

BYLAWS OF TENNESSEE TOW TRUCK ASSOCIATION

ARTICLE I: NAME, LOCATION & PURPOSE

Section 1 – Name: The Name of the organization shall be, *Tennessee Tow Truck Association (TTTA)* a Section 501(c)(6) not-for-profit, organization incorporated in the State of Tennessee, USA.

Section 2 – Location: Principal business office located in, Memphis, TN, TN USA, with Area Representatives, Chapter Offices and other offices located elsewhere from time to time, as authorized by the Board of Directors.

Section 3 – Precepts: The Tennessee Tow Truck 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 II: MEMBERSHIP

Section 1 – Membership: Membership in TTTA is open to any person without regard to social or business standing, race, creed, color, national origin, religion or gender, who has, or seeks, an interest in the towing and recovery industry. Once admitted, the member shall be entitled to all rights and privileges described herein. *except whereas noted in Article II, Section 2, D. Upon signing the membership application, and paying dues, the new member agrees to abide by the code of conduct.

Section 2 – Membership Classifications:

- A. Regular Member, Regular Member shall be any sole proprietor or business entity actively engaged in towing, storage, recovery industry. If a business entity wants an individual who is an officer, member, partner, or employee of the business entity to be the representative for the business entity, per these by-laws they shall be able to. A Regular Member is entitled to one vote per membership.
- B. Affiliate Member, (Company) shall be a designated representative of a firm or company engaged in providing products or services to any member of the association. This member is entitled to one vote per member.

Section 3 – Rights of Members:

- A. All Members in good standing, shall have the following rights:
 - 1. To attend all General Membership meetings of TTTA
 - 2. To speak in debate
 - 3. To receive official publications of TTTA
- B. Members in certain categories have the following rights:
 - 1. Regular and Affiliate:
 - a. To make and second motions
 - b. To vote
 - 2. Regular
 - a. To hold elective office
 - b. To serve on the executive board
 - a. To serve in an appointed position
 - b. To serve as Chairman of an appointed committee
 - c. To petition for a local Chapter

Section 4 – Good Standing: An individual member is in good standing within the meaning of these Bylaws if he/she:

- 1. Is following the codes of conduct of TTTA as established by the Board of Directors from time to time.
- 2. Is current in the payment of membership dues.
- 3. Continues to qualify for the designated membership classification, and

Section 5 – Removal: Members of any classification shall be removed from membership after sixty days' non-payment of membership dues or for "Cause" as determined by two thirds (2/3) vote of the Board of Directors. Removal for Cause shall occur only after the member has been advised in writing not less than 15 days in advance of the proposed expulsion of the reasons therefor and given reasonable opportunity, not less than 5 days before the effective date of the member's expulsion, to respond, either orally or in writing. If a member desires to be heard orally, the Board of Directors may hear from the member prior to any expulsion at any regularly or specially scheduled meeting of the Board of Directors, so long as the notice requirements set forth in the preceding sentence are observed. "Cause" for removing a member include, but are not necessarily limited to the following:

- A. Gross misconduct inconsistent with, and harmful to, the goals and objectives of TTTA or,
- B. Exploitation of membership in TTTA for personal gain.
- C. Violation of the Code of Conduct

Section 6 – Resignation: Any member may resign by submitting a written resignation to the Board of Directors

ARTICLE III: DUES

Section 1 – Membership Dues: Shall be due and payable annually on January 1.

Section 2 – Delinquency and Cancellation: Any member who shall become sixty (60) days delinquent in payment of dues shall be expelled, without further notice from the membership and denied further service and/or rights of membership.

Section 3 – Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

Section 4 – Schedule of Dues: The Board of Directors shall set the annual dues for the several classifications of membership and shall review the dues structure annually, or more often as necessary.

Section 5 – Applications of Dues: All membership dues may be used by TTTA for any approved expenditure including, but not necessarily limited to, payment of routine operating expenses. Members may not designate a portion of their dues as special gifts, or donations for special purposes.

ARTICLE IV: MEETINGS OF THE MEMBERS

Section 1 – General Membership Meetings: There will be four (4) General membership meetings (regular) of the members of TTTA per calendar year and shall be held at such time and place as designated by the Board of Directors for elections, and general business decisions, if applicable.

