

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 and_____ .

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 Executive Secretary 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 rights of a Class I member, except that a Class II member shall not be entitled to vote on matters concerning permits, regulation, by-laws, or to vote for Officers or directors. ~~A~~-Class II member shall not be entitled 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 or Executive Secretary. 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 AND DUES

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 Class I 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. Only Class I members will be permitted to vote on matters relating to permits, regulations, by-laws and for officers.

Section 6. Deactivation. Members may be deactivated for non-payment of dues. Members shall be notified that their dues are past due and that they 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.

Section VI

INSURANCE

The MTA shall maintain 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, Executive Secretary and a Treasurer, who shall be elected 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 President of the Association shall appoint a nominating committee three (3) 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 its nominations no later than two (2) months prior to the annual meeting. Nominations may be taken from the floor at any time prior to one month before the annual meeting. The conduct of election of officers shall be by a committee of not less than three (who may be non-member or member) appointed by the Executive Committee.

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. Executive Secretary. The Executive Secretary shall be in charge of the office and shall be vested with and exercise all other powers as the Executive Committee may prescribe. He shall keep a roll of the members, call a roll. He shall be custodian of all records and property belonging to the Association. He and two members in good standing who are not officers shall be responsible for conducting and annual audit of the financial records.

The Executive Secretary, if a lawyer, for the Association, shall not undertake to represent any one in any matter which might adversely affect the interests of any Association member, without first having obtained authority so to do from the Association. The Board of Directors may require the Executive Secretary to withdraw his representation of anyone in such conflict.

The Executive Secretary shall serve at the discretion of the Board of Directors. The Executive Secretary shall be selected by the Board of Directors and approved by the membership. The Executive Secretary's services may be terminated by the Board of Directors on a vote of the majority of all Board members. The compensation and fees paid to the Executive Secretary shall be determined by the Board of Directors.

E. 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 membership shall elect a replacement to fulfill the remaining portion of that officer's term. The membership shall be given notice of this vote at least fourteen (14) days prior to the meeting at which the vote is to be scheduled.

ARTICLE VIII

DIRECTORS AND COMMITTEES

Section 1. Directors. There shall be six (6) Directors. 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. Executive Committee.

A. The Executive Committee shall consist of the President, the Vice President, Secretary, Executive Secretary and Treasurer, two (2) past Presidents and six (6) directors who are regular members. All members of the Executive Committee shall be elected by the Class I members. The Executive Committee may act for the membership during intervals between meetings and perform such duties as are delegated to it by the members. Six (6) members 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.

C. Election of Directors. The President of the Association shall appoint a nominating committee three (3) 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 (2) months prior to the annual meeting. Nominations may be taken from the floor at any time prior to one month before the annual meeting. The conduct of election of officers shall be by a committee of not less than three (who may be non-member or member) appointed by the Executive Committee.

D. 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,

E. Attendance. Officers and Directors are expected to attend all meetings. Any officer or elected director that has three (3) 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.

F. Replacement of Directors. The vacancies in the Board of Directors shall be filled by the affirmative vote of the Executive Committee, 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.

ARTICLE IX

LEGISLATIVE COMMITTEE

The Legislative Committee is to be comprised of up to five (5) members, consisting of no more than two (2) Board members. The Legislative Committee is appointed by the Executive Committee and they can be removed by the Executive Committee by a simple majority vote at any Executive Committee meeting.

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.