

# **The Virtual Steam Car Museum, Inc.**

## **By-Laws**

### **Article I GENERAL**

**Section 1. General:** The name of the organization is The Virtual Steam Car Museum, Inc. The headquarter offices are located at the 4431 Allencrest Lane, Dallas, TX 75244-7506, Dallas County, Texas.

**Section 2. Purpose:** The purposes of The Virtual Steam Car Museum, Inc., (henceforth referred to as VSCM) are, but are not limited to:

**1. Mission:**

- A. Collecting, preserving, conserving, copying, and sharing the history and heritage of the steam operated vehicles, specifically advertising, ephemera, and related artifacts.
- B. Maintaining a web site on which all the Virtual Steam Car Museum's collections are exhibited and shared world wide;
- C. Serving as clearinghouse of information on steam operated vehicles;
- D. Providing information to anyone requesting it.

**2. Vision:** To be the world's leading source of antique steam car information.

**3. Values:**

- A. To share information with anyone who is interested in steam cars.
- B. To respect and acknowledge other collectors and collections.
- C. To credit each and everyone who contributes to the VSCM.

**Section 3. Code of Ethics:** The Virtual Steam Car Museum, its trustees, staff, and members will act in accordance with the Code of Ethics of the VSCM.

**Section 4. Fiscal Year** The fiscal year shall be 1 January to 31 December.

### **Article II MEMBERSHIP**

**Section 1. Members:** The members of VSCM shall consist of individuals or organizations interested in the purpose of the VSCM. VSCM is not a membership organization.

**Section 2. Dues:** All individuals and organizations desiring to be members shall make application to the VSCM and pay membership dues as established by the governing body of the VSCM. Membership carries no entitlements or voting privileges.

**Section 3. Term:** The term of membership shall be one year from the month in which the membership is begun, renewable upon the anniversary, except in the case of life-membership which will terminate upon the death of the member.

**Section 4. Certificate of Membership:** All members shall be recognized on the Membership Page of the VSCM web site. There are no paper membership cards. There are no voting rights for the members.

**Section 5. Dissemination of Information:** All information will be disseminated via posting on the VSCM web site and/or email. There is no annual meeting of membership, however members may gather at the Hershey, PA antique automobile show each October at such time and place as is determined annually by the Board of Trustees. The purpose of the meeting is purely social. No business shall be transacted at the annual meeting.

### **Article III GOVERNING AUTHORITY**

**Section 1. General Powers:** The business and affairs of the corporation shall be managed by a Board of Trustees, which shall exercise all of the powers of the corporation. The Board shall consist of no less than three (3) nor more than five (5) members.

**Section 2. Representation:** Not less than two of the members of the Board of Trustees shall be members of the Donald & Carolyn Hoke Family, the founding directors.

**Section 3. Qualifications:** Each Trustee must be interested in the history of steam vehicles at the time of his or her nomination to the Board of Trustees. Trustees shall not be compensated in the performance of their trustee responsibilities. Employees of the VSCM may be Trustees, although Staff may serve as ex-officio, non-voting, members.

**Section 4. Nominations and Elections:**

A. Nominations: A Governance Committee shall be appointed by the President and the President and shall consist of at least one Trustee. The Governance Committee shall report to the Board of Trustees. All nominations to the board shall be made in the following manner:

- a. The Governance Committee shall confirm that all nominees agree to serve before being accepted as candidates.
- b. The Governance Committee shall submit a proposed slate to the Board of Trustees for its approval at the meeting next preceding the annual meeting of the membership.
- c. Nominations by Trustees will be accepted from the floor at the Board of Trustee meeting specified for approval of the slate of proposed Trustees.



- d. Elections: The Trustees of the VSCM shall be elected by a majority vote of the Board of Trustees.
- e. Newly elected Trustees commence service on January 1 of the following fiscal year.

**Section 5. Tenure:** Trustees shall serve for a three-year term or for the remainder of a vacated term to which they are appointed. The Trustees shall serve until their successors have been elected. Trustees may serve up to four full consecutive elected terms, and are eligible to serve additional terms after one year off the Board. Except the Board by 2/3 vote of the Board of Trustees may waive the four-term limit for a fifth consecutive term to serve the continuity of governance of the Board.

