to a new member by the Membership Director or the Board of Directors; keep a register of all current club members, including name, address and phone number and have said register available to the general membership after the first quarter. This register is intended to be used for internal club use only; be caretaker of the clubs bereavement and social obligations; and to perform such other duties that, from time to time, may be assigned or prescribed to be done by the President or Board of Directors.

Section Eleven. Purchasing Director. The Purchasing Director shall procure or direct the procurement of all supplies for club operations as authorized in the Expenditure policy contained in these Bylaws or by mandate of the Board of Directors. In so doing it is expected that he will exercise discretion in seeking out and purchasing products as inexpensively as possible without sacrificing quality; compile and keep an updated inventory list of all Club owned property with current values affixed for the purpose of keeping all items properly insured; and in general, he shall perform all duties incident to the office of the Purchasing Director and such other duties as may be prescribed by the Board of Directors from time to time.

Section Twelve. Librarian. The Librarian shall act as custodian of the Club archives and all historical literary material and records pertaining directly or indirectly to the purposes for which the Club is organized; catalogue all such material and make it available to all members requesting information to the extent that information is available; shall accept, on behalf of the Club, any material offered for donation to the Club if such material may be of value to Club or to the general membership; should, at the beginning of each year, request a budget to be used for the purpose of purchasing additional material whenever time or distance preclude getting Board approval, keeping in mind that he should use extreme discretion when spending club funds.

Section Thirteen. Safety Director. The Safety Director shall be considered an authority on the matters of safety and shall seek to improve the Corporations safety orders; shall be the absolute authority with regards to all operational safety; shall maintain an up-to-date knowledge of Local, Regional, State, and National codes that affect the day to day safe operations of the Club as well as the codes and rules that are in effect at any Show, Program, or Exhibit in addition to, and not at the exclusion of, the Corporations own set of safety rules; shall, at the direction of the President or Board of Directors, perform safety training classes and maintain records of such training for prospective Junior Members; shall cause safety hints to be printed in the Corporations News Letter on an on-going basis so as to keep safety uppermost in the minds of all members; shall see that all Corporation equipment is kept in a safe operational condition at all times; shall investigate and keep records on any accident or near miss and take steps to alleviate the probability of the same thing happening in the future; and in general, do all other duties incident to the office of safety.

Section Fourteen. Show Director. The Show Director may establish a committee consisting of at least three members to assist in show activities; The Show Director shall seek out centers of recreational, educational, or historical activities that may be interested in providing a setting for functional or static displays that are in keeping with the provisions set forth in Article Two of these Bylaws; shall prepare show proposals for the Board of Directors review and approval; is responsible for scheduling necessary personnel and equipment to meet the requirements of show agreements; if appropriate, prepare terms of contract for signature of the President; coordinate show activities with the Purchasing and Safety Directors and perform or direct all other duties incident to the office of the Show Director.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section One. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be in general or confined to specific instances.

Section Two. Checks, Drafts, or Orders of Payment. All checks, drafts, or orders of payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Treasurer or President. Any such payment exceeding the sum of two thousand five hundred dollars, (\$2500) shall be countersigned by the President or the Vice President. This sum may be changed from time to time by resolution of the Board of Directors.

Section Three. Proceeds. Any proceeds derived from Corporate activities shall be distributed as follows:

Twenty five percent, (25%), of all gross proceeds shall be set aside in a fund for the purpose of establishing and maintaining a Corporate Museum. All other net proceeds, if any, shall be used for the furtherance of the intent for which the Corporation was established as set forth in Article Two of these Bylaws.

Section Four. Deposits. All funds of the Corporation shall be deposited on a timely basis to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section Five. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE IX. EXPENSE POLICY

NOTE: The Expense policy should be viewed as a guide which may be added to or deleted from so as to form a workable tool to be used for the safety and preservation of Club funds.

Section One. Pre-Approved Expenditures. Regular and on-going expenses that need not be approved by the Board of Directors before payment shall be:

1. Costs of materials, printing and distribution of Corporate materials such as news letters, ballots and other correspondence having to do with the day to day activities and functions of the Corporation:
2. Refreshments for Board and membership meetings and other shows and events where those expenses are not voluntarily borne by individuals:
3. Registration and license fees for Club owned equipment including, but not limited to the stock and equipment trailer;
4. Goods, supplies and services necessary for the execution of Club sanctioned shows and events.
5. Floral or bereavement tribute for serious illness or death of member or family member within the first degree of relationship. The limit set for this tribute is \$100 which amount may be changed from time to time by a resolution of the Board of Directors with no other authority than this Bylaw.

