

TENNESSEE COLLISION REPAIRERS ASSOCIATION/TCRA

Chartered by the State of Tennessee February 20, 2007

PREAMBLE

WHEREAS , the it is the object of this Association to develop a climate for the interaction and exchange of ideas between automobile body shops and/or collision repair facilities located in the State of Tennessee, to promote ethical and best practices, to communicate with and educate its member base in all matters relevant to these objectives. This shall be a non-profit earning Association with its principal office for the transaction of the Association business in the City of Jackson, Tennessee.

THEREFORE , we bind ourselves to carry out these objectives and agree to abide by the following constitution and By Laws.

CONSTITUTION

I.

The name of the corporation is "Tennessee Collision Repairers Association"

II.

The corporation is organized pursuant to the provisions of the State of Tennessee, Applicable Statutes, "501 c4 Non-Profit Corporation."

III.

The corporation shall have perpetual duration.

IV.

The corporation is a nonprofit corporation and is organized for the following purposes: To provide a forum and structure for Auto Body Shops or Collision Repair Facilities owners and managers to come together and exchange ideas that will foster the use of best practices and procedures utilized in the automobile collision repair process.

V.

Directors of this corporation shall be selected or appointed as prescribed by the Association By-Laws.

VI.

This corporation shall be empowered to conduct all and any activities, functions and business which relate to the proper operation of said corporation provided such actions are not inconsistent with the Corporation Charter or any law.

VII.

The address of the initial registered office of this corporation is 96 Riverport Drive, Jackson, Tennessee 38301

VIII.

The initial Board of Directors shall consist of nine members, the name and address of each follows:

- Robert W. Mitchell, 96 Riverport Dr, Jackson, TN 38301
- George A. Childrey, 2124 W. Reelfoot Ave., Union City, TN 38261
- J. Mark Smith, 126 Jake White Ln., Decaturville, TN 38329
- Steven P. Hardee, 96 Fairway Blvd., Jackson, TN 38305
- David W. White, 769 Airways Blvd., Jackson, TN 38301
- Ivy Delk, 1323 E. Main St., Brownsville, TN 38012
- Melvin German, PO Box 393, Somerville, TN 38068
- Roger McDonald, 18220 Hwy 125, Bolivar, TN 38008
- Keith Beard, 83 Trenton Hwy, Milan, TN 38356

IX.

In the event of dissolution of this corporation all assets shall be liquidated and all financial obligations of the corporation shall be paid. The remaining funds shall be donated to any other non-profit entity named by the Board of Directors. By no means shall a member of this association benefit monetarily from its demise.

X.

The names of the incorporators are:

- Robert W. Mitchell - Al Childrey - J. Mark Smith - Steven P. Hardee - David W. White
- Ivy Delk - Melvin German - Roger McDonald - Keith Beard

ASSOCIATION BY-LAWS

ARTICLE I - MEMBERSHIP

Section 1. General Memberships:

- a. Regular Membership is open to any and all Body Shops and Collision Repair Facilities in the State of Tennessee.
- b. Regular members in good standing shall be eligible to vote in elections, serve on committees, and hold offices in the Association.

Section 2. Limited Memberships:

- a. **Corporate Membership:** Corporate Membership shall be open to those businesses having an affiliation with the Automobile Collision Industry desiring to participate and support the Association. Such members shall have no vote in Association affairs. Corporate members are entitled to participate in Association functions; to include meetings, symposia, and product exhibits. Corporate non-members shall not be accorded the foregoing privileges unless approved by the Board of Directors.

Section 3. Membership and Dues Assessments:

- a. To become a member of the Association, a qualified individual must submit an Application form. Annual membership renewal dues shall become due and payable on 1 January each year. The membership year of the Association shall begin 1 January and end 31 December. The annual membership payable dates and membership year may be adjusted by the Board of Directors.
- b. Fees and dues that do not reach the Association ~~by 31 January~~ within 30 days of the membership renewal invoice date shall be considered delinquent. A member shall not be considered in good standing with the Association until the dues have been paid. Members that are not in good standing forfeit their rights and privileges to vote, hold elected or appointed office, serve on committees, or participate in general membership meetings.
- c. General Membership Dues as well as Corporate Dues shall be set by the Board of Directors at least 90 days prior to the end of each business year.

