



AUTOMOTIVE PARTS & SERVICE ASSOCIATION OF ILLINOIS

BYLAWS

Revised March 16, 2011

MISSION STATEMENT

The mission of Automotive Parts & Service Association of Illinois (APSA of Illinois) is to provide communications, education, legislative and regulatory advocacy and group purchasing of services for its members while promoting the motor vehicle aftermarket industry.

OBJECTIVES

1. APSA of Illinois has as its objective to promote a constructive and cooperative effort between the various distributors, wholesalers, jobbers, manufacturers, and service trade in Illinois and adjoining states, to establish practical methods for the growth and development of the motor vehicle aftermarket industry.
2. To promote and foster high ethical business standards among those engaged in the merchandising of essential automotive materials and services.
3. To study the economic problems confronting the purchase and distribution of automotive materials and services, and to exchange experiences with other members.
4. To develop between members a close bond of good fellowship and to foster fair and wholesome business practices among those engaged in the merchandising of essential automotive materials and services.
5. To support the motor vehicle aftermarket industry by effectively and loyally providing quality programs and services to benefit and strengthen businesses servicing the motor vehicle.

ARTICLE I

APSA of Illinois shall be governed by a Board of Directors including three (3) of whom shall be the following officers of the Association:

President
Vice President
Secretary/Treasurer

The Immediate Past President shall automatically continue as a member of the Board of Directors and Chair of the Executive Committee for the term of one year following his/her term as President of the Association, with full voting power.

ARTICLE II

NOMINATION AND ELECTION OF OFFICERS & DIRECTORS

Section 1: Nominations. The Board of Directors shall consist of, as far as possible, a member from each region of the state. At a regular meeting of the Board of Directors, the nominating committee consisting of the President, Vice President and Secretary/Treasurer shall present a suitable slate of qualified candidates for the offices of President, Vice President, Secretary/Treasurer, and incoming Directors; after which meeting the membership shall be notified by bulletin of such nominations, together with a statement that additional nominations may be made only by registered letter delivered to the Association office thirty (30) days prior to the date of the election. Said nomination is to be signed by five (5) members in good standing and accompanied by a statement from the nominee, that, if elected, he/she would serve. All nominations shall be acted upon separately and the candidate for each given office securing the highest number of votes shall be declared elected.

Section 2: Election. Officers and Directors shall be elected by the voting members at the annual meeting.

Section 3: Terms Of Office. Each officer shall be elected for a term of one year. Each director shall be elected for a term of three years. No Director shall serve more than one successive term, except as provided for in Section 6.

Section 4: Officer Eligibility. Any regular member who has served at least one full year on the Board of Directors shall be eligible for nomination for any office.

Section 5: Installation. The installation of newly elected Officers and Directors shall take place at the annual meeting.

Section 6: Vacancies. A vacancy on the Board of Directors shall be filled by appointment, and ratification occurs at the next regular meeting of the Board of Directors after such appointment occurs. The appointee shall serve the remainder of the unexpired term and be eligible for re-election.

Section 7: Board Powers. The Board of Directors shall constitute the governing body of this Association, whose decision in all matters shall be final, subject only to an appeal to the Association. It shall have general control over policies of the Association and may, after fair trial on written charges, for good cause, declare any office vacant. It shall carry out any and all mandates of the member body and shall at all times be responsible for the proper conduct of any Association employee.

The Board of Directors shall constitute a Board of Appeal from the ruling of all officers and actions of all committees. Appeals to any decision of the Board of Directors may be taken to the regular meeting of the Association provided a written notice of such appeal has been given by the Executive Vice President to all members of the Association, at least five (5) days in advance of such meeting.

The Board of Directors shall employ an Executive Vice President, whose duties shall be determined by the Board of Directors and such assistants to the President, Vice President, Secretary/Treasurer, as may be deemed necessary from time to time to assist the Officers and Directors in the performance of the duties imposed upon them by these Bylaws.

