BY-LAWS OF THE

MICHIGAN TOWING ASSOCIATION, INC.

This is a republication of the original by-laws that were adopted July 28, 1959. The formal amendments were made September 11, 1963, October 12, 1988, April 11, 1990, April, 1999, June 13, 2007, October 12, 2016.

ARTICLE I

NAME AND LOCATION

Section 1. Name. The name of this corporation shall be the Michigan Towing Association, Inc., hereinafter referred to as the "Association".

Section 2. Registered Office. The registered office of the Association shall be located in the city in which the offices of the President of the Association are located.

Section 3. Incorporation. The Association shall be incorporated as an independent, non-stock and non-profit corporation under the laws of the State of Michigan.

ARTICLE II

OBJECTS OF THE CORPORATION

Section 1. To unite towing companies in the State of Michigan for the purposes of promoting action, and to make policy and take positions on matters affecting the towing industry.

Section 2. To advance the towing industry insofar as it relates to the transportation of commodities, individually and collectively, with due respect to the interest of the public.

Section 3. To support its members and the general public in endeavoring to maintain a high standard of operations.

Section 4. To promote education for the betterment of the towing industry.

Section 5. To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with corporations, firms, or individuals, and to do every other act or acts, thing of things, incidental or appurtenant to or parts thereof, provided, the same be not inconsistent with the laws under which this Association is organized and incorporated.

ARTICLE III

MEMBERSHIP

Section 1. Categories of Members, Eligibility, Voting Rights. There shall be three categories of members in the Association, (A) Class I, (B) Class II, and (C) Honorary.

A. Class I Member. Any person, partnership, firm, limited liability company, or corporation engaged in towing operations in the State of Michigan, shall be eligible to become a Class I member of the Association, and willing and able to promote the objectives of this Association as set forth in these by-laws. A Class I member in good standing shall have full voting rights. Each Class I member shall have one vote. Any one officer, shareholder and/or individual designated in writing by the entity may vote on behalf of the Class I member.

B. Class II Member. Any person, firm or corporation such as suppliers, vendors, or manufacturers connected with the towing industry, shall be eligible to become a Class II member of the Association, and willing and able to promote the objectives of this Association as set forth in these by-laws. A Class II member shall have the voting rights of a Class I member, but shall not be allowed to stand for election as an officer or director. However, the Directors, at their discretion, shall appoint one or more Class II members to be an officer or director in the Association.

C. Honorary Member. Honorary members shall be individuals (not corporations or firms) who have been instrumental in towing operations in the State of Michigan. Honorary members shall have all rights of a Class I member, except shall not be entitled to vote and shall not be an officer of the Association. There will be no dues for honorary membership.

Section 2. Application. Application for membership in the Association shall be in such form as required by the committee on membership.

Section 3. Acceptance. Applications for membership shall be submitted to the Membership Chairman, the Treasurer of the Association or the Executive Secretary of the Association. Upon an affirmative vote of the Executive Committee, the applicant will be accepted to membership upon proper payment of dues and fees. Such acceptance and payment of fees and dues shall entitle the applicant to all privileges of membership.

Section 4. Good Standing. A member is in good standing and eligible to vote if its dues are paid, by the last day of February.

Section 5. Termination. Membership may be terminated upon a two-thirds (2/3) vote of the responding membership on a secret ballot at a regularly scheduled general membership meeting, provided notice of the request to terminate is given to the entire membership, fourteen (14) days in advance by mail, e-mail or facsimile.

ARTICLE IV

MEETINGS

Section 1. Regular Meetings of Association. The membership shall meet at least four times per year at such time and place as determined by the Executive Committee.

Section 2. Annual Meeting of Association. The membership shall meet annually at a place designated by the Executive Committee and unless otherwise specified in the call therefore, said meeting shall be in April of each year at a time and place to be set by the Executive Committee for the election of the officers and/or directors and the transaction of such other business as may be brought before them.

