

AUTOMOTIVE SERVICE ASSOCIATION of ARIZONA, Inc.

Bylaws

Adopted by the ASAAZ Members at Meeting of Members JULY 22, 2006 ~~(List Date of adoption.)~~

ARTICLE I

Name and Office

Section 1. **Name.** The name of the Association shall be the Automotive Service Association of Arizona, hereafter known as the Association.

Section 2. **Office.** The Association shall maintain a registered office in the State of Arizona and registered agent at such office. The Association may have other offices from time to time as designated by the Board of Directors.

ARTICLE II

Objectives and Purpose

Section 1. **Objectives.** The objectives of the Association shall be:

- 1.1 To promote the common business interests of those engaged in the automotive service industry.
- 1.2 To afford due consideration to and expression of opinion upon questions and issues affecting the industry, and to promote the common business interests of the industry.
- 1.3 To cooperate with other industries and organizations.

Section 2. **Purposes.** Consistent with these By Laws, the Association shall conduct and engage in lawful activities in furtherance of the Associations objectives.

ARTICLE III

Affiliation

The Board of Directors may affiliate with other associations.

ARTICLE IV

Membership

Section 1. **Membership Categories.** The State Association shall be composed of four (4) categories members.

- 1.1 Direct Members shall be automotive service businesses located in the geographical area served by the Association as directed by the board.
- 1.2 Associate Members shall be businesses which supply goods, equipment, or service to the industry.
- 1.3 Educational Members shall be individuals involved in not-for-profit automotive career and technical training or continuing education.
- 1.4 Other Members shall be used to include any other business, individual, or organization that does not readily fit within the above categories.

Section 2. **Acceptance.** Members are accepted when approved by the State Board of Directors.

Section 3. **Resignations.** The resignation of a member shall be accepted when all dues and obligations to the affiliate have been met.

Section 4. **Termination of Membership.** The Board of Directors by affirmative vote of two-thirds of all the votes cast may suspend or expel a member for cause after an appropriate hearing by the Committee on Ethical Practices and Suspension or Termination.

Section 5. **Committee on Ethical Practices and Suspension or Termination.**

- 5.1 There shall be established, as needed an **ad hoc** Committee on Ethical Practices, which shall be appointed by

the Chairman of the Board and ratified by the Board of Directors. The Committee shall consist of not less than five members. The Committee shall be responsible for handling all matters relating in any way to ethical matters. The Board of Directors may delegate to the Committee the authority to establish such rules, policies and regulations as may be necessary to carry out the Committee's responsibilities under and consistent with these Bylaws.

5.2 Any membership may be suspended or terminated for cause. Cause for suspension or termination includes but is not limited to the violation of the Bylaws of the Association or other acts or omissions detrimental to the best interests of the Association or the automotive service industry. Suspension or termination of membership shall require the affirmative two-thirds vote of the then entire Committee on Ethical Practices provided that within ten days prior to such vote of the Committee on Ethical Practices, a statement of the cause shall be sent by registered or certified mail to the last known address of the member whose membership is to be suspended or terminated. The member shall be given an opportunity to appear in person or by a representative at the meeting of the Committee on Ethical Practices for a hearing on the question of the suspension or termination of membership.

5.3 Whenever a member has been convicted of or admits guilt to charges of unlawful practices relating to automotive service industry activities, the member shall be notified that membership in the Association shall be automatically terminated. Such member, however, shall be notified of such action by registered or certified mail and the member shall be given an opportunity to appear in person or by a representative at the next Committee on Ethical Practices meeting to submit evidence or arguments, which justify the member has continued membership in the Association. Continued membership in the Association, however, shall require a two-thirds affirmative vote of the entire Committee on Ethical Practices. In the event the member fails to make an appearance after the request or the Committee on Ethical Practices does not affirmatively by two-thirds vote agree to continue the membership, the membership shall be automatically terminated. All decisions of the Committee shall be final and binding on the member.

Section 6. Effect of Membership Termination. In the event any member resigns or is terminated such former member shall immediately thereon cease and desist in the use of any Association insignia or emblem or in any other way holding itself out as being a member of or affiliated with the Association, and such former member shall forfeit all of its rights, title, or claim to any part of any funds of the Association.

Section 7. Membership Rights and Privileges. Each category of membership shall have the rights and privileges, and responsibilities consistent with these Bylaws as the Board of Directors may from time to time determine. Each Direct Member shall be entitled to one (1) vote on each matter submitted to a vote of the members. Associate and Educational, and Other members shall be non-voting. Only direct members may hold elective office in the Association.

ARTICLE V

Dues, Fees, and Assessments

Section 1. Dues, Fees, and Assessment.

- 1.1 State dues will be billed and collected as determined by the State Board.
- 1.2 Chapter Dues to be determined by Local Chapter.

Section 2. Failure to pay. Members who fail to pay their dues within sixty (60) days from the time they become due shall be notified and if payment is not made within the next succeeding thirty (30) day they shall automatically be dropped from membership and thereon forfeit all rights and privileges of membership.

ARTICLE VI

Organization of State Association

Section 1. Geographical Area. Any geographical area having twelve (12) or more members may form a Local Chapter.

Section 2. Grand Canyon Chapter. All members not in a Local Chapter are members of the Grand Canyon Chapter.

Section 3. **State Board Representation.** All chapters are to have one (1) representative on the State Board of Directors.

ARTICLE VII

Voting and Funding of the State Board

Section 1. **Voting.** Each chapter to have one (1) vote to be cast by the chapter representative.

Section 2. **Funding.** Expense of Association to be born by its members as determined by the Board.

ARTICLE VIII

Meeting of Members

Section 1. **Annual Meeting.** A meeting of the members shall be held annually, at such time and place as may be fixed by the State Board of Directors.

