

# ROAD SIGNS

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## SEPTEMBER 2007

Vol. 49— Issue #9

President's Message .....	1
EVP's Message .....	2
Members/Programs .....	2-3
Calendar of Events .....	3
Proposed Bylaws .....	4-7
Student Scholarships .....	7
Scholarship Recipients .....	8
"Under the Dome" .....	9
Legislative Report .....	10
Annual Meeting .....	11

*This newsletter is designed to provide accurate information, but the discussion is general in nature and should not be acted upon without obtaining professional advice from a licensed attorney or certified public accountant.*

**WE CAN DO IT BETTER  
TOGETHER!**



## PRESIDENT'S MESSAGE

WOW! I just cannot believe that September is here. It seems that I was just trying to figure out what to say in my first article, and now my term is just about up. And what a year it was.



**JIM MCKAY**  
President

The year didn't start off slow. I guess when you have one of Illinois' worst governors of all time; it is never a slow news day. From selling the toll ways to the GRT; it was one bone-head deal after another. When will guys like this figure out that you can not balance the budget entirely on the backs of business people? This is a fight we can never let up on, or we will be in even more trouble than we are now. We are the people who provide the jobs, why put us out of business?

There are things that happen, every day, in our business that we don't expect. One of those things, during my term as President, was the retirement of Jan Firth, and the task of selecting a new Executive Vice President to lead the association. I believe the search committee made the right decision in selecting Matt Wells as the new Executive Vice President of APSA of Illinois. We have already seen positive action in his leadership and decision making skills, and are assured that the association is in good hands. I hope that you all take the opportunity to visit with Matt and welcome him into our industry.

I would also like to extend my sincere thanks to the association staff, which held things together during the transition. We don't know how lucky we are to have the people that we do, to keep the shop running. Thanks!

To my executive committee members: Jeff, Ken, and Doug, thanks for all of your help and counsel. They were always there to help get things done. Our group will be in good hands for years to come. To Past President, Brian Black, I called on you a lot and you never let me down, thanks.

To all APSA members: thanks for letting me serve as your president. I learned a great deal this year, especially to consider everyone's feelings. Thanks to all of you.

Jim McKay  
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*Please be sure to thank the Annual Meeting Sponsors, listed on page 11.*



**CHANGE: The Unwanted Necessity of Survival**

**Matt Wells**  
Executive Vice President, APSA of Illinois

Things have been busy around the APSA of Illinois office lately. With the state legislative budget debacle finally coming to an end for now, we are focusing our sights on your annual meeting September 21-22<sup>nd</sup>. Elsewhere in this newsletter you can find a write-up of the happenings for the annual meeting.

Every trade association has its value and place within the respective industry. For the last 49 years AWOI, and now APSA of Illinois, has provided you with cost saving health insurance, business programs, legislative leadership and representation and countless other programs. We work hard to keep you up-to-date on the industry trends and issues. Your continued support and loyalty as a member throughout these 49 years is greatly appreciated and has provided us with the tools and staff to serve you.

You probably don't run your business the same way as owners and managers did in 1958; heck you don't run your business the same way you did just five years ago. As we at APSA of Illinois begin our 50<sup>th</sup> year of service to you, we need to step back momentarily and evaluate ourselves. Are we still doing things the same way as we did 50 years ago? Ten years ago? Five? Is it still effective in serving your needs? Is there a better way to do things? Is there something we could do that would help you run your business better? Is there a program we could add?

We need your help in answering these and many other questions in the near future. This is your association and you can help decide its future. If you have an idea of a program or service you would like to receive as a member, let us know. Call, email, or write a letter, and just let us know what you would like to receive from your membership.

APSA of Illinois wants to be a part of your business's future. Over the next year we are preparing to make changes with your help. Although challenging and sometimes nerve-wracking, change is the unwanted necessity of survival. Letting go of the familiar and comfortable can create concern and fear. But the excitement, learning and challenges of the new can lead to a promising future.



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Insurance: [insurance@apsail.com](mailto:insurance@apsail.com)  
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**Mission Statement**

The mission of 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.



