COMVEC

By Laws of the

Connecticut Military Vehicle Collectors, Inc.

Adopted August 12, 2014

Article I – Identification and Purpose

Section 1 The name of the association is Connecticut Military Vehicle Collectors, Inc. hereinafter called "COMVEC".

Section 2 COMVEC shall have and continuously maintain in the State of Connecticut an office and an agent whose office is identical with the COMVEC office in the State of Connecticut. The address of the office may be changed from time to time by the Board of Directors.

Section 3 COMVEC is a private, non-profit, tax-exempt, historical, and educational association devoted to the preservation, study and dissemination of information on military vehicles, literature and related memorabilia.

Article II – Membership and Privileges

Section 1 The annual membership may consist of the following classifications: (a) Active, and (b) Honorary, and shall be open to individuals who support the purposes of COMVEC.

1.1 Active members in good standing shall be eligible to hold office, nominate and elect officers, vote, serve on committees, and participate in the organization's activities.

1.2 Honorary memberships shall consist of those persons accorded such membership status by majority vote of the Board of Directors or a majority of the quorum of membership as defined in Article III, Section 7, for special service to either the hobby of preserving military vehicles or to this organization. Any member may recommend an individual for honorary membership by submitting a written request to the Board of Directors. Dues are waived for honorary members. Honorary members must submit an annual membership application to continue honorary membership.

1.3 Honorary memberships shall consist of those persons accorded such membership status by majority vote of the Board of Directors or a majority of the quorum of membership as defined in Article III, Section 7, for special service to either the hobby of preserving military vehicles or to this organization. Any member may recommend an individual for honorary membership by submitting a written request to the Board of Directors. Dues are waived for honorary members. Honorary memberships will last for the lifetime of the honorary member unless otherwise revoked by majority vote of the Board of Directors.

Section 2 Individuals seeking membership shall furnish the information on the application form. The completed application form must be returned to the Treasurer with a payment payable to COMVEC in the amount of the first year's dues for such person.

2.1 Eligibility is established by the Treasurer under standards approved by the Board of Directors.

2.2 If an application should be denied, the dues payment will be returned with the notification of non-acceptance.

Section 3 All members should notify the Secretary of any change in status, name, address, phone number, etc. If mail is returned to sender on two consecutive occasions there will be automatic cancellation of correspondence.

Section 4 The majority vote of the Board of Directors or a majority of a quorum of the membership may suspend or reinstate a member pursuant to Article VIII at which time it will notify such member in writing.

Section 5 Any member may withdraw or resign from COMVEC after fulfilling all obligations to it by giving written notice of such intention to the Secretary, which notice shall be effective upon receipt. Any dues payments are non-refundable.

Section 6 Each member's right, title and interest in and to COMVEC shall cease on termination of his/her membership.

Article III – Meetings

Section 1 COMVEC shall hold a regular annual meeting of the Board of Directors and members at the October monthly meeting.

Section 2 Notice of the Regular Annual Meeting shall be published in the September newsletter. Notice shall include the date, hour, and place of the meeting.

Section 3 The regular monthly meetings will be held the 2nd Tuesday of each month. The December meeting will normally be held the first Saturday of December.

3.1 The President shall decide the canceling or rescheduling of any meetings.

Section 4 Special meetings of the members may be called at any time by 1) the President or 2) by any two Directors and 3) must be called by the President upon receipt of the written request of one-third or more of the active members.

Section 5 Written notice stating the place, day and hour of any special meeting of members shall be delivered either personally or by mail to each member not less than five (5) nor more than twenty-five (25) days before the date of such meeting, by or at the direction of the President or the Secretary or the officers or members calling the meeting. When required by statue or by these By Laws, the purpose or purposes for which the meeting is called shall be stated in the notice.

Section 6 The President may designate the time and place for any regular or special meeting and such designation shall become effective upon approval of the Board of Directors. No official meetings will be held in a secretive manner.

Section 7 At any meeting of the members of COMVEC, the active members in good standing present in person at the meeting shall constitute a quorum with a minimum of either 9 active members or 25% of total active membership, whichever is less, for all purposes. The decisions of said quorum shall be the decision of the full membership.

