

BYLAWS OF THE NATIONAL AUTO BODY COUNCIL, INC.

Adopted January 2015

ARTICLE I

Members

Section 1. Membership. The National Auto Body Council hereafter known as the Corporation shall have membership classifications with appropriate dues as established by the Board of Directors. Any action or vote required or permitted by law to be taken by members shall be taken by action or vote of the same percentage of the Directors of the corporation at times when the membership is not meeting. All members present at the Annual Meeting shall have the right to vote on all matters brought forth at that Meeting.

ARTICLE II

Directors

Section 1. Elections. Members seeking the position of Director must notify the corporation or the Executive Director at least 60 days before the Annual Meeting in writing in order to be included on the ballot. Any member wishing to nominate a person for Director must submit that nomination in writing to the Corporation or Executive Director. All nominees must be current individual members or the designated representative of a member company, in order to be considered a candidate for the Board of Directors. Said nomination must be submitted by a minimum of three members and must be received 60 days before the Annual Meeting.

The election notice for the Board of Director positions considered for election shall then be sent to all members at least 30 days prior to the Annual Meeting. The election notice shall include the number of Director seats to be voted on, the candidate's name, city and state, business address, and e-mail, and if they are an incumbent.

The election shall take place at the Annual Meeting at which time all members shall have the right to vote on any matter that may come before that Meeting. Members must be present at the Meeting to vote. Proxy votes are not allowed.

Section 2. Powers. The Board of Directors shall have the entire charge, control and management of the Corporation and its property, and may exercise any or all of its powers. The Board of Directors may secure the services of an Executive Director, an administrative office, or any combination of personnel needed to provide the needed services and work asked by the Board.

Section 3. Number and Election. Except as otherwise provided by these bylaws or in the Articles of Organization, the number of elected Directors shall be fixed at 21. In order to serve, Directors must be members in good standing.

Section 4. Vacancies. Any vacant term on the Board of Directors may be filled with appointment by the Chair, which must be ratified by a majority vote of the Board of Directors. The person filling that term shall remain as a Director until that term has ended and, at that time, is eligible to seek election.

Section 5. Expansion of the Board of Directors. The number of the Board of Directors may be increased by amendment to these bylaws by the membership at the Annual Meeting or a Special Meeting to be held for that purpose. The number of Directors as specified in Section 3 above may be increased in multiples of three. Those new terms shall be staggered to coincide with the other terms of Directors. When this increase takes place, one Director shall be appointed to fill the remainder of that year and then that position shall be elected at the next Annual Meeting. The second Director shall be appointed for the remainder of the current year plus the following year and then that position shall be elected at the Annual Meeting that year. The third Director shall be appointed to fill that position for the remainder of the current year plus two additional years whereupon that position shall then be elected at that Annual Meeting. This shall provide for an equal number of director positions to be voted upon every year.

Section 6. Term of Office. Except as otherwise provided by law, the Articles of Organization, or these bylaws, the term of office to which each Director is elected is three (3) years or until a successor is elected. There shall be a limit of three consecutive terms for which a Director may be elected. After three successive terms and upon a replacement having been elected, a Director may seek election the following year or may be appointed as per the bylaws herein established.

Section 7. Resignation. Any Director may resign by delivering their documented notice to the Executive Director or the Chair. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time.

Section 8. Removal. The Membership may remove a Director by a majority vote at the Annual Meeting or a meeting established for that purpose. The Board of Directors may remove a Director by a 2/3 vote if they deem it to be in the best interest of the Corporation. Such vote shall take place only after 30-days' notice has been given, thereby providing the Director an opportunity to speak before the Board of Directors. If requested by at least five members, a Special Meeting shall be convened to request the removal of one or more Directors by the general membership. A Director may be considered removed if their dues remain unpaid for more than 90 days.

Section 9. Annual Meeting. The Annual Meeting shall be held in the fourth quarter of the calendar year on a date determined by the Board of Directors and shall be open to all members and guests. The time and place shall be announced to all members in writing at least 30 days in advance of such Annual Meeting.

Section 10. Board Meetings. Board Meetings may be held at such times and places as shall from time to time be fixed by resolutions of the Board providing a 30-day notice to the membership. Board Meetings shall be open for attendance and participation by all members and guests. However, voting shall be limited to the Board of Directors and eligible Past Chairs.

The Board may go into executive session at the discretion of the Chair, Executive Committee or by vote of the Board.

For a Past Chair to be eligible to vote, they must have attended two meetings within the past 12 months prior to the meeting of the vote and be current members of the National Auto Body Council.