ARTICLE III

OFFICERS

Section 1: President. The President shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Association. It shall be his/her duty to preside at all meetings of the Association's Board of Directors, the Executive Committee and other special committees. He/she shall serve as an ex-officio member of all committees and of all subcommittees thereof. He/she shall submit, at each annual meeting of the Association, a report of the activities of the Association during his/her term.

Section 2: Vice President. The Vice President shall preside at meetings of the Association in the absence of the President, serve as Annual Meeting Chairman, and assist the President when necessary, with such duties as may be prescribed by the President or the Board of Directors.

Section 3: Secretary/Treasurer. The Secretary/Treasurer shall present the minutes of the meetings of the Association to the Board at its regular Board meetings and notify the Association office of any changes to be made therein. He/she shall subscribe his/her signature to any Association documents requiring same. The Secretary/Treasurer shall have knowledge of and responsibility for all monies and securities of the Association that shall be deposited in such banks or savings institutions as the Board of Directors shall designate. He/she shall have knowledge of and be responsible to account for all expenditures and disbursements made by the Association and shall make reports on the financial condition of the Association at each regular Board of Director's meeting of the Association and whenever called upon to do so at other meetings of the Association. All funds of the Association shall be audited annually or more often if deemed necessary, by a Certified Public Accountant, whose report shall be presented to the Association's Board of Directors for review. The Secretary/Treasurer shall be covered by such bond as may be desired by the Board of Directors. The premium for such bond shall be at the expense of the Association. He/she shall perform such other duties as may be delegated by the Board of Directors, the Executive Committee or the President, that are necessary to the proper function of his/her office.

ARTICLE IV

QUORUM

A majority of the Board of Directors shall constitute a quorum.

A quorum at a regular membership meeting shall be constituted by the attendance of twelve (12) members.

ARTICLE V

MEETINGS

Section 1: Annual Meeting. The time and place of the Association's Annual Meeting shall be decided by the Annual Meeting Committee, which is comprised of the President, Vice President, Immediate Past President and Executive Staff.

Section 2: Board Of Director Meetings. The Board of Directors shall have an annual meeting and others as desired or required, at such times and places as the Board of Directors may designate. Other meetings may be called by the President whenever deemed necessary or desirable or upon the request of two (2) members of the Board of Directors, provided twenty-four (24) hours notice has been given.

Section 3: Special Meetings. Any five (5) members may request the President to call a special membership meeting for the consideration of any important subject. The President must within three (3) days request the consent of the Board of Directors to sanction the meeting, fix the time, and place for such meeting, if approved.

ARTICLE VI

METHODS OF VOTING

The business of the organization shall be transacted by oral vote. Education and Honorary members shall not be eligible to vote. Every Regular, Associate and Affiliate member will get one vote per membership. A paper ballot will be available (if necessary) for vote verification.

ARTICLE VII

COMMITTEES

Section 1: Executive Committee. The Executive committee shall be composed of the Officers and Immediate Past President. The Immediate Past President shall serve as Chairman. The Executive Vice-President shall serve as an ex-officio non-voting member of the Executive Committee. It shall be the duty of the Executive Committee to govern and transact the business of the Association during the intervals between regular meetings of the Board of Directors. In the event of a vacancy in the position of the Executive Vice-President, the Executive Committee shall act as the search Committee for that position. Actions taken by the Executive Committee shall be deemed those of the Board of Directors and shall be fully reported at the next meeting of the Board of Directors.

Section 2: Finance Committee. The Finance committee shall be comprised of the current officers of the Association's Board of Directors, the Immediate Past President, and the Association's Executive Vice President. The Executive Vice President shall not have voting power. This committee shall render an audit of the Secretary/Treasurer's account at any time called by the President and at the end of each fiscal year.

Section 3: Standing and/or special ad hoc committees. The President shall appoint standing and/or special ad hoc committees as he/she deems necessary or as ordered by the Board of Directors. The President shall be an ex-officio member of all Committees. The Committees shall consist of at least two (2) members, exclusive of the President.

