



BYLAWS OF CALIFORNIA AUTOBODY ASSOCIATION

ARTICLE I. NAME

- Section 1. The name of this association shall be California Autobody Association.
- Section 2. The principal office of the association shall be in the State of California. The association may have such other offices as may from time to time be designated by the Board of Directors.

ARTICLE II. PURPOSES

- Section 1. This association shall be a non-profit association without capital stock and shall operate as a trade association for the advancement of the auto body and collision repair industry, in full conformity with state and federal laws and regulations governing non-profit corporations. Hereinafter the term "auto body" shall mean to include "collision".
- Section 2. The purpose of this association shall be to promote the general welfare of the auto body repair industry.

ARTICLE III. MEMBERSHIP

- Section 1. **Regular Member.** Any person, firm, or corporation engaged in the business of auto body repair within the State of California, upon making written application and agreeing to abide by these Bylaws, the Articles of Incorporation, and all policies and rules of the association, and agreeing to pay such dues and assessments as established by the Board of Directors is eligible to become a Regular Member of this association. Such members shall provide, upon request, proof of any and all licenses that may be required by the State of California for the conduct of their particular business.
- Section 2. **Associate Member.** Any person, firm or corporation engaged in the manufacturing or supplying of goods or services to the auto body industry, or any person, firm or corporation engaged in the business of auto body repair outside the State of California, upon making written application and agreeing to pay such dues and assessments as established by the Board of Directors is eligible to become an Associate Member of this association, excluding insurance company employees and their agents. Such members shall provide, upon request, proof

of any and all licenses that may be required by the State of California for the conduct of their particular business.

- Section 2.1. **Corporate Member.** Any person, firm or corporation qualifying as an associate member of this association, upon paying such dues as established by the Board of Directors, may become a corporate member of the association and qualify for such incentives as determined by the Board of Directors.
- Section 3. **Affiliate Member.** Any person who is employed by an auto body repair facility may automatically become an Affiliate Member upon agreeing to pay such dues and assessments as established by the Board of Directors.
- Section 4. **Honorary Member.** Upon approval by the Board of Directors, an individual may become an Honorary Member of the association.
- Section 5. **Election of Members.** Any person, firm or corporation eligible for membership under these Bylaws may be elected to membership under such rules and procedures as established by the Board of Directors.
- Section 6. **Voting.** Each Regular Member firm or corporation shall appoint and certify to the Secretary of the association an individual person to be its voting representative in the association. Associate, Affiliate and Honorary members are not eligible, nor have rights, to vote. Each Regular Member shall be entitled to one (1) vote.
- Section 7. **Resignation.** Membership in this association may terminate by voluntary withdrawal upon submitting written notice to the address of the principal office of the association thirty (30) days in advance of the effective date of resignation. All rights, privileges, and interest of a member in or to the association shall cease upon the termination of membership and shall specifically cease to use or exhibit the association name or any association insignia emblems.
- Section 8. **Termination.** A membership may be terminated for cause. Sufficient cause for such termination of membership shall be violation of these Bylaws or any lawful rule or practice duly adopted by the association, or any other conduct

prejudicial to the interests of the association. If the Board of Directors determines that termination is warranted, the member to be terminated shall be given fifteen (15) days notice of the intended termination by certified mail, postage prepaid, addressed to the member at his last address shown on the records of the association. The notice shall state the reasons for termination and shall also state that the member has an opportunity to personally appear before the Board of Directors prior to any vote on termination or that the member may submit a written statement why the termination should not take place, which written statement must be received not less than five (5) days before the effective date of termination. The Board of Directors, or its authorized representatives, shall consider the member's oral or written statement, if any, and may order that the termination shall not take place, or that it shall take place as stated in the notice to the member.

ARTICLE IV. DUES

- Section 1. The dues for each member of the association shall be determined by the Board of Directors.
- Section 2. Dues are payable annually in advance on the first day of January.
- Section 3. Dues for the portion of a period will be prorated for the balance of the period.
- Section 4. Members who fail to pay their dues within thirty (30) days from the time the same becomes due shall be notified, and, if payment is not made within the next succeeding thirty (30) days shall, without further notice and without hearing, be dropped from membership and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.
- Section 5. In respect to a member that is in a Chapter, the Chapter shall be notified of such member being given a thirty (30) day notice referred to in Section 4. Payment of all dues in arrears by a Chapter on behalf of a member shall be considered as payment of dues by the member.
- Section 6. Members participating in an association endorsed group insurance program shall pre-pay annual dues in order to maintain eligibility for that group insurance program.