Section 11. Special Meetings. Special Meetings of the Directors may be called by the Chair, the Secretary, any two Directors, or the request of any five members who are not members of the Board of Directors.

Section 12. Notice of Special Meeting. Notices of any Special Meeting of the Board shall be provided to the membership via e-mail by the Chair, Secretary, or designee. If the Special Meeting is to be held via conference call, notification shall be provided at least 72 hours in advance of the Meeting. Otherwise, a 30-day notice shall be provided.

Section 13. Quorum. At any meeting of the Board, a majority of the elected or appointed Directors then in office shall constitute a quorum for the transaction of business. Past Presidents/Chairs eligible to vote, shall not be considered in the determination of a quorum.

Section 14. Action at Meeting. At any meeting of the Board at which a quorum is present, action on any matter brought before the meeting shall be decided by a majority vote of those present, unless a different vote is required by law, the Articles of Organization, or these bylaws.

Section 15. Committees. The Board may, by a majority vote, create committees and delegate some or all of their responsibilities to such committees except those responsibilities that the Articles of Organization or these bylaws prohibit from being delegated. Except as the Board may otherwise determine, any such committee may make rules for the conduct of its business and, unless otherwise provided by the Directors or in such rules, its business shall be conducted in the same manner as is provided by these bylaws for the Directors. The Directors shall have the power to fill vacancies in, change the membership of, or disband any such committee.

Section 16. Executive Committee. There shall be an Executive Committee comprised of the Executive Officers, the Immediate Past Chair, and one Director-at-Large to be selected by the Board of Directors as their representative to that Executive Committee. The Chair

and/or the Director-at-Large shall report to the Board any action they deem necessary since the last Board report.

The Directors shall fill any vacancy on the Executive Committee at any Board Meeting. Such successor shall hold office for the unexpired term of their predecessor.

Section 17. Telephone Conference Meetings. The Directors or the members of any committee may participate in a meeting of the Directors or such committee by means of a conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE III

Officers

Section 1. Officers. The Officers of the Corporation shall be a Chair, Vice Chair of Industry Involvement, Vice Chair of Community Involvement, Treasurer, and Secretary.

Section 2. Election. The Chair, Vice Chair of Industry Involvement, Vice Chair of Community Involvement, Treasurer, and Secretary shall be elected by the Directors at the first Board Meeting following the Annual Meeting or a Special Meeting held specifically for that purpose.

Section 3. Qualifications. Officers must be Directors.

Section 4. Term of Office. Except as otherwise provided by law, the Articles of Organization, or these bylaws, the term of an Officer shall be one (1) year or until a successor is elected. There shall be a limit of three consecutive terms in the same office.

Section 5. Resignation. Any Officer may resign by delivering their documented notice to the Executive Director or the Chair. Such resignation shall be effective upon receipt unless it is specified and agreed to be effective at some other time.

Section 6. Removal. The Membership may remove an Officer by a majority vote at the Annual Meeting, or a Meeting established for that purpose. The Board of Directors may remove a Director by a 2/3 vote if they deem it to be in the best interest of the Corporation. Such vote shall take place only after 30-days' notice has been given, thereby providing the Director an opportunity to speak before the Board of Directors. If requested by at least five members, a Special Meeting shall be convened to request the removal of one or more Directors by the general membership.

Section 7. Chair. The Chair shall preside at all Board and Executive Committee Meetings and shall only vote in the event of a tie. They shall be the chief elected Officer of the Corporation. It shall be their duty and responsibility to ensure that all directions and

resolutions of the Board and membership are carried out. They shall present an annual report to the membership at the conclusion of each year. The Chair shall be an ex officio member of all committees.

In the absence of the Chair or in the event of their inability or refusal to act, the following shall perform the duties of the Chair in the order specified and, when so acting, shall have all the power of and be subject to all the restrictions upon the Chair; Vice Chair of Industry Involvement, Vice Chair of Community Involvement, Treasurer, Secretary.

Section 8. Vice Chairs.

Vice Chair of Industry Involvement

The Vice Chair of Industry Involvement shall be responsible for keeping the Executive Committee informed on any and all programs or initiatives of the Corporation directly related to the image of the greater collision industry. They shall be responsible for the leadership and results of the various efforts such as: the Awards program, Trade Shows and Conventions, Membership, Fund-Raising, and any other committees or programs as may be directed by the Chair with approval of the Board. They shall be an ex officio member of such committees.

