

BYLAWS of the Alliance of Automotive Service Providers of New Jersey

ARTICLE 1 Name

Section 1. Name

Hereafter within this document, the word "he" shall mean "he/she". The name of this Association shall be Alliance of Automotive Service Providers of New Jersey, hereafter referred to as "AASP/NJ" or "the Association".

Section 2. Seal

The Association shall have a seal that mirrors the AASP National logo as follows: The letters "AASP," with a drawing of a vehicle located underneath the "P." The words "NEW JERSEY" shall appear underneath "AASP," and underneath this shall appear the words "ALLIANCE OF AUTOMOTIVE SERVICE PROVIDERS." Underneath this line of text, a black bar will appear with white text inside saying "THE VOICE OF THE AUTOMOTIVE REPAIR INDUSTRY."

Section 3. Change of Name

The Association may at its pleasure by a vote of the Board of Directors change its name.

Section 4. Affiliation

The Association may, at the discretion of the Board of Directors, join or become affiliated with any state or national organization having the same goals, provided the Association retains its own identity as an independent entity.

ARTICLE 2 Mission Statement and Objectives

Section 1. Mission Statement

It is the mission of the Alliance of Automotive Service Providers of New Jersey to advance professionalism and excellence in the automotive repair industry through education, representation and member services.

Section 2. Objectives

1. To promote the adoption and application of higher business and professional standards and thus improve the image of the automotive repair industry.
2. To protect the public in its dealings with the automotive repair industry by:
 - Preventing the development of, and bringing about the elimination and reform of, abuses in the automotive repair industry.
 - Establishing a code of fair practices for the automotive repair industry.
 - Acquainting the public with methods of fair practices in the automotive repair industry.
3. To provide a forum for members of the automotive repair industry to exchange ideas, learn new techniques, improve the quality of service provided to the public, and to improve the quality of life of those engaged in this industry.
4. To disseminate educational material and hold seminars for the benefit of the automotive repair industry as it may relate to technical, management, or legal information.
5. To represent the New Jersey automotive repair industry to other segments of the industry, to state and federal agencies, and to others including the public or media.
6. To assist members of the automotive repair industry in achieving autonomy and efficiency in the operation of automotive repair shops.
7. To do such other things as shall be in the best interests of the public and the automotive repair industry.

Section 3. Not for Profit

This Association is not organized for pecuniary profit and shall not declare dividends. No part of the dues, fees, assessments or other monies collected by the Association shall insure to the benefit of any member.

Section 4. Dissolution

In the event of dissolution of the Association, any unexpended funds on hand shall be returned to the Membership in proportion to and not to exceed their contribution during the Association's last year in existence. The balance, if any, shall be distributed to charitable organizations, to be selected by the Board of Directors.

ARTICLE 3 Headquarters

Section 1. Location

The principal office of this Association shall be within the State of New Jersey.

Section 2. Records

The corporate minutes book and corporate seal shall be kept at the principal office of the Association, along with other books and records thereof, except that the corporate minutes may be left with the Secretary.

ARTICLE 4 Membership

Section 1. Classifications

Any individual engaged in the automotive repair industry shall be potentially eligible for membership in the Association in one of the following three categories:

1. **Collision/Mechanical** - Any individual actively engaged in a bona fide automotive repair business that possesses the necessary tools, equipment, facilities, licenses and permits to perform automotive repairs. Membership shall be in the name of the business. Individual membership may also be bestowed upon any person, subject to Board review and approval, who is engaged in providing automotive repair instruction and who is recognized as having a high level of expertise, experience and ethics.
2. **Allied** - Any individual which does not operate an automotive repair shop, but which either conducts business in related fields within the State of New Jersey, or shares the common interests and goals of the Association.
3. **Honorary** - Any individual who has maintained continuous active membership in a qualified industry association for more than twenty-five years, or whose services contribute to the betterment of the association. Honorary membership shall be in the name of the qualified person and is non-transferable.