MEMBERSHIP ANNIVERSARIES



44 Years

- A-1 Truck & Auto Supply Company, Chicago
- Crispin Glass & Automotive Supply, Carbondale

41 Years

- Sunnyside Parts Warehouse/Factory Motor Parts, Chicago
- Donnelly Automotive Machine, Inc., Decatur

39 Years

- Rock Valley Distributing, Inc., Loves Park

38 Years

- Distributors Warehouse, Inc., Paducah, KY

36 Years

- Lincoln Automotive Supply, Inc., Lincoln

34 Years

- R & Brake & Clutch, Inc., Bridgeview
- Zion Auto Supply, Inc., Zion

32 Years

- Lincoln Plaza Auto Parts, Monee

30 Years

- Kelly's Auto supply, Inc., Macomb

17 Years

- Biggs Auto Electric, Harrisburg

11 Years

- Lanter Repair Service, Mascoutah

10 Years

- Roy Brothers Auto Repair Service, Kankakee

9 Years

- Counter Craft Service Systems, Lombard
- J. F. Boente & Sons, Inc., Carlinville

8 Years

- Keene Export Brake & Electric Co., Chicago
- Brunton Motor Freight, Inc., Pontiac
- Koehl Bros., Inc., Fairbury

6 Years

- Dave Gill Trucks, Inc., East Peoria

5 Years

- Buck Brother, Inc., Hampshire

2 Years

- United Auto Parts, Inc., Belleville
- Frontier Community College, Fairfield

**CONGRATULATIONS to these MEMBERS!!**



*Thank you for your membership and continuous support of the Association!*

APSA OF ILLINOIS' 2008 Automotive Aftermarket CALENDAR PROGRAM

Celebrate the Year 2008 by getting your message into the home, stores and shops of your customers...daily! Let them know you will be there to serve their needs. Not only are calendars used all year, but are often saved as personal records and looked at year after year. Calendars are used where buying decisions are made: on the job, in the office, on the road, or at home. 65% of all calendar recipients write appointments/reminders on their calendar. This daily involvement keeps your advertising sign working all day, every day!

2008						
S	M	T	W	T	F	S
			1	2	3	
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	

Order your calendars today after reviewing the 2008 Calendar Flyer, using the following website links:



<http://www.apsail.com/Documents/08calendarflyer.pdf>

<http://www.apsail.com/Documents/08calendar%20price%20sheet.pdf>

APSA of IL — 2007 CALENDAR OF EVENTS

SEPTEMBER	EVENT	OCTOBER	EVENT
Sept 5-7	<u>AAIA Fall Board &amp; Committee Meetings</u> Renaissance Hotel, Chicago	OCTOBER	FALL CAR CARE MONTH
Sept 21-22	<u>APSA of IL Annual Meeting and Board &amp; Committee Meetings</u> Eagle Creek Resort & Conference Center, Findlay	Oct 29-30	<u>ASAAA Fall Membership Meeting</u> Caesar's, Las Vegas, NV
 <b>TOGETHER, WE CAN DO IT BETTER!</b>		Oct 31-Nov 3	<u>AAPEXA/AAIW 2007</u> (Automotive Aftermarket Industry Week) Las Vegas, NV

**PROPOSED MEMBERSHIP BYLAWS REVISION**



As required in the Association bylaws, Article XVI: *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.*

The following revisions are being proposed by the Board of Directors to be voted on at the annual meeting of the membership on September 21, 2007 at Eagle Creek Resort, Findlay, Illinois. ***(red bold italics)*** designate suggested additions to bylaws and strikethroughs designate suggested deletion from the bylaws)

**AUTOMOTIVE WHOLESALERS OF ILLINOIS  
(AUTOMOTIVE PARTS & SERVICE ASSOCIATION OF ILLINOIS)**

**BYLAWS**

**Proposed Revision September 21, 2007**

**MISSION STATEMENT**

The mission of Automotive Wholesalers of Illinois (***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. ***Automotive Wholesalers Of Illinois (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 freely exchange experiences with other members.
4. To develop between members a close bond of good fellowship and sportsmanship, 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**

**Automotive Wholesalers Of Illinois (APSA of Illinois)** shall be governed by a Board of Directors including four (4) of whom shall be the following officers of the Association:

- President
- Vice President
- Treasurer
- Secretary

The outgoing President shall automatically become a member of the Board of Directors 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 Treasurer shall present a suitable slate of qualified candidates for the offices of President, Vice President, Treasurer, Secretary 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, directors for three years. No Director shall serve more than three (3) successive years, 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 and such assistants to the President, Vice President, Secretary and 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.



**PROPOSED MEMBERSHIP BYLAWS REVISION ... *continued***

... continued from page 4

**Section 3: Secretary.** The Secretary 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. 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.