Section Two. Expenditures requiring Board Approval.

1. Any expenses not specifically covered herein under Article IX, Section 1.

Section Three. Payments and Reimbursements. Receipts or other proof of purchase shall accompany any and all expenses or reimbursements submitted to the Treasurer for payment.

ARTIVLE X. MISCELLANEOUS

Section One. Books and Records. The Corporation shall keep correct and complete books and records as set forth in Article Seven of these Bylaws. All books and records of the Corporation may be inspected by any member in good standing, his agent or attorney in fact for any proper purpose at any reasonable time.

Section Two. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year so as to coincide with the installation of the Board of Directors at the beginning of each calendar year.

Section Three. Waiver of Notice. Whenever any notice is required to be given under the provisions of the General Nonprofit Law of California, the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice shall be deemed equivalent to the giving of such notice.

ARTICLE XI. AMENDMENTS

Section One. Power of Members to Amend Bylaws. The Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted by the vote or by the written assent of a majority of the members entitled to vote.

Section Two. Power of Directors to Amend Bylaws. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the General Nonprofit Law of California, concerning corporate action that must be authorized or approved by the members of the Corporation, the Bylaws of the Corporation may be amended, repealed, or added to, or new Bylaws may be adopted by a resolution of the Board of Directors.

ARTICLE XII. DISSOLUTION

Section One. Net Assets. Upon 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, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not 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 or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all the officers of WESTERN ANTIQUE POWER ASSOCIATES, INC., a corporation incorporated, organized, and existing under the laws of the State of California, do hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the said Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this _____ day of _____, 1993.

Robert N. Swan, President

Thomas Millett, Vice President

Jack Johnson, Secretary

Dave Ruhland, Treasurer

I, the undersigned, do hereby certify;

1. That I am duly elected and acting Secretary of WESTERN ANTIQUE POWER ASSOCIATES, INC., a California Corporation; and
2. That the foregoing Bylaws, comprising twelve (12) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on _____, 1993.

Jack Johnson, Secretary

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, being all the officers of WESTERN ANTIQUE POWER ASSOCIATES, INC., a corporation incorporated, organized, and existing under the laws of the State of California, do hereby certify that the foregoing Revised Bylaws were duly adopted as the Bylaws of the said Corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this _____ day of _____, 2005.

Thomas Millitt, President

Robert Swan, Vice President

Wayne Mabb, Secretary

Kelley Garcia, Treasurer

I, the undersigned, do hereby certify;

3. That I am duly elected and acting Secretary of WESTERN ANTIQUE POWER ASSOCIATES, INC., a California Corporation; and
4. That the foregoing revised Bylaws, comprising twelve (12) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on _____, 2005.

Wayne Mabb, Secretary

GUIDELINES OF
WESTERN ANTIQUE POWER ASSOCIATES, INC.

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GUIDELINES FOR THE BOARD OF DIRECTORS

The guidelines were written with many rules and mandatory clauses which are, when accepted by the Board of Directors, intended to be used as a working guide. There are within these guidelines some statements that while not mandatory, are strongly advised and are to be used as a basis for decisions on matters that are not specifically addressed in the Bylaws.

In the Event that the interpretation of any statement or rule in the guidelines conflicts with the Bylaws, the Bylaws shall prevail.

When customs change and guideline item becomes contrary to general consensus, it should be changed to fit the popular opinion.

GENERAL SAFETY RULES

1. each and every member shall endeavor to conduct the display of equipment in a manner safe to himself, other members and observers.
2. There must be a guard barrier enclosure around displays at shows approved by the Safety Director. When any equipment in motion is displayed, guard barriers shall be set four feet or more from the moving equipment. Static displays which require close observance, such as models, might not require such a four foot clearance but should be guarded as the Safety Director might approve.
3. Engines should be adequately spaced so that there is access to all sides of the display.
4. Engines must be at a complete stand-still before any fueling is done. Fueling and refueling will require a two-man team, one of whom shall be equipped with an adequate fire extinguisher, who shall not become involved with the fueling operation.
5. Fuels will be stored and transported in safety containers of a type approved by the State Fire Marshall. Fuels will be stored away from running equipment in a safe location.
6. No grease cups or oilers shall be turned down or refilled while engine and/or equipment are in motion.
7. There must be an adequate first aid kit at each show.
8. The Safety Director will furnish adequate fire extinguishing equipment.
9. Engine speeds shall never exceed the manufacturer's recommended speeds. If the recommended speed for an engine is not known, it should then be governed so that the rim, or periphery of the flywheel should not exceed a speed that is more than one mile per minute. A formula to be used for finding such a speed is:

$$\frac{5280}{3.14 \times \text{DIA. OF FLYWHEEL IN FT.}} = \text{ALLOWABLE RPM'S}$$