Section 2. Dues

Individual and Allied members will pay an annual dues amount determined by the Board of Directors. Honorary members will be exempt from annual dues. Any member who is in default in the payment of dues for a period of three months, or 90 days, from the initial billing invoice date may lose the right to vote and may be removed from the membership.

Section 3. Special Assessments

The Board of Directors shall have the power to levy special assessments against the membership. No special assessment shall be levied unless:

1. The assessment is approved by a 2/3 vote of the members present at a duly constituted meeting of the Board of Directors.
2. Proper notification has been given, in the same manner set forth in Article 5, Section 5.

Section 4. Designated Representative

Any member may designate a qualified employee, partner, or officer of the firm as authorized representative. The representative shall have both the rights and responsibilities of the designer's membership.

Section 5. Rights and Duties

Members of the Association have the following Rights:

1. To attend all Association functions.
2. To receive all Association information and materials.
3. Individual and honorary members have the right to make motions and to participate in all votes brought before the general membership. Only one member from the same firm or business shall vote on any issue.
4. To seek a position on the Board of Directors and to seek election to a position on the Executive Committee.
5. To voice suggestions, concerns, or complaints to the Board of Directors, and to receive a prompt and thoughtful response from the Board.

Members of the Association have the following Duties:

1. To pay all Association fees in a timely manner.
2. To honorably represent the automotive repair industry.

Section 6. Suspension and Termination

The Board of Directors may suspend, discipline or terminate any membership, with cause.

Section 6.1 Arrears

Any member who is in arrears in the payment of dues for more than three months, or 90 days, from the initial billing invoice date shall be subject to suspension. The member shall be notified of the suspension in writing by either the Secretary or the Executive Director. If a suspended member pays all arrears within 30 days of the date of written notice, he shall be reinstated automatically and be notified. If the arrearages are not paid, he shall be terminated from the membership and notified of such action in writing by either the Secretary or Executive Director.

Section 6.2 Misconduct

The following actions will result in either suspension or termination of an individual or allied membership:

1. Lack of or expiration of a New Jersey repair shop license.
2. Conviction of fraud, negligence or any unlawful acts related to the automotive repair industry.
3. Misuse of the Association name, such as but not limited to, its use for profit without the consent of the Board of Directors.

Section 6.3 Complaints

The Board of Directors may appoint a special committee on complaints to hold a hearing at which the complaint against any member shall be presented to the Committee or by a representative of the petitioners. A statement of the charges shall be mailed to the member by certified mail, return receipt requested, at his last recorded address at least fifteen (15) days before the date for the hearing. The notice shall advise the member of the charges and shall further advise him that he will be given an opportunity to present a defense at the time and place mentioned in such notice. If the Board of Directors finds the member guilty of conduct which is detrimental to the automotive repair industry as a whole or to this Association and its purposes, or if the member is found guilty in criminal court of illegal activities, the Board of Directors may suspend, discipline, fine or terminate the member. No fine, disciplinary action or suspension/termination shall be taken against a member except by 2/3 vote of the members present at a meeting of the Board of Directors.

Section 7. Divisions and Chapters

The Board of Directors may, with 2/3 Board vote, establish divisions and/or chapters of the Association as needed to reflect the needs of its members.

ARTICLE 5 Meetings

Section 1. Annual Meeting

An annual membership meeting of the Association shall only take place during an election year during the month of October, but not on a legal holiday, and shall coincide with the election of Officers with voting in regards to returning members conducted by email. The Secretary or the Executive Director shall cause to be mailed or electronically transmitted to each member in good standing, at the address which appears in the membership records of

this Association, a notice stating the time, place and any special subject matter of the annual meeting. The notice shall be sent at least 30 days in advance of the Annual Meeting.

Section 2. Regular Meetings

The Board of Directors, at its discretion, may hold regular meetings for the entire membership, at times and places fixed by the Board of Directors. At the discretion of the Board of Directors, the Association may hold separate meetings of any existing Divisions and Chapters of the Association, in order to better serve the membership. The Secretary or Executive Director shall cause to be mailed or electronically transmitted to every member in good standing at the address which appears in the membership records of this Association, a notice stating the time, place and any special subject matter of the regular meeting. The notice shall be sent at least twenty (20) days in advance of the meeting.

