



By-Laws

Ferguson Enthusiasts of North America

Founded - July 21, 2001

Article I - Name & Emblem

The name of this organization shall be Ferguson Enthusiasts of North America (FENA). The corporate emblem shall be the silhouette of a Ferguson Tractor with a mounted plow and the inscription "Ferguson Enthusiasts of North America" beneath it.

Article II - Purpose & Clarification

Section 1. Purpose: The general purposes of this club are to provide opportunities for owners, collectors, restorers, and enthusiasts of Ferguson tractors and implements to acquire, discuss, and preserve the history and heritage of Harry Ferguson; to maintain the technical knowledge of his engineering contributions; to promote and share such knowledge with others; and to foster fellowship among like-minded individuals.

Section 2. Recognized Equipment: Recognized tractors and equipment include: Ferguson, Ferguson Brown, Ford Ferguson, and the Massey Ferguson 35, 50, and 65 models. Implements and accessories include those produced by Ferguson and Massey Ferguson associated with these models.

Article III - Offices

The principal office for transacting business shall be located in Linn County, Iowa. The corporation may establish additional offices as determined by the Board of Directors. A registered office and registered agent must be maintained in Iowa, as required by the Iowa Nonprofit Corporation Act. The address of the registered office may be changed by the Board of Directors.



Article IV - Membership

Section 1. Eligibility: Membership is open to all individuals who support the purposes of the club. Membership includes the applicant, spouse, and dependent children. There shall be one class of members.

Section 2. Application: Applicants must complete a membership form and submit it with dues payment to the FENA Treasurer. Membership is open to all individuals regardless of race, color, creed, gender, or any other protected characteristic.

Section 3. Resignation: Members may resign by submitting a written letter or digitally signed email to the Secretary. The Secretary will acknowledge receipt. Resignation does not relieve the member of dues or obligations previously accrued. No dues will be refunded.

Section 4. Suspension, Expulsion, and Reinstatement: The Board of Directors, by majority vote, may suspend or expel a member for conduct that disrupts the organization, harms its reputation, or violates these By-Laws. The member will be given an opportunity to present evidence or testimony before a decision is made. Decisions of the Board are final. Suspended members may petition for reinstatement after the suspension period. A majority Board vote is required for reinstatement.

Section 5. Membership Rights: Upon resignation, suspension, expulsion, or death, membership rights and privileges shall cease. Membership is non-transferable.

Section 6. Voting Rights: Each family membership is entitled to one vote at annual or special meetings.

Article V - Membership Meetings

Section 1. Annual Meeting: The annual meeting shall be held in conjunction with a FENA gathering at a time and place determined by the Board of Directors.

Section 2. Order of Business:

- a.) Call to Order
- b.) Reading of Minutes
- c.) Financial Report
- d.) Report of Officers and Committees
- e.) Old and New Business
- f.) Adjournment



Section 3. Meeting Conduct: Unless otherwise specified in these By-Laws, Robert's Rules of Order shall govern all meeting procedures.

Section 4. Special Meetings: Special meetings may be called by the President or by three Board members.

Section 5. Notice of Meetings: Written notice stating the date, time, and place of any meeting must be delivered to members not less than 10 days nor more than 60 days prior. Notices may be mailed or electronically sent. For mailed notices, delivery is considered effective upon deposit in the U.S. mail.

Section 6. Location of Meetings: The Board may designate any location, within or outside Iowa, as the site for meetings.

Article VI - Board of Directors

Section 1. General Powers:

The Board of Directors shall manage the corporation's affairs and has the authority to:

- Determine the time and place of the annual Expo
- Determine membership dues
- Elect Officers and appoint the Treasurer
- Appoint the editor of Ferguson Furrows
- Cancel appointments with majority approval
- Authorize expenditures
- Fill Board vacancies
- Exercise other necessary powers to fulfill FENA's purpose

Section 2. Financial Indebtedness: The Board may not incur debt on behalf of FENA without approval by a two-thirds majority of the voting membership, either in-person, via mail ballot, or through approved electronic voting.