**Section 4: Treasurer.** The Treasurer shall have knowledge of 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 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. The Treasurer shall also perform such other duties as may be delegated to him/her by the President or the Board of Directors. 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 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.

**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 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 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 and 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. Subsidiary, Education Club, Emeritus Club and Honorary members shall not be eligible to vote. Every regular, associate, *manufacturer* and affiliate member will get one vote per membership. A paper ballot will be available (if necessary) for vote verification.

**ARTICLE VII**

**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**

**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 and the Association's Accountant.~~ The Executive Vice President ~~and Accountant~~ shall not have voting power. This committee shall render an audit of the Treasurer's account at any time called by the President and at the end of each fiscal year.

**ARTICLE IX**

**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 X**

**MEMBERSHIP**

**Section 1: Eligibility.** Any reputable person, firm or corporation 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 ~~Automotive Wholesalers Of Illinois (APSA of Illinois).~~ All members of ~~Automotive Wholesalers Of Illinois (APSA of Illinois)~~ shall be bound by an employment-related common bond.

**Section 2: Membership Categories.** There shall be ~~seven~~ **eight** types of membership in the association. The Board of Directors may from time to time, create or amend such 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 usage of the trade. Regular Members shall be eligible to vote, serve on the Board of Directors and Committees and hold office in this Association.
- (b) **Associate Member** - An Associate Member shall be any business or individual who ~~manufactures or~~ sells motor vehicle aftermarket products and supplies or who provides motor vehicle aftermarket service to the consumer. It is the policy of this Association that all out-of-state jobbers and suppliers seeking membership in ~~Automotive Wholesalers Of Illinois (APSA of Illinois)~~ must do so as an Associate Member. Associate Members shall be eligible to vote and serve on the Board of Directors and Committees, but not hold office in this Association.
- (c) **Manufacturer Member** - *A Manufacturer Member shall be any business or individual who manufactures motor vehicle aftermarket products and supplies. Manufacturer members shall not be eligible to participate in the APSA of Illinois Group Medical Expense Reimbursement Plan. Manufacturer members shall be eligible to vote and serve on the Board of Directors and Committees, but not hold office in this Association.*

**PROPOSED MEMBERSHIP BYLAWS REVISION ... *continued***

... continued from page 5

- (c) ~~†~~ **Affiliate Member** - An Affiliate Member shall be any business or individual who is not primarily engaged in the motor vehicle aftermarket, but who renders a service to the aftermarket industry. Affiliate Members shall be eligible to vote ~~and serve~~ **but not serve** on the Board of Directors and Committees, ~~but not or~~ hold office in this Association.
- (d) ~~†~~ **Subsidiary Member** - A Subsidiary Member shall be any separate location (company-owned or branch store) of an **Automotive Wholesalers Of Illinois (APSA of Illinois)** member. Subsidiary members shall not be eligible to vote, serve on the Board of Directors and Committees, or hold office in this Association.
- (e) ~~†~~ **Education Club Member** - An Education Club Member shall be an individual who serves as an instructor in any related motor vehicle aftermarket course at a college or a training facility. **Education Club members shall not be eligible to participate in the APSA of Illinois Group Medical Expense Reimbursement Plan.** Emeritus Club Members will not be eligible to vote, ~~serve on the Board of Directors and 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) ~~†~~ **Education Club Member** - An Education Club Member shall be an individual who serves as an instructor in any related motor vehicle aftermarket course at a college or a training facility. **Education Club members shall not be eligible to participate in the APSA of Illinois Group Medical Expense Reimbursement Plan.** Emeritus Club Members will not be eligible to vote, ~~serve on the Board of Directors and 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.**
- (g) ~~†~~ **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 participate in the APSA of Illinois Group Medical Expense Reimbursement Plan.** Honorary Members shall not be eligible to vote, serve on the Board of Directors and 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 qualified (see Section 2 above - Membership Categories) firms, corporations or individuals, 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 XI**

**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 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.

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 ~~whatever reason~~ **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 XII**

**MEMBERSHIP REPRESENTATION**

Section 1: Delegates. Any regular, associate, **manufacturer** 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. No firm shall be represented at any meeting by other than regularly accredited delegates or alternates with the exception of meetings which shall have been designated as "Open Meetings."

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 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 XIII**

**DURATION OF MEMBERSHIP**

Section 1: Delinquency. Any member failing to pay scheduled dues 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 stopped until dues payment is received.