Section 3. Board Meetings

The Association shall hold a meeting of the Board of Directors at least once each month. These meetings shall be held at a regular date, time and place each month, when possible. By majority vote the Board of Directors may dispense with any Board Meeting.

Section 4. Executive Committee Meetings

Executive Committee meetings of this Association may be called by the President when an urgent matter requires attention and when he deems it to be in the best interest of the Association. Notices of Executive Committee meetings shall be conveyed electronically or verbally to all Executive Committee members at least twenty-four (24) hours prior to the meeting date and time. The details of any business conducted at an Executive Committee meeting shall be fully conveyed at the next held Board of Directors meeting.

Section 5. Special Meetings

Special meetings of this Association may be called by the President when he deems it to be for the best interest of the Associations. Notices of special meetings shall be mailed or electronically transmitted to all members at their addresses as they appear in the membership records at least five (5) days prior to the meeting date. The notice shall state the reasons why and by whom the special meeting is being called and the business to be transacted. The President may call a special meeting on shorter notice if he believes that an emergency situation exists.

At the request of five (5) members of the Board of Directors or ten (10) members of the Association in good standing, the President shall call a special meeting in the same manner as provided in the previous paragraph of this Section 5. No business other than that specified in the notice shall be transacted at a special meeting without the unanimous consent of all members present at the meeting.

Section 6. Quorum

Section 6.1 Regular and Special Meetings

At all regular and special meetings, the presence of at least 10% of the individual members in good standing shall constitute a quorum. If a lesser number is in attendance, the President may adjourn the meeting for a period of not more than two (2) weeks from the date scheduled by these Bylaws. The Secretary or Executive Director shall cause a notice of an adjourned meeting to be sent to all those members who were not present at the meeting originally called. The same quorum requirements shall apply at any adjourned meeting.

Section 6.2 Board of Directors Meetings

At all Board of Directors meetings, the presence of 50% of the full Board plus one member shall constitute a quorum.

Section 6.3 Executive Committee Meetings

At all Executive Committee meetings, the presence of 75% of the Executive Committee shall constitute a quorum.

Section 6.4 Committee Meetings

A quorum within a committee shall be defined as a majority of those present at the meeting.

ARTICLE 6

Officers (Executive Committee) and Board of Directors

Section 1. Composition and Number

The property, affairs, activities and concerns of the Association shall be vested in a Board of Directors, which consists of (Executive) Officers and (non-Executive) Board Members.

The Officers of the Association shall consist of the following:

- President
- Mechanical Chairman
- Collision Chairman
- Treasurer
- Secretary

The positions of President and all Chairmen shall be determined through an election by the Association membership. The Treasurer and Secretary shall be appointed by the President from within the Board of Directors.

The Board of Directors, by 2/3 vote, may alter the composition of the Officers and remaining Board of Directors, with the requirement that 1) any change to an elected position take place at the end of that term, and 2) the number of Directors shall remain an odd (non-even) number.

The total number of Board of Directors positions, including Officers and Allied Board Members, shall be not less than eleven (11) and not more than twenty-five (25). No more than 33 1/3% or one-third of the Board of Directors shall be represented by non-collision members.

Section 2. Eligibility

To be eligible for election [or appointment] to the Board of Directors, including Officer positions, a member must have been a member in good standing for not less than twenty-four (24) months and have attended a minimum of two-thirds of general meetings (in person or Zoom) over the previous eighteen (18) months. Allied Members shall not have the right to hold the office of President, Collision Chairman/Mechanical Chairman, or Treasurer. To be eligible for election [or appointment] to an Officer's position on the Board of Directors, a member must be currently serving on the Board of Directors, and must have held a position on the Board of Directors for at least two (2) years. There may be no more than two (2) Board Members from the same firm or corporation.

