

BY-LAWS AND ORGANIZATION OF THE BUCYRUS® OLDTIMERS ASSOCIATION UA

Article I – Organization Name / Registration

Section 1- The name of the organization is the **Bucyrus® Oldtimers Association UA** (BOA).

Section 2- The Bucyrus® Oldtimers Association UA was established on **March 3, 2014** as a non-profit unincorporated association and is registered with the Wisconsin State Department of Financial Institutions as a perpetual organization, **ID B077270**.

Section 3- The association's name or State ID number may not be used by any individual, group, or other outside concern for self-representation, solicitation, or personal gain.

Section 4- The registered mailing address is: Bucyrus® Oldtimers Association UA, PO Box 563, Oak Creek, WI 53154.

Article II - Term and Dissolution

Section 1- The term of this organization is indefinite under Wisconsin DFI registration ID B077270, and is governed by Wisconsin Chapter 184.

Section 2- The organization can be dissolved by a Board of Directors motion and majority approved vote instructing its Registered Agent to file the proper dissolution paperwork with the State of Wisconsin, Department of Financial Institutions.

Section 3- The BOA has designated the South Milwaukee Industrial Museum LLC, an IRS registered 501(c)(3) non-profit, **EIN 82-2055656**, to act as their fiduciary only for the purpose(s) of receiving donations, funds, endowments, or grants on behalf of the BOA from donors that require such donations only be provided to or through a registered 501(c)(3) non-profit organization.

Section 4- Prior to a decision to dissolve the BOA, the Board (or Governing Body) must designate the transfer of all remaining assets and property to a similar nonprofit association or corporation pursuing broadly similar purposes, to a government, governmental subdivision, agency or instrument that will accept all assets and the known and unknown liabilities of the BOA.

Section 5 - If the BOA has been inactive for 3 years or longer, the person in possession or control of personal property or assets of the UA may transfer the property to a nonprofit association or nonprofit corporation pursuing broadly similar purposes, or to a government or governmental subdivision, agency or instrumentality without approval of the Board or governing body of the UA. The person in control or possession will take the necessary steps to dissolve the BOA with the State of Wisconsin with costs of the dissolution being borne by the assets of the BOA. The person in control or possession dissolving the BOA shall be indemnified by the Board and all members of the BOA from any responsibility, liability, lawsuits, or claims that may arise after dissolution.

Article III – Purpose

Section 1- The BOA is an informal social organization, open to all individuals who have worked for or retired from Bucyrus-Erie®, Bucyrus International®, Bucyrus® facilities under Caterpillar® control after July 2011, or any of Bucyrus' subsidiaries throughout the world who have with the desire to promote friendship, communication, history, and the heritage of Bucyrus.

Article IV – Membership

Section 1- Membership in the Bucyrus® Oldtimers Association UA shall consist of two (2) classifications of membership, Regular and Honorary/Guest. The BOA does not discriminate or deny membership based upon nationality, race, gender, religion, education, or social status.

Section 2- Regular Membership in this Association shall be open to anyone who, has worked for or retired from Bucyrus-Erie®, Bucyrus International®, or transferred to or hired by Caterpillar Inc.® as part of their Global Mining Division associated with the ongoing production of legacy Bucyrus® equipment lines and meets the approval of the Board of Directors.

Section 3- There are no scheduled dues or fees for membership, however the members are strongly encouraged to provide free-will donations to support normal business activities, printing, mailing costs, etc., paid for by the BOA.

Section 4- The BOA may allow Honorary/Guest memberships are to all people provided that they have an interest in maintaining contact with and supporting the BOA. Honorary/Guest members are not eligible to vote in elections, By-Law changes, or any other matter presented for a vote to the Regular membership by the Board of Directors. There is no obligation, inherent or implied, for the Board of Directors to approve any or all 'non-employee' Honorary/Guest membership applications.

Section 5- The BOA reserves the right to refuse or revoke the membership of any member due to conduct or reputation considered detrimental to the BOA. The refusal or revocation action shall be carried out by the Board of Directors, and written notice of refusal or expulsion will be provided to the candidate or member.

Section 6- All members of the BOA will pay their cost for all functions and events sponsored by the BOA. Honorary/Guest(s) will pay their full cost of the functions.

Article V – Structure / Elections

Section 1- The BOA is governed by a three-member Board of Directors. The positions of President, Vice President, and Secretary/Treasurer are elected to 4-year terms by the regular membership and form the Executive Officers Committee.

Section 2- Regular members who worked for or retired from Bucyrus-Erie®, Bucyrus International®, or Caterpillar® (post July 2011), or at a previously Bucyrus owned facility, subsidiary, or location and are in good standing with the BOA are eligible to be placed on the ballot.

Section 3- Elections are scheduled to take place at the October Luncheon. The Spring Newsletter will call for nominations (self-nomination or other regular members). Those eligible names verified by the Board will be placed on the ballot. The Summer newsletter will list those nominated and

provide a provision for members to vote by mail or in person at the October luncheon. All mail and in person ballots will be counted by a 3-person, non-board member panel appointed by the President during the October luncheon, with results provided to those in attendance and published in the Winter newsletter.