**PROPOSED MEMBERSHIP BYLAWS REVISION ... *concluded***

... continued from page 6

~~Section 2: Resignations. The Executive Vice President shall be notified of the resignation of any member from this association. Said resignation may be accepted by the Board of Directors, provided all indebtedness of said member to the Association is paid.~~

~~Section 3: 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.~~

~~Section 4: 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 ~~XIV~~ XIII**

**ORDER OF BUSINESS**

Opening, Roll Call, Acceptance of Minutes, Treasurer's Report, Reports of Committees;

Membership Report, Unfinished Business, New Business, Adjournment.

**ARTICLE ~~XV~~ XIV**

**INDEMNIFICATION**

Each Director, Officer and member of any advisory group or committee of the Association, now or hereafter in office, and ~~his (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 ~~him (them)~~ in connection with or resulting from any action, suit, proceedings or claim to which ~~he (they)~~ may be made a party, or in which ~~he (they)~~ may be or become involved by reasons of ~~his (their)~~ acts of omission or commission in ~~his (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 ~~he (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 ~~his (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 ~~XVI~~ XV**

**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.

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**APSA OF ILLINOIS RALPH SILVERMAN MEMORIAL FOUNDATION, GAAS COLLABORATING ON INDUSTRY SCHOLARSHIPS**



The APSA of Illinois Ralph Silverman Memorial Foundation Student Loan/Scholarship Committee is pleased to announce the collaboration with the GAAS Scholarship Committee on an online scholarship resource for students planning to pursue careers in the aftermarket. This will allow students interested in aftermarket careers to submit one application at [www.automotivescholarships.org](http://www.automotivescholarships.org) and receive consideration for 2008 scholarships from the Global Automotive Aftermarket Symposium (GAAS), the Automotive Parts & Service Association of Illinois (APSA of Illinois) and the Breslow Foundation.

*"This is a valuable resource for students seeking careers in the automotive industry. We are pleased to have APSA of Illinois as part of this important effort to promote this investment in our industry's future."* Pete Kornafel, Chairman, GAAS Scholarship Selection Committee.

*"Our industry needs parts specialists, technicians, engineers, marketers, distributors and sales professionals. The time is right to choose a career in the automotive aftermarket. Due to the increasing complexity of today's vehicles, there is a growing need for professionals with mechanical and electronic know-how. These youth are the future leaders of the aftermarket industry."* Matt Wells, Executive Vice President, APSA of Illinois.

Details about scholarship programs are available at [www.automotivescholarships.com](http://www.automotivescholarships.com).

*See this year's  
Scholarship Winners  
Next Page ...*

**RALPH SIVERMAN MEMORIAL FOUNDATION  
2007—2008 SCHOLARSHIP RECIPIENTS**



**ADAM GOLDSTEIN**

Adam is a 2006 Graduate of Teutopolis High School, Teutopolis, IL. He is a member of the Illinois Beef Association, a 4-H junior leader and a junior leader of his church youth group. Adam is attending Olney Central College in Olney, IL, where he is pursuing an Associate's degree in Auto Body Repair.

**Parents:** Daniel and Kathryn Goldstein, Effingham, IL

**Sponsor:** Jeff Dust, Dust and Son Auto Supplies, Effingham, IL

**GILBERT JOHNSON**



Gilbert is a 2005 Graduate of Christopher High School, Christopher, IL and a 2007 graduate of Rend Lake College having earned an Associate's degree in automotive technology. He is an active member of his church and assists with his church camp. Gilbert is now attending Southern Illinois University-Carbondale where he is pursuing a Bachelor's degree in Automotive Technology.

**Parents:** Mickey and Kendrea Johnson, Christopher, IL

**Sponsor:** Tim Janello, Southern Illinois University, Carbondale, IL



**CARL JONES**

Carl is a 2004 Graduate of Edwards County High School, Albion, IL. Along with being an active member of his church youth group, Carl served as President of his Student Council, served on the Executive Committee of the FFA, and was selected the Castrol GTX Top Tech during his junior year in high school. He attends Southern Illinois University at Carbondale and is pursuing a Bachelor's degree in Automotive Technology.

**Parents:** Tony and Jane Jones, Ellery, IL

**Sponsor:** Dick Price, A & D Auto Parts, Fairfield, IL

**ERIC KOESTER**



Eric is a 2006 Graduate of Teutopolis High School, Teutopolis, IL. He is the Vice President of the Olney Central Auto Body Club, and active member of his church and recently received the "Outstanding Freshman" C & T CARQUEST award. Eric is attending Olney Central College where he is pursuing an Associate's degree in Collision Repair Technology.

