

**BYLAWS  
OF  
NEBRASKA AUTOMOTIVE SERVICE ASSOCIATION, INC.**

**ARTICLE I – PURPOSES AND POWERS**

Section 1. The purposes for which this Corporation is formed and the powers which it may exercise are set forth in the Articles of Incorporation.

**ARTICLE II – DIRECTIONS AND THEIR DUTIES**

Section 1. A Board of Directors consisting of five (5) directors shall control the business of this Corporation.

Section 2. Members of the Board of Directors shall be elected for a two (2) year term with an imposed two (2) consecutive term limit.

Section 3. Whenever a vacancy occurs on the Board of Directors, other than by expiration of the term of office, the remaining directors shall appoint, by their majority vote, a member to fill the vacancy for the remainder of the unexpired term.

Section 4. Meetings of the Board of Directors shall be called as often as necessary to handle the business of the Association, but at least annually. Meetings shall be called by the Chair or by any two officers of the Association, providing that at least two (2) days' notice, by first-class mail, telephonic or other electronic medium, has been given to all directors, stating the time, place, and primary purpose(s) of the meeting. The Executive Director can request a meeting through any two (2) members of the Board of Directors or any two (2) officers of the Association. The Chair shall preside over all Board of Director meetings.

Section 5. A majority of the directors in office immediately before the meeting begins shall constitute a quorum at any meeting of the Board. Each director entitled to vote shall have one (1) vote for each matter brought before the Board for consideration. A majority vote shall constitute the act of the Board of Directors.

Section 6. Telephonic conference call meetings of the Board of Directors are permissible when time, weather, distance, or extraordinary circumstances dictate the use of such telephonic communication. The quorum requirements set forth in these Bylaws shall continue to apply for all telephonic meetings. A director's participation by telephone shall constitute attendance for quorum purposes. A reasonable effort must be made to include all Board members on any such telephonic meeting.

Section 7. The Board of Directors shall have the general supervision and control of the business and affairs of this Association and shall make all rules, regulations, policies and procedures, not inconsistent with the laws of the State of Nebraska or any other state in which the Association may conduct business or with the Articles of Incorporation or these Bylaws, for the operation of the business and the guidance of the members, officers, employees, and agents of the Association.

Section 8. The Board of Directors shall have supervision and control of the affairs of the Association. The Board of Directors shall have discretion in the disbursement of its fund and may adopt such rules and regulations for the conduct of business as required by these Bylaws.

Section 9. The Board of Directors is authorized to appoint and organize various committees to fulfill the functions of the Association for the purposes set forth in the Articles of Incorporation or these Bylaws. Each committee shall consist of at least one (1) director. The Board of Directors is authorized to modify, amend or terminate any committee at any time. The Board of Directors may authorize the Chair to appoint and organize various special committees, as the Chair shall deem necessary to fulfill the purposes of the Association.

Section 10. The Board of Directors shall appoint an Audit Committee consisting of at least three (3) directors. Each member of the Audit Committee shall serve a term of one (1) year. No member of the Audit Committee shall be allowed to serve two consecutive terms. Unless the Association has been audited by an independent certified public accountant, the Audit Committee shall make or cause to be made a comprehensive annual audit of the books and affairs of the Association. The Audit Committee shall submit a report of each annual audit to the Board of Directors and a summary of that report to the members at the next annual meeting of the Association.

Section 11. The Board of Directors shall have authority to employ or authorize the employment of personnel for the Association as may be deemed necessary, and to fix the compensation for such personnel.

Section 12. The Board of Directors shall have the authority to determine the types and amounts of insurance coverage, if any, are necessary for the Association.

Section 13. The Board of Directors shall decide whether or not certificates of membership are necessary or desirable.

### **ARTICLE III – ELECTION AND DUTIES OF OFFICERS**

Section 1. The Association shall have the following officers: (a) a President, (b) a Vice President, (c) a Secretary, and (d) a Treasurer, each of whom shall hold office until their successors have been duly elected, designated or appointed and qualified, unless removed by death, resignation, or for other cause.

Section 2. No person shall be allowed to serve more than two consecutive full terms in any one office, but such person shall be eligible for election to any other office at the conclusion of his or her term.

Section 3. Any director, officer or committee chair may resign at any time by delivering written notice to the Board of Directors, the Chair, or the Secretary. Such resignation shall become effective upon delivery of notice, or at such later time identified in the notice. Acceptance of the resignation is not required.

Section 4. At the sole discretion of the Board of Directors, the Treasurer and the Chair may be bonded.

Section 5. The President shall preside over all meetings of the Association and report to the Board of Directors. The President may request special meetings of the Board of Directors (See Article II, Section 4), and generally perform all acts and duties usually performed by an executive and presiding officer. The President shall sign all papers of the Association as he or she may be authorized and directed to sign on behalf of the Association. The President shall make a full report of all matters and business pertaining to the office to the members at the Annual Meeting. The President shall perform such other duties as may be prescribed by the Board of Directors.