10. No engine shall be run that will cause damage to spectator's clothing.
11. Any and all children, 9 years of age and younger, regardless of their relation to a club member, must be held by the hand of an adult club member at all times while inside the barrier of a show area. This refers to all club members and their families, guests and friends. Any child 10 years of age through 15 years must have constant supervision by a general member while in the display area.
12. Any person in the display area shall wear a badge distinguishing them as a member. No other persons shall be permitted within the show area without being approved and properly identified.
13. The Safety Director, Show Chairman or Shift Engineer shall examine each piece of equipment before it is run and has the responsibility and authority to shut down any engine or piece of equipment deemed unsafe for operation.
14. The owner of any equipment displayed at shows is responsible for authorizing a person or persons to operate his equipment. No one except authorized members are allowed to start, stop, repair, or operate any piece of equipment.
15. At the end of each day's operation, all oily rags shall be placed in an approved container away from any sources of ignition.
16. Any gas or oil spills shall be cleaned up promptly when they occur. The display area shall be cleaned and swept at the close of each day's operation.
17. No engine shall be started with a loose hand crank unless it is the only way to start it. The Safety Director must approve such an action prior to any show.
18. No smoking will be permitted within 25 feet of any fueling operation or around fuel storage.
19. No alcoholic beverages, illicit drugs, fireworks, or firearms (other than authorized security forces) will be permitted in any display area.
20. The Safety Director, Safety Chairman, or Shift Engineer shall be responsible for a final safety and cleanliness inspection of the display area at the close of each day's operation.
21. Any and all accidents or near misses shall be reported to the Safety Director.
22. Each participant shall acquaint himself with the methods for stopping each machine displayed.
23. No loose fitting clothing, including shirts, trousers or skirts, will be permitted in a show or display area.

CODE OF CONDUCT

1. Each member participating at shows and displays are encouraged to wear clothing that is theme oriented, or WAPA attire. Inappropriate attire shall include halters, tank tops, thongs, and heavily soiled or ragged clothing of any kind.

2. The use of improper language or unbecoming conduct will not be tolerated. Continued offenses will be grounds for suspension or dismissal from the Club as outlined in the Bylaws, Article III, Section Four.
3. Advertising of events or campaigns other than those approved by the Board of Directors is not permitted at any shows or displays.
4. Drinking or the possession of alcoholic beverages of any kind is strictly prohibited in the confines of the display area of any show. Drunkenness anywhere reflects upon the club, brings discredit to the members of the club and will not be tolerated.
5. Common courtesy dictates that smokers should not smoke on the front line of any show or display area or in the corn grinding or other food preparation area.
6. Gambling is not permitted at any show or club meetings.

GUIDELINES FOR ELECTIONS OF THE BOARD OF DIRECTORS

I GENERAL

1. The membership is advised that the election of officers and Directors, should not be taken lightly or for granted. All these positions are of prime importance to a smooth and efficient operation of the club.
2. There is no distinction made between the title of Director and Officer. They are to be considered synonymous unless otherwise stated.
3. There shall be no "honorary" seats awarded on the Board. All persons seated shall have been elected in accordance with the Bylaws and the appropriate Guideline.
4. The Board shall act and function as the sole authority for the Club, as provided in the Bylaws and Guidelines, in so far as legislative matters are concerned.
5. The Board shall take under advisement any measure, statement, or proposal formal or informal, brought to its attention from the membership.
6. Persons elected to the Board shall make time available to attend all Club meetings and other functions possible; it is considered essential that enough time and effort be dedicated to the office held so that the office is properly executed in an orderly fashion.
7. Each person elected to the Board is elected for a one year term and can succeed himself for additional one year terms upon being duly re-elected by the membership. It is, however recommended that the President not succeed himself after two successive one year terms unless there are no other nominees for the position and he is drafted at the annual membership meeting to seek reelection.

8. The immediate past President shall be accorded a seat on the Board of Directors as an Ex-Officio member of the Board, with no vote, to act in an advisory capacity for one year.

