

MASSEY COLLECTORS ASSOCIATION, INC.

PREAMBLE

We the Massey Collectors;

In order to form a more perfect union between the enthusiasts;

Provide for the welfare of the Massey Collectors Association and perpetuate it's historical values to society;

Promote the Massey product line and related symbolic materials;

Provide for the common defense against the will of a few and endeavor to maintain a pure democratic association;

Do come together to form a Not-For-Profit association

In the State of Missouri in the year of Our Lord one thousand nine hundred and ninety-eight.

MASSEY COLLECTORS ASSOCIATION, INC.

By-Laws

As established by the Board of Directors on March 17, 2000

ARTICLE I - NAME

The name Massey Collectors Association, Inc. is the registered name of a not-for-profit organization, chartered in the state of Missouri, within the United States of America.

ARTICLE II - PURPOSE

The purpose of the Massey Collectors Association, Inc. is to promote the preservation and interest in the historical value of the Massey product line for collectors and enthusiasts.

ARTICLE III – MEMBERSHIP

The Massey Collectors Association (MCA), Inc. offers two types of membership:

- Section 1. Individual Membership – Upon payment of dues to the Membership Chair of MCA an individual membership provides one person the opportunity to vote on all matters brought before the membership. It also provides liability insurance for the individual when participating in MCA events or other activities as a representative of MCA.
- Section 2. Family Membership – Upon payment of dues to the Membership Chair of MCA a family membership will provide the opportunity for an individual and his /her spouse to vote on all matters brought before the membership. It also provides liability insurance for the individual, his/her spouse and their unmarried children/dependents under the age of 18 years.

ARTICLE IV - MEETINGS

- Section 1. A minimum of one general membership meeting per year shall be held. This meeting shall be recognized as the Annual Spring Meeting, and will be held on the 2nd Saturday in March each year.
- Section 2. Any desired additional meetings during the year will be determined by the Board of Directors.
- Section 3. All members are to be notified of date, time and place of all meetings at least thirty (30) days in advance.
- Section 4. All matters requiring a vote by the membership must be presented in writing to the membership body at least thirty (30) days prior to a call for the vote.
- Section 5. All meetings shall be open to the membership.
- Section 6. Roberts Rules of Order Revised shall be the procedure of all meetings.

ARTICLE V - BOARD OF DIRECTORS

- Section 1. The management and affairs of the Association resides with the Board of Directors. The Board of Directors shall not impose indebtedness to the Massey Collectors Association, Inc. beyond its funds.
- Section 2. Nine (9) Directors are to be elected.
- Section 3. The Board of Directors shall be chosen from the membership of the Massey Collectors Association, Inc. and will be voted upon by the membership at the Annual Meeting.
- A. A Nominating Committee appointed by the Board of Directors will solicit volunteers interested in serving on the Board of Directors.
- B. A ballot with potential candidates, as determined by the Nominating Committee, will be prepared and mailed to the membership prior to the Annual Meeting. Absentee ballots must be in the possession of the Nominating Committee Chair before the Annual Meeting is called to order.
- C. Ballots cast for the Board of Directors will be maintained by the Chair of the Nominating Committee for a period of forty-eight (48) hours. At the end of the period the Chair is authorized to destroy the ballots.
- Section 4. Each Director may be elected to serve only two (2) consecutive four (4) year terms as Director.
- Section 5. Rotation of the first Board of Directors shall be determined by the first elected Board Members.
- Section 6. Meetings of the Board of Directors may be called by the President or by a simple majority of the Board of Directors. Notices must be received by mail, electronically or verbally at least 48 hours prior to the meeting. At any meeting of the Board of Directors those Directors present shall constitute a quorum for the transaction of business. Board members may present in writing proxy votes on all matters brought before the Board.
- Section 7. The Directors may appoint an individual to fill any remaining part of a term vacated by a Board Member or Officer.
- Section 8. The Board of Directors shall set annual dues for membership of the Massey Collectors Association, Inc.
- Section 9. No board member shall receive payment for his or her services to the Massey Collectors Association, Inc.

ARTICLE VI - OFFICERS

- Section 1. There shall be five (5) officers: President, Vice-President, Secretary, Treasurer and Past President. The officers have all the privileges of a Board member, including the right to vote.

