

By-Laws of the Automotive Service Councils of California

A California Mutual Benefit Non-Profit Association

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Amended October 23, 2011
Amended June 24, 2012
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Amended June 21, 2013
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Amended June 2014
Amended December 2014
Amended August 2016
Amended June 2017
Amended November 2017
Amended January 2018
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Article I: Name and Office

Section: 1-01. The name of this Association shall be Automotive Service Councils of California, Inc. (ASCCA or Association), a non-profit mutual benefit association incorporated under the laws of the State of California.

The principal office of the ASCCA shall be in the State of California.

Article II: Mission Statement

Section: 2-01. To provide business resources for our members and to advance the professionalism of the automotive repair industry.

Article III: Code of Ethics

1. To promote goodwill between the motorist and the automotive industry.
2. To have a sense of personal obligation to each individual customer.
3. To perform high quality services at a fair and just price.
4. To employ the best skilled personnel obtainable.
5. To use only proven merchandise of high quality, distributed by reputable firms.
6. To itemize all parts and adjustments in the price charged for services rendered.
7. To retain all parts replaced for customer inspection, if so requested.
8. To uphold the high standards of our profession and always seek to correct any and all abuses within the automotive industry.
9. To uphold the integrity of all members.
10. To refrain from an advertisement, which is false or misleading or likely to confuse, or deceive the customer.

Article IV: Membership

Section: 4-01. All members must abide by the By-laws and those By-laws of their respective chapters and promote the purpose of this Association. All members must agree to and continue to subscribe to the Code of Ethics of this Association.

Section: 4-02. Membership Categories: The ASCCA shall be comprised of different categories of membership, each of which shall be an organization, person, firm or association defined as follows. Membership categories may be further defined in policy adopted by the board of directors. Only members in good standing are eligible to vote or hold elective office.

- a. Regular members shall be automotive service businesses validly and currently registered in good standing with the California Department of Consumer Affairs (DCA) Bureau of Automotive Repair (BAR) as an Automotive Repair Dealer (ARD). Regular members shall be entitled to vote and shall be entitled to hold elective office.
- b. Associate members shall be those businesses, which supply goods, equipment or services to the automotive service/repair industry, and/or those automotive repair businesses, regardless of type. Associate members shall be entitled to vote and shall be entitled to hold elective office, as described in Article X: Board of Directors, Section 10-02 of this document.
- c. Lifetime Honorary Members
 1. Past Presidents of the ASCCA, upon completion of their term of office, shall be granted Lifetime Honorary Member status. Past Presidents will retain all the rights of a regular member including the ability to hold office as long as he/she maintains an active Automotive Repair Dealer (ARD) license.
 2. Lifetime Honorary Membership may also be conferred upon individuals who have rendered efforts on behalf of the automotive service industry or the ASCCA that merit special recognition. This membership shall be confirmed by the affirmative vote of at least two-thirds of the current ASCCA Board of Directors. Without payment of dues, Lifetime Honorary members will not be entitled to vote or hold elective office.
- d. Educator members shall be teachers or administrators working in an accredited California school who do not own or manage an automotive repair facility. Educator members shall not be entitled to vote but shall be entitled to hold elective office.
- e. Retired members are those individuals who were a Regular member in good standing at the time of retirement. Retired members shall not be entitled to vote but shall be entitled to hold elective office.
- f. Technician members are those individuals who provide automotive repair services but do not have any proprietary interest in an automotive repair facility. Technician members shall not be entitled to vote or hold elective office.

- g. Student members are those individuals who are currently attending automotive training but do not work in an automotive repair facility. Student members shall not be entitled to vote or hold elective office.
- h. Branch members are defined as an additional location that is owned by the same owner as either a Regular member or Associate member. Branch members shall not be entitled to vote nor hold elective office.
- i. Out of State members shall be automotive service businesses validly and currently licensed or certified in the state in which it operates. Out of State members will not be entitled to vote or hold elective office.

Article V: Chapters

Section: 5-01. ASCCA consists of chapters made up of members united in the common interests of the majority:

- a. Each Chapter shall select one (1) representative to serve as a communication link between the ASCCA Board of Directors and the individual chapter.
- b. The representative for each of the Chapters shall by automatic proxy, cast their members' vote to elect the ASCCA Board of Directors at the annual meeting. A Regular or Associate Chapter Member may change their automatic proxy vote by notification to the ASCCA Executive Director not later than thirty (30) days prior to the Annual Meeting.
- c. Each Chapter shall have votes equal to their number of Regular, Associate and state dues paying Lifetime members. Other than the annual election, each chapter shall have only one vote.

Article VI: Revocation of Chapter Charter or Termination of Membership

Section 6-01. The Chapter Charter and Membership of any chapter or member may be revoked for any of the following reasons:

- a. Failure to remit dues and/or initiation fees in a manner set by the policy of this Association.
- b. Failure to comply with the Chapter Affiliation Agreement, By-laws Policies and Procedures of this Association and/or the By-laws and Policies and Procedures of the respective chapter.