II NOMINATIONS

1. There shall be a nominating committee appointed by the Board of Directors at the June Board meeting for the purpose of soliciting qualified personnel from the general membership as nominees to be placed on the ballot. These names shall be placed into nomination at the Annual Meeting by a committee spokes-person.
2. Other nominations will be taken at the Annual Meeting by:
 - a) Any member in good standing may stand and declare himself for office.
 - b) Any member may place the name of any other member in nomination for office.
 - c) Any person with voting rights may write in the name of any other member in good standing on the ballot.
3. Any person nominated may respectively decline the nomination by declaring same at the time of nomination or by notifying the Secretary of the same, in writing, within two weeks following nomination.
4. There shall be no nominations entertained in any other fashion than those specified in Section II. All other nominations and nominating procedures are considered out of order and shall be disregarded.

III SPEECHES AND STATEMENTS

1. At the close of nominations, there shall be a maximum of five (5) minutes given to the person who stands and declares for office to give a campaign speech. The person who seconds a declarer shall be given five (5) minutes to give a speech on behalf of his candidate.
2. Each nominee shall be given a maximum of five (5) minutes for a campaign speech.
3. No political demonstrations of any kind will be tolerated.
4. Within a two (2) week period following the close of nominations, each candidate may forward to the Secretary, a written statement pertaining to his qualifications for office. The statement shall be a maximum of one hundred and fifty (150) words. No statements will be made that contain unfounded charges, personal or otherwise, or cast dispersions on any other candidates. If such statements are made, and found to be false, misleading, defaming or otherwise injurious to another, the candidate making the statements will be removed from the ballot and not allowed to seek office until cleared by the Board of Directors. The Board will sit as arbiter for hearing and judging all election charges brought before it.
5. All statements that meet the criteria of Paragraph 4 shall be published and mailed along with the full ballot of candidates to all members entitled to vote.

IV BALLOTS, VOTING AND TALLY

1. The Secretary, or a committee appointed by to Board of Directors, shall send to all members a double envelope ballot. This shall consist of the candidates statements, the official Ballot, and a self-addressed envelope addressed to the Western Antique Power Associates, Inc or the committee chairperson. This envelope shall have the word “BALLOT” printed in the lower left hand corner. After casting their votes the members shall seal their ballots in the self-addressed envelope and mail them to the address shown on the envelope, or present them in person at the time of the election, or at an earlier time that might be set by an elections committee. If an earlier time is set, that time will be inserted and mailed in the official Ballot envelope to all members having voting rights.
2. An impartial committee of persons shall be charged with the opening of the ballot envelopes and tabulating all votes. This committee will be recruited by two non-involved, non-candidate members who will be chosen by the Board of Directors. The remainder of the committee shall be made up of three additional persons from within or without the Club for a maximum of five (5) persons. The Board shall have final approval on the make-up of this committee. This committee shall be known as the Elections Committee and shall be in total charge of the elections proceedings during the entire time of the election day meeting. At the end of that time they shall cease all authorities and responsibilities unless otherwise directed by the Board.
3. Ballot envelopes received in the mail at the Club’s official address shall turned over to the Elections Committee. All ballots and sealed ballot envelopes are to be kept in the strictest confidence.
4. The election of Directors will take place within two months after the Annual Meeting.
5. The Elections Committee will retain all ballots received in an isolated place where only the Committee shall be and open the sealed envelopes.
6. Each ballot shall be checked for completeness, legibility and valid signature of member in good standing. Each Ballot shall also be checked for any evidence of tampering, excessive erasure or other illegal act. Ballots that do not meet this criteria shall be discarded and not counted. Ballots that do meet this criteria shall be opened, counted and tallied.
7. The vote count shall be tallied on a Master Tally Sheet. Following the completion of the count, The Elections Committee Chairperson shall sign the Master Tally Sheet verifying the accuracy, completeness and agreement of the vote and count.