- Section 2. The Officers shall be elected annually by the Board of Directors to serve one year. Officers may serve more than one year. Any Officer may be elected from Board or from the membership.
- Section 3. The PRESIDENT shall preside over all meetings, appoint committees and sign any legal documents on behalf of the Massey Collectors Association, Inc.
- Section 4. The VICE-PRESIDENT shall act in place of the President in his or her absence.
- Section 5. The SECRETARY shall keep records of all meetings. Notify members of meetings. Send information to news media of Association activities.
- Section 6. The TREASURER shall receive all funds and pay all bills for the Association, keep financial records and give a report at the Annual Meeting. The Treasurer will also be responsible for preparation and filing of necessary Federal and State tax returns. If the Treasurer chooses to use a reputable tax preparation software such as Intuit's Turbo Tax, the cost of that software should be paid from MCA funds. The tax returns will be reviewed and approved by the Officers and Board of Directors prior to submission. The Treasurer will be signatory on all returns.
- Section 7. The PAST PRESIDENT shall act as an advisor and historian to the Board.

ARTICLE VII - COMMITTEES

- Section 1. The Board of Directors may appoint committees to assist in the business activities of the Massey Collectors Association, Inc.
- Section 2. The chairperson of such committee shall submit to the Massey Collectors Association, Inc. Board of Directors the activities of that committee.
- Section 3. No funds shall be given to any committee without the approval of the Board of Directors. The committee chair shall provide a detailed, itemized listing of any and all expenses/income from the activity for which they seek MCA funds.
- Section 4. A report of activities of the Massey Collectors Association, Inc. and its committees will be made available to the membership of the Massey Collectors Association, Inc. upon request.
- Section 5. Any member shall have the right to present to the board or appropriate committee their approach or ideas to further the intent of the Massey Collectors Association, Inc.

ARTICLE VIII – REGISTERED AGENT

The MCA Board of Directors shall appoint a Board Member or Officer to act as the Registered Agent of the Massey Collectors Association, Inc. for annual Secretary of State Filings. The Registered Agent must be a legal resident of the State of Missouri. If no Directors or Officers are Missouri residents, the Board shall appoint an individual from the general membership who is a Missouri resident to act as the Registered Agent for MCA and they will be responsible for the appropriate annual Secretary of State filings.

ARTICLE IX - CHAPTERS OF THE MASSEY COLLECTORS ASSOCIATION, INC.

- Section 1. Chapters of the Massey Collectors Association, Inc. may be created in areas throughout the world. Each chapter may be formed as an organized group of individuals of common interest, whose intent is explicitly coherent with the preamble of these by-laws. Chapters will be designated in the log of the Massey Collectors Association, Inc. by chapter name and numeral, in order of entry.
- Section 2. Chapters of the Massey Collectors Association, Inc. will elect their own Board of Directors and set their own by-laws.
- Section 3. Chapter by-laws shall not conflict with the intent and purpose of the preamble of the Massey Collectors Association, Inc.
- Section 4. Chapters will be responsible to collect annual membership fees of the Massey Collectors Association, Inc. for each member.
- Section 5. The Board of Directors of the Massey Collectors Association, Inc. will determine annual membership fees.
- Section 6. A membership roster listing names, addresses and phone shall be provided to the Massey Collectors Association, Inc.

ARTICLE X - AMENDMENTS

- Section 1. These By-Laws may be amended or repealed at an Annual Meeting by a 2/3 majority affirmative vote of the members present. Proxy votes may be requested by the membership.
- Section 2. Members are to be notified of any proposed changes in the By-Laws by the Board of Directors at least thirty (30) days prior to the Annual Meeting.

These By-Laws were submitted and approved, for adoption by the Board of Directors on March 17, 2000.

Amendments were submitted and approved for adoption at the Annual Meeting of the Massey Collectors Association, Inc., March 9, 2002.

Amendments were submitted and approved for adoption at the Annual Meeting of the Massey Collectors Association, Inc., March 19, 2005.

Amendments were submitted and approved for adoption at the Annual Meeting of the Massey Collectors Association, Inc., March 17, 2007.

Amendments were submitted and approved for adoption at the Annual Meeting of the Massey Collectors Association, Inc., March 7, 2009.