Article VII: Emblem

Section 7-01. Ownership and Control

- a. The Board of Directors of this Association shall be empowered to establish policy on display and control of use of this emblem.

- b. This Association shall protect legally, an emblem for members in good standing to display. No other person may display or use this emblem.

Article VIII: Use of Association Name

Section: 8-01. The State Board of Directors must approve by a two-thirds (2/3) majority vote of the full Board, any use of the Association name by any third party.

- a. Board approval shall be required before members or Chapters shall use the Association name to endorse, recommend, sponsor, manufacture, or offer for sale any product or type of goods or services that compete with Association endorsed or sponsored programs.
- b. Approval must be granted prior to endorsement or sponsorship of an individual aspiring to political office or to the election in any organization other than the ASCCA.
- c. Prior to sponsoring or endorsing legislation on any level, Board approval must be granted.

Article IX: Dues, Fees and Assessments

Section: 9-01. The ASCCA Board of Directors may adopt from time to time such policies and procedures it deems necessary to govern the collection of dues, fees, and assessments from the membership and/or chapters.

Article X: Board of Directors

Section: 10-01. Purpose, Powers and Duties

The Board of Directors has the general power to:

- a. Control and manage the affairs, funds and property of the Association.
- b. To disburse the Association's monies and dispose of its property in fulfillment of its purpose; provided the fundamental and basic purposes of the Association as expressed in the Articles of Incorporation, shall not permit any part of the net earnings or capital of the Association to benefit any private individual.

Section: 10-02. Number

The number of Directors shall be no less than eight (8) nor no more than sixteen (16) members, which includes the Immediate Past President and Chapter Representatives Committee Chair. That number may be changed by a vote of the Directors then serving in office, except that an elected Director's term may not be shortened by a reduction in the Board of Directors' size. The number of retired members, association members and educator members serving as a Director is limited to one (1) per each membership category.

Section: 10-03. Election, Term of Office

Directors shall be elected by a majority vote of the members in compliance with the voting policy. Election results will be announced at the annual meeting.

- a. The Chapter Representatives Committee Chair shall be elected by vote of the Chapter Representatives Committee, and the term shall be one year, commencing as all other officers. A term limit will be imposed of no more than three (3) consecutive terms.
- b. Directors shall be elected to the board for a term of two years commencing January 1 following the annual election, except in the case of a Director's death, resignation, or removal from office. Director terms are staggered so that no more than seven (7) Directors shall be elected each year at the annual meeting.

Section: 10-04. By majority vote, the Board of Directors may designate additional non-voting Adviser(s). An Adviser(s) will serve a one-year term commencing with the full board. Removal of an adviser(s) is confirmed by a two-thirds (2/3) vote of the Board of Directors.

Section: 10-05 Resignations and Removal of Directors

- a. Any Director may resign with written notice to the President, Secretary, or the Board of Directors. Such resignation shall take effect at the time specified, and the acceptance of the resignation shall not be necessary to make it effective.
- b. Any Director will be removed from office by a two-thirds (2/3) majority vote of the Board of Directors if the Director has missed three regular meetings in a year and four regular meetings in a term. Absences from special meetings will not be considered for the purposed of this section. Regular and special meetings are defined in Article XII sections 12-02 and 12-03 respectively.
- c. Members may remove a director from office by a two-thirds (2/3) majority of the total voting membership in the ASCCA. Such vote must be cast in accordance with the voting policy.

Section: 10-06. Vacancies on the Board, however arising, shall be filled by presidential appointment and ratified by a majority of the elected Board of Directors. The term of office shall correspond to the remaining term of the Director being replaced.

Section: 10-07. Executive Director Position

- a. The Board of Directors shall, by a two-thirds (2/3) majority vote, appoint an Executive Director, who may be removed by a two-thirds (2/3) majority vote of the Board, provided such action is taken at a regular or special meeting.
- b. The Executive Director shall be responsible to the Board of Directors for the administration and business management of the Association. The Board may further delegate authority to committees or individual Directors, as it deems necessary for carrying out the purposes and business of the Association.

Article XI: Officers

Section: 11-01. The principal officers of the Association shall be a President, First Vice President, Chapter Representatives Committee Chair, Treasurer, and Secretary.