Section 3. Removal & Resignation: Officers may be removed for cause by a majority Board vote. Resignations must be submitted in writing or by digitally signed email to the President and Secretary.

Section 4. Director Elections: Up to five Directors may be elected by membership via mail or Board-approved digital platform. A Nominating Committee will solicit candidates and publish bios in the October Ferguson Furrows. Ballots will be included in the October edition. Mailed ballots will be maintained by the Nominating Committee Chair.

Section 5. Term Limits: Directors may serve up to three consecutive two-year terms. A two-year break is required before seeking re-election.

Section 6. Meetings & Quorum: Board meetings may be called by the President or majority of Directors. Notice must be provided at least 48 hours in advance via mail, email, or phone. Directors present at any meeting shall constitute a quorum.

Section 7. Compensation: Board members shall not receive compensation for their service.

Article VII - Officers

Section 1. Positions: Officers include President, Vice President, Secretary, Treasurer, and Past President. Officers are full voting members of the Board.

Section 2. Election and Terms: Officers shall be elected annually by the Board. The President may serve three consecutive one-year terms, followed by a required one-year hiatus. Other officers have no term limits.

Section 3. Duties:

- **President:** Presides over meetings and signs legal documents
- **Vice President:** Acts in place of the President when needed
- **Secretary:** Maintains meeting records and manages public communications
- **Treasurer:** Manages finances, maintains records, and ensures regulatory compliance
- **Past President:** Serves as advisor and historian



Article VIII - Committees

The Board may appoint committees to support FENA activities. Committee chairs must report to the Board. No committee may spend FENA funds without prior Board approval and must provide detailed financial reports.

Article IX - Contracts, Checks, Deposits and Funds

Contracts and financial instruments may only be executed by authorized individuals designated by the Board. All checks must be signed by the Treasurer. All funds must be deposited in approved financial institutions. The Board may accept contributions, gifts, and bequests.

Article X - Books and Records

FENA shall maintain accurate records of accounts, meetings, and membership lists. Members have the right to inspect records for a valid purpose during reasonable hours.

Article XI - Fiscal Year

The fiscal year shall begin on January 1 and end on December 31.

Article XII - Dues

Membership dues shall be set by the Board. Dues are valid for 12 months from payment and may be prepaid for up to three years.

Article XIII - Personal Liability

Members, Officers, and Directors are not personally liable for corporate debts or obligations. Creditors must look solely to FENA's assets for settlement of claims.

Article XIV - Policies & Guidelines

The Board shall establish Policies and Guidelines. Membership must be notified of changes via Ferguson Furrows, and may reject changes within 30 days by a two-thirds membership vote.

Article XV - Waiver of Notice

Any required notice may be waived in writing by the person entitled to such notice.



Article XVI - Publications

FENA's official publication is "Ferguson Furrows" (minimum five issues per year). Official websites are "fergusonenthusiasts.org" and "fergusontractors.org". The official social media platform is Facebook under "Ferguson Enthusiasts of North America (FENA)". At least one platform must remain active at all times. Content inconsistent with FENA's guidelines will be subject to Board review and action.

Article XVII - Dissolution

Upon dissolution, all assets shall be distributed to a qualified 501(c)(3) organization or a government entity aligned with FENA's mission. No assets shall be distributed to any officer or member.

Article XVIII - Amendment to the By-Laws

Amendments to these By-Laws must be submitted in writing or via digitally signed email to the Secretary and President at least 10 days prior to a Board meeting. A majority Board vote is required for approval. Membership will be notified of changes via Ferguson Furrows, and retains the right to reject amendments within 30 days by a two-thirds vote.

Adoption

These By-Laws were adopted on August 15, 2025, replacing the March 10, 2007 By-Laws. This revision aims to enhance member participation while reducing frequent amendments.

Alexander Stuck
Alexander Stuck; President,
Ferguson Enthusiasts of North America

Brent Holaway
Brent Holaway; Vice - President,
Ferguson Enthusiasts of North America

Terry Helphrey
Terry Helphrey; Secretary,
Ferguson Enthusiasts of North America