Section 3. Notice of Annual Meeting. Notice of such annual meeting shall be given to each member on a date at least fifteen (15) days prior to the date of such meeting by mailing/e-mailing/faxing them a notice thereof to their address as it appears upon books of the Association.

Section 4. Special Meeting of Association. A special meeting of the Association may be called at any time by the President or upon request in writing of three (3) members in good standing, given to the President. Notice of the time and place for the purpose of such special meeting shall be mailed, e-mailed or faxed to each individual member at least seven (7) days prior to the meeting.

Section 5. Directors Meetings. All meetings of the Board of Directors shall be open to the general membership, unless closed by a majority vote of the Board of Directors to discuss specific issues.

ARTICLE V

FEES, DUES AND MEMBERSHIP VOTING

Section 1. Fiscal Year. The fiscal year of this Association shall be from January 1st to December 31st in each year. Invoices for membership dues shall be sent out the first week of January. Annual dues shall be paid by the last day of February.

Section 2. Dues. Dues shall be paid by each member annually, The Executive Committee shall have the authority to set the specific amount of dues for each member class.

Section 3. Initiation Fees. An initiation fee, in an amount to be fixed by the Executive Committee, with the approval of the Membership, shall be paid at the time application for membership is presented.

Section 4. Quorum in Meetings of Members. Twenty percent (20%) of the regular members in good standing of this Association shall constitute a quorum for the transaction of any business.

Section 5. Voting Rights at Regular and Special Meetings. Each regular member in good standing shall be entitled to one vote, except that where two (2) or more regular members are commonly owned, the combination of such members shall be entitled to one vote. Election of officers and directors shall be by secret ballot, by proxy or by absentee ballot. In order to vote in elections, a member must be in good standing and the dues must be received by March 15. A list of eligible voters will be available to all members from the Treasurer any time after March 15. All other votes shall be by ballot or by any other method of voting as determined by the majority of membership present, except termination of membership. Except for the election of directors, a majority of all votes cast is necessary to take any action by the Association unless otherwise provided herein. If there is no majority vote, the candidate or proposition receiving the lowest number of ballots on that vote will be eliminated, and the issue will be revoted on. This shall continue until there is a majority of all votes cast.

For election of directors, a majority of all votes cast is not required. The various directors receiving the greatest number of votes for the number of the directors to be elected shall be elected as directors.

All members shall be entitled to vote on matters of general concern, including location and timing of meetings, speakers, and participation in Association affairs, matters relating to permits, regulations, and by-laws and for directors.

Section 6. Deactivation. Members may be deactivated for non-payment of dues. Members shall be notified that their dues are past due and that will be deactivated when they are four (4) months in arrears in dues. Membership shall be automatically deactivated by non-payment of dues for six (6) months.

Any member who has received notification of non payment of dues under this provision shall be deemed not in good standing. Membership may be re-activated by payment of all delinquent dues, but not to exceed six (6) months of dues.

ARTICLE VI

INSURANCE

The Association shall maintain officers and directors insurance to protect the Board members from lawsuits.

ARTICLE VII

OFFICERS

Section 1. List of Officers. The officers of this Association shall consist of a President, Vice President, Secretary, and a Treasurer, who shall be elected by the directors at the annual meeting of the Association for two (2) years, or until their successors are elected or qualified. An officer must be an individual who is a representative of a Class I member.

Section 2. Election of Officers. The officers of the Association shall be elected by the Board of Directors at an annual meeting of the Board of Directors. Each officer shall hold office for a two- year term, expiring at the annual meeting of the trustees in the applicable year. New offices may be created and filled at any meeting of the Board of Trustees.

Section 3. Duties of Officers.

A. President. It shall be the duty of the President to preside at all regular meetings of the Association and the Executive Committee, to preserve order, to enforce all the requirements of the by-laws, to decide all questions of order, to appoint all committee unless otherwise provided, to receive and submit all motions regularly made and to exercise a general supervision over all the affairs of the Association. The President shall vote only in case of a tie. He shall enforce all penalties, and perform such other duties as usually resolves upon such an officer. Should he resign, or in case of death, he shall be succeeded by the Vice-President, whose vacancy shall be filled by its members at its next regular or special meeting.

