

BY-LAWS

OF

LOUISIANA INDEPENDENT TIRE DEALERS
ASSOCIATION

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LOUISIANA INDEPENDENT TIRE DEALERS ASSOCIATION BY-LAWS

ARTICLE I

MEMBERSHIP ELIGIBILITY

Section 1. Dealer Members. Limited to independent tire dealers, wholesalers, and retreaders.

Section 2. Vendor Members. Membership available to non-independent tire dealers, suppliers, and other industry related persons.

ARTICLE II

ADMISSION TO MEMBERSHIP

Section 1. The Board of Directors shall establish procedures for the processing of membership applications and the evaluation of the applicant's character and qualification. The Board of Directors shall have the power to prescribe rules and regulations pertaining to membership, the issuing of certificates, all other matters necessary to the proper administration of the membership.

Section 2. The Board of Directors shall set procedures for appeals for rejection of membership applications.

Section 3. The actions of the Board of Directors concerning membership application shall be final.

ARTICLE III

SUSPENSION OR EXPULSION OF MEMBERS

A member renders himself/herself liable to censure, suspension or expulsion for any of the following causes:

1. Refusal or neglect to give effect to any decision of the organization or the Board of Directors.
2. A violation of the by-laws.
3. He/She is found guilty of any act that reflects discredit upon the organization or the industry.
4. Non-Payment of dues and/or mandatory assessments.

ARTICLE IV

DISTRICTS

The state of Louisiana shall be divided into six geographical areas for representation on the Board of Directors. A minimum of one director shall be elected from each district. The director districts shall consist of the following:

1. New Orleans. The area south of the Mississippi State line, east of I-55, including Houma and Thibodaux areas.
2. Baton Rouge. Area West of I-55, Parishes east of Atchafalaya River, including the Morgan City Area.
3. Lake Charles/Lafayette. Area west of Atchafalaya River, south of State Road LA-10 and west to Texas state line.
4. Alexandria. Area south of US Highway 84, including Parishes of Catahoula and Concordia.
5. Shreveport. Area north of area 4 and west of US Highway 167.
6. Monroe. Area east of US Highway 167 and north of US 84.

ARTICLE V
COMMITTEES

Section 1. The standing Committees of this organization shall be:

- A. Membership
- B. Legislative
- C. Hall of Fame/Scholarship
- D. Training/Education
- E. Communications

Section 2. The President may appoint any additional committees needed to carry out the objective of this organization.

ARTICLE VI
ELECTION OF OFFICERS

Section 1. Before each annual meeting, the President shall appoint a nominating committee comprised of at least one person from each district,
Said committee shall nominate at least one active member in good standing for each vacant office.

Section 2. Upon being informed of the committee appointment, said committee convenes in private and consider possible nominations and may interview any active member they so choose.

Section 3. Said committee shall make the nominating report to the entire meeting when asked to do so by the President.

Section 4. Nominations may also be made from the floor.

Section 5. All active members of this organization in good standing may vote. Any candidate receiving majority vote of those members present shall fill the office. In absence of board positions, the Board with 2/3 approvals may appoint a member to vacant position.

ARTICLE VII

VACANCY OF OFFICE

If the presidency shall become vacant, the 1st Vice President shall fill the remainder of the term.

If vacancy in either the 1st Vice President, 2nd Vice President, Secretary or Treasurer office, two-thirds of the Board of Directors present shall elect from its own a member to fill the remainder of the term.

ARTICLE V111

OFFICERS

Section 1. Duties of the President. Two-Year Term. The President shall be the Chief Executive Officer of the Association. He shall coordinate and supervise the activities and functions of the association. He shall preside at all meetings of the Board of Directors and at the annual meeting. He shall plan the agenda for the annual meeting and for all board meetings called by his order. He shall be an ex-officio member of all committees. He may appoint any committee he deems advisable to promote the welfare of the association. He may suspend or remove any committee chairman or committee member appointed by him if he deems this to be in the best interest of the association. He shall make an annual report to the members assembled in meeting on the progress of the association. He shall familiarize himself with the by-laws of the association, and be available to advise and assists the districts in their activities. He shall do any and all things that, with the approval of the Board of Directors, he may deem necessary to carry out the

provisions of the By-Laws, to protect the rights and interest of the association, and promote the common welfare of the members. The term for the President shall be two years.

Section 2. Duties of the 1st Vice President. Two-year Term. The 1st Vice President shall be chairman of the membership committee. He shall become acquainted with the duties and responsibilities of the President, so that should it become necessary he can assume the duties of the President. In case of the disability of the President to the extent that he is unable to perform his duties or his absence from any meeting where his presence would be required, the 1st Vice President shall perform the duties of the President during the continuance of such disability or absence. The 1st Vice President's position is one of assistance to the President. The term for the 1st Vice President shall be Two-Years.

Section 3. Duties of the 2nd Vice President. Four-Year Term. The 2nd Vice President shall be chairman of the convention committee. The convention committee shall be comprised of the Executive Director, Committee Chairpersons for the Association, and any members at large that have been selected by the 2nd Vice President and President. He shall assume all the duties and responsibilities of the President and/or the 1st Vice President in the event of the absence of these officers. Upon doing so, the 2nd Vice President shall have all the powers and responsibilities as outlined in Section 1 and 2 of this article, as if he/she were that specific officer. The 2nd Vice President shall also have such other powers and perform such other duties as may be assigned to him/her by the Board of Directors or the President. The term for the 2nd Vice President shall be four years.

Section 4. Duties of the Secretary: Four-Year Term. The Secretary shall cause a record to be kept of the minutes of all meetings of the Board of Directors, the annual meeting, and any

meetings of the members. The Secretary shall also perform such other duties as directed by the Board of Directors, the By-Laws, or the President. The term for Secretary shall be Four Years.