Section 4- The newly elected Officers term will start on January 1st of the year following the election.

Section 5- The President may appoint up to five (5) additional Board Members 'at large' who serve at the pleasure of the elected Executive Officers Committee. Appointees must be regular members in good standing. Appointed Board Members can be removed at any time by the Executive Officers Committee, with or without cause, and without recourse.

Article VI - Board of Directors Responsibility

Section 1- The Board of Directors shall at all times, conduct the business of the BOA in an ethical and business-like manner. The Secretary shall provide sufficient notice to the Board of dates, time, and place of future Board meetings. The meetings will be scheduled at reasonable times and locations. Board members will make every attempt to attend and to participate at the meetings. Failure to fulfill duties as a BOD member shall result in a warning by the Executive Officers. Continued failures will result in removal of the member from the Board by a majority vote of the Executive Officers Committee.

Section 2- Each BOD member has one vote. In the event there is a tie vote with an even number of voting members in attendance, the three Executive Officers will vote. That vote will be final and the decision shall supersede the tie vote.

Section 3- The Board of Directors are responsible for all the assets and liabilities of the BOA. Decisions regarding the use of assets or creating liabilities for the BOA are controlled exclusively by the Board. Funds and other assets are not to be used for personal purposes or personal gain of any individual(s) associated with the Board of Directors, or other BOA members. Any Board member who creates an unauthorized liability for the BOA, shall be solely responsible for that obligation.

Section 4- Any Officer, Board member, or Committee member representing the BOA at public functions must be dressed appropriately, i.e., business or business casual attire.

Article VII – Duties of Officers

Section 1- The President shall preside at meetings, and be a member of all Committees. The President can make committee appointments as necessary and shall lead Board meetings and act as or designate a representative of the BOA for all outside functions. The President can sign checks, legal documents, and contracts on behalf of the BOA.

Section 2- The Vice-President shall be a member of all Committees and shall be informed of any business of said Committee so that he/she may present it to the Board in the absence of a Committee Chairman. The Vice-President shall act as sponsor liaison in the event there is not an

active sponsor liaison chair present. The Vice-President will, in the absence of the President, act as presiding Officer. The Vice-President can sign checks and contracts on behalf of the BOA.

Section 3- The Secretary/Treasurer will be responsible for the timely presentation of minutes of all Board meetings. When the President and Vice-President are absent in any meeting, the Secretary/Treasurer shall preside. The Secretary/Treasurer shall also be responsible for maintaining copies of all correspondence, records, invoices, receipts, etc. as directed by the Board. The Secretary/Treasurer shall be designated as account executive on all financial institution accounts, and can sign checks and contracts on behalf of the BOA.

Section 4- The Secretary/Treasurer is responsible for the financial record books, cash, checks, and timely payment of recognized expenses incurred by the BOA. The Secretary/Treasurer shall present a monthly financial summary report to the Board of Directors, and provide a detailed report at any time at the request of the President.

Section 5- All BOD meetings will require a quorum of 80% or more of elected and appointed Board members. (i.e.: 5 board members requires 4 present, 7 board members requires 5, etc.)

Section 6- All Officers/Board members at the expiration of their term of office/appointment, removal from the Board, or whether their office/appointment/position is declared vacant, shall deliver to the Board of Directors all books, papers, monies, and other property in their possession belonging to the BOA.

Section 7- All Officers and Board members must maintain an active email address and phone number, and promptly notify the Secretary of any changes as they occur.

Section 8- In the event that two authorized signers are not available, one board member may also sign checks.

Article VIII – Use of Funds

Section 1- The Secretary/Treasurer shall keep in order all financial record books for receipts and recognized expenses incurred by BOA.

Section 2- The Secretary/Treasurer is required to sign or co-sign all financial documents.

Section 3- The Secretary/Treasurer shall submit an annual financial report that consists of a financial balance sheet statement including funds received, interest, expenses, salaries (if any), funds disbursed and current balance which should coincide with financial account statement.

Section 4- For dual control under General Accepted Accounting Principles (GAAP), the report should be audited by two individuals without signatory authority, preferably one non-officer board member and one member in good standing from outside the board. In the event the Association is subject to tax reporting reasons due to payments of salaries, State or Federal withholding, Federal Insurance Contributions Act (FICA), etc. there should be and outside Certified Public Accountant (CPA) audit performed every two years to insure compliance to employer regulations.

Section 5- The Secretary/Treasurer is required to present immediately prior to the end of their four (4) year term, all current financial records to the Board of Directors. The Secretary/Treasurer shall act as membership chair in the event there is not an active membership chair present.

Section 6- All funds are to be used for the benefit of the BOA and its membership. No Board members, Officers, or members will be paid a salary, stipend, honorarium, or other form of compensation for their efforts on behalf of the BOA.