Vice Chair of Community Involvement

The Vice Chair of Community Involvement shall be responsible for keeping the Executive Committee informed on any and all programs or initiatives of the Corporation directly related to the image that is being portrayed as a result of those programs to the media, community and others outside of the greater collision industry. They shall be responsible for the leadership and results of the various efforts such as: Recycled Rides, First Responder Emergency Extrication (F.R.E.E), Distracted Driving Initiative, Operation Comfort, and any other committees or programs as may be directed by the Chair with approval of the Board. They shall be an ex officio member of such committees.

Section 9. Treasurer. The Treasurer shall have general charge of the financial affairs of the Corporation and the accurate books of accounts; shall have direct or indirect custody of all funds, securities, and valuable documents of the corporation, as the Board may request; shall perform such duties and have such additional powers and responsibilities as the Board may designate; shall ensure that an annual budget is prepared for approval by the Board; and shall ensure that a financial report is prepared to be presented at the Annual Meeting.

The Treasurer shall be an ex officio member of and be responsible for the leadership and results of the Finance Committee and the Investment Committee, in addition to any other duties requested and approved by the Board. The Treasurer shall also be an ex officio member of the Membership Committee and the Fundraising Committee.

Section 10. Secretary. The Secretary shall be responsible for the keeping of the minutes of all General Membership, Board, and Executive Committee Meetings. The Secretary shall perform such duties and have such additional powers and responsibilities as the Board may designate.

The Secretary shall be an ex officio member of and be responsible for the leadership and results of the Governance Committee, Personnel Committee, and any other Committees or Programs as directed by the Chair with approval of the Board.

Section 11. Immediate Past Chair. Upon completion of their term the Chair shall be designated as the Immediate Past Chair. They shall have a seat on the Executive Committee with vote. The Immediate Past Chair may be asked at any time to fulfill such duties as requested by the Chair.

ARTICLE IV

Inspection of Records

Books, accounts, documents and records of the Corporation shall be open to inspection by any member during business hours. The original or attested copies of the Articles of Organization, bylaws, and records of all meetings of the Directors, and records which shall contain the names of all Directors and their record addresses, shall be kept at the principal office of the Corporation. Said copies and records need not all be kept in the same office.

ARTICLE V

Contracts, Indebtedness, Deposits, Gifts

Section 1. Execution of Documents. The Board may authorize any Officer(s), agent(s) of the Corporation, in addition to the Officer authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.

Section 2. Execution of Debt Instruments. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer(s), agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 3. Depository. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 4. Acceptance of Contributions. The Board may accept on behalf of the Corporation, any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VI

Seal

The Seal of the Corporation shall be circular in form, bearing its name, the word “Massachusetts” and the year of its incorporation. The Treasurer shall have responsibility for the custody of the Seal and may have it affixed (as may any other Officer if authorized by the Board) to any instrument requiring the corporate Seal.

ARTICLE VII

Fiscal Year

The fiscal year of the Corporation shall be the year ending with December 31st in each year.

ARTICLE VIII

Indemnification

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director, Officer, employee or other agent of the Corporation, or at its request as a Director, Officer, employee or other agent of any organization, or at its request in any capacity with respect to any employee benefit plan, against all liabilities and expenses, including amounts paid in satisfaction of judgment’s in compromise or as fines and penalties, and counsel fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which they may be involved or with which they may be threatened, while in office or thereafter, by reason of their being or having been such a Director or Officer (or in any capacity with respect to any employee benefit plan), except with respect to any matter as to which they shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the Corporation (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interest of the participants or beneficiaries of such employee benefit plan); provided, however, that as to any matter disposed of by a compromise payment by such person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise and indemnification therefore shall be approved.

ARTICLE IX

Amendments

The general membership may amend these bylaws at any time by a two-thirds (2/3) majority of those voting in favor of such an amendment, provided 30 days written notice of the proposed wording, as well as the prior wording, has been sent to each member at their last known address. Such notice shall be sent by both US mail and e-mail. Executive Committee and Board of Director recommendations may or may not be included, as they see fit. However, lack of such a recommendation shall not prevent the amendment from being voted upon.

Special Meetings – Membership

There shall be a provision to allow for Special Meetings at times and locations other than that of the Annual Meeting. Such Special Meetings for the membership may be called for by the Chair, three Directors, or five general members. Such notice for a meeting shall be sent to the Executive Director who must then make such appropriate plans as to have that meeting take place within the next 45 days, provided no notice of time or location has been expressed in the request for such a meeting.

Survey Capability

There shall exist an opportunity for membership to also be asked survey-type questions. Any such request must be implemented within a 30-day time frame, provided such a request has been first approved by three-quarters (75%) of the Board members voting to have such a “polling or survey” take place. Report of all such results shall go forth to the general membership immediately upon determination.