Section 3. Selection and Term

All Officers and Directors, with the exception of the Treasurer and Secretary, shall be elected by the general membership of the Association, as follows:

1. During the month of May, the President shall select a Nominating Committee in accordance with the provisions of Article 9, Section 1. Nominations and voting will be in accordance with Article 7, Sections 1-5. Write-in nominations must be received by the AASP/NJ Administrative Office no later than 10 days prior to the annual meeting
2. Election will be held at the Association Annual Meeting in October. A majority vote shall be necessary (excluding abstentions) to elect any Officer or Director. If the results of any voting where there are more than two candidates for any office do not show a majority, a run-off election shall be conducted between the two candidates having the highest number of votes.
3. If the names of more than the maximum number of Directors to be elected are placed in nomination, then the persons receiving the highest number of votes, up to the maximum, shall be declared to be elected.
4. All Officers shall be elected for a term of two (2) years.
5. All Directors shall be elected for a term of three (3) years.
6. All Board Members shall, upon their election, immediately enter upon the performance of their duties and shall continue in office until their successors are duly elected and qualified.
7. The President can serve no more than two consecutive terms (4) years.

Section 4. Duties

Section 4.1 President

The President shall, by virtue of his office, be Chairman of the Board of Directors, and shall be a member *ex officio*, with a right to vote on all committees except the Nominating Committee. The duties and responsibilities of the President include the following:

1. He shall preside at all membership meetings.
2. He shall be impartial and impersonal in his thoughts and actions, and shall ensure that facts presented are clear, that correct procedures are observed, and that motions are completed in a reasonable timeframe restricting discussion to subjects under consideration.
3. He shall see that all books, reports and certificates as required by law are properly kept.
4. He shall be one of the Officers who may sign checks, drafts, or legal documents of the Association.
5. He shall sign, or authorize the Executive Director to sign, all communications addressed from the Association.
6. He shall be the deciding vote in the case of a tie vote.
7. He shall, at the Annual Meeting and at other such times as he deems proper, communicate to the Association or to the Board of Directors such matters and make suggestions as may, in his opinion, tend to promote the prosperity and welfare and increase the usefulness of the Association and shall perform such other duties as are necessarily incident, and reasonably construed as belonging, to the executive chief of any organization.
8. He shall appoint all committees and committee chairpersons, temporary or permanent.
9. He shall act as representative of the Association to all outside persons and organizations, or, subject to approval by the Board of Directors, appoint delegates and alternates to provide proper representation.
10. In the case of disability or absence of the President, that position may be filled by other active chairmen who shall be called upon to resume the position and responsibilities of the office of President, for the remainder of the current term. This choice will be determined by a majority vote of the Executive Committee.

Section 4.2 Collision Chairman/Chairmen

The duties of the Collision Chairman/Chairmen shall include the following:

1. He shall familiarize himself with the actions, duties and responsibilities of the President such that he may become a viable and worthy candidate for the office of President at the next election.
2. He shall be one of the Officers who may sign checks or drafts of the Association.
3. He shall receive and execute any and all duties and responsibilities delegated to him by the President.
4. He shall sit on various committees and may be the Chairperson of such committees as appointed by the President.
5. He shall remain current with all aspects of the issues, activities, and needs of his Division. He shall report to the President on these on an ongoing basis, and shall report to the Board of Directors on these at the monthly Board Meeting.

Section 4.3 Mechanical Chairman/Chairmen

The duties of the Mechanical Vice-President(s) are identical to those of the Collision Chairman/Chairmen, as detailed in Article 6, Section 4.2 of these Bylaws.

Section 4.4 Treasurer

The Treasurer shall be the custodian of all funds of the organization. He shall keep accurate books of account, showing at all times the amount of money in possession and shall render, from time to time, full and complete records to the organization as to income, disbursements and balance on hand. The Treasurer shall make disbursements only upon written vouchers approved by the Board of Directors. The Treasurer shall prepare and present to the Board a written report upon the financial status of the Association to be read at each Board of Directors meeting by the Treasurer (or, in the case of the Treasurer's absence, by the President). The Treasurer shall prepare and present to the Board an annual budget for the Association. He shall deposit all sums received in an account or accounts in the name of the Association in such bank, banks or savings institutions approved by the Board of Directors, and shall make a report at the Annual Meeting or when called upon by the President.