Section 2 – Special Meetings: Special meetings may be called by the Board of Directors at any time upon written notice or shall be called by the Board of Directors upon written petition duly submitted to the Board of Directors by 10% of the members in good standing. The reason for the special meeting shall be clearly stated in the notice thereof, and no other business may be considered at that time.

Section 3 – Notice of Meeting: Written notice of any regular or special meeting of the members of TTTA shall be communicated via mail or electronic means to each member no less than (3) three days nor more than sixty (60) days before the date of such meeting. The notice shall state the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 4 – Waiver of Notice: Whenever a notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the person, or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5 – Voting: At all meetings of TTTA each active member, with voting rights and in good standing, shall have one (1) vote, and may take part and vote in person, via mail, by electronic means, or by third party voting program. Unless otherwise specifically provided by these Bylaws, a simple majority vote of those active members present and voting shall constitute the action of the members. There will be only one vote per member.

Section 6 – Voting by Mail, E-mail, or Other Electronic Means: The Board of Directors may authorize or direct voting by mail, e-mail, or other electronic means (third party programs) Members without internet access may submit a paper ballot if voting is to be accomplished by electronic means. After the completion of the election process any submitted paper ballots will be recorded and added to the final election numbers.

Section 7 – Quorum: Ten percent (10%) of the membership eligible to vote shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting, then a majority of the members present and eligible to vote may adjourn the meeting from time to time as may be necessary to secure a quorum.

Section 8 – Postponement: The Board of Directors may, upon notice, postpone any regular or special meeting of the members.

Section 9 – Rules of Order: All regular and special meetings and other proceedings of TTTA shall be regulated and controlled per Roberts Rules of Order (revised) for parliamentary procedure, except as may be otherwise herein provided.

ARTICLE V: BOARD OF DIRECTORS

Section 1 – Authority and Responsibilities: The governing body of TTTA shall be the Board of Directors which shall set the overall policy for TTTA. The Board of Directors shall have supervision, control and direction of the affairs of TTTA, its committees and publications; shall determine its policies or changes therein; shall actively prosecute its objectives and supervise the disbursement of its operating funds and shall in all matters, have the exclusive right to execute contracts and commit the resources of TTTA on behalf of TTTA. The Board of Directors may adopt such rules and regulations for the conduct of its business as it shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility from time to time to the Administrator, certain standing Committees and others; however, any such delegation of authority is subject to the continued approval of the Board of Directors and may be withdrawn at any time as specified herein. The Board of Directors will objectively listen to the reports and findings of its members and vote on issues which require a vote to insure the longevity and financial responsibilities of the TTTA. The Board of Directors and Administrator will also bring to the table additional issues and concerns which may affect TTTA. Such issues should be discussed in full and voted on if necessary. In case of any tie vote, the issue being voted on will be tabled until the next Board of Directors meeting.

Section 2 – Composition: The Board of Directors shall consist of a maximum of twelve (12), who must be members of TTTA. The Board will consist of four (4) Executive Members, and eight (8) Board Members (using THP Districts). Except as provided in Section 3 below, all Board of Directors members will be elected by the general membership at the fall meeting of the members or via electronic means as directed by the Board of Directors. The four (4) Executive officers of TTTA will be ex officio members of the Board of Directors.

Section 3 – Term of Office and Manner of Election: Election results for members of the Board of Directors will take place at the fall meeting. Nominations will be done by a nominating committee that is appointed by the President. No person that is running or wants to run for office may be appointed to the nominating committee, including the president. The chair of the committee (decided by the committee) who shall submit a list of nominees or submissions can be made to the Administrator, President, or nominating committee 45 days before the fall meeting. Qualifications to run for office only include being a member in good standing with the association. Once the nominees are submitted to the Administrator from the chairman of the committee, the ballots may be mailed or via email, 30 days prior to the fall meeting. Voting will be kept open for 7 days from the time ballots are emailed or mailed out (on the 30th day) The winners will be announced two business days after voting closes. The new officers/directors will be installed at the fall membership meeting. All newly elected directors will be required to be at the fall meeting, otherwise they forfeit their new positions. Members of the Board of Directors may serve two, two (2) year terms. The terms of the Board members who are not Officers will be staggered with the terms of the Board of Directors, or the President may appoint any such vacancy. The initial terms of Board members who are not Officers may be for two (2) year terms if necessary, to accomplish the staggering of terms as specified in this Section 3. Each director shall hold office until the expiration of the term for which he or she is elected and thereafter until his or her successor has been elected and qualified, or until removed as hereafter provided.