**Parents:** Robert and Darlene Koester, Teutopolis, IL

**Sponsor:** Dean Kinkelaar, Effingham Re grinding, Effingham, IL



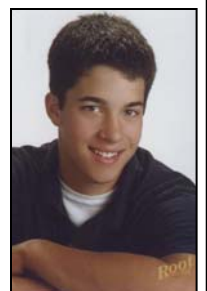
**BRADEN RAPP**

Braden is a 2005 Graduate of Hamilton County High School, McLeansboro, IL. He is an active member of his church and participates in motorcycle racing. Braden is now attending Rend Lake College where he is pursuing an Associate's degree in Automotive Technology. He then plans to attend SIU Carbondale to become an automotive instructor.

**Parents:** Cletus and Callie Rapp, Belle Rive, IL

**Sponsor:** Nigel Thompson, Rend Lake College, Ina, IL

**KEVIN SEVERS**



Kevin is a 2007 Graduate of Marengo Community High School, Marengo, IL. He is a member of the American Legion Premier Boy's State, Illinois Math League, Varsity Scholastic Bowl, Student Council and the National Honor Society along with being active in sports and his church. Kevin will be attending Iowa State University where he will pursue a Master's degree in Materials Science and Engineering.

**Parents:** Jeffrey and Pamela Severs, Marengo, IL

**Sponsor:** Mary Lindsay, Lindsay Auto Parts, Inc. Marengo, IL



**CONGRATULATIONS to these STUDENTS who represent the Aftermarket!**

## "UNDER THE DOME"

By Jay Shattuck



### LEGISLATIVE BATTLE HAS CASUALTIES

The record-setting overtime session this year had many of your typical legislative battles...House vs. Senate; Republicans vs. Democrats; General Assembly vs.

Governor. But the new element this year was the open, bitter and contentious rivalries between House Speaker Mike Madigan (D-Chicago), Governor Rod Blagojevich a democrat from Chicago and Senate President Emil Jones, Jr. (D-Chicago). Like most battles the fight ebbed and flowed during the Spring session with no one being able to claim political victory when the General Assembly was scheduled to adjourn on May 31<sup>st</sup>. This early part of the legislative wars had Senator Jones backing the Governor on the Governor's budget plan that included a massive gross receipts tax increase and large scale healthcare initiative. However, Speaker Madigan balked at the Governor's plan and his democrat caucus joined him in sending a "modest growth" budget to the Senate for its consideration. The Senate however failed to even pass a budget prior to May 31<sup>st</sup> and this stalemate meant overtime was inevitable.

At the beginning of the overtime session, Republican House Leader Tom Cross (R-Oswego) and Senate Republican Leader Frank Watson (R-Greenville) now as players in the budget negotiations, teamed up with Speaker Madigan while Senator Jones held fast to the Governor's position on the budget. But as the overtime session days grew to weeks and then to months with no end in sight, a restless Senate Democrat caucus convinced their Senate leader to join with the other legislative leaders to find a budget solution. In early August there appeared to be a budget "deal" between the legislative leaders, a budget was passed and sent to the Governor. But, in the closing hours of the session efforts to also pass a capital budget reopened a long and continuing conflict between Senator Jones and Senator Watson.

There was wide speculation on the action the Governor might take on the budget. But that was moot as the legislative leaders had an agreement to override any veto or item reduction vetoes the Governor made...or they thought they had an agreement. That was until Senator Jones returned to the side of the Governor and announced that he would not call any override motions on the budget in the Senate. He claimed that when Senator Watson failed to support the capital budget, all deals were off. In defense of Senator Watson, he simply was asking for more time to review the legislation prior to the vote. He and his caucus had only a few hours to review and assure themselves that the bill contained all the elements of the agreement. Jones took this as an impugning of his word. Many speculate that Senator Jones cut a deal with the Governor in return for the Governor signing the legislative pay raise increase and maintaining the Senate Democrat member projects in the budget.

The Governor's amendatory veto of the budget cuts nearly \$500 million targeting projects of the House Democrats and the Senate Republicans. He left intact the House Republican and Senate Democrat initiatives. Members of the Joint Committee on Administrative Rules (JCAR) also had their projects untouched by the veto pen. The \$500 million, according to the Governor is to be spent on his healthcare plan. The Governor's action appears to be trying to drive a political wedge between House Republicans and House Democrats when they consider the motion to override the Governor's budget vetoes. The Governor is

hoping that republican members will vote with their districts and protect their projects. The JCAR legislators will review any administrative actions of the Governor which will be necessary for the Governor to try and legally implement his healthcare plan since the plan failed to receive statutory authority from the General Assembly.