The funds, books and vouchers in his hands shall at all times be under the supervision of the Board of Directors and subject to its inspection and control. At the expiration of his term in office, he shall deliver over to his successor all books, monies and other property, or, in the absence of a Treasurer-elect, to the President. The Treasurer shall be one of the persons with authority to sign checks and drafts of legal documents of the organization. He shall be a member of the Board of Directors.

At its discretion, the AASP/NJ Board of Directors may call for a formal financial audit of the Association, to be completed by a third party accounting service.

Section 4.5 Secretary

It shall be the duty of the Secretary to give notice of and attend all meetings of the Association and keep minutes and records of the Association in appropriate books. He shall carry into execution all orders, votes and resolutions not otherwise committed. He shall notify Officers and members of the Association of their appointment to committees. At the request of the committee chairman, the Secretary shall give notice of the meetings to the committee. At his discretion, the Secretary may delegate some or all of the above duties to the Executive Director. The Secretary shall prepare, under the direction of the Board of Directors, an Annual Report of the transactions and condition of the Association and generally shall devote his best efforts to forwarding the objectives of the Association and advancing its interest.

He shall be the official custodian of the records and seal and/or all emblems indicating membership in the Association, or, at his discretion, he shall delegate such duty to the Executive Director. The Secretary shall be a member of the Board of Directors. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary *pro tem*. The Secretary shall give and serve all notices to members of the Association and shall receive and conduct all correspondence on behalf of the organization. He shall keep a list of the members of the Association, which list shall be open to the inspection of any member at any reasonable time. He shall put all records into digital format and supply a back-up copy of the same to a third party in order to ensure a copy of Association records remains accessible at all times.

Section 4.6 Directors

The Board of Directors, individually and collectively, shall be responsible for the direction and action of the Association as per its mission. Additional duties include, but are not limited to:

1. Devise and carry into execution any measures as it deems proper and expedient, to promote the objectives of the Association and to best protect the interests and welfare of its members and of the general public.
2. Sit on at least one committee and actively contribute to the planning and execution of the objectives of the committee(s) and of the Association.
3. Regularly attend board meetings and general membership meetings, and, specifically, not fail to attend two (2) consecutive board meetings without good prior reason acceptable to the Executive Committee.

Section 5. Absence

Any Board Member having missed three consecutive Board Meetings without sending prior communication to the President, Secretary or Executive Director, shall be deemed to have terminated their position. In the event of a communicated excuse, the Board of Directors will determine whether the Board Member shall be terminated.

Section 5.1 Leave of Absence

It shall be at the discretion of the AASP/NJ Board of Directors to provide individual Board members with a leave of absence from the Board, on a case-by-case basis, for a period not to exceed six months. Upon being granted this leave of absence, the Board member in question will no longer be considered part of the active Board, will not be required to attend Board meetings, will not have voting rights, and will not constitute part of the quorum. If after six months, the Board member fails to return to active participation on the Board, it will be at the discretion of the active Board of

Directors to either extend this leave of absence, or remove the member in question from the Board pending a majority vote.

Section 6. Vacancies

All vacancies in any office, whether resulting from suspension, termination, resignation, or other cause, shall be filled by the Board of Directors without delay, at its next regular membership meeting, or at a special meeting called for that purpose.

Section 7. Compensation

No Officer or Director shall, for reason of his office, be entitled to receive salary or compensation, but nothing herein shall be construed to prevent an Officer or Director from receiving any compensation from the Association for duties other than as a Director or Officer. The Association may reimburse an Officer or Director or member for any authorized expense incurred on behalf of the Association.