B. Vice President. The Vice President shall be vested with all powers of the President in his absence or inability.

C. Secretary. The Secretary shall keep the minutes of the Association's regular and special meetings, attend to all correspondence, read the minutes and perform such clerical work as may be required of him.

D. Treasurer. The Treasurer shall collect and receive all moneys and shall be custodian of all funds of the Association and shall deposit the money or other valuables in a depository designated by the Executive Committee. He shall maintain or cause to be maintained all necessary and proper books of accounts and see that the disbursements are made of proper vouchers. He shall present a financial report at each regular meeting.

Section 4. Debts. No officer shall incur any indebtedness or borrow money without approval of a majority of the members of the Association. Nothing in this article shall prevent the officer from paying current operating expenses.

Section 5. Removal of Officer. Any officer may be removed from office by a two-thirds (2/3) vote of those members attending the general meeting at time of removal. Notice of intent to remove an officer must be given 14 days prior to the meeting at which the vote is to be scheduled.

Section 6. Replacement of Officers. In the event that an officer is removed or needs to be replaced due to his death, illness or voluntary resignation as an officer, the Board of Directors shall elect a replacement to fulfill the remaining portion of that officer's term.

ARTICLE VIII

DIRECTORS

Section 1. Directors. There shall be six Class I Directors. There may be one or more All Directors shall serve a two (2) year term, with three (3) Directors elected each year for a two (2) year term. A Director must be an individual who is a representative of a Class I member.

Section 2. Past Presidents. The two immediate Past Presidents shall serve as ex officio members of the Board of Directors.

Section 3. Election of Directors. The Nominating Committee will submit nominations for directors no later than two months prior to the annual meeting. Nominations may be taken from the floor at any time prior to one month before the annual meeting. Member of the Association in good standing present either in person or by proxy at the annual meeting shall elect the directors from the slate proposed by the Nominating Committee. The conduct of election of directors shall be by a committee of not less than three (who may be non-member or member) appointed by the Executive Committee.

Section 4. Duties of the Board of Directors. The Board of Directors shall manage the business, property and affairs of the Association and shall possess such powers and authority as normally exercised by a Board of Directors and as may be necessary to complete execution of the purposes of the Association. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Directors may take actions either by motion or by resolution. Motions are directions and actions affecting the Association and those involved in its operation. Motions may be in informally paraphrased in the minutes of the meetings. Resolutions are formal orders, which usually affect outsiders. Resolutions are to be reported word for word in the minutes of whichever group's meeting is involved. Names of those voting for and against resolutions shall be reported, unless the vote is unanimous. A copy of resolutions presented for consideration shall be provided the secretary to be used in reporting the minutes.

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 5. Removal of Director. A director may be removed, with or without cause, by a vote of the holders of a majority vote of those entitled to vote at any election for directors,

Section 6. Attendance. Officers and Directors are expected to attend all meetings. Any officer or elected director that has three unexcused meetings in a fiscal year is automatically removed from his position. It shall be noted in the minutes of the Board meeting if someone is absent. The vice president is to call the absent member to let them know if they are to be excused. If removed for absence, the member removed must wait one calendar year before they are eligible to running for the Board again.

Section 7. Replacement of Directors. The vacancies in the Board of Directors shall be filled by the affirmative vote of the Board of Directors, and that person so elected to fill the vacancy shall remain a director until his successor has been elected by the members who make such selection at their next annual meeting or at any special meeting duly called for that purpose and held prior thereto.

Section 8. Indemnification. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigation by reason of the fact that he or she is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection \with such action, suit or proceeding, if:

1. in case of an action other than an action by or in the right of the Association, he or she acted in good faith and in a manner her or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonably cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. in the case of an action or suit by or in the right of the Association, he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association and expect that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have

been adjudged to be liable for negligence or misconduct in the performance of his or her duties to the Association unless and only to the extent that the court in which such action or suit brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which the court shall deem proper.