Section 5. Duties of the Treasurer: Four-Year Term. The Treasurer shall have the responsibility of all money and funds, both special and trust, of the association. He shall keep adequate and correct account of the properties and business transactions of the association, including amounts of its assets, liabilities, and receipts and disbursements. The treasurer shall submit a written report to the Board of Directors at least twice annually and more often when so requested by the President of the Board of Directors. The Treasurer shall submit an annual report to the members assembled in the meeting, and he shall relinquish the books and records to an auditing committee appointed by the President for an annual audit. The President of the Board of Directors may request an interim audit at any time. The term for the Treasurer shall be Four-Years.

Section 6. All officers may be eligible for re-election.

ARTICLE IX

ANNUAL AND SPECIAL MEETINGS

Section 1. The annual meeting of the membership shall be held at least once in the current fiscal year. The Board of directors shall determine the exact date and place, and it shall be the duty of the secretary to mail a notice of such meetings to all members at least 60 days prior of the annual meeting.

Section 2. Special meetings of the organization may be called by the President upon a written notice to the members stating time, place, and purpose of the meeting, and mailed not less than 15 days prior to such meeting. It shall be compulsory for the President to call a special meeting of the membership if he/she is requested to do so for any reason by a written request signed by

10 percent of the active members in good standing. No business except that stated in the notice of a special meeting may be transacted at that meeting.

Section 3. A quorum shall consist of a majority of the membership present and in good standing. Only active members who have paid their mandatory assessments may vote at any meeting providing such assessment was levied at least 90 days prior to the meeting.

ARTICLE X

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consists of all officers, the immediate past President and Board Members at large sufficient in number to allow the Board of directors a total membership of 18(eighteen) with a minimum of 12(twelve) Past Presidents may ex-officially serve on the Board of Directors. Tire Dealers shall represent a majority of the board. If an individual is represented as both a tire dealer and a supplier, that individual shall be considered a tire dealer member of the board of directors.

Section 2. The Board of Directors shall be charged with the responsibility of employing and supervising individuals or firms needed to carry out the objectives of this organization.

Section 3. In the event a vacancy occurs among the Board Members at Large, the President shall appoint an active member in good standing to fill the remaining term.

Section 4. Any Board Member or officer may be relieved of his responsibility to the Board for non-performance of duties by at least a $\frac{3}{4}$ majority at any properly constituted Board of Directors meeting.

Section 5. Board Members shall serve a Two-Year Term

Section 6. All Board Members may be eligible for re-election.

ARTICLE X1

BOARD MEETINGS

Section 1. The Board of Directors shall meet at least twice a year. At least 30 (thirty) days notice must be given to all Board Members. The President may hold any additional Board meetings he feels necessary for carrying out the objectives of this organization, provided that 30 (thirty) days notice is given. If at least 7 (seven) board members request a special Board of Directors meeting, the President shall immediately call a meeting and shall give at least 10 (ten) days notice to all Board Members.

Section 2. Fifty (50) percent of the members of the Board of Directors shall constitute a quorum at any regular or special meeting.

Section 3. The President may vote only in case of a tie.

Section 4. The Board of Directors may, without meeting together, transact business by mail, phone, or email, by voting upon proposals mailed to them by the Executive Director, with the approval of the President. If, within 10 (ten) days thereafter, a majority of the members of the Board of Directors send in writing to the Executive Director their vote or such proposal, such proposal shall be deemed to have been adopted if the majority of votes or cast in favor. The president shall immediately record any proposals and vote made outside of a meeting to the Secretary and Executive Director.

ARTICLE X11

DUTIES OF THE EXECUTIVE DIRECTOR

Section 1. The Executive director shall be the administrative officer of the association. He/She shall conduct and direct the affairs of the associations under the supervision of the President and

the Board of Directors. He/She shall be an ex-officio non-voting member of all committees. He/She shall receive all money and funds, general, special, and trust, of the association and shall transfer same to the Treasurer for the deposit in the name of the Louisiana Independent Tire Dealers Association in an insured depository designated by the Board of Directors. He/She may give bond for the faithful performance of his/hers duties as determined by the Board of Directors.

Section 2. The Executive director shall be responsible for the keeping of the Constitution and By-Laws and all other official documents of the association.

*Reference Executive Director Duties Attached

ARTICLE X111

FISCAL YEAR AND BUDGET

Section 1. The fiscal year of the organization shall be January 1 – December 31 each year.

Section 2. The Executive Director and Treasurer shall prepare and present to the membership at the annual meeting a report reflecting the previous year's income and expenditures, as well as a budget, anticipated income, and expenditures for the current year.

ARTICLE XIV

ASSESSMENTS

Section 1. Assessments shall fall into two categories:

- A. Voluntary. Assessments requested by the Board from active and associate members of the organization.
- B. Mandatory. Assessments levied by the Board and must be paid by a member to remain in good standing.

ARTICLE XV

RULES OF ORDER

Section 1. During meetings “Robert’s Rules of Order” shall be parliamentary authority for all proceedings not specifically covered by these By-Laws. The Chair shall be the final deciding factor in the general conduct and consideration of the meeting.

ARTICLE XVI

AMENDMENTS TO THE BY-LAWS

Section 1. A majority of the active members present (in good standing) may amend these By-Laws providing the entire membership has received in writing the proposed amendment at least 30(thirty) days before a constituted meeting.

Section 2. If the proposed amendment has been mailed at least 30 (thirty) days previous to the meeting, a two-thirds (2/3) majority of the active members present (in good standing) may amend the By-Laws.

ARTICLE XVII

EFFECTIVE CAUSE

These By-Laws shall be placed into effect immediately upon the adoption at a duly constituted meeting.