Section 8. Removal of Directors

The Executive Committee, by a majority vote of the Executive Committee present at any regular meeting or at a special meeting called in accordance with the Bylaws, may recommend the removal of any Director for neglect, refusal to perform his duties or improper conduct, provided that notice of such meeting, including the charges against the Director, be given to the Director whose removal is sought at least thirty (30) days prior to such meeting, whereby the Director or his duly appointed representative shall be entitled to present documents, evidence or argument. If the Executive Committee recommends removal, the Board, at its next regularly scheduled meeting, shall consider the removal. At the next regularly scheduled meeting of the Board, any interested member, including the accused Director, shall have the privilege of presenting evidence, documents or arguments concerning the removal. A quorum of the Board as per Article 5, Section 6.2 shall be determinative on the question of removal.

ARTICLE 7 Voting and Elections

Section 1. Eligibility

All Officers, Directors and Immediate Past President Attending shall have voting privileges on the Board.

Section 1.1 Board of Directors Votes

In votes taking place during Board of Directors meetings, all Board Members, including Allied Members, shall have the right to vote. The Executive Director shall not have the right to vote. If a member firm or corporation has more than one employee on the Board, that firm or corporation shall be entitled to only one vote. A vote shall be decided by the majority of those who vote, subject to the presence of a quorum. A majority of votes shall decide the question posed.

Section 1.2 General Membership Votes

General membership votes may take place at any Annual Meeting, Regular Meeting, or Special Meeting. Only individual members shall have the right to vote. Any member of a firm or an officer of a corporation may represent it at any meeting. A member firm or corporation may have more than one employee at a meeting, but each member firm or corporation shall be entitled to only one vote. No member shall be entitled to vote unless the member's dues are not more than two months, or 60 days from the initial billing invoice date, in arrears and he is otherwise in good standing; but no member may vote for the election of Officers unless his dues are fully current. If the manner of deciding any question of voting eligibility has not otherwise been prescribed, it shall be decided by a majority vote of the members present. Abstentions or blank ballots shall be considered in determining whether a majority exists in favor of a proposition.

Section 2. Nominations

Each member of the Nominating Committee shall have one vote, and a majority of votes cast shall be necessary to nominate. The Nominating Committee shall present its list of nominations at the June Board Meeting (of an election year). This list shall consist of qualified candidates for the Board of Directors, the minimum and maximum number of which shall not exceed that specified in Article 6, Section 1. This list shall also consist of one (1) nomination for each elected Officer position.

The Association shall present to the general membership the list of nominations, in writing, by means of fax or mail, no later than 5 days prior to the election. This communication shall clearly describe the nominating and election process. All individual and Allied members in good standing may nominate a member in good standing for an elected position. No person may be nominated unless his dues have been paid, he meets the eligibility requirements stated in Article 6, Section 2, and he is otherwise in good standing with the Association. Any qualified member seeking election to an Officer position, and not having been nominated by the Nominating Committee, shall be added to the slate of nominations only after a written motion from the general membership (or board), received by Association no later than September 1st.

At the October general membership meeting (of an election year), the Chairman of the Nominating Committee will first present his report, which will include nominations for elected Officers and Directors, both those having been submitted by the Nominating Committee, and those having been submitted by the general membership.

Section 3. Voting Method

At all meetings, except for the election of Officers and Directors, all voting shall be by a voice vote or show of hands. At any Annual, Regular, Special, or Board Meeting, an issue may be voted upon by written ballot if a majority of those present so requires. Election of Officers and Directors shall be by voice vote or show of hands. A vote shall be decided by the majority of those who vote, subject to the presence of a quorum.

Section 4. Proxy Votes

Members must be present in order to vote at any general membership meeting. Proxy and absentee ballots are not permitted at any general membership meeting. Verbal and written absentee votes are allowed at Board of Directors Meetings.

Section 5. Inspectors of Election

At all votes by ballot, the Chairman of such a meeting shall, immediately before the commencement of the balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results. A copy shall be physically affixed in the minute book to the minutes of that meeting. No Inspector of Election shall be a candidate for office or shall be personally interested in the question being voted upon.

