

**BYLAWS**  
**INTERNATIONAL TRUCK PARTS ASSOCIATION**  
**AS AMENDED August 15, 2017**

A General Not For Profit Corporation Organized Under the Laws of the District of Columbia.

**ARTICLE I – NAME**

The name of this Association shall be the International Truck Parts Association.

**ARTICLE II – PURPOSE**

The purpose of this Association shall be to foster and improve relationships among sellers and buyers of trucks and truck surplus products and other agencies; the exchange of technical information; and the improvement and advancement of the truck parts industry.

**ARTICLE III – OFFICE**

The Association shall have a registered agent in the District of Columbia and, in addition, may have such other offices within and without the District of Columbia as the Board of Directors shall determine from time to time.

**ARTICLE IV - MEMBERS**

Section I – Membership Types.

**PRIMARY MEMBERS**

(A) **ELIGIBILITY** – Any wholly privately-owned, wholly private investor-owned enterprise or publicly held corporation who is not an individual, whose primary purpose is the business of dismantling and salvaging of used parts from motor vehicles, selling new and/or rebuilt truck parts and components, or surplus as a retail or wholesale entity for at least three (3) years shall be eligible for Primary Membership in the Association. Single or multiple location Primary Members, as part of its membership application, shall appoint and certify to the Secretary of the Association one (1) person to be its representative to the Association, such representative shall vote and act for the Primary or Secondary member in the affairs of the Association.

(B) **RIGHTS** – A Primary Member in good standing shall have one (1) vote (executed by its sole representative) and shall be entitled to be elected to office, to serve on the Board of Directors, and to sit on and/or chair committees. No Primary Member may have more than one (1) person active on the Board of

Directors at any given time. Primary Members that have more than one location, multiple entities under legal ownership of a parent organization, or multiple entities with majority ownership residing with a single organization are entitled to one (1) vote as a Member (not one vote per location, division, sister-company, etc.) and as such pay dues only as a Parent Organization.

#### ASSOCIATE MEMBERS

(C) ELIGIBILITY – Any individual firm, partnership or corporation, which is not an individual, which as its primary purpose, provides Sales and/or Service(s) and/or Support to Primary Members, and has a committed presence in the North American marketplace with Sales, or Distribution or Service(s) in the North American Marketplace, and who's organization demonstrates the ability to contribute to the advancement of the Association and the Independent Aftermarket - as determined by the Board of Directors.

(D) Rights — An Associate Member shall be entitled to sit as committee members but not be allowed to serve as committee chairpersons, except as otherwise permitted in these Bylaws. Representatives of Associate Members shall not be permitted to vote or be elected Chairman or Vice-Chairman in the Association. An Associate member may be appointed to the Board in the event a board member is unable to fulfill their term. The Chairman can appoint the associate member with the approval of the Board.

Section II - Application for Membership. Applicants for Primary and Associate Membership shall submit to the Board of Directors an electronic or written application for membership on a form prescribed by the Board. Applicants for Primary Membership must be sponsored in writing by at least three (3) Primary Members in good standing. Applicants for Associate Membership must have the sponsorship of at least one (1) Primary Member in good standing in writing. The name of the applicants in either class must be published in at least one (1) issue of the Association's membership publication before action may be taken by the Board of Directors. Associate Members may reapply for Primary Membership status after being accepted as an Associate Member and meeting all requirements including submission of three (3) written endorsements.

Section III - Election to Membership. Applicants for Primary or Associate Membership shall become Members at the discretion of the board and when approved by majority vote of the Board of Directors. Applications shall be considered by the Board only at its regularly scheduled or special meetings.

Section IV - Membership Fees. The Members shall pay such initiation fees, annual dues, assessments as are prescribed from time to time by a unanimous vote by the Board of Directors.

Section V - Voting. Only Primary Members shall have a vote. No Primary Member may have more than one vote. On all matters, voting may be in person, by mail or form of electronic response. If a ballot is not returned, or response not received within fifteen (15) days after mailing/notification such ballot shall be void.

Section VI - Termination of Membership. The membership of a Member may be terminated at any time by a unanimous vote of the Board of Directors. Any Member terminated shall have no claim against the Board or any Director for such action. Each Member of the Association, jointly and severally, does indemnify and agrees to hold harmless against all claims, damages, losses, liabilities and expenses incurred by the Board and its members arising out of any and all actions taken to terminate a member.

Section VII - Change of Ownership. No membership is transferable. If a change in the control of the Member occurs, the member shall be suspended and such member shall be reassessed for membership by the Board of Directors. If such applicant is approved in accordance with Section 3, then the membership shall be reinstated without payment of further fees. If not approved, such membership shall be terminated.