**Section 6. Removal:** Any Trustee may be removed from office by at least a two-thirds vote of the members of the Board of Trustees present at a regular or special meeting of the Board of Trustees. Notice of the proposed removal of a Trustee must be given to such Trustee not less than five (5) days prior to the date of the meeting at which such removal is to be voted upon. Such notice to the Trustee shall state the cause of the proposed removal.

**Section 7. Vacancy:** If a vacancy occurs on the Board of Trustees, the President and Vice President, with approval of the executive committee, may appoint a successor from the qualified membership to serve for the remainder of the term.

**Section 8. Voting:** Each member of the Board of Trustees shall possess one (1) vote in matters coming before the Board. All voting at the meetings of the Board of Trustees shall be by each member in person. Voting by proxy is allowed, except in amending the by-laws.

**Section 9. Meetings:** The Board of Trustees of the corporation shall hold such regular and special meetings as the officers deem necessary for the competent management of the affairs of the corporation VSCM. The meetings shall be called by the President, President, or by at least two (2) members of the Board of Trustees. For the purpose of transacting legal business, the meetings shall be presided by an officer. Written or personal notice of the meetings shall be given not less than five (5) days before the date of the meeting. Except where may otherwise be provided for in these by-laws, these meetings shall be conducted according to Roberts Rules of Order.

**Section 10. Quorum:** A simple majority of the Board of Trustees shall constitute a quorum. In the case of a tie vote when the vote of the President is included, the vote shall be negative.

**Section 11. Committees:** The President shall elect or appoint from among the Trustees such standing and special committees as may be deemed necessary or advisable for the conduct of the activities of the VSCM.

A. Each such committee shall consist of at least two (2) members, at least one of whom shall be a trustee, and shall have only those powers lawfully delegated to it.

B. A simple majority of committee members shall constitute a quorum.

- C. The President shall serve as ex-officio member of all committees.
- D. Standing committees may include, but not be limited to, Executive, Finance, Governance, Long-Range Planning, and Collections.
- E. The President or Board may appoint such special committees as may be deemed necessary and appropriate.
- F. Committee action shall be reported to the Trustees at regularly scheduled board meetings.
- G. Minutes of all committee meetings will be kept and filed in the executive office.

#### **Article IV OFFICERS AND EMPLOYEES**

**Section 1. Officers:** The officers of the corporation shall consist of President, Vice President, and Secretary/Treasurer.

**Section 2. Election of Officers:** Immediately following the election of the Trustees, the Trustees shall elect the officers of the VSCM. New Trustees shall have served at least one (1) year on the Board of Trustees prior to being elected to an office.

**Section 3. Term of Office:** The term of office for each officer shall be one (1) year.

**Section 4. Vacancy:** If a vacancy occurs in the office of President, the Vice President shall succeed him or her for the remainder of the term. Any other vacancies among officers shall be filled by election by the Board of Trustees for the remainder of the term. Temporary officers can be appointed by the President in the event of a vacancy until the next general Board meeting.

**Section 5. Duties of the President:** The President shall preside at all meetings of the Board of Trustees and of the membership of the corporation; call such meetings of the membership as shall be deemed necessary; and perform such other powers and duties inherent in the office.

- A. The President shall be appointed by the Board of Trustees to be the chief executive officer of the VSCM and shall perform such other duties as the Board of Trustees may assign from time to time.
- B. The President shall serve as ex-officio member of all committees.
- C. The President shall, among other duties, hire and supervise all employees.

**Section 6. Vice-President:** There shall be one Vice President. In the absence of the President, or his or her inability to act, the first Vice-President shall act in his or her place and shall have the powers and authorities of the President, except as limited by resolution of the Board of Trustees. The Vice-President shall chair the long-range planning committee.



**Section 7. Secretary/Treasurer:** As the Secretary, this person shall be the Clerk of the Corporation. The Secretary, or person designated by the Secretary, shall make and keep accurate records of the meetings of the Board, the Annual Meeting of VSCM, and of such other meetings as from time to time may be designated; shall have custody of all papers and reports that are ordered to be placed on file, all documents and letters relative to the office business of these bodies; all records shall be kept on file at the executive office of VSCM. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; shall, in general, perform all duties incident to the office of Secretary and Clerk and such other duties as, from time to time, may be assigned to him or her by the President of the Board of Trustees.