- a. All officers shall be elected from among the Regular Member Directors, except for the Chapter Representatives Committee Chair.
- b. The Board of Directors at any meeting may, by resolution, elect or appoint additional officers or engage agents and employees and determine their terms of office and compensation, if any, as it may deem advisable.
- c. The Chapter Representatives Committee Chair shall be the Chair the Chapter Representatives Committee and will be elected, as per voting policy, by the majority of the Chapter Representatives Committee present at the annual meeting.
- d. The officers of the Association shall normally be elected at the annual meeting of the Board of Directors but may be elected at any meetings of the Board, at which a quorum is present, by a vote of the majority of Directors present in person at the meeting.
- e. An officer shall be elected to serve a one-year term and shall hold office until December 31, except in the case of death, resignation or removal as provided for in these By-laws.
- f. No Director may serve in one office for more than two consecutive one-year terms.
- g. Any officer may be removed, with or without cause, at any time at any Board meeting by a vote of two-thirds (2/3) of the number of Directors then serving in office. Such removal from office does not constitute removal as a Director. Further removal would require a subsequent vote.

Section: 11-02. The President

- a. Shall preside at all meetings of the Board and of the Executive Committee.
- b. Shall generally do and perform all acts incident to the office of President.
- c. Shall have such additional powers and duties as may from time to time be assigned to him/her by the Board.
- d. Shall appoint the chairs of each Board committee and is a voting member of each Board committee.
- e. Recommends non-voting advisers to the Board of Directors.

Section: 11-03. Vice President

- a. The Vice President shall be the President-elect and will succeed the President without further election.
- b. In the absence, or temporary inability of the President to act, the Vice President shall exercise the powers and perform the duties of President.
- c. Shall generally assist the President and shall have such other powers and perform such other duties as may from time to time be designated by the President or the Board of Directors.
- d. In the event the President-elect is unable to serve as President; the Board of Directors shall elect a replacement by a majority of the voting directors.

Section: 11-04. Chapter Representatives Committee Chair

- a. Shall Chair the Chapter Representatives Committee.
- b. Shall be elected by the majority vote of the Chapter Representatives Committee at the annual meeting.
- c. Shall preside over all Chapter Representative Committee meetings.
- d. Shall be the primary liaison between the Chapter Representatives Committee and the Board of Directors.

Section: 11-05. Treasurer

- a. Shall act under the supervision of, and report regularly to, the Board.
- b. Shall have charge of and be responsible for all the funds of the Association.
- c. Shall be responsible for the keeping of accurate and adequate records of the assets, liabilities and transactions of the Association.
- d. Shall be responsible for the deposit of all monies and other valuable effects of the Association.
- e. Shall disburse, or cause to be disbursed, the funds of the Association based upon proper vouchers for such disbursement.
- f. Shall perform all duties incidental to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board.

Section: 11-06. Secretary

- a. Shall keep, or cause to be kept, the minutes of all meetings of the Board and the Executive Committee in one or more books provided for that purpose.
- b. Shall see that the minutes of meetings of the Board and the Executive committee are distributed promptly to all members of the Board of Directors.
- c. Shall see that all notices are duly given in accordance with these By-laws and as required by law.
- d. Shall perform all duties incidental to the office of Secretary and such other duties as may from time to time be assigned by the President or the Board of Directors.

Article XII: Meetings

Section: 12-01. The annual meeting of the Association shall normally be held during the fourth quarter of each year, or on such other date as may be designated by the Board of Directors.

Section: 12-02. The frequency and dates of regular meetings of the Board of Directors shall be set by the President and approved by the Board; however, such frequency shall not be less than quarterly.

Section: 12-03. Special meetings of the Board of Directors may be called by the President, First Vice President, or shall be called by the Secretary, at the written request of eight voting Directors, or by a minimum of ten percent (10%) of the voting membership.

Section: 12-04. Action may be taken without a meeting, in the event of, with signed unanimous, written consent, setting forth the action so taken.

Section: 12-05. Telephone Meetings

Members of the Board or any committee may participate in a meeting through use of conference telephone or similar communication equipment so long as all members participating in such meeting can hear one another. Minutes of these meetings must be kept and submitted for approval at the next meeting of the Board or committee. Participation in a meeting pursuant to this provision constitutes presence in person at such meeting.

Section: 12-06. Notice of time and place of the annual meeting, shall be provided to the membership at least thirty (30) days prior to the event. Notice of regular Board meetings shall be given at least 10 days prior to the date of the meeting. Written notice of special meetings shall be sent to each Director by telephone, fax or other electronic communications system, not less than two days prior to the date of such meetings.

Section: 12-07. Notwithstanding the provisions of any of the foregoing section(s), a meeting of the Board of Directors may be held at such time and place, within or outside the State of California, as the Board of Directors shall designate, and any action may be taken there, if notice thereof is waived in writing by every Director having the right to vote at the meeting.

Section: 12-08. Unless provided for differently elsewhere in these By-laws, a majority of the Directors then serving shall constitute a quorum for all meetings of the Board of Directors. In the absence of a quorum, a majority of the Directors present may, without giving notice other than announcement at the meeting, adjourn the meeting from time to time until a quorum is obtained. At any such adjourned meeting at which a quorum is not present, then reconvened, any business may be transacted which might have been transacted at the meeting as originally called. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such a meeting.