Section 2. **Special Meetings.** Special meetings of the members may be called by the Chairman of the Board of Directors, or not less than 1/20 of the members having voting rights.

Section 3. **Notice of Meetings.** Written notice stating the place, date, and hour of any meeting of the members shall be delivered electronically to each member entitled to vote at such meeting not less than ten (10) days before the date of such meeting. In case of a special meeting when required by statute or by these Bylaws the purpose for which this meeting is called shall be stated in the notice and distributed electronically at the email address as it appears on the records of the Association.

Section 4. **Quorum.** The members holding 1/10 of the votes which may be cast at any meeting shall constitute a quorum at such a meeting.

ARTICLE IX

Board of Directors

Section 1. **Composition.** The Board of Directors shall be composed of the Presidents or other Representative of each chapter, a Secretary, a Treasurer, the State Director, and other Committee Chairman as appointed by the Board.

Section 2. **Power of the Board.** The Board of Directors shall have supervision and control of the affairs of the Association. Shall have discretion in the disbursements of its funds and may adopt such rules and regulations for the conduct of business as required by these Bylaws.

Section 3. **Annual Meeting.** An annual meeting of the Board of Directors shall be held each year.

Section 4. **Other Regular Meetings.** The Board of Directors may provide by resolution the time and place for holding of additional regular meetings of the Board.

Section 5. **Quorum.** A majority of the voting members of the board shall constitute a Quorum.

Section 6. **Action Without a Meeting.** Any action required to be taken at a meeting of the directors of the Association may be taken without a meeting if the consent in writing or by approved electronic media, setting forth the action so taken, shall be signed, or electronically recorded by all the directors entitled to vote with respect to the subject matter.

Section 7. **Vacancies.** Vacancies in any office on the Board of Directors shall be filled for the balance of the remaining term by election of the Chapter involved.

Section 8. **Voting Members.** Only Chapter Representatives may vote, one vote per chapter representative member.

Section 9 **Non-Voting Members.** All non-voting members are appointed by the Chairman and ratified by the Board.

ARTICLE X Officers

Section 1. **Officers.** The officers of the Association shall be a Chairman of the Board, a Secretary, and a Treasurer.

Section 2. **Eligibility to Serve as State Officer.** To be eligible for selection to office, an individual must be a member of the Association.

Section 3. **Selection.**

3.1 Chairman

3.1.1 The Chairman of the Board shall be elected by the current Board of Directors for the following year.

3.1.2 To serve as Chairman the Representative must have served on the State Board the previous year.

3.2 Secretary and Treasurer shall be appointed by Chairman and ratified by Board.

Section 4. **Term of Office.** Officer shall take office upon selection and shall serve for one (1) year or until a successor is duly appointed.

Section 5. **Duties of officers.**

5.1 Chairman

5.1.1. Chairman of the Board shall be the chief executive officer of the Association.

Subject to the direction and control of the Board of Directors.

5.1.2. The Chairman of the Board shall have general supervision, direction, and control of the business and affairs of the Association, except in those instances in which the authority to execute is expressly delegated to another officer or agent.

5.2. Secretary.

5.2.1 Shall see that the minutes of the meetings are kept.

5.2.2 See that all notices are posted.

5.2.3. Be custodian of the corporate records.

5.3. **Treasurer.** Shall have charge and custody of and be responsible for all funds and securities of the Association.

ARTICLE XI Committees

Section 1. **Appointment.** The Chairman of the Board, subject to ratification of the Board, shall appoint such standing or special committees as the board may find necessary.

Section 2. **Manner of Acting.** Unless otherwise provided in the resolution creating a committee, such committee may select its chairman, fix the time and place of its meetings, fix their rules of procedure.

ARTICLE XII Divisions

Section 1. **Purpose.** To provide an effective method of exchange of technical information and operation methods unique to the primary business interests of any segment of the membership, the Board of Directors may authorize establishment of such Divisions as may be necessary.

Section 2. **Establishment.** The Board of Directors may authorize establishment of a Division upon evidence of need and interest by any segment of the automotive service industry. The Board of Directors may adopt policies and regulations for establishment of a Division as may be necessary or appropriate.

Section 3. **Membership.** The Divisions, if authorized, shall be composed of the direct membership in accordance with the types of services performed by the direct members.

ARTICLE XIII General Provisions

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers or agent or agents of the Association to enter into any contract or execute and deliver any instrument in the name of the Association.

Section 2. **Checks, Drafts,** etc. All funds of the Association shall be deposited from time to time to the credit of the Association.

Section 3. **Fiscal Year.** The fiscal year of the Association shall be fixed by resolution of the Board of Directors.

Section 4. **Procedures.** All meetings of the Association shall be governed by parliamentary law as set forth in ROBERT'S RULES OF ORDER, most recent edition, when it does not conflict with these Bylaws.

Section 5. **Use of Funds and Dissolution.** The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of its funds shall be distributed to the members of the Association, any funds remaining upon dissolution shall be distributed to one or more regularly organized and qualified professional society, trade association, charitable, educational, scientific, or philanthropic organization to be selected by the Board of Directors.

Section 6. **Bonding.** Any person entrusted with the handling of funds or payments of the Association, at the discretion of the Board of Directors, shall obtain and maintain a fidelity bond at the cost of the Association.

Section 7. **Amendments.** These Bylaws may be amended, repealed, or altered, in whole or in part by two thirds affirmative vote of those members of the Board of Directors present at any annual or special meeting of the Board at which a quorum is present. Proposed changes must be sent to each member of the Board at least thirty (30) days before any such meeting. The Bylaw changes approved by the Board must be ratified by the membership, either by a majority of the votes cast at a meeting of the members or by ballot, conducted in accordance with such regulations and policies as may be adopted by the Board of Directors.