ARTICLE 8 Order of Business

Section 1. General Meetings

The order of business shall be as follows at all general meetings of the Association:

1. Commencement and introduction of the meeting and introduction of the President by the Executive Director.
2. Roll call or sign in registration.
3. Reading or publication of the minutes of the previous general meeting.
4. President's report on any significant Association matters occurring since the previous general meeting. This report shall include committee matters, and old and new business.
5. Treasurer's report for inspection by members in good standing.
6. Received communications for inspection by members in good standing.
7. Elections to fill vacant offices.
8. Election of new members.
9. Core meeting subject matter, guest speaker(s), etc.
10. Adjournment.

Section 2. Board of Directors Meetings

The order of business shall be as follows at all meetings of the Board of Directors:

1. Roll call or sign-in registration.

2. Distribution (unless done prior) and review of the minutes of the previous Board of Directors meeting, and subsequent amendment(s), if necessary, and approval.
3. Treasurer's report, including review and approval to pay outstanding bills.
4. President's report.
5. Mechanical Chairman's report.
6. Collision Chairman's report.
7. Legislative report.
8. Committee reports.
9. Election of new members and election of new Officers or Directors to fill vacancies.
10. Old and unfinished business.
11. New business.
12. Good and welfare.
13. Adjournment.

Section 3. Exceptions

Any question as to the priority of business at both general meetings and Board of Directors meetings shall be decided by the President without debate. The Order of Business may be altered or suspended at any meeting by the President without debate. However, the President cannot alter or suspend the order of business when the business involves complaints about the conduct of the President, or a motion to remove the President.

The President may elect to delegate some or all of his/her responsibilities to another officer of the Association at any general membership meeting or Board of Directors meeting.

The order of procedure of any meeting shall be governed by Roberts Rules of Order unless the Board of Directors, for good cause, votes to waive either the Order of Business or Robert's Rules of Order.

ARTICLE 9 Committees

Section 1. Appointment

The President shall appoint all standing and special committees, as well as each committee Chairperson, but may choose to delegate such responsibility to any Chairman. Members of the Board of Directors may serve on Committees, but, whenever possible, at least one member of each committee shall not be an Officer or Director of the Association. Committee members shall hold office until the next Annual Meeting of the Association or until their successors have been appointed, unless sooner terminated by action of the President or Board of Directors.

Section 2. Committee Chairperson

The Committee Chairperson shall oversee, direct and participate in the work of the committee, and shall report on this work to the President as needed, and to the Board of Directors at each Board Meeting. The role of Committee Chairperson may be fulfilled by members of the AASP/NJ Board of Directors only. Reports to the President and the Board shall either be verbal or written, as dictated by the President.

Section 3. Standing Committees

Committees of the AASP/NJ include but are not limited to the following (any new committees not already listed here must be approved with a 2/3 vote by the Board of Directors or appointed by authorization of the President before being implemented as an official committee of the association):

Section 3.1 Executive Committee

The Executive Committee shall consist of the President, Mechanical Chairman/Chairmen, Collision Chairman/Chairmen, Treasurer and Secretary.

Section 3.2 Finance Committee

The AASP/NJ Treasurer will oversee the Finance Committee, which will meet prior to each Board of Directors meeting to review the Association's finances, checks and balances, and approve payment of bills. The members of the committee shall assist the Treasurer in his efforts and will report to the Board of Directors.

Section 3.3 Committee on Membership and Benefits

The Committee on Membership and Benefits explores membership benefit programs and serves as the liaison between the general members and the Board of Directors. The Committee is responsible for contacting prospective new members who receive membership information for follow up. The Committee is also responsible for coordinating the "call list" to notify members of general meetings.

Section 4. Special Committees

Special Committees shall be created by the President on an as-needed basis to perform work that is temporary in nature, versus ongoing. When the work performed by a Special Committee is completed, the committee will dissolve. Special Committees include, but are not limited to, the following:

Section 4.1 Nominating Committee

During the month of May of an election year, the President shall appoint a Nominating Committee consisting of five members, none of whom shall be the President and a majority of whom, if possible, shall be past Presidents, whose duty it shall be to nominate candidates for Officers and Directors to be elected at the next annual election. No member of the Nominating Committee shall be up for election as an Officer of the Association, but he may be up for election as a Director. If the Nominating Committee seeks to nominate a member of the Nominating Committee for an Officer position, that person shall immediately remove himself/herself from the Committee, and the President shall immediately appoint a replacement.