No dates as of this writing have been yet established as to when the Governor's budget vetoes will be considered by the General Assembly.

Adding fuel to the fire is the Governor's lawsuit challenging the Speaker regarding the timing and attendance by House members to Special Sessions called by the Governor. The Governor called a record 16 Special Sessions so far this year. The Speaker altered the time scheduled by the Governor for at least one Special Session to accommodate travel time for House members. And as the overtime session drags on this summer, attendance by lawmakers in both chambers was not stellar for Special Session calls. The Governor is asking the state courts to address the constitutional squabble.

So who are the casualties of all the activity summarized above? For one, the state's taxpayers will foot nearly \$1 million in legislative expenses for legislators to be in Springfield. In addition, state resources and tax dollars are being burnt up on the legal squabbles between the Governor and the Speaker and between the Governor and other constitutional officers who have spoken out on the budget morass and other issues.

Other casualties include legislators who have decided to throw in the towel making the decision to not run for reelection. Lawmakers like Rep. Bill Black (R-Danville), a strong friend of the aftermarket industry, has announced his retirement following this term. Rep. Joe Dunn (R-Naperville) says he wants to spend more time with his young family and his business. Rep. Jim Meyer (R-Naperville), Rep. Carolyn Krause (R-Mt. Prospect), Rep. Patricia Lindner (R-Aurora), Sen. Bill Peterson (R-Buffalo Grove) and Sen. Todd Sieben (R-Geneseo) all friends of APSA, are hanging it up next year.

Several legislators also are taking hard looks at moving up to higher office as well. Sen. Chris Lauzen (R-Aurora) is thinking about trying to replace retiring Congressman Dennis Hastert and Rep. Aaron Schock (R-Peoria) has announced he will attempt to replace outgoing Cong. Ray LaHood. Rep. Karen Yarbrough (D-Maywood) has all but announced her intention to run for Cook County Recorder.

These are the ones we know about now and I am confident that others will follow as legislators contemplate gathering signatures for their elections next year. Certainly change is good and these positions of public service are to be temporary not lifelong employment. What concerns me and should concern you is the reason people are deciding to leave. The acrimony, the stress put on their health and the conflict that the process places on one's family and their ability to do their jobs outside of being a legislator is not healthy for us as citizens of Illinois. It discourages capable people from running for elected office and it results in outcomes that are not for the betterment of our state.

**Jay Shattuck**

*Shattuck & Associates Consulting, Inc.*

Phone (217) 544-5490

E-mail: [JayDeeShattuck@att.net](mailto:JayDeeShattuck@att.net)

## LEGISLATIVE REPORT — SEPTEMBER 2007



Lawmakers adjourned last month after approving a budget for FY 2008. The Governor not a party to the budget agreement quickly announced his intention to veto \$500 million out of the budget to use for his healthcare plan that failed to receive legislative approval this year. The Governor on Aug 22<sup>nd</sup> did cut the budget as promised and is working on means to legally implement portions of his healthcare program. The General Assembly will return to Springfield, although no dates have been announced, to address the Governor's veto of the budget and other legislative vetoes.

### Governor Signs Electric Utility Legislation

Legislative negotiations with Attorney General Lisa Madigan and Commonwealth Edison and Ameren resulted in passage by both chambers of SB 1592, sponsored by Gary Forby (D-Benton) and Rep. George Scully (D-Flossmoor) back in July. The measure calls for over \$1 billion in rebates and rate reductions for residential and small commercial electric customers.

After raising concerns about the way the legislation was negotiated, Gov. Blagojevich acted on the measure signing it into law on August 28<sup>th</sup>.

<http://www.ilga.gov/legislation/BillStatus.asp?GA=95&DocTypeID=SB&DocNum=1592&GAID=9&SessionID=51&LegID=29675>

### 7% Cook County Property Tax Issue to Governor

The 7% property tax issue has been resurrected with the help of expanding property tax relief statewide. Extension of the Cook County property tax assistance to residential property owners had stumbled earlier in the year. However, when the legislation was sweetened with the addition of increases in the homestead exemption across the state and new relief for seniors, veterans and the disabled the measure advanced to the Governor.

HB 664, sponsored by Rep. Barbara Currie (D-Chicago) and Sen. Terry Link (D-Waukegan) awaits action by the Governor.