Section 4. Affiliate Chapters:

- a. To enable this organization to grow statewide, a system of affiliate chapters is authorized. To become a chapter an application must be sent to TCRA at its address in Jackson, Tennessee. The TCRA will in turn approve or disapprove the application for chapter.
- b. Upon application a Chapter Package will be sent to the person or persons applying for a chapter which will include but not be limited to, requirements for membership, application, how to form a chapter and a copy of the Constitution and By-laws. Chapters will utilize the existing Constitution and By-laws. ~~Chapters will pay \$250.00 annual dues to the TCRA State Board of Directors.~~ Chapter affiliates will have a Chapter Chairperson appointed by the TCRA Executive Director, and approved by a majority of the TCRA Board of Directors. Members of Chapters will pay applicable dues to the main body of the TCRA, formerly referred to as "State".
- c. ~~Upon formation of the first chapter of the TCRA the current and founding chapter will become known as the West Tennessee Chapter. At this point in time the current Board of Directors will become the State Board of Directors and a new Board of Directors will be elected for the new chapter. The State Board of Directors will act in the same manner as the chapter Board of Directors. Members of this Board will be elected statewide after the initial formation. (Amended March 2007)~~ Chapters will not have separate officers or board, but may participate as full members, including being eligible for all statewide positions and committees.

ARTICLE II - MEETINGS

Section 1. The General Membership meeting shall be convened at least once in each calendar year. ~~The membership will be polled during the General Membership meeting with regard to their preference of general location and timeframe for the next General Membership meeting. Using these preferences as a guideline,~~ the Board of Directors shall determine the date and place of ~~the next~~ General Membership meetings and notify the membership no later than 30 days prior to the planned date.

- a. The General Membership meetings shall be conducted in accordance with Roberts Rules of Order Revised.

b. The Secretary shall prepare an agenda for each meeting and make it available to the General Membership prior to the meeting.

Section 2. The Board of Directors shall meet at least once annually at a time and place designated by the President. See Article VI for more details on the Board of Directors.

ARTICLE III - ASSOCIATION OFFICERS

Section 1. A Vice President, ~~and four Members at Large~~, shall be elected annually by a majority vote of the membership in accordance with Article V below.

Section 2. A Vice President shall be elected to a consecutive 3-year term on the Board of Directors. The first year he shall be the Vice President. The second year he shall succeed to the office of President. The third year he shall succeed to the office of Immediate Past President.

Section 3. A Secretary shall be elected by a majority vote of the membership in accordance with Article V. The term of this office shall be two years. The positions of Secretary and Treasurer may be combined if determined by the Board of Directors to be in the best interest of the Association.

Section 4. A Treasurer shall be elected by a majority vote of the membership in accordance with Article V. The term of this office shall be ~~three~~ two years.

Section 5. Individuals newly elected to office shall be installed to that office at the close of the next scheduled General Membership Meeting.

Section 6. Individuals already holding office shall advance to the next position of their term at the close of the annual General Membership Meeting.

Section 7. The election of officers shall be done by written ballot as described in Article V. Should there be only one candidate for an office, then the ballot requirement shall be waived, and the election thereof shall be by acclamation.

Section 8. Except for the combination of Secretary/Treasurer, Members of the Board of Directors shall not hold two board positions simultaneously. All Board members shall be subject to applicable conflict of interest rules, statutes and laws in the State of Tennessee.

Section 9. The elected officers of the Association shall exercise all the powers in the performance of their duties and responsibilities for their office as prescribed by these By-Laws. Elected Officers shall exercise the authority of office with prudence considering the best interest of the Association.

a. President:

(1) Shall preside at all general membership and Board of Directors meetings.

(2) Shall appoint such officers as authorized by the provisions of the Constitution and By-Laws subject to the approval of the Board of Directors.

(3) Shall appoint all committees established by these By-Laws subject to the approval of the Board of Directors. Shall serve as an Ex-Officio member on all committees.

(4) Shall execute all resolutions of the general membership and the Board of Directors.

b. Vice President: Shall perform the duties of the President during the temporary absence of the President.

(1) Shall perform such other duties as the President may direct.

~~c. Member at Large:~~ Shall be a voting member of the Board of Directors and shall perform such duties as the President may direct

d. Secretary:

(1) Shall be responsible for the recording of the minutes of all General Membership and Board of Directors meetings.

(2) Shall ensure the distribution of meeting minutes to the Board of Directors members within 15 days following each meeting.

(3) Shall be the custodian of meeting minutes submitted by committees. A print or electronic copy of committee meeting minutes shall be forwarded to the Secretary through the President within 30 days of receipt.

(4) Shall perform such duties as the President may direct.

f. Treasurer:

(1) Shall be responsible for all collections received and for deposits in the custodial bank designated by the Board of Directors.

(2) Shall disburse funds for the payment of authorized Association obligations.

(3) Shall maintain financial accounts, files, and records of the Association as may be directed by the Board of Directors and as prescribed by these By-Laws. Shall ensure adequate documents are maintained and available to explain each expenditure and receipt. The Treasurer shall exercise diligence in performing his fiduciary responsibilities for maintaining the accounting records in a manner as to allow periodic and annual financial statements within the guidelines established by the rules and regulations promulgated by prevailing state and Federal authorities.