To the extent that a Director, officer, employee or agent of the Association, has been successful on the merits or otherwise in defense of any action, suit or proceedings referred to in this section, or in defense of any such claim, issue or matter, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in such connection.

Any indemnification under this section (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standards of conduct set forth in this section. Such determination shall be made: 1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or 2) if such a quorum if not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding of threat of such action, may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of the undertaking by or on behalf of the Directors, officer, employee or agent, including a member of a committee or Advisory Board of the Association to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this section.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any bylaws, agreement, statute, court decision or ostensive, now or hereafter in effect, both as to action in his or her official capacity, and as to action in another capacity while holding such office, and shall continue to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Association may purchase and maintain insurance on behalf of any person who is serving the Association in any capacity, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provision of this section or of the general corporate law of Michigan.

For the purposes of this section, references to the Association include all constituent associations and corporations absorbed in a consolidation or merger, as well as the resulting or surviving association or corporation so that any person who is or was a Director, director, officer, employee or agent of such a constituent association or corporation or is or was serving at the request of such constituent association or corporation as a director, officer, employee or agent of another corporation, partnership, joint venture trust or other enterprise shall stand in partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this section with respect to the resulting or surviving association or corporation as he would if he had served the resulting or surviving association or the Association in the same capacity.

ARTICLE IX

COMMITTEES

Section 1. Executive Committee.

A. The Executive Committee shall consist of the President, the Vice President, Secretary, Treasurer, and two past Presidents. The Board may appoint additional members to the Executive Committee as it deems fitting. A majority of the Executive Committee shall constitute a quorum.

B. The Executive Committee shall manage the business, property and affairs of the Association and shall possess such powers and authority as normally exercised by a Board of Directors and as may be necessary to complete execution of the purposes of the Association. The Executive Committee shall oversee the day-to day business of the Association on a less formal basis than continuous management by the full Board of Directors. The Executive Committee shall report to the Board of Directors at each regular and annual meeting. The Executive Committee shall meet informally as needed in the operation of the Association and shall operate on a consensus basis, without formal motions, resolutions or votes. All actions of the Executive Committee are subject to the review and approval of the Board.

Section 2. Nominating Committee. The President of the Association shall appoint a nominating committee three months prior to the annual meeting. The nominating committee shall consist of at least three, but not more than five members in good standing. The nominating committee will submit nominations for directors no later than two months prior to the annual meeting.

Section 3. Legislative Committee. The Legislative Committee shall be comprised of up to six members. The Legislative Committee shall be appointed by the Board of Directors. Any Legislative Committee member can be removed by the Board of Directors by a simple majority vote at any Board of Directors meeting.

Section 4. Standing and Special Committees: The Board of Directors may create such standing or special committees, as it may deem necessary to promote the purposes and carryon the work of the Association. Such committees shall have such authority as shall be specified by the Board in the resolution making the appointments and any decision of such committees shall be subject to review and approval by the Board. The chair of each standing committee shall present a plan of work to the Board of Directors for approval. No committee or body not created by this or any other provision of these bylaws shall be recognized as a committee of the Association.

Section 5. Committee Membership. The members of the executive committee, if an executive committee is formed, shall consist entirely of members of the Board of Directors. Other committees may include individuals who are not Directors, so long as at least one member of the committee is a Director. The President of the Board shall serve as an ex officio member of all standing committees.

Section 6 - Limitations on committee authority. No committee of the Board of Directors, including the Executive Committee, may perform those duties required by the Michigan Nonprofit Corporations Act, as amended from time to time, to be performed by the Board of Directors. In addition, no committee may:

a. amend, alter or repeal the bylaws;

b. elect, appoint or remove any member of any such committee or any Director or officer of the Association;

c. amend or restate the articles of incorporation;

d. adopt a plan of merger or a plan of consolidation with another corporation;

e. authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Association;

f. authorize the voluntary dissolution of the Association or revoke proceedings thereafter;

g. adopt a plan for the distribution of the assets of the Association; or

h. amend, alter or repeal any resolution of the Board of Directors, which by its terms provides that it shall not be amended, altered or repealed by such committee.