<http://www.ilga.gov/legislation/billstatus.asp?DocNum=13&GAID=9&GA=95&DocTypeID=SB&LegID=27223&SessionID=51>

### Other Issues of Interest To APSA of Illinois Members

**Tinted Windows:** HB 536, sponsored by Rep. Dave Lietch (R-Peoria) and Sen. Dave Koehler (D-Pekin) provides that the prohibition against tinted windshields and tinted side windows does not apply to vehicles owned and operated by persons afflicted with or suffering from a medical illness, ailment or disease requiring that person to be shielded from the direct rays of the sun, including but not limited to systemic or discoid lupus erythematosus, disseminated superficial actinic porokeratosis, or albinism, or to vehicles used in transporting a person who lives at the same address as the registered owner and is afflicted with or suffers from such an illness, ailment, or disease, regardless of the date on which the tinted windows were installed or the tinting was applied. **The Governor has signed the bill into law as Public Act 95-202 and is effective August 16, 2007.**

<http://www.ilga.gov/legislation/billstatus.asp?DocNum=536&GAID=9&GA=95&DocTypeID=HB&LegID=27560&SessionID=51>

**Smoking ban applies to workplaces:** SB 500, sponsored by Sen. Terry Link and Rep. Karen Yarbrough (D-Maywood), prohibits smoking in indoor public places and workplaces and within a minimum distance of 15 feet from entrances, exits, windows that open and ventilation intakes that serve an enclosed area. The owner, manager, or other person in control of the workplace is required to place "No Smoking" signs and remove ashtrays. Employers can designate a non-enclosed area of a public place or place of employment, including outdoor areas, as prohibited smoking areas as long as "No Smoking" signs are displayed. A person that owns, operates, or otherwise controls a public place or place of employment that violates the Act shall be fined not less than \$250 for the first violation, not less than \$500 for the second violation, and not less than \$2,500 for each additional violation within one year after the first violation. **This is now Public Act 95-17 and effective January 1, 2008.**

<http://www.ilga.gov/legislation/billstatus.asp?DocNum=500&GAID=9&GA=95&DocTypeID=SB&LegID=28191&SessionID=51>

**Used Tire Fee:** HB 364, sponsored by Rep. Jack McGuire (D-Joliet) and Sen. Link clarifies fees collected with respect to new or used tire sales. **The Governor has vetoed this measure.**

<http://www.ilga.gov/legislation/billstatus.asp?DocNum=364&GAID=9&GA=95&DocTypeID=HB&LegID=27145&SessionID=51>

**Gift Certificates:** HB 369, sponsored by Rep. Jack Franks (D-Woodstock) and Sen. Pam Althoff (R-Crystal Lake) amends the Consumer Fraud and Deceptive Business Practices Act providing that no person shall sell a gift certificate that is subject to an expiration date or a fee of earlier than 5 years after the date of issuance. The face value of a gift certificate, issued on or after January 1, 2008, may not be reduced in value and the holder of a gift certificate may not be penalized in any way for non-use or untimely redemption of the gift certificate. **HB 369 has passed both Houses and awaits action by the Governor.**

<http://www.ilga.gov/legislation/billstatus.asp?DocNum=369&GAID=9&GA=95&DocTypeID=HB&LegID=27150&SessionID=51>



**ANNUAL MEETING**  
September 21 - 22, 2007  
 Lake Shelbyville in Findlay, Illinois



**PROGRAM SCHEDULE**

**Friday, September 21<sup>st</sup>**

**11:30 – 12:00 p.m. – APSA of Illinois Service Corporation Meeting**  
 APSA of Illinois Service Corporation is a taxable corporation which is 100% owned by APSA of Illinois. This corporation was established in order to protect the tax-exempt status of APSA of Illinois.

**12:00 – 1:00 p.m. – Joint Luncheon**  
 (Executive Committee/Service Corp./Business Insurance Committee)  
**BUNKERS GRILLE**

**1:00 – 2:30 p.m. – Business Insurance Committee**  
 The Business Insurance Committee is a standing committee appointed by the Board of Directors. The Committee meets at least yearly to review the endorsed Business Insurance program offered by the Association. Ben Harman, Federated Insurance will report on the status of the business insurance program to date.

**2:45 p.m. – 4:00 p.m. – Insurance Trust Committee**  
 Insurance Trust Committee is a standing committee appointed by the APSA of Illinois Board of Directors. The Committee oversees and administers the APSA of Illinois Group Medical Expense Reimbursement Program. (AGMERP.)