Section 4 – Meetings: The Board of Directors shall meet a minimum of four times per year; and at other times as designated by the President, these meetings can be held prior to the general membership meetings. These meetings will be closed unless a request to speak is sent to the administrator or president. Upon approval by the president, then the speaker will be added to the agenda. Additional meetings may be called if necessary, by the President, or by any six (6) members of the Board of Directors. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting, shall be delivered either personally or by email, to each director. Such notice shall be delivered not less than 3 days before the date of the meeting by email or US Postal Service.

Section 5 – Quorum: At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the Board of Directors shall be required for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

Section 6 – Voting: The vote of a majority of the director's present at a meeting at which a quorum is present shall be the act of the Board of Directors or any committee. Voting rights shall not be delegated to another nor exercised by proxy. A director who is present at a meeting of the Board of Directors, or any committee thereof, shall be presumed to have concurred in the action taken at the meeting, unless his dissent thereto shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver or send such dissent by registered or certified mail to the secretary promptly after the adjournment of the meeting. Such rights to dissent shall not apply to a director who voted in favor of such action.

Section 7 – Telephone Conference: Subject to the provisions of these Bylaws regarding notice and quorum, members of the Board of Directors may participate in and hold a meeting by means of conference telephone or other electronic means in which all participating members are fully aware of the proceedings and given ample opportunity to participate. However, the Secretary before their next meeting shall provide a written “hard copy” of the minutes of such meeting to all members of the Board of Directors.

Section 8 – Vacancies: Vacancies in any Board position may be filled for the unexpired term thereof by a special election or by appointment as provided in Section 3 above. This election will be held in the standard procedures and may be carried out via the web-based voting system. The President may, as an option, choose not to fill a vacancy until the next regular election, provided such action does not impair the operation of the Board of Directors.

Section 9 – Removal: A member of the Board of Directors may be removed by the members for “cause” at any regular or specially called meeting of the members, if written notice is provided to the members stating that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting. For purposes of this Section 9, “cause” shall mean:

- A. Gross misconduct inconsistent with the interests and objectives of TTTA.
- B. Failure to attend two consecutive meetings of the Board of Directors without being excused in advance by the President.
- C. Termination of membership in TTTA.

Section 10 – Compensation: Members of the Board of Directors shall not be entitled to any compensation.

Section 11 – Action by Consent: The Board of Directors and members of any committee designated by the Board of Directors may take any action which the Board of Directors or committee is required or permitted to take without a meeting on written consent, setting forth the action so taken, if signed by all the members of the Board of Directors.

Section 12 – Indemnification: Any Board of Directors member, or committee member, shall be entitled to indemnification to the broadest extent and in accordance with the laws of the State of Tennessee.

ARTICLE VI: EXECUTIVE OFFICERS

Section 1 – Titles of Executive Officers: The TTTA shall have the following officers, each of whom shall be a member of the TTTA:

- President
- Vice President
- Secretary
- Treasurer

Section 2 – Duties of Officers: The officers shall work directly with the administrator to operate the association on a day to day basis. The officers should have the best interests of the TTTA in mind always. The officers will be members ex officio of the Board of Directors.

