

North American Export Committee Bylaws

(Adopted November 6, 2002)

ARTICLE I – NAME

The organization shall be known as the North American Export Committee.

ARTICLE II – PURPOSE

The purpose of the North American Export Committee, hereafter referred as the Committee, is to bring together those entities that share a common goal of combating the exportation of stolen vehicles and to facilitate contacts for the exchange of information and ideas to achieve that goal.

ARTICLE III – MEMBERS

Section 1. Membership. Individuals interested in, or engaged in activities concerned with or related to combating the exportation of stolen vehicles are eligible for membership

Section 2. Membership Eligibility and Admission Procedures. Those representatives of municipal, county, states, provinces, territories, federal districts, federal government, national or international agencies who are full time salaried employees or individuals in private industry who are engaged in deterring the exportation of stolen vehicles are eligible for membership, provided an application for membership is sponsored by a member of the Committee in good standing and approved by an officer of the Committee or the Membership Committee.

Section 3. Initiation Fee and Dues. The annual dues shall be fifty (\$50.00) U.S.A. dollars, payable in advance on or before January 1 of each year. The Treasurer shall notify members whose dues are 3 months in arrears, and those whose dues are not paid within 6 months thereafter shall have their membership automatically terminated.

Section 4. Termination. Membership in the Committee shall terminate (1) by voluntary withdrawal, or (2) if the Executive Board by a two-thirds (2/3) majority vote, concludes that the Member has exhibited conduct inconsistent with the objectives of the Committee, or is unqualified to be a member as defined in Sections 1 & 2 of this Article. As provided in Section 3, failure to pay dues will result in termination of membership.

Section 5. Application for Membership. All applications for membership shall be submitted to the Secretary or such other person as may be designated by the Executive Board.

ARTICLE IV – OFFICERS, TERMS AND ELECTIONS

Section 1. Officers and Duties. The officers of the Committee shall be a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer and eight (8) directors. These officers shall perform the duties prescribed by these Bylaws and by the parliamentary authority adopted by the Committee.

Section 2. Election. Election of officers shall be held at a business meeting as determined by the Executive Board. The Nominating Committee shall present a slate of officers to the membership for consideration. Only members in good standing may be nominated and elected. Nominations for consideration will be presented to the Nominating Committee.

Section 3. Election, Term of Office. The slate of officers as nominated by the Nominating Committee shall be elected by ballot or voice vote at the business meeting to serve for one year or until their successors are elected, and their term of office shall begin at the close of the business meeting at which they are elected.

Section 4. Office-Holding Limitations. No member shall hold more than one office at a time. There is no limitation on the consecutive terms an officer may serve.

ARTICLE V – DUTIES OF ELECTED OFFICERS

Section 1. Chairperson. The Chairperson is the presiding officer of the Committee. The Chairperson is responsible for the direction and coordination of the officers and shall preside over the business meetings. Within 30 days following an election, the Chairperson shall assign each director to chair a standing committee as established by the Committee's Bylaws. The Chairperson shall be an ex officio member of each of the committees, except the Nominating Committee. In the event any of the officers of the Committee is unable or unwilling to complete their elected term, the Chairperson shall appoint a member in good standing to complete the remainder of the officer's elected term.

Section 2. Co-Chairperson. . The Co-Chairperson shall replace the Chairperson and complete all the duties of the Chairperson as outlined in the Committee's Bylaws, if for any reason the Chairperson is unable or unwilling to attend meetings or to complete his/her elected term.

Section 3. Vice-Chairperson. The Vice-Chairperson shall replace the Chairperson and/or Co-Chairperson and complete all the duties of the Chairperson as outlined in the Committee's Bylaws, if for any reason the Chairperson and/or Co-Chairperson are unable or unwilling to attend meetings or to complete his/her elected term. The Vice-Chairperson is responsible for the development and coordination of the business meetings, and shall appoint the meeting On-Site Coordinator for each of the business meetings.

Section 4. Secretary. The Secretary is responsible for recording the minutes of Board meetings and to be the custodian of the minutes; coordinating and processing all membership applications; maintaining all membership records and publishing the membership roster. If the Secretary is unable to attend a meeting, the Chairperson shall appoint a member to record the minutes.

Section 5. Treasurer. The Treasurer is responsible for and is the custodian of the financial records of the Committee; receiving, depositing and disbursing funds as authorized by the budget or the Chairperson. The Treasurer shall make an annual financial report to the officers of the Committee and to the membership during a business meeting covering the fiscal year beginning January 1 and ending December 31.

Section 5. Directors. The Directors chair committees as appointed by the Chairperson and are responsible for any other duties as assigned by the Chairperson.

ARTICLE VI – MEETINGS

Section 1. Meetings. The Committee shall meet as directed by the Board but not less than once per year. The locations of the business meetings shall be recommended by the Vice-Chairperson in conference with a member willing to act as the local Onsite-Coordinator. The location is subject to approval by the Board.

Section 2. Special Meetings. The Chairperson may call special meetings. Telephone Conference calls shall be deemed a meeting. Except in an emergency, at least 7 days notice shall be given.