Section VIII – Member Payment Delinquencies: Any member who shall fail to pay dues or indebtedness to the Association within three (3) months of the year the dues are paying, shall automatically be suspended and such Member shall be promptly notified. The Board of Directors shall consider expulsion of such member if the delinquency continues. If recommendation of Expulsion is confirmed by a majority vote of the Board, such membership shall there upon be terminated.

## **ARTICLE V – MEETINGS OF MEMBERS**

Section I - Annual Meeting. The Annual Meeting of Primary Members shall take place in conjunction with the Fall Meeting of the Association.

Section II - Notice of Meetings. Notice in writing shall be given to Members of the Association no less than thirty (30) days prior to the Annual Meeting and other meetings of the Association.

Section III - Special Meetings. The chairman of the Board of Directors may call special meetings of the Association and/or the Board of Directors.

Section IV - Quorum. A majority of all Primary Members of the Association represented in person or by proxy shall constitute a quorum of a meeting of Members except on such matters on which concurrence of a greater number is required by law or these Bylaws.

Section V - Proxies. Written proxies of Primary Members will honored according to their terms.

## **ARTICLE VI – BOARD OF DIRECTORS**

Section I - Number. The business and affairs of the Association shall be managed by a Board of Directors consisting of no less than seven (7) nor more than nine (9) elected directors who must be Primary Members.

Section II - Tenure. The nine (9) directors shall be elected by the Primary Members at the Annual Meeting for a three (3) year term. No director may serve more than two (2) three (3) year terms except if nominated to be chairman at the expiration of the second term. A one (1) year extension shall be permitted only in that case. A director who has served two (2) three (3) year terms may be nominated for another seat on the Board if at least three (3) years have elapsed since the end of the most recent term.

The Board shall elect from its membership a chairman and a vice chairman. They will be nominated by the Nominating Committee to serve one (1) year terms in those offices. The board may extend the chairman and vice-chairman terms at the end of the first term for one (1) year terms. A chairman cannot exceed a two year term. The sole requirement for the candidates is that they be a member of the Board; an employee of the company they represent; and that the company is a member of the Association in good standing.

Section III - Nominations. In addition to the nominees designated by the Nominating Committee, other nominees for seats on the Board of Directors may be nominated by written petition signed by no less than three (3) Members in good standing and filed in the office of the Association no less than sixty (60) days prior to the Annual Meeting of Primary Members. The Nominating Committee shall be named by the chairman of the Board and shall consist of the current chairman and the two immediate past chairmen.

Section IV - Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this Bylaw during the Fall Meeting and at the same place as the Annual Meeting of Primary Members. The Board may provide by resolution the time and place for holding additional regular meetings without other notice than said resolution.

Section V - Notice. Notice of any special meeting of the Board of Directors shall be given at least five (5) days prior thereto by written notice to each director.

Section VI - Quorum. A majority of the Board of Directors either in person or represented by written proxies shall constitute a quorum at a meeting of the Board except on such matters on which concurrence of a greater number is required by law or these Bylaws.

Section VII - Manner of Acting. The act of the majority of the directors present at which a quorum is present shall be the act of the Board of Directors.

Section VIII - Vacancies. Any vacancy occurring on the Board of Directors may be filled by the Board for the remainder of the unexpired term.

Section IX - Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the directors entitled to vote.

## **ARTICLE VII – COMMITTEES**

The chairman of the Board of Directors shall name the Nominating Committee as prescribed in Article VI Section III and other committees as he shall deem advisable for the purpose of carrying out any duties which shall aid in accomplishing the objectives of the Association. The Nominating Committee and any other committees shall dissolve without any further action than notice in these Bylaws on the day of the Annual Meeting of Primary Members.

## **ARTICLE VIII – RULES OF ORDER**

All meetings shall be conducted under the rules prescribed in Robert’s Rules of Order.

## **ARTICLE IX – SEAL AND CERTIFICATE**

The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have thereon the name of the Association and the words "Corporate Seal, District of Columbia".

#### **ARTICLE X – FISCAL YEAR**

The fiscal year of the Association shall be from January 1 through December 31 in each calendar year.

#### **ARTICLE XI – AMENDMENT**

These Bylaws may be amended, altered or repealed by a majority vote of the Board of Directors present at a regular or special meeting. There shall have been communicated to each Primary Member a notice in writing giving the substance of the proposed change(s) not less than thirty (30) days prior to the date set for the Board meeting. Primary Members shall be invited to comment on the proposal(s) before the Board votes.

#### **ARTICLE XII – NON-MEMBERS ATTENDANCE**

Non-members of ITPA will be permitted to attend one (Spring or Fall) meeting as a guest of an ITPA member. The non-member (guest) will be charged the same registration fee as ITPA members. Paid guests are welcome to participate in the sporting events and other activities on the program.