

**BY-LAWS  
OF THE  
CAROLINA AUTO RECYCLERS ASSOCIATION, INC.**

**Article I  
Name**

The name of this corporation (Hereinafter referred to as the "CAR" is: The Carolina Auto Recyclers Association, Inc. CAR is a non-profit trade association organized under the laws of the State of North Carolina.

**Article II**

**Section 1: Purpose**

The corporation (CAR) is organized for the following purposes:

- To promote, further and advance auto recyclers and associated businesses in the State of North Carolina by:
  - 1) Accumulating, processing and disseminating information relative to the recycling business;
  - 2) Developing, compiling and providing to the public and elected officials information that best provides an understanding of the auto recycler's place in the economy of the United States and the State of North Carolina;
  - 3) Providing relevant information to regulatory and lawmaking bodies so they may have a better understanding of the possible effects of proposed legislation or rule-making and the impact on the industry and the public;
  - 4) Providing auto recyclers opportunities for a fuller understanding of their responsibilities to the public and their peers through close fraternization with one another and providing the members the opportunities to work together in harmony for the betterment of the recycling industry and the public interest;
  - 5) Working in any other manner deemed advisable by the Board of Directors for the betterment of the auto recyclers of North Carolina and the United States.
  - 6) To exercise any other powers conferred upon corporations organized pursuant to the provisions of the General Corporation Law of the State of North Carolina, as the same, and may be amended or supplemented as to not be deemed inconsistent with the limitations provided in the Certificate of Incorporation.
  - 7) To carry on other activities as are permissible for corporations exempt from federal income tax under Section 501 (c) (6) of the Internal Revenue Code of 1986, as the same, and may be amended or supplemented.

### **Article III Investments**

The Board of Directors of CAR is granted authority to invest the funds of the Association. Such investments shall be done in a fiscally responsible fashion and all such investments shall be noted in the financial reports of the Association and reported to the General Membership at each Annual Meeting or upon the valid request of a member.

### **Article IV Fiscal Year**

The fiscal year of CAR shall be from 1 January until 31 December of each year.

### **Article V Amendment of By-laws**

The by-laws of CAR may be altered or amended at any regular or special meeting of the Association's membership; provided that the membership has been given written, 60-day prior notice. Notification may be via US Mail or any other acceptable electronic means available at the time such notification is required. A two-thirds vote of the General Membership in attendance at the meeting shall be required to adopt any such changes or amendments.

### **Article VI Membership**

Section 1. Individuals, firms, partnerships or corporations engaged in the business of automobile and truck wrecking, dismantling, recycling and/or salvaging of used auto parts within the boundaries of the State of North Carolina are eligible for Regular membership in the Association. Only one (1) membership shall be issued to each firm, partnership or corporation regardless of the number of persons comprising said firm, partnership or corporation. While only one membership shall be issued, any firm, partnership or corporation may, at its election, apply for a non-voting membership for any or all of their subsidiaries, satellite locations or outlets. See Article VII, section 12 for dues structure.

Section 2. A membership for any individual, firm, partnership or corporation shall constitute one (1) membership and shall entitle such member to one (1) vote at all elections and meetings of the Association. Only a member in good standing shall have the right to vote at any meeting.

Section 3. All applications for membership shall be in writing accompanied by one (1) year's dues in advance and shall be filed with the Secretary of the Association.

Section 4. Applications for membership shall be passed upon by the Board of Directors. The Board of Directors may reject any application for membership by a two-thirds vote for any valid reason, which reason shall be set forth in writing and shall be available for inspection by any members of the Association.

Applicants who have been rejected may make a new application for membership after the expiration of one (1) year from the date of rejection.

Section 5. An Associate membership shall be granted to any person, firm or corporation engaged in an allied business, or in a business related to the business of the members.

Section 6. Associate members cannot hold elected or appointive office and may not vote and they may attend only such meetings as the Board of Directors shall prescribe, but may be appointed as members of a committee, at the discretion of the chairman of said committee.

Section 7. The application for membership or associate membership must be presented by a member, who will present said application to the Secretary of the Association, to be given to the Board of Directors of the Association

Section 8. The committee on Admissions shall be composed of members of the Board of Directors and shall investigate the said application and shall report applicant status to the Board of Directors.

Section 9. A two-thirds vote of the Board of Directors present at a meeting shall be necessary for election to membership.

Section 10. (Resignation) Any member in good standing may resign from the Association, provided a thirty (30) day notice in writing is submitted to the Secretary. Such resignation shall not be effective until accepted by the Board of Directors. Any member may resign from the Association via a written notification of intent provided; however, that there shall be no refund of dues in the event of a resignation and said resignation shall not extinguish such member's financial obligations should any exist.

Section 11. (Suspension or Expulsion) No members shall be suspended or expelled, except for non-payment of dues, without first being presented with the charges against him in writing and having a hearing on said charges. Any such charges shall first be investigated by a Committee of the Board of Directors, appointed by the Chairman of the Board of Directors, who shall make subsequent recommendations to the Board.