Section 8 Whenever, under an emergency situation, an immediate action must be taken active members or the Board of Directors is authorized to take such action, without a meeting if a consent in writing setting forth the actions so taken shall be signed by all directors entitled to vote with respect to the subject matter thereof, and such action, when so taken, may be without any otherwise required notice and without the lapse of any otherwise prescribed period of time.

Section 9 Members shall not receive any salary for their services as such, unless pre-approved by a majority of a quorum of the membership.

9.1 Members will be reimbursed for any and all pre-approved expenses, by a majority of the quorum of the membership, incurred while doing COMVEC sanctioned activities such as, but not limited to, postage, printing, and gas. All receipts must be presented to the Treasurer for reimbursement.

Article IV – Dues

Section 1 Each active member shall pay no later than 2 months after their anniversary date each year, annual dues as from time to time established by a majority of a quorum of the membership.

Section 2 Membership shall lapse automatically upon non-payment of dues two calendar months after the member's anniversary date. Members dropped from COMVEC for non-payment of dues may be reinstated back to their anniversary date only when back dues are paid within the same membership period. Once dues have lapsed for 12, or more, months, a new anniversary date will be established and membership will begin in a manner similar to new members. Lapsed members will forfeit voting rights and any other member privileges during the unpaid period.

Article V – The Board of Directors

Section 1 The business and property of COMVEC shall be managed by its Board of Directors who shall be active members of COMVEC. The Board of Directors shall consist of five officers (President, Vice-President, Treasurer, Secretary, and Newsletter Editor). The number of Directors may be increased or decreased from time to time by the Board of Directors with the total Board Members always being an odd number.

Section 2 The members may remove any Director(s) with or without cause at any regular or special meeting, provided there is notice of such meeting which states that such Director(s) removal is to be considered. Removal shall be by majority of a quorum of the membership vote. If a Director is so removed, the members shall, at the next monthly, meeting elect a successor to complete their term.

Section 3 Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of directors made by the Board of Directors, may be filled by the directors then serving, although less than a quorum by the affirmative vote of the majority thereof and such new director shall serve until the next meeting of the members of COMVEC, at which time a successor shall be elected for the balance of the term.

Section 4 The Board of Directors shall meet no less often than annually. Meetings of the Board of Directors may be called by or at the request of the President or any (2) Directors and are open to all members.

Section 5 Notices of any meeting of the Board of Directors shall be given at least thirty (30) days prior to such meeting date. A special meeting may be called when the purpose of such meeting has been included with the notice for such meeting.

Section 6 A majority of the Board of Directors shall constitute a quorum for the transactions of business at any meeting of the board. The decision of the majority of the Directors present at a meeting at which a quorum is present shall be the decision of the Board of Directors.

Section 7 Directors shall not receive any stated salary for their services as such except as provided in Article VI, Section 9.

Article VI – Officers

Section 1 The officers shall be the president, vice-president, secretary and treasurer. No two offices may be held by the same person.

Section 2 The officers shall be elected by the membership in good standing at the December meeting. The term of office for any officer shall be two (2) years. The President shall not serve for more than two (2) consecutive terms.

Section 3 In case any office of COMVEC becomes vacant by death, resignation, retirement, disqualification, removal by the Board of Directors, or any other cause, membership, although less than a quorum, may ask for a volunteer to fill such vacancy and the officer will be voted on at the next monthly meeting and serve for the balance of said term.

Section 4 The members may remove any Officer(s) with or without cause at any regular or special meeting, provided there is notice of such meeting which states that such Officer(s) removal is to be considered. Removal shall be by majority of a quorum of the membership vote. If an Officer is so removed, the members shall, at the next monthly, meeting elect a successor to complete their term.

Section 5 The President shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general and supervision of the affairs of COMVEC and shall do and perform such other duties as may be assigned to him/her by the Board of Directors or a majority of the quorum of membership.

Section 6 At the request of the President, or, in his absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President. The Vice-President shall have such other powers as the majority of a quorum of the membership may determine and shall perform such other duties as may be assigned to him by the Board of Directors or a majority of a quorum of the membership.

