

# **BYLAWS**

of

## **TENNESSEE TOW TRUCK ASSOCIATION, INC.**

### **ARTICLE I - NAME**

The name of this Association shall be, and is, TENNESSEE TOW TRUCK ASSOCIATION, INC, a Tennessee non-profit corporation.

### **ARTICLE II - PRECEPTS**

This Association is formed, fostered, and nurtured

- \* to serve the public interest;
- \* to provide the public with adequate and professional services, operating with safety and dispatch using quality equipment and efficient devices and using well-trained and courteous personnel;
- \* to make possible the maximum in cooperation with the governmental and law enforcement agencies;
- \* to promote economic stability and profitability for its members through the dissemination of information on cost saving practices, and economy through group activities;
- \* to foster and promote friendly, cooperative relationships among all professional towing operators and their principals;
- \* to maintain relationships between members, on the one hand, and governmental agencies, affiliated businesses and the public, on the other hand, to the end that the latter can better understand the problems and contributions made by members;
- \* to encourage enlightened legislation and rules and regulations of regulatory bodies, which will enable the industry represented by the members to accomplish more completely these PRECEPTS.

**ARTICLE III - CODE OF ETHICS**

1. Members shall encourage the American Free Enterprise System.
2. Each member owes a duty of integrity, honor, fair dealing and courtesy to the general public in the operation of all facets of its business.
3. Cleanliness and neatness of equipment and drivers are important features of proper public contact.
4. Members shall comply with all state and federal laws and it shall be the duty of the Association to keep members informed as to them and their application, as well as the rules and regulations promulgated by all the regulatory bodies designed to administer and enforce such laws.
5. No member shall do anything or make any utterance which conceivably might injure the reputation of any member or non-member competitor.
6. Members shall employ truth and accuracy in advertising and soliciting, and they shall honor any commitments made in the course of business.
7. Members shall bring to the attention of the central office any information believed to be a violation of any law or regulation and aid in the enforcement of all laws and regulations.
8. Members shall strive to improve their internal business methods to strengthen their economic well-being to the end of being better able to serve the public and conform to these Bylaws.

**ARTICLE IV - MEMBERSHIP**

- a. There shall be the following classes of membership:
  1. REGULAR - Tennessee businesses to which the operation of motor vehicle towing equipment is an integral part of the economic viability of the business and not merely incidental to a repair or service facility.
  2. AFFILIATE - Persons, or businesses or agencies engaged in businesses related to this industry and sympathetic to the PRECEPTS hereof.

3. HONORARY - Persons, or businesses or agencies granted honorary membership by the Board of Directors. Honorary Members shall pay no dues and shall have no voting rights and may not serve in any elected position.

b. Application for membership shall be upon forms prescribed by the Board of Directors. Should the complete information submitted show the Applicant conforms to these Bylaws, such application shall automatically be effective.

c. Membership may be terminated at any time by a majority of the full Board of Directors for any reason sufficient to the Board that the terminated one did not conform to these Bylaws. No refund of dues will be made.

### **ARTICLE V - DUES**

Membership dues for all categories of membership in the Association shall be established, and may be altered from time to time, by the Board of Directors.

### **ARTICLE VI - BOARD OF DIRECTORS**

- a. The Board of Directors shall have the management of the business of the Association, and subject to the restrictions imposed by law, the Articles of Incorporation, or these bylaws, may exercise all the powers of the Association.
- b. The Board of Directors shall consist of the following:
  1. Two (2) District Directors from each District designated as a District by the Board of Directors.
  2. President
  3. Three (3) Vice Presidents (one from each Grand Division)
  4. Treasurer
  5. Secretary, and
  6. Executive Director, who shall not have a vote.

c. District Directors are to be chosen by the Regular Members whose principal places of business are within their respective District. Districts shall be designated and established from time to time by the Board of Directors, but at no time shall the number of Districts be less than eight (8). As of May 1, 2004, the Districts are as follows:

**DISTRICT ONE (KNOXVILLE)**

Anderson, Blount, Campbell, Knox, Loudon, Monroe, Morgan, Roane, Scott, Sevier, Union counties

**DISTRICT TWO (CHATTANOOGA)**

Bradley, Coffee, Franklin, Grundy, Hamilton, Marion, McMinn, Meigs, Polk, Rhea, Sequatchie counties