**5:30 – 6:15 p.m. – Annual Meeting President's Reception** — MEADOWWOOD 3 & 4 ROOM

**6:15 – 7:15 p.m. – Annual Meeting Dinner**  
 MEADOWWOOD 3 & 4 ROOM

**7:15 – 8:30 p.m. – Annual Business Meeting**

- Bylaws Changes
- Election and Installation of Officers
- Slate of Officers:  
**President** – Jeff Dust, Dust & Son Auto Supplies, LP  
**Vice President** – Ken Kalina, Kalina Machine & Engine Parts  
**Treasurer** – Doug Layhew, A & B Auto Body Supply, Inc.  
**Secretary** – John Rice, The Jopac Companies  
**Region 4 Nomination** – Steve Fransene
- Recognition of outgoing President, James McKay
- Honorary Membership - Janet Firth

**8:30 p.m. – “The Naked Sissy’s” Live Entertainment**  
 “The Naked Sissy’s” are a group of local guys who realized it’s more important to perform with good people than good musicians. They perform songs from The Hollies, The Rolling Stones, Creedance to Seven Mary Six or INXS. Even a dash of country flavor.... but more oldies rock than anything else. Enjoy the music, camaraderie and visiting with those you haven’t seen for awhile.

**Saturday, September 22nd**

**7:30 to 9:15 a.m. – Breakfast Meeting/Awards Presentation** — MEADOWWOOD 4 ROOM

- Awards Presentations
- Speakers:  
 > J. Garth “Butch” Elzea will be speaking on

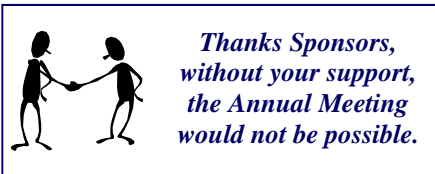
“Your Future and How to be a Success in the Aftermarket.”  
*Butch Elzea, President, Quincy Automotive Supply Co. has served as Co-Chair of Friend-in-Deed charity golf outing; as President of Automotive Wholesalers of Illinois 1989-1990; and as board member of Magna Bank and SPARC (Springfield Association for Retarded Citizens) Starry Nite Board. Butch has long supported the APSA of Illinois and was selected AWOI’s 1988 Man of the Year. He received the 2004 Illinois Chamber of Commerce Small Business Person of the Year Award.*

> Ben Hartman, Federated Insurance will be speaking on “Faces of Your Business Program.” Ben graduated from the University of Wisconsin, Whitewater and began his career with Federated as a Marketing Development Trainee, March 2000. Ben accepted his first territory in Madison, Wisconsin where he served for five years. Ben is now an account executive who works with all association partners in IL, WI, PA, NJ and DE.

**9:30 – 1:00 p.m. – APSA of Illinois Board of Directors’ Meeting with working lunch.**  
 MEADOWWOOD 3 ROOM

- Ratification of Board Appointees
- Student Loan/Scholarship Committee: Rob Larsen
- Insurance Trust Committee: Bryan Black

**THANKS TO OUR GENEROUS SPONSORS!!!**



- A & B Auto Body Supply, Inc.
- AC Delco, General Motors
- Administrative Services, Inc.
- All Products Automotive, Inc.
- Al’s Automotive Supply, Inc.
- Central U. S. Marketing
- Citigroup/Smith Barney
- Counter Craft Service Systems

- Dean W. Cass, Inc.
- Dust & Son Auto Supplies LP
- Effingham Automotive Warehousing, Inc.
- Farley Insurance & Investments
- Federal-Mogul Corporation
- Federated Insurance
- Keeley, Kuenn & Reid
- Lang Distributing, Inc.
- Lincoln Automotive Supply, Inc.
- McKay Auto Parts, Inc.
- NAPA Auto Parts/Vogler Motor Co., Inc.

- NAPA Distribution Centers Chicago & Mt. Vernon
- NOVA Information Systems, Inc.
- PPG Industries, Inc.
- Quality Brand Products
- Quincy Automotive Supply Co.
- Shattuck & Associates Consulting, Inc.
- SMP Automotive Products, Inc.
- Standard Motor Products, Inc.
- Striegel Knobloch & Company, L.L.C.
- Sunnyside Parts Warehouse/Factory Motor Parts
- The Parts House, Inc.
- Trenton Auto Supply, Inc