Section 7 The Secretary shall keep, in a permanent form, a record of all business meetings of the membership and the meetings of the Board of Directors. In the event that the Secretary cannot attend the meeting, the meeting may be recorded by a volunteer. In the event that both the President and Vice-President are unable to be at any meeting of the membership or the Board of Directors, the Secretary shall call the meeting to order and shall preside. At each meeting of the membership, the Secretary shall read the minutes of the preceding meeting or have the minutes published in the official COMVEC newsletter and such publication shall be the same as having the minutes read at a regular meeting. The Secretary shall be responsible for all correspondence of COMVEC. The Secretary shall keep accurate up-to-date records and mailing lists of all members of COMVEC, including resignations. The Secretary shall, in general, perform all the duties incidental to the office of Secretary, subject to the control of the Board of Directors, and perform such other duties as may be assigned to him/her by the Board of Directors or a majority of a quorum of the membership.

Section 8 The Treasurer shall have custody of all the funds of COMVEC, subject to such regulations as may be imposed by the Board of Directors. The Treasurer will present a written report at each regular business meeting of COMVEC. When necessary or proper, the Treasurer may endorse, on the behalf of COMVEC, for collection, checks, notes, and other obligations and shall deposit in a timely manner the same to the credit of COMVEC at the agreed to bank. The Treasurer shall keep all COMVEC funds in bank accounts, except as noted herein. The Treasurer shall sign all receipts and vouchers, together with such other officer or officers, if any, as shall be designated by the Board of Directors. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of COMVEC. The Treasurer shall enter regularly on the books of COMVEC, to be kept by him/her for that purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of COMVEC and shall exhibit such books at reasonable times to any Director or member on application at the offices of COMVEC. He shall in general, perform all the duties incidental to the Office of Treasurer, subject to the control of the Board of Directors, and perform such other duties as may be assigned to him by the Board of Directors or a majority of a quorum of the membership. An annual report will be submitted to the membership at the first meeting following the end of the fiscal year. (See Article VII, Section 4.) The Treasurer's report may be omitted from the published minutes when such minutes are published in the Official COMVEC Newsletter. A Petty Cash account shall be kept for the use of the Newsletter Editor.

Section 9 Officers shall not receive any salary for their services as such, but may be reimbursed for pre-approved expenses incurred and paid as part of their services. Such reimbursement shall be by vote of the Board of Directors. Officers and Newsletter Editor shall be waived membership fees for their term of office beginning January 1, 1998.

Section 10 The President shall appoint a member from the membership, not an officer, as a Rules Advisor, who shall advise the President of the rules or procedures at the meetings of the membership or at meetings of the Board of Directors.

Article VII – Miscellaneous

Section 1 The President shall or may, designate one or more committees, each consisting of volunteers or appointees which shall have at least one active member, which committees shall have and exercise the authority of COMVEC; that the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him/her by law. A majority of the members of any committee shall constitute a quorum and a majority vote shall rule unless otherwise provided by the President.

Section 2 The Board of Directors may accept on behalf of COMVEC any contribution, gift, bequest, or devise for the general purpose or for any special purpose of COMVEC.

2.1 Any contribution, gift, bequest, or devise for the general purpose or for any special purpose of COMVEC shall be acknowledged in writing by the Secretary signed by the President in triplicate: 1 copy to the benefactor, 1 copy to COMVEC records, and 1 copy to the Editor for publication in the Newsletter.

Section 3 COMVEC newsletter will be published on a monthly basis. It will be the official COMVEC publication and notices placed therein shall be deemed to be an official notice of intent in accordance with the requirements of the by-laws. It will be distributed to all classes of memberships.

Section 4 The fiscal year of COMVEC shall be 1 January to 31 December.

Section 5 Each person who acts as a Director or Officer of COMVEC shall be indemnified by COMVEC against expenses actually and necessarily incurred by him in the connection with the defense of any action, suit or proceeding in which he is made party of by reason of his being or having been a Director of Officer of COMVEC, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct and except any sum paid in settlement of any action, suit or proceeding based on gross negligence or willful misconduct in the performance of his duties.

Section 6 Any notice required herein to any member and all statements, demands and other communications shall be in writing and such notice either may be delivered personally to such member, sent via electronic mail, or, may be sent by United States Postal Service, postage prepaid, and addressed to the member to whom such notice is to be given at such members address as it appears on the records of COMVEC.