ARTICLE VII – EXECUTIVE BOARD

Section 1. Board Composition. The officers of the Committee shall constitute the Executive Board, hereafter referred to as the Board.

Section 2. Board’s Duties and Powers. The Board shall have general supervision of the affairs of the Committee between business meetings, fix the hour and location of the business meetings, make recommendations to the Committee, and perform such other duties as are specified by these Bylaws. The Board shall be subject to the orders of the Committee, and none of its acts shall conflict with action taken by the Committee.

Section 3. Board Meetings. Unless otherwise ordered, regular meetings of the Board shall be held before or after each business meeting of the Committee. Special meetings of the Board may be called by the Chairperson and shall be called upon written request by three members of the Board.

ARTICLE VIII – COMMITTEES

Section 1. Finance Committee. A Finance Committee composed of the Treasurer and four other members appointed by the Chairperson shall meet promptly after the last

business meeting of each calendar year. It shall be the duty of this committee to prepare a budget for the following year, and not less than 60 days prior to the next business meeting, submit it to the Board. The Finance Committee may from time to time submit amendments to the budget for the current year, which may be adopted by the Board.

Section 2. Audit Committee. An Audit Committee of three members shall be appointed by the Chairperson at the Committee's last meeting of the year, whose duty it shall be to audit the Treasurer's accounts and to report its findings during the next business meeting. No member of the Board or the Financial Committee can be selected or appointed to serve on the Audit Committee. The Treasurer shall be available to answer questions of the Audit Committee, if needed.

Section 3. By-laws and Resolutions Committee. The Chairperson shall appoint a Director to chair the Bylaws and Resolutions Committee. This Director shall select the other members of this committee as needed and shall maintain the Bylaws and prepare resolutions as deemed necessary by the Committee; cause any proposed change to be published to the membership in a timely manner; present all proposed changes to the membership at a business meeting; provide the Secretary with an up to date copy of the Bylaws to be published and distributed as needed; and prepare those resolutions passed at the business meeting for the Chairperson's signature.

Section 4. Legislative Committee. The Chairperson shall appoint a Director to chair the Legislative Committee. This Director shall select the other members of this committee as needed and obtain copies of legislation relating to the exportation of vehicles, or other proposed legislation that is of interest to the Committee, making the Executive Board aware of issues which may be of interest to the membership. At least one member of this committee shall be a practicing lawyer.

Section 5. Membership Committee. The Chairperson shall appoint a Director to chair the Membership Committee. This Director shall select other members of this committee as needed and determine the most effective means of communicating with the membership at large; develop and maintain a membership application; approve applications submitted for membership as requested by the Board; and develop and implement a plan to increase or maintain membership levels.

Section 6. Awareness Committee. The Chairperson shall appoint a Director to chair the Awareness Committee. This Director shall select the other members of this committee as needed and develop projects to educate and encourage a better understanding of the problems related to the exportation of stolen vehicles.

Section 7. Nominating Committee. The chair shall be the immediate past Chairperson of the Committee or in the event the immediate past Chairperson is not present, or not qualified, then the most recent qualified past Chairperson present. If no qualified past chairperson is in attendance, then the current Chairperson will appoint a qualified member to chair the committee, provided this individual is not current a member of the Board. The chairperson of the Nominating Committee shall select two members in good

standing as members of the committee, provided the selected members are not presently officers of the Committee. This committee will interview those members interested in holding an office in the Committee and present a slate of officers for consideration to the membership at the business meeting.

Section 8. Research and Development Committee. The Chairperson shall appoint a Director to chair the Research and Development Committee. This Director shall select other members as needed whose responsibility it shall be to identify and to report back to the committee information about the currently available technology and methodology to prevent the exportation of stolen vehicles.

ARTICLE IX – ADMINISTRATION

Section 1. Voting. Only members in good standing may vote on any issue before the Committee. No proxies or absentee votes are allowed.

Section 2. Dissolution. In the event of the dissolution of the Committee, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the remaining assets. Instead, after payment of all debts and obligations of the Committee, in lieu of a court order otherwise, the remaining assets shall be donated to a charitable organization named by the majority of the members attending the dissolution meeting.

Section 3. Prohibited Activities. The Committee is prohibited from engaging in any activities which would jeopardize its status as a non profit organization for tax purposes; or from engaging in any activity that is unlawful or immoral; or any unacceptable conduct including the use of the Committee’s name for individual gain by any member of the Committee.

ARTICLE X – AMENDMENT OF BYLAWS

These bylaws may be amended at any business meeting of the Committee by a two-thirds vote, provided that the amendment has been published and available to the membership for a period of not less than 90 days prior to the vote.

ARTICLE XII – QUORUM

Section 1. Quorum of Officers. The number of officers, including directors, necessary to establish a quorum of officers at any Board meeting shall be at least 50% of the current board members.

Section 2. Quorum of Members. The number of members necessary to establish a quorum shall be not less than ten (10) or an appropriate number of Members present based on the total number of Members.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the Committee shall be January 1 through December 31.

Updated: August 2015