Section 4.2 Committee on Bylaws

The Committee on Bylaws shall consist of at least three members whose duty it shall be to review the Bylaws of the Association and to make recommendations for additions and changes, either upon its own initiative, or upon recommendations submitted by the membership at large.

Section 4.3 Committee on Complaints

The Committee on Complaints shall consist of three members whose duty it shall be to investigate any complaints received by the Association or its individual members, and to submit a report of its findings to the Board of Directors. No complaint shall be discussed at a meeting until it has first been referred to the Committee on Complaints.

Section 4.4 Committee on Program, Education and Training

The Committee on Program, Education and Training is responsible for planning and coordinating the Association's general meetings and technical training seminars. The Committee shall work in cooperation with industry and educational institutions to improve the future availability of trained technicians.

Section 4.5 Committee on Fundraising

The Committee on Fundraising researches fund raising events and brings recommendations to the Board. The Committee is responsible for coordinating and organizing selected events.

Section 4.6 Committee on Media

The Committee on Media periodically reviews both written and electronic publications of the Association, and makes recommendations for improvements, changes, and updates. On an ongoing basis, the Committee shall submit suggestions for articles, subscribers, advertisers and any such information necessary to improve the publication's professionalism and educational content.

Section 4.7 Committee on Legislation and Statistics

The Committee on Legislation and Statistics shall consist of at least three members, whose duty it shall be to:

1. Report to the Association concerning any proposed or newly adopted legislation affecting the Association and/or its members.
2. To initiate and pursue passage of legislation and regulation that serves the interests of the membership of the Association.

3. To compile any necessary statistical information requested by the Board of Directors.

**ARTICLE 10
Agents and Representatives**

Section 1. General

The Board of Directors may, at its discretion, contract with outside agents and representatives to perform various Association duties which are consistent with the Bylaws, on behalf of the Association. This may include, but is not limited to, the position of Executive Director.

All ongoing paid positions shall be defined by a detailed written contract which includes the following:

1. An itemized description of all functions and responsibilities included in the scope of work.
2. A detailed description, where necessary for clarity, describing duties and responsibilities *not included* as part of the contract.
3. The amount of compensation and schedule of payment.
4. A termination clause for both the Association and the agent.
5. The Association shall not enter into any contract for a term of more than two (2) years unless approved by a 2/3 Board of Directors vote.

At the discretion of the Board of Directors, paid positions may be put out to bid. All paid agents are required to carry their own liability insurance. Paid agents may have a seat on the Board of Directors, but shall not have voting privileges.

**ARTICLE 11
Amendments to Bylaws**

Section 1. Amendments

These Bylaws may be amended, repealed, or added to by a 2/3 vote at any duly organized meeting of the Board of Directors, provided that the proposed change(s) are submitted in writing to the Secretary at least one meeting prior to the time of the meeting where the change(s) will be voted on;

or by a 2/3 vote at any regular or special meeting of the Membership of the Association, provided the proposed change(s) are conveyed to the Membership at least 30 days prior to the time of the meeting where the change(s) will be voted on.

The decision as to whether to affect a change to the Bylaws via a Membership vote or a Board of Directors vote shall be at the sole discretion of the Board of Directors.

**ARTICLE 12
Fiscal Year**

Section 1. Definition

The fiscal year of this Association shall commence on May 1 of each year and shall end on April 30 of the same year.

**ARTICLE 13
Miscellaneous**

Section 1. Association Property

All plaques, signs, literature, equipment, etc. that are to be used or displayed by the Association's members, shall remain the property of the Association and may be recalled at any time.

**ARTICLE 14
Oath of Office**

Section 1. Definition

I, [repeat name], sincerely support the objectives and purposes set forth in this Association's Bylaws. I solemnly promise and swear on my honor to protect, defend and uphold all of its rules and regulations. I further promise and swear to discharge faithfully, to the best of my ability, the duties of the [state your office].