Section 6. The Vice President shall perform all of the duties of the President whenever the President is absent or unable to perform his or her duties. The Vice President shall assist in the development of the agendas and programs for membership meetings. The Vice President shall assist in obtaining and distributing pertinent literature to the membership and maintaining communication with supporting agencies.

Section 7. The Secretary shall keep a complete record of all meetings of the Association and of all meetings of the Board of Directors and shall be entitled to have general charge and supervision of the book and records of the Association, other than the financial records of the Association. The Secretary shall maintain a current membership list indicating the names and addresses of all members of the Association, and indicating those members that are entitled to vote upon any proposed action to be submitted for consideration by the members. The Secretary shall serve all notices required by law and by these Bylaws. The Secretary shall be responsible for all reports required by law and shall perform such other duties as may be required by the Association or by the Board of Directors. At the conclusion of his or her term, the Secretary shall turn over to his or her successor all books and other papers belonging to the Association that the Secretary may have in his or her possession. Duplicate records of all books and other records belonging to the Association shall be maintained by the Association office and/or the Chair (See Article X, Section 1).

Section 8. The Treasurer shall keep a record of all receipts and expenditures of the Association, and shall have general charge and supervision over all financial books and records of the Association. The Treasurer shall prepare an annual budget and give a report of the financial condition of the Association at the Annual Meeting and each meeting of the Board of Directors. The Treasurer shall be empowered to establish a corporation bank account(s) as necessary. The Treasurer shall perform such other duties as prescribed by the Board of Directors. At the conclusion of his or her term, the Treasurer shall turn over to his or her successor all financial books and records of the Association that are in his or her possession, and shall relinquish to his or her successor all rights to corporate accounts and monies. Duplicate records of all financial books and other records belonging to the Association shall be maintained by the Association office and/or the Chair (See Article X, Section 1).

Section 9. The Executive Director, possibly a paid employee, shall assist the Association in fulfilling and executing its vision as well as perform duties prescribed by the Board of Directors. The Executive Director shall report to the President of the Association. The Executive Director shall maintain duplicates of all books and other records belonging to the Association at the Association office (See Article X, Section 1.). The Executive Director shall be the liaison between the Affiliate and the National Association. The Executive Director shall be a liaison between the Affiliate Board and the membership. The Executive Director may be authorized to sign papers on behalf of the Association at the discretion of the Board of Directors. The Executive Director shall have the ability to deposit and withdraw funds in cooperation with the Treasurer. Expenditures shall not exceed three hundred dollars (\$300) per transaction without authorization by the Treasurer, President or Chair. The Executive Director shall have access to an escrow account for the purpose of conducting Association business with a fixed limit determined by the Board of Directors. Funds may be replenished in said account after the Executive Director has reported and rectified charges with the Treasurer, normally within thirty (30) days. At the conclusion of his or her employment, the Executive Director shall turn over to his or her successor all books, funds, and other papers belonging to the Association that the Executive Director may have in his or her possession.

Section 10. A Delegate or Alternate Delegate to the Affiliate Assembly shall be an elected or appointed representative of the Affiliate Board of Directors, preferably an officer. Affiliate Assembly Delegates are expected to be active participants in the leadership and governance of the affiliate. The Affiliate Assembly Delegate's responsibilities will include making decisions on behalf of the affiliate and acting as a communication liaison between the Affiliate Assembly and the Affiliate.

#### **ARTICLE IV – AFFILIATION**

Section 1. The Association is affiliated with the National Automotive Service Association. The Board of Directors may affiliate with other associations at its discretion.

## **ARTICLE V – MEMBERSHIP**

Section 1. There shall be four (4) classes of membership: (a) individual voting members, (b) corporate/agency voting members, (c) honorary members, and (d) educational members. The President may disqualify a corporate/agency member's vote when deemed a conflict of interest. Membership in the Association is non-transferable and is restricted to individuals only.

Section 2. All members shall be persons vitally concerned with or actively engaged in automotive service activities.

Section 3. The Board of Directors shall be authorized, at its sole discretion, to terminate any membership upon the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the votes cast by the Board of Directors.

Section 4. All members will adhere to the Association's Code of Ethics.

Section 5. Upon termination of membership, for any reason, 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. Such former member shall forfeit all of its rights, title, or claim to any part of any fund of the Association.

Section 6. All individual voting members are required to belong to the National Association to be eligible for membership to the Affiliate Association.

## **ARTICLE VI – ORGANIZATION OF THE ASSOCIATION**

Section 1. Upon approval from the National Association's Board of Directors, the Affiliate's Board of Directors may choose to expand the Association's territory.

Section 2. Any geographical area within the Association boundaries consisting of twelve (12) or more members may form a Local Chapter.

Section 3. All members not in a Local Chapter are members of the Affiliate Association.