8. The final tally of votes shall be announced by the chairperson of the Elections Committee.
9. Any ballots not received by the Elections Committee at the time of the vote count or any earlier cut-off time that may have been set by the Elections Committee for receiving ballots, shall be considered null and void and shall not be counted. They shall be discarded.
10. Voting shall be done on an Approved Ballot form only. The Ballot shall provided for write-in candidates.
11. The ballots shall be kept under lock and key after the results have been tabulated onto the Master Tally Sheet. They shall be remanded into the custody of the Chairman of the Elections Committee. He shall keep them in his possession, in strictest confidence for a period of thirty (30) days. On the thirty-first (31) day the ballots shall be destroyed totally. Demands for recount not received by the Board of Directors within that thirty (30) day period shall not be considered. The tally shall stand and the results of the election shall be final and recorded by the Secretary for publication.
12. Demands for recount must reach the Board of Directors within the thirty (30) day period specified in paragraph 12. They must be made in writing and signed by the requestor. The President of the Club shall call a Special Session of the Board to consider the request. The Chairman of the Elections Committee, and any other members of that Committee deemed necessary, may be requested to attend. The locked Ballot Box will be presented to the Board and shall be unlocked at that time.
13. The ballots shall be counted and checked against the Master Tally Sheet. The criteria shall be the same as specified in paragraph 7 of this Guideline.
14. If no discrepancies are found, the Board shall direct that the final tally is legal and binding. The results of the election shall stand as before.
15. In the event that discrepancies are found, the Board shall investigate all aspects of the election, balloting, counting, tally and all other items necessary to resolve the problem.
16. Utilizing the results of the investigation, the Board shall direct whatever steps necessary for resolution within the framework of the Bylaws and guidelines.
17. Election results investigations may be remanded to any agency, within or without the Club, that the Board shall direct to be used. Any club member may voice his opinion in this regard and is urged to become involved in this procedure for the future good of the Club.
18. After all the ballots are counted and it has been determined that there are no discrepancies and there is a tie for any office, the tie will be broken by the toss of a coin, flipped by one member of the Elections Committee and the toss called by one of the Principals whose family name is first alphabetically.

GUIDELINES FOR SHOWS

1. All club members are encouraged to actively seek such places as can support a club show. These shows need not necessarily be profit making engagements. All positive contacts are to be turned over to the Show Director for follow-up.
2. The Show Director shall be responsible for any and all shows officially sanctioned by the Board of Directors and may name a Show Chairman who will assume all duties, rights and responsibilities thereof, including the right to appoint a shift engineer to serve in his absence.
3. The Show Director shall select a shift engineer for all shows as necessary. To fill this position, he may recruit any club general member in good standing.
4. The Shift Engineer is duly authorized to deal with all the business of the show including problems which may arise within and without the show area such as safety, area integrity, area cleanliness, conduct of members and the effective and efficient running of the show.
5. The time period for any show is considered to be from the time when the Board of Directors gives its approval for the show, to the point at which the show budget is officially closed by the Club Treasurer.
6. The Show Chairperson shall initiate an attendance log book which shall detail attendance at a show by club members, family members and guests.

DUTIES OF THE SHOW CHAIRMAN

THE FOLLOWING ARE SOME, BUT NOT NECESSARILY ALL, OF THE DUTIES, AUTHORITIES AND RESPONSIBILITIES OF THE SHOW CHAIRMAN.

1. List all engines, gear and materials needed.
2. Carry out negotiations.
3. Receive payments.
4. Site approval.
5. Arrange transportation of club and private equipment.
6. Arrange communications between all involved parties.
7. Arrange for area and equipment security.
8. Arrange for all necessary support facilities such as electrical outlets, water, rest rooms, maintenance area, etc.
9. Locate off-site outlets for fuels, oils, hardware and related items as well as R.V./ camping areas.

10. Locate civic authorities, hospitals, police and fire departments.
11. Be cognizant of all rules and requirements of the contractor.
12. Act in accordance with the club's safety and code of conduct rules.
13. Be responsible for all club monies received.
14. Initiate Show Attendance Log for publication purposes.
15. All other duties that may be delegated by the Show Director.

SHIFT ENGINEER DUTIES

SHIFT ENGINEER IS IN CHARGE OF SHOW AREA AT ALL TIMES AND SHOULD WORK IN HARMONY WITH OFFICERS AND DIRECTORS.

1. Delegate and supervise all activities in show area.
 - a) Prepare all equipment for shift.
 - b) Check all lubrication points, cooling water and equipment cleanliness.
 - c) Make decision on which equipment to operate.
 - d) Periodically check safety of all operating equipment.
 - e) Remove any equipment that shows signs of mechanical or safety defects.
 - f) Ensure that all oil recovery systems are in place and kept clean.
 - g) Approve removal or re-arrangement of equipment.
 - h) Collect and secure any cash receipts such as corn grinding monies, etc.
 - i) Make appropriate entries in the Shift Engineer's log at the end of each shift listing any problems, messages for the next shift, amount of corn ground (if applicable), personnel problems, supplies needed, etc.
2. Shall act as intermediary between club members and contractor representatives.
3. Welcome and ensure that all guests are properly supervised while in the show area.
4. Report major problems / breakdowns of equipment to owner at the earliest convenience.
5. First Shift Engineer is responsible for servicing and uncovering all equipment and securing all covering tarps in an appropriate area out of public view.
6. Last Shift Engineer is responsible for covering all machines and ensuring that all equipment and show area are left perfectly clean.