- A. President – The President shall serve as Chairman of the Board of Directors and work collaboratively with the board. The President should develop and maintain a positive association image and positive relations between the association and industry partners, government entities, and vendors. Working with the board of directors to develop plans for growth of the association and develop the annual budget for approval by the board of directors. The President may execute contracts and otherwise commit TTTA as authorized by the Board of Directors. The President, or his/her designee, will preside at all meetings and social functions of TTTA. At any regular Meeting of the TTTA and at such other times as the President deems proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of TTTA. The President shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors or applicable law. The President, with the approval of the Board of Directors, shall have the power to authorize capital expenditures in an amount up to \$5,000.00 per occurrence.
- B. First Vice President – In the absence of the President, or in the event of his or her inability or refusal to act, the First Vice President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. At the option of the President, the First Vice President may also preside over official social functions and banquets at the Master of Ceremonies, performing various public relations duties and such other duties as from time to time may be assigned by the President or the Board of Directors.
- C. Secretary – The Secretary shall keep the minutes of all meetings of TTTA and the Board of Directors. The secretary shall perform all duties incident to the office of secretary of a corporation and such other duties as may be assigned by the Board of Directors.
- D. Treasurer – The Treasurer shall report on the financial condition of the TTTA, at all meetings of the Board of Directors, and at other times when called upon by the President and in general, shall perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be directed by the President or the Board of Directors. All monies received by the association shall be deposited to a bank account in the name of the association. The Treasurer and President shall be on said bank accounts signature cards. In the event the check or payments to be made by the office of TTTA is over the amount of \$2500, the Treasurer and/or President is permitted to write or make the payments in.

Section 3 – Term of Office and Manner of Election: Elections results for members of the Board of Directors will take place at the fall meeting. Nominations will be done by a nominating committee that is appointed by the President. No person that is running or wants to run for office may be appointed to the nominating committee, including the president. The chair of the committee (decided by the committee) who shall submit a list of nominees or submissions can be made to the Administrator, President, or nominating committee 45 days before the fall meeting. Qualifications to run for an Executive Board – you must be a member of the association for two years. office only include being a member in good standing with the association. Once the nominees are submitted to the Administrator from the chairman of the committee, the ballots may be mailed or via email, 30 days prior to the fall meeting. Voting will be kept open for 7 days from the time ballots are emailed or mailed out (on the 30th day) The winners will be announced two business days after voting closes. The new officer/directors will be installed at the fall membership meeting. The president will open the fall meeting and the newly elected president will close the meeting. All newly elected officer/directors will be required to be at the fall meeting, otherwise they forfeit their new positions. Members of the Board of Directors may serve two, two (2) year terms. The terms of the Board members who are not Officers will be staggered with the terms of the Board of Director s, or the President may appoint any such vacancy. The initial terms of Board members who are not Officers may be for two (2) year terms, if necessary, to accomplish the staggering of terms as specified in this Section 3. Each director shall hold office until the expiration of the term for which he or she is elected and thereafter until his or her successor has been elected and qualified, or until removed as hereafter provided.

Section 4 – Term Caps: Executive Officers shall be limited to two, two-year terms in the same office. Executive Officers must then either serve in another Executive officer position or as Board of Director member for a minimum one, two- year term before running for their previous Executive officer position again.

Section 5 – Removal: Any Executive Officer may be removed by the Board of Directors by the vote of a majority of the entire board whenever in its judgment the best interests of the TTTA will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Executive Officer so removed. Election or appointment of an Executive Officer shall not of itself create contract rights.

Section 6 – Compensation: The Board of Directors shall not be entitled to any compensation.

Section 7 – Indemnification: Executive Officers shall be entitled to indemnification to the broadest extent and in accordance with the laws of the State of Tennessee.

ARTICLE VII: STANDING COMMITTEES

Section 1 – Designation of Standing Committees: The President, within thirty (30) days after election to office, or within thirty (30) days after the first board meeting in office, whichever shall first occur, will appoint members to Standing Committee. The terms of the committee members shall generally be one year; provided however, that the Board of Directors may reappoint committee members from time to time if the President considers such to be appropriate. Members may serve on multiple committees at any one time. Standing Committees will be required to hold at least one (1) meeting during the year and submit an annual report to the Board of Directors and general membership. Unexcused absences by any member of a Standing Committee for two (2) consecutive meetings shall result in the member being automatically terminated from the committee. After the members of each committee are selected, each committee, by majority vote, will elect its committee Chairperson. These standing committees shall have no more than five (5) members on them.