The Board shall then notify the member and give him or her a right to be heard, after which the Board of Directors shall have a right to suspend the said member by a two-thirds vote of the Directors present at the meeting. If expulsion is indicated, the matter shall be identified at the next annual membership meeting, and when expulsion is determined by a vote of a majority of the members present, then said member may be expelled. Any persons suspended for non-payment of dues may be reinstated by paying all dues to date. Any expelled member may reapply for reinstatement; however, said application for reinstatement may not be made sooner than one (1) year from the date of expulsion. Said application for reinstatement must be made in writing and given to the Secretary for presentation to the Board of Directors.

If a member is suspended, the Boards suspension order shall set forth the terms under which the suspension may be terminated.

Any suspended members will lose all membership rights and privileges until reinstated.

Section 12. (Dues) The Annual dues for membership and the manner of payment thereof shall be determined by the Board of Directors. A two-tier dues structure will provide for a) a full voting membership, b) associate membership and c) satellite/subsidiary/additional location membership.

Section 13 (Arrears) Members who fail to pay their dues, subscriptions or assessments within thirty (30) days from the time they become due will be notified by the Secretary and if payment is not made within the next succeeding thirty (30) days, all payments in arrears shall be reported to the Board of Directors and if so ordered by the Board, membership shall be suspended.

## **Article VII Officers**

Section 1. The officers of this Association shall be a President, three Vice-Presidents, Past President, Secretary and a Treasurer. The duties of the Secretary and Treasurer may be combined at the will of the Board of Directors or General Membership. Only Regular members shall serve the Association as an Officer or Director. No salary shall be paid to any elected Officer or Director unless that Officer or Director serves in the capacity of a paid Executive Director or Treasurer. An owner, officer or partner of a regular member company or his or her designee may be nominated and elected to the Board of Directors.

Section 2. The membership shall elect all officers for a term of one (1) year or until their successors are elected and qualified at the annual meeting of the Board of Directors. The President shall serve for a term of no more than two (2) years and must be re-elected to the second term. There must be a two year interval following such a two year successive presidency before said President may be re-elected. All officers shall continue his or her respective official position

until the new officers have been duly elected and installed. The Board of Directors may elect an officer to fill any unexpired term.

Section 3. The President shall preside at all meetings of the Association; he or she shall appoint all committees, shall be an ex-officio member of all committees and shall be Chairman of the Board of Directors. The President shall be the chief elected officer of the Association and shall have the duties and powers which typically pertain to that office.

Section 4. The First Vice-President shall act in the absence of the President or upon the President's request by assuming all duties and responsibilities incumbent upon the President.

Section 5. The Second Vice-President shall assume the duties of the First Vice-President in the absence or disability of the First Vice-President.

Section 6. The Third Vice-President shall assume the duties of the Second Vice-President in the absence or disability of the Second Vice-President.

Section 7. The Secretary shall keep a record of all meetings of the Association and shall perform such services and the duties pertaining to said office. He or she shall be custodian of all written documents belonging to the Association.

Section 8. The Treasurer shall keep, maintain and be the custodian of the financial records of the Association. He or she shall collect and receive all income and deposit same in the name of the Association in a bank designated by the Board of Directors. The Treasurer shall submit a detailed report in writing of the financial condition of the Association and shall make a similar report and accounting at any time to the Board of Directors at the request of the President. The Treasurer's books and records shall be audited by a certified public accountant annually. The Treasurer shall also sign all checks.

## **Article VIII Board of Directors**

Section 1. (Number) The property, affairs, business and concerns of the Association shall be vested in a Board of Directors consisting of three (3) Directors, the President, who is the Chairman of the Board of Directors, the three (3) Vice-Presidents, the Immediate Past-President, the Secretary and the Treasurer. The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors is duly elected and qualified.

Section 2. (Election of Directors and Term) At the annual meeting held after the adoption of these By-Laws there shall be an election by ballot for three (3) Directors of the Association. The Directors of the Association shall serve two (2) year terms. At the expiration of his or her term, any Director may be re-elected.

Section 3. (Duties of Directors) The Board of Directors may: (1) hold meetings at such times and places as they think proper; (2) admit members and suspend members by ballot; (3) audit bills and disburse the funds of the Association; (4) print and circulate documents and publish articles; (5) carry on correspondence and communicate with other associations interested in the car and truck dismantling industry; (6) employ agents; (7) design and carry into execution other measures as they deem proper and expedient to promote the objectives of the Association and to best protect the interests and welfare of the members. No firm, partnership or corporation shall have more than (2) voting members on the Board of Directors.

Section 4. (Meetings of the Board) Regular meetings of the Board of Directors will be held (2) times per year. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each member at least ten (10) days before the time appointed for the meeting. "Mailing" for the purpose of this Section shall include email, text messages or any other electronic communications methods that are present and universally accepted at the time of the transmission. The President may, when he deems necessary, or the Secretary, shall at the request in writing of two (2) members of the Board, issue a call for special meetings of the Board. A five (5) day notice shall be required for such special meetings and said notice is to be given by the Secretary to each Director.