Section 7 Any notice given pursuant to this article, if mailed, shall be deemed to have been delivered when deposited in the United States Postal Service. If sent via electronic mail, shall be deemed to have been delivered when sent. However, when sending via electronic mail, the use of delivery confirmation is encouraged.

Section 8 The Board of Directors has the authority to act in all matters concerning COMVEC, subject to these by-laws and state and federal laws.

Section 9 From time to time, the Board of Directors will require an audit of COMVEC's financial records. Upon its decision to have the financial records reviewed, the Board of Directors will designate a person or firm to perform the audit.

Section 10 The Board of Directors will designate a member to perform an annual inventory of COMVEC property and locations. The results of the inventory shall be presented at COMVEC's annual meeting.

Article VIII – Rules and Regulations

Section 1 The maintenance of unusually high standards of honesty, integrity, and conduct is essential to assure proper performance of COMVEC's business, and to sustain a credible impression by the public. The avoidance of misconduct through informed judgment is indispensable.

Section 2 It is the policy of COMVEC that the members shall avoid any deliberate action that might result in or create the appearance of:

2.1 using COMVEC for private gain;

2.2 affecting adversely the respect of the public for the integrity and objectives of COMVEC;

2.3 engaging in behavior unbecoming to a COMVEC member

2.4 discriminating against any member of COMVEC for any reason

2.5 displaying discourtesy or disrespect to the public; or,

2.6 displaying discourtesy or disrespect to the United States flag.

Section 3 Unofficial activities by COMVEC members shall not involve actions that are incompatible with COMVEC policy. Activities considered incompatible include, but are not limited to:

3.1 any activity that could be construed as an official COMVEC function;

3.2 any foolhardy or deliberately destructive act involving the operation of a vehicle;

3.3 any use of COMVEC's title or tax number, or property, or any activity inconsistent with COMVEC's purpose.

Section 4 Incidents involving violation of rules and regulations may result in expulsion from COMVEC. Any member may prefer charges of alleged violations in writing to the President and Secretary of COMVEC. The accused member shall be requested to provide a written explanation. All pertinent information relating to the matter shall be reviewed by the Board of Directors and presented to the membership.

Article IX – Election Procedures

Section 1 General

1.1 Election of new officers and directors shall take place on a regular basis, with the President and Treasurer elected in odd numbered years and the Vice-President and the Secretary elected in even numbered years. The Newsletter Editor and one Director shall be elected in odd numbered years and the remaining Directors elected in even numbered years.

1.2 The Secretary shall maintain a record of all elections and terms of office.

1.3 The President shall not serve more than two consecutive terms.

1.4 All terms of office shall be two years.

Section 2 Nominations

2.1 The newsletter shall inform the membership of which elected positions are open and that nomination will occur at the August monthly meeting.

2.2 All nominations must be received in writing at COMVEC's official address prior to or verbally at COMVEC's official August meeting, at which meeting all nominations will be discussed and accepted or, with proper cause, rejected.

2.3 In order to be accepted, a nominee must have been a member in good standing for at least one year prior to nomination, must be at least eighteen years of age, and must have demonstrated a willingness to serve in such a capacity.

Section 3 Elections

3.1 A ballot naming all offices and candidates for election shall be sent to each active member by inclusion in the September newsletter.

3.2 Elections will be held at the October meeting.

3.3 All interested parties must be present to vote. Neither proxy ballots nor write-in ballots will be accepted.

Section 4 Transition

4.1 The newly elected officers will assume their duties as of January 1 of the next year.

4.2 Outgoing officers shall, in a timely manner, turn over all COMVEC property and records in their possession to the incoming officers.

Section 5 General Provisions

5.1 In any election, when only one candidate is nominated and accepted for any office, the election for that office shall be deemed uncontested and voting need not take place for that office. Such vote may be waived by a majority of a quorum of the members at the August nomination meeting.

5.2 In the event that all offices are deemed uncontested, all further election procedures need not take place and may be waived by a majority of a quorum of the members at the August nomination meeting.

Article X – Amendments

Section 1 Amendments may be made to the Articles of Incorporation by a majority of a quorum of the members at any Annual Meeting or special meeting of the members, provided that there is a notice of such meeting which states that such amendment is to be considered.

Section 2 These by laws shall be reviewed for alteration or repeal a minimum of every 5 years by a "By-Law Committee" appointed by the President.