Section 2 – Towing Regulatory Legislative Oversight Committee: The Association shall have a Legislative Oversight Committee which shall report to and advise the Board on all regulatory matters. The Board shall adopt rules that shall govern the operation of the Committee, which must include: 1) a Committee composition that equitably reflects the diverse geographic and business interests of the Association's membership and 2) any substantive action must be presented to the Board or Executive Board for ratification, adoption, or modification. The Board or Executive Board shall have 3 business days, unless an emergency demands a shorter time period, following such a presentation to modify any Committee action, otherwise the presented action shall be deemed ratified. The Legislative Oversight Committee shall be subject to the ultimate direction and control of the Board.

ARTICLE VIII: ADMINISTRATOR

Section 1 – Appointment: The Board of Directors shall have the authority to employ a staff head with compensation to be paid from the operating account of TTTA. This staff head shall assume the title and position of Administrator for the TTTA, and may be either salaried as a direct employee, or compensated as a contract consultant, as determined by the Board of Directors.

Section 2 – Authority and Responsibility: The Administrator shall function as the business manager of TTTA, taking direction and authority directly from the Board of Directors. Decisions involving the day-to-day execution of the operation of the TTTA; any other activities delegated to the Administrator. The delegation of responsibility from the Board of Directors to the Administrator shall also carry the delegation of authority to act on behalf of the Board of Directors and TTTA and, insofar as such actions by the Administrator are prudent and within reasonable intent of the delegated responsibility and authority, the Administrator shall be indemnified against liability in the same manner as Board of Director members and officers as provided in these bylaws.

ARTICLE IX: FINANCE

Section 1 – Fiscal Period: The calendar year of TTTA shall end December 31

Section 2 – Budget: Upon recommendation of the Administrator and Treasurer, the Board of Directors shall develop an annual budget in December of each year, which may be presented to the any member, if requested

Section 3 – Financial Report: The Treasurer shall make available to the membership, within ninety (90) days following the end of each calendar year, a financial report which will consist of a profit and loss, balance sheet and current count of members for the prior calendar year.

Section 4 – Audit: The accounts of TTTA may be subject to supervision and annual audit by a certified public accountant who shall be appointed by the Board. Results of such audit shall be submitted to the Board and general membership within a reasonable time thereafter by the certified public accountant conducting such audit.

ARTICLE XI: AMENDMENTS

These bylaws may be amended or repealed, and new bylaws may be adopted, by the vote of a majority of the full Board of Directors or at any regular or special meeting of the Board of Directors. These bylaws may also be amended or repealed, and new bylaws may be adopted, by a majority vote of the members. The resulting bylaws may contain any provision for the regulation and management of the TTTA not inconsistent with law and the TTTA's charter.

ARTICLE XII: DISSOLUTION

The TTTA shall use its funds only to accomplish the objective purpose specified in these Bylaws, and no part of said funds shall inure, or otherwise be distributed to its members. On dissolution of the TTTA, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations to be selected by the Board of Directors.

Code of Conduct

- Members shall encourage the American Free Enterprise System
- Each member owes a duty of integrity, honor, fair dealing, and courtesy to the public in the operation of all facets of its business.
- Members shall comply with all city, county, state and federal laws, and it shall be the duty of the Association to keep members informed on these laws and their application, as well as the rules and regulations promulgated by all the regulatory bodies designed to administer and enforce such laws.
- Members shall employ truth and accuracy in advertising and soliciting and shall honor any commitments made during business.
- Members shall strive to improve their internal business methods to strengthen their economic wellbeing to the end of being better able to service the public and conform to the by-laws.
- To provide the public with the best possible service and to promote a sense of personal obligation to each individual customer.
- To aid my fellow industry man or woman in time of need and not to do anything which conceivably might injure the reputation of my competitors.
- To promote friendly and cooperative attitudes to all members of the association.
- To provide the public with adequate equipment which is kept as clean and neat as possible and to train my drivers to be polite and courteous during public contact.

Passed by vote of the membership in September 2020 at the annual meeting in Chattanooga, TN. Revised by the Board of Directors on June 24th, 2021 & 12/16/2021, 08/08/2023