Section 5. (Quorum) Five (5) voting members of the Board of Directors shall constitute a quorum of the transaction of the business. In the absences of the President or Vice-Presidents, the quorum present may choose a Chairman for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a later day, not more than fifteen (15) days from the date set and the Secretary shall give notice to all of the Directors of the new date.

Section 6. (Absence) Should any member of the Board of Directors be absent from three (3) consecutive meetings of the Board without sending a communication to the President or Secretary stating the reason for so doing, and if the reason is not acceptable to the members of the Board, his or her seat on the Board may be declared vacant.

## **Article IX Executive Director**

The day-to-day management of the Association shall be vested in an Executive Director/Association Management firm and the employment and termination shall be the responsibility of the Board of Directors. The Executive Director shall have such authority and duties as are determined by the Board of Directors.

## **Article X Committees**

**BOARD OF DIRECTORS:** The Board of Directors shall be a permanent and standing committee composed of the Association's elected officers (President, Immediate Past President, and three (3) Vice Presidents and three (3) Directors).

- 1) The Board of Directors shall possess and may exercise all powers of the Association (with the exception of amending by-laws); however, all actions or activities undertaken by the Board of Directors shall be reported to the General Membership.
- 2) The Board of Directors shall meet four (4) times annually in a fashion mutually convenient to the members of that committee. Teleconferences in addition to face-to-face meetings shall meet the conditions of this section.

**BUDGET COMMITTEE:** The Budget Committee shall consist of the President, Treasurer, Executive Director and at least one (1) Vice President. The duties of this Committee are to assist the Executive Director in promulgating annual budgets. Upon approval of this Committee, the budget shall be submitted to the entire Board of Directors for final approval.

**LEGISLATIVE COMMITTEE:** The Legislative Committee shall consist of a Chairman (to be appointed by the President), the Executive Director and one (1) Officer and one (1) Director. This Committee serves to advise members of current legislative activities and to oversee the disbursement of PAC funds from the CAR-PAC. Any actions or activities undertaken by this Committee shall be reported to the Board of Directors in a prompt and timely fashion.

**PAST PRESIDENTS COMMITTEE:** The Past Presidents Committee shall be comprised of all previously elected Presidents of the Association. Membership is automatic unless a Past President was removed from that office for cause. Members of this Committee will serve as advisors to the currently elected Officers and Directors, may attend all Board of Directors meetings; however, may not cast votes during said meetings.

## **Article XI Anti-Trust Policy Statement**

CAR is created and organized to promote, develop and maintain the advancement of the auto recycler and associated industries in North Carolina. CAR is not intended to and may not play any role in the competitive decisions of its members or their employees. CAR is not intended to restrict competition in any aspect of the industry.

The CAR Board of Directors and elected Officers, through this statement of policy, makes clear its unequivocal support for the policy of competition served by anti-trust laws and its uncompromising intent to comply strictly in all

aspects of those laws. It is the individual responsibility of every CAR member to be guided by the anti-trust laws. It shall be the special responsibility of the Board of Directors, Elected Officers and Executive Director to assure that this policy is known and adhered to in the course of activities pursued under their leadership. It is not the role of CAR to act as arbiter or judge of competitive conduct of industry members and as such, this statement of anti-trust policy is not a mechanism through which members should charge another member with any illegal action.

## **Active XII Limitation of Liability and Indemnification**

To the fullest extent permitted by the laws governing non-profit associations, the personal liability of the Directors, Officers, committee members and employees of the corporation is hereby eliminated.

To the fullest extent permitted by the laws governing non-profit associations, CAR shall indemnify its Directors, Officers and employees against all expenses and liabilities, including legal counsel fees, reasonably incurred or imposed upon the individual in connection with any proceeding to which the individual may be made a party rising from duties as an Officer, Director or employee of the Association. In the event that the Officer, Director or employee is adjudged guilty of willful malfeasance or illegal activities in the course of their duties, this section of the By-laws shall not apply. This foregoing right of indemnification shall be in addition to and not exclusive to all other rights to which the Directors, Officers or employees may be entitled.

## **Article XIII Conflicts of Interest**

In all instances, Directors, Officers, Committee members and employees of the Association should avoid all actions involving material conflicts of interest with the Association. Any contract or transaction that may result in a direct or indirect financial benefit to one or more of the Association's Directors, Officers or employees shall be deemed void or voidable solely for this reason.

Interested Directors, Officers, employees or other members should recuse themselves from Board of Directors meetings during which discussion and voting on the potential or actual conflict of interest takes place.

## **Article XIV Governing Law**

All questions with respect to the construction and enforcement of these By-laws shall be determined in accordance with the applicable provisions of the laws of the State of North Carolina.



## **Article XV Headings**

The headings of these by-laws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction or importance of value upon any of the provisions of these By-laws

## **Article XVI**

All provisions of these By-laws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the By-laws shall remain in full effect.

Adopted by the Board of Directors\_\_\_\_\_ (Date Adopted)

Adopted by the Membership\_\_\_\_\_ (Date Adopted)

Recorded by the Secretary\_\_\_\_\_ (Date recorded)