ARTICLE VIII

FINANCES

Section 1: Fund Deposit. The Treasurer shall, with the assistance of the paid staff, deposit all funds of the Association in a bank or trust company designated by the Board of Directors.

Section 2: Payment of Bills. All bills shall be approved by the Executive Vice President and paid by check signed by two authorized personnel whose signatures are on file at the bank. Where special committees are appointed, all expenditures shall be approved by the chairman of said committee.

Section 3: Fiscal Year. The fiscal year of this Association shall run from July 1 to June 30, inclusive.

ARTICLE IX

MEMBERSHIP

Section 1: Eligibility. Any reputable business or individual whose principal business is the wholesaling and/or retailing, manufacture and sales, or servicing of motor vehicle parts, accessories and equipment and/or whose business is affiliated with the motor vehicle aftermarket is eligible for membership in APSA of Illinois. All members of APSA of Illinois shall be bound by an employment-related common bond.

Section 2: Membership Categories. The Board of Directors may from time to time, create, or amend membership categories, as they deem appropriate.

- (a) Regular Member - A Regular Member shall be any business or individual whose place of business is within the State of Illinois, and whose business is engaged primarily in selling motor vehicle aftermarket parts, accessories, equipment or materials and who buys and sells through legitimate channels in accordance with the established custom and practice and usage of the trade, or who provides motor vehicle aftermarket service to the consumer.

Regular Members shall be eligible to vote, serve on the Board of Directors, Committees, and hold office in this Association.

- (b) Associate Member - An Associate Member shall be any business or individual who currently renders a service to the motor vehicle aftermarket industry. It is the policy of this Association that all out-of-state jobbers and suppliers seeking membership in APSA of Illinois must do so as an Associate Member. Associate Members shall be eligible to vote, serve on the Board of Directors and Committees, but shall not hold office in this Association.
- (c) Affiliate Member - An Affiliate Member shall be any business or individual who is not primarily engaged in the motor vehicle aftermarket, but is an existing member of the Association. Affiliate Members shall be eligible to vote but shall not serve on the Board of Directors, Committees, or hold office in this Association.
- (d) Education Member - An Education Member shall be an educational facility that currently offers a motor vehicle aftermarket program or an individual who currently serves as an instructor within that program. Education Members shall not be eligible to vote, and shall not serve on the Board of Directors, Committees, or hold office in this Association but shall be eligible to serve as an ex-officio non-voting member of the Board of Directors.
- (f) Honorary Member - An Honorary Member shall be an individual who shall, through reasonable cause or for his efforts in behalf of the motor vehicle aftermarket industry or the Association, be deemed to have earned the recognition. Honorary Members may be elected unanimously by the Board of Directors at any regular meeting. Honorary Members shall not be eligible to vote, and shall not serve on the Board of Directors, Committees, or hold office in this Association.

Section 3: Application for Membership. Application for membership by qualified (see Section 2 above - Membership Categories) firms, corporations or individuals shall be made in writing, accompanied by a check for the applicant's annual dues, on the forms supplied by the Association.

Section 4: Membership Listing. The Executive Vice President shall publish annually the names of the entire membership.

Section 5: Membership Approval. Upon receipt of application for membership by a qualified (see Section 2 above - Membership Categories) business or individual, the Executive Vice President shall accept or reject such applications. Should an application be rejected, the applicant at his/her request may appeal the rejection to the full Board of Directors.

ARTICLE X

DUES AND FEES

Section 1: Dues and Fees. The Dues and Fees of the various Membership Categories shall be based on a schedule adopted by the Board of Directors, payable at time application is made and thereafter in advance. Such schedule of dues and fees shall be subject to review and amendment by the Board of Directors from time to time at any regular Board meeting.

Section 2: Delinquency. Any member failing to pay scheduled dues and fees within 90 days of due date shall be notified in writing by the Executive Vice President, at the last known address, that all Association privileges and services will be suspended, including the eligibility to attend meetings and vote until dues payment is received.