Section: 12-09. At any meeting of the Directors, every voting Director present at such meeting shall be entitled to one vote and except as otherwise provided by law or by these By-laws, the act of the majority of the Directors present at any duly constituted meeting shall be the act of the Board of Directors.

Article XIII: Committees

Section: 13-01. Executive Committee

- a. Shall include in its membership the Officers and other Directors as may from time to time be designated by vote of the Board.
- b. The President shall serve as Chair of the Executive Committee unless, by resolution of the Board of Directors, another is designated as Chair.
- c. Shall during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the Association, except as otherwise provided by law, these By-laws or by resolution of the Board of Directors.
- d. The action of the majority of the members of the Executive Committee shall be the act of the Committee.
- e. The Committee shall keep full and fair records and accounts of its proceedings and transactions.
- f. The minutes of the Executive Committee meetings shall be distributed to all members of the Board.
- g. All actions by the Executive Committee shall also be reported to the Board at its next meeting and shall be subject to approval by the Board.

Section 13-02. Chapter Representative Committee

The Chapter Representatives Committee is a standing committee that is composed of Chapter Representatives selected by individual chapter boards. The Chapter Representatives Committee is independent of the Board of Directors and is not subject to direction from the Board.

Section: 13-03. The Board of Directors may by resolution designate standing, ad hoc, and/or special committees of the Board. The Board may appoint an Advisory council and/or honorary groups. The terms of the appointment and expectations of service of any advisory or honorary group shall be determined by the Board of Directors.

Section: 13-04. Membership of Committees

With the exception of the Chapter Representatives Committee;

- a. The President shall appoint the chair of each committee.
- b. The Chair of each committee shall appoint the other committee members in consultation with the President.
- c. Each committee shall consist of three or more members; at least one of whom shall be a voting member of the Board of Directors.
- d. Unless otherwise provided for in these By-laws or by the laws of the State of California, any committee designated by the Board of Directors may include as full voting members of the committee any person, whether a member or not, as the Board shall determine.
- e. Each committee shall have power to the extent delegated to it by the Board of Directors and in accordance with the laws of the State of California.
- f. Each committee shall keep minutes of proceedings and report to the Board of Directors.

Section: 13-05. Committee Meetings

- a. Unless otherwise provided for in these By-laws, a majority of the members then serving on a Committee constitutes a quorum for the meeting of the Committee.
- b. The vote of a simple majority of those present at a meeting, at which a quorum is present, constitutes an action of the Committee.
- c. Each Committee shall in consultation with the President and Executive Director, determine and schedule the number of regular meetings it will hold each year.

Article XIV. Indemnification

Section: 14-01. Bonding

Any officer or employee of the Association shall, if required by the Board of Directors, give such security for the faithful performance of their duties.

Each person who is or shall be or shall have been a Director or Officer of the Association and his or her personal representatives, shall be indemnified by the Association against all costs and

expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a Director or Officer of the Association or of any subsidiary or affiliate thereof, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as a Director or Officer. Costs and expenses of actions for which this Article provides indemnification shall include among other things, attorneys' fees, damages, and reasonable amounts paid in settlement.

Article XV: Liability of State Association

Section: 15-01. Personal Liability

- a. No Director shall be held personally liable for debts of the Association.

Section 15-02. Association Liability

- a. Without prior authorization from the Board of Directors, this Association shall not be liable for debts incurred by any member or chapter
- b. Nor shall any member or chapter be allowed to bring any legal action in the name of this Association or any action against it without written approval of the Board of Directors.
- c. The Association shall be held harmless for any claim resulting through the display or other use of any member identification, or other items furnished to any member.

Article XVI: Miscellaneous

Section: 16-01. Fiscal Year

The fiscal year of the Association shall be a calendar year, January 1 through December 31.

Section: 16-02. Association Seal.

The seal of the Association shall be circular in form and shall bear the name of the Association, the name of the State and the year of incorporation.

Section: 16-03. Loans.

This Association shall not make any loan of money or property to or guarantee the obligation of any Director, Officer or Employee. However, this Association may advance money for expenses reasonably anticipated, so long as absent that advance, the member would be entitled to be reimbursed.

Section 16-04. Rules of Order.

All meetings of this Association shall be conducted according to Roberts Rules of Order.

Article XVII. Amendments

Section: 17-01. Subject to any restriction imposed by the California Corporations Code, these

By-laws may be altered, amended or repealed in whole or in part, by a two-thirds (2/3) majority vote of the voting Directors at any duly organized meeting of the Board of Directors.

Section: 17-02. Notices of any proposed alterations or amendments shall be given at least thirty (30) days prior to the meeting at which the proposed amendment is to be considered.