**DISTRICT THREE (NASHVILLE)**

Cheatham, Davidson, Dickson, Houston, Humphreys, Montgomery, Robertson, Rutherford, Stewart, Sumner, Williamson, Wilson counties

**DISTRICT FOUR (MEMPHIS)**

Crockett, Dyer, Fayette, Hardeman, Haywood, Lake, Lauderdale, Obion, Shelby, Tipton counties

**DISTRICT FIVE (FALL BRANCH)**

Carter, Claiborne, Cocke, Grainger, Greene, Hamblen, Hancock, Hawkins, Jefferson, Johnson, Sullivan, Unicoi, Washington counties

**DISTRICT SIX (COOKEVILLE)**

Bledsoe, Cannon, Clay, Cumberland, Dekalb, Fentress, Jackson, Macon, Overton, Pickett, Putnam, Smith, Trousdale, Van Buren, Warren, White counties

**DISTRICT SEVEN (LAWRENCEBURG)**

Bedford, Giles, Hickman, Lawrence, Lewis, Lincoln, Marshall, Maury, Moore, Perry, Wayne counties

## **DISTRICT EIGHT (JACKSON)**

Benton, Carroll, Chester, Decatur, Gibson, Hardin, Henderson, Henry, Madison, McNairy, Weakley counties

- d. District Directors shall be selected by the members of the District in June of each year and announced at the Annual Membership Meeting in July. In the event any District Director has not been selected by the the time of the Annual Membership Meeting, they shall be elected by a caucus of the Regular members from the respective District who are present at the Annual Membership Meeting.
- e. Upon election, District Directors automatically become members of the Board. The term of office for District Directors shall be staggered as follows:
  - 1. The initial term of the District Directors in Districts One, Three, Five and Seven, as set forth above, shall be for one (1) year, then two (2) year terms thereafter.
  - 2. The District Directors in Districts Two, Four, Six and Eight, as set forth above, shall be for two (2) year terms.
- f. The Board shall be automatically increased or decreased in number upon the establishment of a new District or the deletion of an existing District.

## **ARTICLE VII - OFFICERS**

- a. The Officers of the Association shall be:
  - 1. President, who shall be the chief executive of the Association and shall perform the duties ordinarily associated with such position. He shall appoint all standing or special committees deemed necessary to carry on the work of the Association. The President shall be a member ex-officio of all standing and special committees.
  - 2. Three (3) Vice Presidents, one from each of the three Grand Divisions of the State (East, Middle and West).
  - 3. Secretary, who shall keep accurate minutes of all meetings and shall read the minutes of the previous meetings at all subsequent meetings. The secretary may appoint assistance secretaries.

4. Treasurer, who shall present a financial report at each Board meeting and annual statement to the Membership at each Membership Meeting, and shall submit, at the Annual Meeting, a budget for the ensuing year.
- b. Each Officer shall be an Regular Member of the Association in good standing.
- c. The term of office for the President, Vice President, the Secretary, and the Treasurer shall be two years and they may succeed themselves for only one (1) additional term of two (2) years.
- d. All Officers shall be elected at large by the membership.
- e. Association members who are immediate family may not serve as Officers of the Association during the same term. “Immediate family” is a parent, spouse, child, brother, sister, or the spouse of a child, brother or sister. (For example, a husband and wife who have separate towing businesses may not **both** serve as Officers during the same term of office, even though they may have separate association memberships).
- f. The six (6) Officers shall comprise the TTTA Executive Committee. The Executive Committee may act in place of the Board of Directors when necessary, such acts subject to the ratification of the Board of Directors at its meeting immediately following the interim action by the Executive Committee.

#### **ARTICLE VIII - VACANCIES**

The Board may appoint any vacancies in either the Board or the position of any Officer until the next Annual Membership meeting.

#### **ARTICLE IX - EXECUTIVE DIRECTOR**

- a. The Executive Director shall be the administrator and manager of the Association and shall be appointed by, and serve at the pleasure of, the Board of Directors. No Member of the Association may serve as Executive Director. The Executive Director shall be compensated as determined by the Board of Directors.