(4) Pursuant to Article I, Section 3. b., the Treasurer shall maintain a permanent record of dues and assessments paid by members in order to provide a means for the Board of Directors to verify an Association member's eligibility to participate in Association business.

(5) Shall prepare an Annual Financial report to be presented at the annual General Membership meeting.

(6) If required by the Board of Directors the Treasurer shall present himself to be bonded.

g. Immediate Past President: Shall perform such duties as the President may direct.

Section 11. Appointed leadership positions or committee

(1) Committee Chairmen shall be appointed by the President as he sees fit in order to tend to the business of the association. Committee Chairmen can be appointed from the Board of Directors membership.

ARTICLE IV - EARLY SUCCESSION TO OFFICE

Section 1. Should the President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Presidency, then the Vice President (President Elect) shall succeed him as President for the remainder of the resigning or incapacitated President's term. At the completion of the resigning or incapacitated President's term, the President shall begin serving the term of the Presidency for which he was initially elected. The position of Vice President shall remain vacant until the next General Membership Meeting.

Section 2. Should the Vice President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Vice Presidency, the position of Vice President shall be filled by appointment by the President and confirmed by the Board of Directors. Any member, in good standing, may be considered for this appointment. The newly appointed Vice President shall serve the duration of the term of the resigning or incapacitated Vice President, but shall not automatically succeed to the office of President. A President and a Vice President shall be elected at the next Association Election.

Section 3. Should both the President and Vice President resign or become incapacitated, then the Immediate Past President shall assume the duties of the Presidency (become Acting President) for the remainder of the term of the President. But he shall not automatically succeed to the position of President after his term of Acting President has expired. A President and Vice President shall be elected at the next Association Election with the new President's 1-year term beginning at the close of the annual election meeting. Under these circumstances, The Immediate Past President shall serve one additional year on the Board of Directors, in that office.

Section 4. Should the Immediate Past President resign, become incapacitated, or otherwise be unable to fulfill the duties of the Immediate Past President, the President or Acting President shall offer the position of Immediate Past President to any qualified previous President, in good standing, subject to the confirmation of the Board of Directors.

Section 5. Should the Secretary resign, become incapacitated, or otherwise be unable to fulfill the duties of the Secretary, the President or Acting President shall offer the position of Secretary to any member, in good standing, subject to the confirmation of the Board of Directors.

Section 6. Should the Treasurer resign, become incapacitated, or otherwise be unable to fulfill the duties of the Treasurer, the President or Acting President shall offer the position of Treasurer to any member, in good standing, subject to the confirmation of the Board of Directors.

Section 7. Leaves of absence for Elected Officers from their Board of Directors duties may be granted by the President, for a period not to exceed ninety (90) days. If the officer cannot resume his duties at the end of the authorized leave of absence, the President shall ask for the officer's resignation and take steps to offer the position to any member in good standing subject to the confirmation of the Board of Directors.

ARTICLE V - ELECTIONS

Section 1. The Election Committee shall be responsible to receive all declarations from members who wish to submit themselves as a candidate for an elective office in the Association, and shall co-ordinate with the Treasurer in order to determine the eligibility of each request for candidacy prior to its acceptance.

Section 2. All declarations and nominations of members in good standing who are interested in serving the Association in an elected position must be forwarded to the Election Committee, not less than 60 days prior to the election, in order for the Election Committee to act in a timely and proper manner to execute the election process.

Section 3. The Election Committee shall be responsible for conducting an election of officers at the first General Membership Meeting of each year in accordance with the provisions of this Article. Additionally the President shall appoint no more than three members in good standing to serve as an Election Committee to assist the Election Committee Chairman in the election process. The committee will seek members in good standing who are interested in serving as an officer in the Association as well as accept nominations from the membership. Should an individual be nominated by the committee or any other member of the Association, his name will not be placed on the ballot without his consent.

Section 4. The Election Committee shall obtain a current list of members who are eligible to vote in the Association elections from the Treasurer in accordance with Article I, Section 4, b. above to certify the election.

Section 5. Association elections shall be by written ballot conducted during the first General Membership Meeting of the year.

a. Should a position to be filled be uncontested, the individual who declared for or was nominated for the position shall be considered to be elected by acclamation.

b. Should all of the positions to be filled be uncontested, the Election Committee will mail/email the slate of officers to the membership and declare the election complete and make his official report at the first GMM.

c. As the above described election procedure will be available to all members, regardless of their location, there will be no provision for proxy voting.

d. Should no one qualify or seek an open position during the above described nomination and election process the newly elected President, subject to the approval of the Board of Directors, shall appoint a member in good standing to the open position at the first meeting of the newly elected Board of Directors.