As the Treasurer, this person or person designated by the Treasurer, shall be responsible for the funds belonging to the corporation. The Treasurer shall chair the finance committee, which is responsible for preparing the budget and annual financial report and shall arrange for an independent annual audit and perform such other acts as the President or Board of Trustees may direct. The Board of Trustees as a whole will share with the Treasurer liability for timely payment of payroll taxes and other financial obligations of the institution.

## **Article V EXECUTIVE COMMITTEE**

**Section 1. Membership:** There shall be an executive committee of the Board of Trustees which shall consist of the President, Vice President, and Secretary/Treasurer.

**Section 2. Authority and Limitations:** Except as otherwise provided herein, the executive committee shall have all the authority of the Board of Trustees when the Board of Trustees is not in session.

- A. Minutes of all executive committee meetings will be taken by the Secretary or person designated by the secretary and shall become part of VSCM records and kept in the executive offices.
- B. All actions taken by the executive committee shall be reported to the Board of Trustees at its next regularly scheduled meeting.
- C. The Board of Trustees may accept, reverse, or nullify any action of the executive committee.
- D. The executive committee may be called into session at any time by the President or upon written notice of a meeting signed by a majority of the executive committee members, with a three-day advance notice to the committee members

**Section 3. Limitations:** The executive committee may not

- A. Dissolve the corporation.

B. Take any action if it would be contrary to the policies of the corporation or to policies established by the Board of Trustees.

C. Amend or repeal any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable.

**Section 4. Meetings:** The executive committee shall meet on the call of the President or upon written notice of meeting signed by a majority of the members of the executive committee.

A. Notice of meetings shall be given not less than three (3) days before the date of the meeting, in the same manner as notices of Trustees' meetings are given.

B. At any meeting, each voting member of the executive committee shall be entitled to one vote.

**Section 5. Quorum:** A simple majority of the executive committee shall constitute a quorum.

## **Article VI AMENDMENTS**

**Section 1. Meeting:** The Bylaws may be amended at either a regular or special meeting of the Board of Trustees.

**Section 2. Notice of Meeting:** Notice to the Trustees of such regular or special meeting so designated shall either specify the articles to be affected or the subject matter of the proposed amendment(s), and shall be emailed out and posted on the web site thirty (30) days prior to the date of the Board of Trustees meeting. Proxy ballots will be accepted and must be received by the President within two weeks following such meeting.

**Section 3. Voting:** These Bylaws may be amended by a two-thirds vote of the Board of Trustees.

**Section 4. Notice to Membership:** Notice to the membership of the specific changes approved by the Board shall be posted on the web site.

## **Article VII COLLECTIONS & MUSEUM EXHIBITS**

**Section 1: Collections:** The VSCM collections will be housed at the home of the founding directors, but all will be visible on the VSCM web site. The collections are available to the public upon the making of an appointment at least one month in advance with the Trustees. Appointments will be at the convenience of the Trustees.

**Section 2: Collections:** The VSCM will seek to upgrade and improve its collection. The duplicates may be sold or traded. Any and all proceeds from the sale of duplicate items must be used to acquire other artifacts.

**Section 3: Museum Exhibits:** The VSCM exhibits will be exclusively on its web site, a virtual museum. The web site address is [www.virtualsteamcarmuseum.org](http://www.virtualsteamcarmuseum.org).

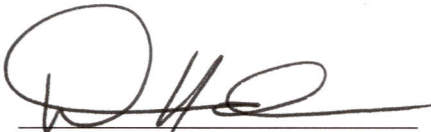
**Article VII  
DISSOLUTION**

At such time as the mission of the VSCM becomes no longer viable, the Board of Trustees will oversee the dissolution of the institution in compliance with state and federal law.


It is the specific intention of the founding trustees that the VSCM collection be donated in tact to an appropriate museum that has a strong interest in the history and heritage of steam vehicles.

The founding trustees desire that the recipient museum call the donation, The Donald & Carolyn Hoke Virtual Steam Car Museum Collection.

Adopted Unanimously: March 8, 2008

A handwritten signature in black ink, appearing to read "Donald R. Hoke", written over a horizontal line.

Donald R. Hoke

A handwritten signature in blue ink, appearing to read "Carolyn N. Hoke", written over a horizontal line.

Carolyn N. Hoke