- b. The Executive Director, consistent with the budget and within the parameters prescribed by the Board of Directors, shall maintain the Association office, maintain the membership records, books and financial accounts of the Association, prepare and send communications on behalf of the Association, and generally administer the affairs of the Association. The Executive Director may hire, or contract with, such personnel and acquire such office facilities and equipment as needed to perform the work of the Association.
- c. The Executive Director shall carry out the instructions of the Board.
- d. The Executive Director shall serve as the corporate secretary and agent for service of process. The Executive Director shall be a non-voting member of the Executive Committee and the Board.

## **ARTICLE X - MEETINGS**

- a. ANNUAL MEMBERSHIP MEETING
  - 1. There shall be a state-wide meeting of the membership each year which shall be designated as the “Annual Membership Meeting.” A quorum of the Annual Membership Meeting shall be ten percent (10%) of the Regular members in good standing.
  - 2. The Annual Membership meeting shall be held in the month of July of each year. The location of the meeting shall be selected by the Executive Committee, however the location shall rotate annually among the three Grand Divisions of the State (East, Middle and West).
  - 3. Elections of Officers shall take place at the Annual Membership meeting in even-numbered years in accordance with the Election Procedures set forth in Article XII.
  - 4. Each member company shall designate the person who shall represent it at the Membership meeting. If none is so designated, any owner or officer may represent the company member.
  - 5. All Membership meetings shall be conducted in accordance with Roberts Rules of Order.

b. BOARD MEETINGS

1. The Board shall meet at least once each fiscal quarter. Such quarterly meetings shall be rotated among the following cities: Memphis, Nashville, Chattanooga, and Knoxville. Such rotation shall be determined by the Board of Directors. Notwithstanding this provision, the Board meeting for the 3<sup>rd</sup> quarter may be held in conjunction with the Annual Membership Meeting in July.
2. Special meetings of the Board may be called upon petition to the President by at least ten (10%) of the voting members of the Board. Upon receipt of such a petition, the President shall schedule such a meeting within two (2) weeks of receipt of the petition.
3. A quorum of the Board shall be five (5) and the Executive Director shall count towards any quorum.
4. All meetings shall be conducted in accordance with Roberts Rules of Order.
5. The Association shall not pay or reimburse the travel expenses associated with any regular district meeting, board of directors meeting, or membership meeting, to any voting member of the Board.

c. DISTRICT MEETINGS

1. District Directors shall hold at least two (2) meetings per year of the members in their District.
2. The Association office shall, upon request, assist the District Directors in organizing meetings by preparing and mailing meeting notices to the members within the District.

**ARTICLE XI - FISCAL**

- a. The Association funds shall be kept in a commercial bank convenient to the central office. The President and Treasurer shall be signers on the account.
- b. The Association fiscal year shall be January 1st to December 31st.



- c. The Board, from time to time, may borrow money to fund the Association's activities, to the extent that such funding shall be repaid within six (6) months.

## **ARTICLE XII - ELECTIONS**

- a. At least forty-five (45) days prior to the Annual Membership Meeting held in even-numbered years, a nominating/election committee appointed by the President shall derive a slate of candidates to be considered for the Officer positions. At least thirty (30) days prior to the Annual Membership Meeting held in even-numbered years, the Executive Director shall mail such slate to all Regular Members
- b. Nominations for the position of any elected Officer will also be accepted from the floor of the Membership meeting.
- c. Absentee ballots, but not proxy ballots, will be accepted.
- d. Elections shall be by secret ballots, which shall be controlled by the nominating/election committee.

## **ARTICLE XIII - AMENDMENTS**

The Bylaws of this Association may be amended in the following manner:

1. At any Membership meeting by a majority of those present and voting, provided that notice of the proposed amendment has been mailed to all Regular Members of record at least thirty (30) days prior to the meeting at which the amendment is considered for adoption. Amendments may take the form of changes or new sections, such as establishment of committees, additional classes of membership, etc.
2. If the Board of Directors has been duly authorized by the members to exercise from time to time the power of amendment, by the affirmative vote of two-thirds of the directors who are present and entitled to vote on the proposed amendment or amendments, at any regular or special meeting of the Board of Directors, as provided by these Bylaws, provided that thirty (30) days notice of the meeting and of the proposed amendments or amendments shall be given.