Section 6. As the last order of business at the first meeting of the year, the outgoing President shall present the newly elected officers to the general membership. The newly elected slate of officers will then become the members of the Board of Directors of the Association and will conduct its first meeting immediately following the close of the General Membership Meeting. Appointees to the Board of Directors will also be named at this time. Board Appointees are invited to serve a term of 2 years, and may be invited by the Executive Director and approved by a majority of the TCRA Board of Directors to extend their term on the Board.

Section 7. All Association officers, elected and appointed, who are subject to be re-elected to office or re-appointed to a committee chairmanship, shall arrange for the complete transition of official duties and responsibilities to newly elected, or appointed officers, in the event they are not re-elected, or re-appointed. All files, records, and properties are considered to be the property of the association and shall be transferred to the new custodian without delay to prevent undue disruption to the good order and conduct of association business.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the management committee of the association and will meet at least quarterly face to face, at a time and place designated by the President. The Board of Directors shall have the authority to act for and on behalf of the general membership on any matter presented to the President between meetings of the Association, provided that such action is warranted due to the urgent nature of such matter, and proceedings or resolution is in the best interest and greater good of the Association.

- a. Special meetings of the Board of Directors may be called by vote of two thirds of the general membership, as verified by written petition, majority vote of the Board of Directors, or an emergency call by the President. The agenda of such special meetings shall be limited to those items specified as justification for the meeting.
- b. The Board of Directors shall plan and co-ordinate special Association programs related to the recruitment for increased memberships, fund raising activities, voluntary contributions to the association for support of the Association organizational goals and objectives, and promoting public relations activities of the Association.
- c. The Board of Directors shall use diligence and due consideration in order to ensure that all meetings result in maximum attendance.
- d. A quorum of the Board of Directors exists when a majority of the members are present at the meeting.
- e. The President shall have the authority to convene, continue and adjourn an electronic meeting of the Board of Directors to conduct the business of the Association between annual meetings, and shall preside over all such meetings.
- f. The President may direct establishment of an official Board of Directors Internet E-mail Group, or any other electronic means of communication that allows for a permanent written record to be created. Accepted business meeting practices shall be adhered to and minutes shall be kept for Association records.
- g. The Board of Directors may appoint an Executive Director for the Association to promote the organization, obtain industry sponsors, expand membership, and provide industry guidance.
- h. The Board of Directors may appoint or hire an Administrative Coordinator to assist the Board with financial/organizational matters, event planning, and maintenance of records.
- i. The composition of the Board of Directors shall consist of the following ~~elected~~ officers:

EXECUTIVE DIRECTOR (appointed) – PRESIDENT – VICE-PRESIDENT – SECRETARY/TREASURER
IMMEDIATE PAST PRESIDENT - ~~MEMBERS AT LARGE (4)~~ CHAPTER CHAIR(s) (appointed) –
(1) OEM REPRESENTATIVE (appointed) – (1) INDUSTRY EDUCATOR (appointed)

Section 2. Committees

Committees may be established as programs are initiated to accomplish the organizational an operational goals and objectives of the association. Committee Chairmen will be appointed by the President. The Committee Chairman may seek volunteers to fill the seats on his committee except in the case of the Election Committee which will be appointed by the President.

ARTICLE VII - PROCEDURE FOR AMENDMENTS

Section 1. These By-Laws may be amended at any meeting of the general membership with a two-thirds majority vote when the proposed amendments have been submitted by any member in good standing through the Secretary to the Board of Directors, at least 60 days prior to the any General Membership meeting.

Section 2. A printed copy of the proposed amendments shall be included in an information package to be provided to each member prior to the first General Membership meeting of the year and mailed to each member in good standing at least thirty (30) days prior to that meeting.

ARTICLE VIII – ANTI-TRUST LAWS

Members and/or guests of this Association shall not at anytime before, during or after a meeting engage or participate in any conversation or discussion that could be construed as intent to fix prices, set labor rates or in any way violate the provisions of such codes, laws or statutes that govern this type of activity. Violation of this article may be grounds for expulsion from the Association.

ARTICLE IX - DISSOLUTION

In the event of dissolution of the Tennessee Collision Repairers Association, Inc., the funds and assets remaining, after payment of all just debts and obligations, shall be disposed of in accordance with Article IX of the Constitution.

These By-Laws have been officially amended on XXX XX, 2014, by assignment of the current Board of Directors, and a two-thirds majority vote of Members at the time of amendment.

Executive Director, Tony Nethery _____

President, Randy Todd _____

Vice President, Ivy Delk _____

Secretary/Treasurer, Melvin German _____

Chapter Chair, Freddie Miller _____