The designation and appointment of any such committee and the delegation to it of authority shall not operate to relieve the Board of Directors, or any individual Director, or any responsibility imposed upon it or him or her by law.

ARTICLE X

FINANCIAL AND BUSINESS MATTERS

Section 1. Contracts. The Board of Trustees may authorize any officer or officers. agent or agents of the Association, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general of confined to specific instances.

Section 2. Checks. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issues in the name of the Association, shall be signed by such office or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the executive director, treasurer or president.

Section 3. Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositaries as the Board of Trustees may select.

Section 4. Gift. The Board of Trustees may accept on behalf of the Association any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Borrowing. Any authorization for a borrowing may be general or confined to specific instances, and may include authorization to pledge, as security for borrowing so authorized any and all securities and other real or personal property, or both, at any time held by the Association.

Section 6. Books and Records. The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Trustees and committees having any of the authority of the Board of Trustees. All books and records of the Association may be inspected by any Director, or his or her agent or attorney, for the proper purpose of any reasonable time.

Section 7. Reliance on Books and Records. In discharging his or her duties, a Director or an officer of the Association, when acting in good faith, may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

a. One of more Directors, officers, or employees or employees of the Association or of an organization under joint control or common control whom the Director or officer reasonably believes to be reliable and competent in the matters presented.

b. Legal counsel, public accountants, engineers, or other persons as to matters the Director or officer reasonably believes are within the person's professional or expert competence.

c. A committee of the Board of which he or she is not a member if the Director or officer reasonably believes the committee merits confidence.

A Director or Officer is not entitled to rely on the information set forth above if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted unwarranted.

Section 8. Budget. The executive committee, if an executive committee is formed, or the finance committee, if no executive committee is formed, and the executive director shall prepare and submit to the Board of Trustees, at the last regular meeting of the fiscal year, a proposed budget of receipts and disbursements for the following fiscal year. The Board of Trustees shall adopt a budget for each fiscal year of the corporation.

Section 9. Audit. The books and accounts of the Association shall be audited each fiscal year by an independent certified public accountant.

Section 10. Fiscal Year. The fiscal year of the Association shall be the calendar year.

ARTICLE XI

CODE OF ETHICS

1. Members shall encourage the American Free Enterprise System
2. Each member owes a duty of integrity, honor, fair dealing, and courtesy to the general public in the operation of all facets of its business.
3. Cleanliness and neatness of equipment and drivers are important features of proper public

contact.

4. 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.
5. No member shall do anything and make any utterance which conceivably might injure the reputation of any member or non-member competitor.
6. Members shall employ truth and accuracy in advertising and soliciting, and shall honor any commitments made in the course of business.
7. Members shall bring to the attention of the Michigan Towing Association any information believed to be a violation of any law or regulation and aid in the enforcement of all laws and regulations.
8. Members shall strive to improve their internal business methods to strengthen their economic well-being to the end of being better able to service the public and conform to these by-laws.

ARTICLE XII

AMENDMENTS

The by-laws may be amended, altered, changed, added to, or repealed as follows:

A. By the affirmative vote of a majority of the members present at any regular or special meeting of the members, provided that said amendment, alteration, change, addition to or repeal is proposed at a prior regular or special meeting of the members, and due notice in writing has been given to all members.

B. By the affirmative vote of a majority of the Executive Committee if the amendment, alteration, change, addition to or repeal is proposed at a regular or special meeting, provided that any by-laws made by the affirmative vote of the Executive Committee, as provided herein, may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the members present at the next meeting.

ARTICLE XI

DISSOLUTION

In the event the Michigan Towing Association is dissolved, all assets will be donated to the Wall of the Fallen at Towing Hall of Fame Museum, Chattanooga, Tennessee.