Section 4- All Board of Director members and Committee Persons who serve as volunteers to the BOA and will not receive any compensation. Out-of-pocket expenses made on behalf of the BOA should be documented with a detailed description of the expense along with dated receipts and presented to the Board for reimbursement. A Board vote and approval is required to reimburse any member expense made on behalf of and for the benefit of the BOA, and approval shall not be unreasonably denied.

Article IX Committees

Section 1- The President will appoint all committees required to conduct, audit, research, or carry out tasks in the course of business for the BOA. Members will consist of Board or at-large members in good standing.

Section 2- Committees shall perform the duties assigned to them. No Board member shall be compelled to serve on more than one Committee at the same time. Members of the Committee failing to perform his/her duties may be removed from such Committee by the President at any time without recourse.

Section 3- No Committee member(s) who manage a BOA function shall receive the benefit of the function at reduced or no-cost, or other compensation or future discount or benefits. All Committee members will pay the full cost equal to the cost of the function offered to other BOA members.

Section 4- All board members must be willing to act as chairman or vice chairman when asked, for a minimum of one BOA function each year.

Section 5- Committees that run a BOA function requiring down payment or contract obligations must proceed only after receiving approval of the Board of Directors. All signing of event contracts and payments will only be made by an authorized Executive Committee Member of the BOA.

Article X - Amendments to the By-laws

Section 1- A current copy of the By-laws will be permanently posted on the public BOA website.

Section 2- Any regular member in good standing, Board Member, Committee, or Officer proposing amendments to these By-laws must submit them in writing to the Board of Directors along with the proposed language listing the Article(s) and Section(s) to be amended, along with a reasonable written explanation for the change(s).

Section 3- All proposed By-law amendments will be reviewed by the Board at the next regular Board meeting. The proposed changes and explanation will be placed under consideration by the Board for a thirty (30) day period, during which time Board comments will be compiled. The proposed By-law Amendment(s), explanation, and Board comments will be published in the next quarterly newsletter, and will be submitted for a general vote by the members in attendance at the next available luncheon date.

Section 4- An opportunity to mail in a vote will be made available (instructions published in the newsletter) for those members who are unable to attend the designated luncheon in person.

Section 5- A two-thirds (2/3) majority of eligible voting BOA members (defined in Article IV – Membership) who are present at the monthly luncheon shall be required to pass the change(s).

Section 6- All changes voted on and approved will take effect immediately after the luncheon, and will be published in the next quarterly newsletter. Updated By-laws will be posted to the website as soon as practical. Proposed changes that do not pass will not be eligible to be re-submitted to the Board for consideration for a period of two (2) years after the date of the last vote.

Article XI – Member Luncheon / Activity Rules

Section 1- All Regular and Honorary/Guest(s) will pay the same cost for all luncheons and sponsored activities.

Section 2- All members who made reservations for a luncheon or for sponsored activities, and do not cancel in a timely manner or fails to attend, will be charged the full amount of the reservation, including guests.

Section 3- The Board of Directors will consider the circumstances for the ‘no-show(s)’ and may forgive some or all charges for any member, for good reason, by majority vote of the Board. This may be done only once in a twelve (12) month period (January thru December) for that member.

Section 4- All members are expected to conduct themselves in a professional manner at all times and not to engage in any activity that could damage the BOA's good reputation, or create an environment that inhibits or intimidates other members from enjoying the sponsored events or fellowship of the organization.

While it is not possible to provide a comprehensive list of all behaviors that fall outside the accepted level of personal conduct and integrity expected of BOA members, we should all recognize that the following forms of misconduct will lead to immediate expulsion under Article IV - sexual harassment; - verbal abuse; - racial, religious, gender or sexual orientation discrimination, intolerance or abuse; - any activity that advocates, promotes or incites hatred, violence or discrimination in any form; - unfair criticisms of, or accusations regarding fellow members; - fraudulent, misleading or deceptive conduct.

Article XII — Permission to use Bucyrus® Name

Section 1- The information in Article XII Section 2 must be used in the newsletter and other correspondence that is copyrighted.

Section 2-



Caterpillar Inc. has authorized the use of the Bucyrus® Logos and Trademarks, and limited to the use for the Bucyrus® Oldtimers Association.

Product names, logos, brands, and other trademarks featured or referred to within the newsletter and on the www.beoldtimers.org website are the property of Caterpillar® Inc. and its subsidiaries, and are used herein by permission. Any unauthorized reproduction, copying, downloading of images, or other dissemination or use of the marks is strictly prohibited.

Section 3- Permission dated January 11, 2012 by Shital A. Shah, IP Counsel for Caterpillar® Global Mining, Caterpillar® Inc.—Legal Services Division.

The By-Laws and Organization of the Bucyrus® Oldtimers Association UA was revised and approved on March 16, 2023.

President:

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Dolores Page

Vice-President:

A handwritten signature in blue ink, appearing to read "Dave Kieck".

Dave Kieck

Secretary Treasurer:

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Patricia Merkovich

Board Members:

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William Haag

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Betsy Hodson

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Bob Jelinek

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Debbie Polzin

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Kenneth Tangen