Section 3: Resignations. Should a member wish to resign, withdraw, or otherwise discontinue his membership from this Association, notice shall be given in writing to the Executive Vice President. Said resignation may be accepted by the Board of Directors, provided all indebtedness of said member to the Association is paid. If a member resigns, withdraws, or otherwise discontinues membership from this Association, the dues paid for the balance of the membership period will be forfeited.

Section 4: Reinstatement. Should a member withdraw from the Association with membership dues left unpaid, the delinquent dues shall be paid before reinstatement can be effected. A reinstatement fee may be imposed.

Section 5: Forfeiture. Any member, whose connection with this Association shall be severed by resignation, death, receivership, bankruptcy, expulsion or otherwise, shall forfeit all interest in any funds or other property belonging to the Association and forfeit all benefits of the Association.

Section 6: Conduct. Any member who by personal or business conduct violates any of the rules, purposes, or ethics of this Association may be expelled from membership by a majority vote of the Board of Directors, at a meeting called for that purpose, provided that said member shall have been given at least ten (10) days notice in writing of such pending action. Service of such notice may be made by personal delivery or registered letter mailed to the last known address. Said member may appear, or may be represented by counsel, at the hearing before the Board of Directors.

ARTICLE XI

MEMBERSHIP REPRESENTATION

Section 1: Delegates. Any Regular, Associate or Affiliate member in the Association shall be represented by one delegate or one alternate. The member in the Association shall advise the Association the name of the management person in the member's employ who will be the delegate or alternate. A member may change its designated representative at any time by advising the Association in writing of the name of its new delegate or alternate.

Section 2: Alternates. Alternates may attend meetings together with the delegate and shall have like privileges, except that, when both are present, only the delegate shall be permitted to vote.

Section 3: Board Of Director Service. The right to serve as an officer or director of the Association is restricted to designated delegates only.

Section 4: Resignation/Retirement. Should a member of the Board of Directors of the Association, or a committee member who is either a delegate or an alternate, leave the employment of a member firm through merger, acquisition, retirement or like circumstances or for any other reason, or change ownership control in variance from that shown on the records of the Association, said delegate will automatically be removed from his or her position as an Officer, Director, or committee member of the Association.

ARTICLE-XII

ORDER OF BUSINESS

Opening, Roll Call, Acceptance of Minutes, Treasurer's Report, Reports of Committees; Membership Report, Unfinished Business, New Business, Adjournment.

ARTICLE XIII

INDEMNIFICATION

Each Director, Officer and member of any advisory group or committee of the Association, now or hereafter in office, and their heirs, executors and administrators shall be indemnified by this Association against all costs, expenses and amounts of liability therefore, including counsel fees, reasonably incurred by or imposed upon them in connection with or resulting from any action, suit, proceedings or claim to which they may be made a party, or in which they may be or become involved by reasons of their acts of omission or commission in their capacity as a Director, officer or member of any advisory group or Committee of the Association.

The provision hereof, shall apply to any settlement of the action, suit or proceeding whether or not they continue to be such Director, Officer or member at the time of incurring such costs, expenses or amounts; whether or not the action or omission to act on the part of such Director, Officer or member which is the basis of such suit, action or proceeding occurred before or after the adoption of this bylaw. This indemnification shall not apply to such Director, Officer or member who shall be finally adjudged in such action, suit or proceeding to have been individually guilty of willful malfeasance or malfeasance in the performance of their duty. Further, the indemnification therein provided shall, with respect to any settlement of any such suit, action, proceeding or claim include reimbursement of any amounts paid and expenses reasonably incurred in settling any such action, suit proceeding or claim when, in the judgment of the Board of Directors of this Association, such settlement and reimbursement appear to be for the best interest of this Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all other rights as to which any such Director, Officer or member may be entitled under any agreement or vote of Directors.

ARTICLE XIV

ALTERATIONS AND AMENDMENTS

These bylaws may be amended at any regular membership meeting by majority vote, provided that notice of such proposed amendment shall have been mailed to each member at least ten (10) days before such meeting.

Any subject not herein provided for shall be decided by the regular rules prescribed in Roberts Rules of Order.