## **ARTICLE VII – MEETINGS**

Section 1. Annual Meetings. The Annual Meeting of the members shall be held at such a time and date and at such place within the Affiliate boundaries as determined by the Board of Directors. The election of officers shall take place at the Annual Meeting.

Section 2. Special Meetings. Special meetings of the members of this Association may be cancelled at any time by the President of the Corporation or by the Board of Directors, and shall be called at any time upon the written request of at least ten percent (10%) of the members. Any special meeting shall state the time, place, and the purpose(s) of the meeting. No business other than that stated in the notice of the special meeting may be considered.

Section 3. Notice of Meetings. Written or printed notice of all meetings of members, whether regular or special meetings, shall be prepared and delivered, by first-class mail, or by telephonic or other electronic medium, to the last known address of each member, no less than ten (10) days, no more than sixty (60) days, prior to the date of said meeting.

Section 4. Voting. Voting by proxy shall not be permitted. Any member wishing to vote on the issues before any meeting must be present at the meeting to exercise the right to vote. Each member entitled to vote shall have one (1) vote for each matter submitted to the members at the regular or special meeting of members. A majority vote shall constitute the act of the members.

Section 5. For any membership meeting, a quorum shall consist of at least twenty percent (20%) of the members eligible to vote, as set forth in these Bylaws.

Section 6. The order of business at any annual or special meeting of the members, and insofar as applicable, any meeting of the Board of Directors, shall be as follows:

- (a) Proof of quorum.
- (b) Proof of proper notice of meeting.
- (c) Reading and disposal of minutes of the last regular or special meeting.
- (d) Treasurer's report.
- (e) Reports of officers and committees.
- (f) Unfinished business.
- (g) New business.
- (h) Elections, if required.
- (i) Adjournment.

Section 7. Any action that may be taken at any annual, regular, or special meeting of members may be taken without a meeting if the President or Secretary delivers a written ballot shall (1) set forth each proposed action; (2) provide an opportunity to vote for or against each proposed action; (3) indicate the number of responses necessary to meet quorum requirements; (4) state the percentage of approvals necessary to approve each matter; and (5) specify the time by which a ballot must be received by the Association in order to be counted. In order for a vote by mail ballot to be effective, the number of votes cast must equal or exceed the quorum requirements set forth in these Bylaws. Once delivered to the Association, a written ballot may not be revoked.

## **ARTICLE VIII – DUES**

Section 1. The Board of Directors shall set the rates for membership dues for the Association annually. Only individual voting members, corporate/agency voting members, and educational members shall be required to pay membership fees or dues. Honorary members shall not be required to pay annual dues. Honorary members may give advice and counsel, and may enter into discussions and engage in any committee activities. Honorary members shall have all rights that voting members are granted except the right to vote. Honorary members shall not be counted for purposes of determining whether a quorum is present at any meeting.

Section 2. Dues shall be paid annually and become payable at the beginning of each billing cycle. Dues shall be considered in arrears if not paid within thirty days (30) of bill due date. Persons who fail to pay dues when they are considered in arrears will be removed from the membership list and his or her membership shall be automatically and immediately terminated, without further action by the Board of Directors as otherwise required under Article V, Section 3.

## **ARTICLE IX – EARNINGS**

Section 1. The Association is organized as a nonprofit corporation pursuant to the Nebraska Nonprofit Corporation Act. Any funds obtained by the Association shall be used for the educational or benevolent purposes set forth in the Articles of Incorporation or these Bylaws. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons or to the benefit of any person who has made a substantial contribution to the corporation or to any member of the family of such donor, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation or these Bylaws. The Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under § 501(c)(6) of the Internal Revenue Code and the applicable regulations as they now exist or as they may hereafter be amended.

## **ARTICLE X – RECORDS**

Section 1. The records of the Association, including books and records of accounts, and minutes of proceedings of the Board of Directors, shall be maintained at such place as designated by the Board of Directors. Any member may inspect such books and records for any proper purpose at any reasonable time.

## **ARTICLE XI – MISCELLANEOUS PROVISIONS**

Section 1. If deemed advisable, the Board of Directors may have the Articles of Incorporation and these Bylaws reproduced in such a form as they may determine desirable and cause a copy thereof to be delivered to each member of the Association.

Section 2. The fiscal year of the Association shall be the calendar year.

**ARTICLE XII – AMENDMENTS**

Section 1. Amendments to the Articles of Incorporation and these Bylaws may be proposed by the Board of Directors or by written petition signed by at least fifteen (15) voting members or ten percent (10%) of all voting members, whichever is less.

Section 2. The Articles of Incorporation of the Association and these Bylaws may be amended at any regular or special meeting of the members upon the affirmative vote of at least two-thirds ( $\frac{2}{3}$ ) of the votes cast by voting members.

Dated and adopted this 1<sup>st</sup> day of May, 2007

\_\_\_\_\_, Chairman  
Bryan Haase

\_\_\_\_\_, Secretary  
Hillary McDonald

\_\_\_\_\_, Executive Director  
Jennah Haase