ARTICLE V. MEETINGS.

- Section 1. **Location.** Meetings of members shall be held, in person, any place in or out of California or remotely designated by the President or Secretary of the association. If not so designated, the meetings shall be held at the principal office of the association.

Section 2. **Annual Meeting.** The regular annual meeting of the members shall be held once each calendar year at a time and place designated by the Board of Directors. All members shall be notified in writing of the date, time and place of the annual meeting at least thirty (30) days in advance.

Section 3. **Special Meetings.** Special meetings of members may be called by the Board of Directors, the President, or by five percent or more of the members, by written request (except when called by the Board of Directors) delivered in person or mailed by first class mail or by electronic transmission, addressed to the Secretary, at the principal office of the association. The request shall specify the time desired for the meeting, not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request, and shall also state the general nature of the business proposed to be transacted at the meeting. A special meeting called by request shall be set by the President on a date not less than thirty-five (35) nor more than ninety (90) days after the receipt of the request. Within twenty (20) days after receipt of the request, the officer who receives it shall cause notice to be given to all members entitled to vote at the meeting of the place, date and time of the meeting and the general nature of the business to be transacted at the meeting.

Section 4. **Notices of Meetings.** All notices of meetings of members shall be delivered or mailed not less than ten (10) or more than ninety (90) days before the date of the meeting. The notice shall specify the place, date and time of the meeting and, (1) in the case of a special meeting, the general nature of the business to be transacted, or (2) in the case of the regular annual meeting, those matters that the Board of Directors at the time of giving the notice intends to present for action by the members. Notice shall be given either personally or by first-class mail or by confirmed electronic transmission or by other means of written communication, charges prepaid and shall be addressed to the member at the address of that member appearing on the books of the association or at the address given by the member to the association for purpose of notice. If there is not any such address, notice shall be addressed to the member at the principal office of the association or by publication at least once in a newspaper of general circulation in the county in which the principal office is located. If any notice addressed to the member at the address of the member appearing on the books of the association is returned to the association by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice to the member at that address, all future notices to that member (until a correct address is received in writing from that member) shall be held at the principal office of the association for one year from the date of the giving of the notice, for delivery to the member upon written demand. An affidavit of giving of any notice of any meeting or members may be

executed by the Secretary of the Association of the association giving the notice and placed in the minute book of the association with the minutes of the meeting.

- Section 5. **Record date of notice.** Members at the close of business on the business date preceding the day on which notice is given, and who are entitled to vote at the meeting, are entitled to notice of a meeting of members, subject to the power of the Board of Directors to fix a different record date.
- Section 6. **Quorum.** The presence in person of five percent (5%) of the members entitled to vote at a meeting of members constitutes a quorum for the transaction of business at the meeting. The members present at a duly called or held meeting which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.
- Section 7. **Voting.** Voting must be by persons entitled to vote that are present.
- Section 8. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these Bylaws.

ARTICLE VI. BOARD OF DIRECTORS

- Section 1. The Board of Directors shall have supervision, control and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the Bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.
- Section 2. The Board of Directors shall be composed of the President, Vice President, Secretary, Treasurer, the immediate Past President provided such qualifies as a Regular Member, each Chapter President and one other representative of each Chapter to be selected by such Chapter. If a Chapter president or a representative is elected or appointed as an officer, such Chapter shall name another Regular Member as the representative in lieu of the Chapter President. Any Past President of the Association who is currently a Regular Member in good standing shall be eligible to vote at any Board of Directors meeting.
- Section 3. If the Chapter President is not a Regular Member, said Chapter President by virtue of that office may vote on any business at the Board of Directors meeting.

Section 4. **Regular Meetings.** Regular meetings of the Board of Directors shall be upon the call of the President, or Executive Committee of the Board of Directors. Said meetings shall be held at the time and place determined by the President or Secretary and written notice of said meeting time and place shall be given to directors at least ten (10) days in advance.

Section 5. **Special Meetings.** A special meeting of the Board of Directors shall be called by the written request of not less than five (5) directors. Said request must be submitted to the President at the address of the principal office and the President shall schedule the time and place for such meeting within twenty (20) days after receipt of said request. Directors must be notified by mail of the meeting not less than fifteen (15) days prior to said meeting.

Section 6. **Quorum.** The presence in person and proxy of twenty-five percent (25%) of the members entitled to vote at a meeting of directors constitutes a quorum for the transaction of business at that meeting. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.

Section 7. Any director may vote by proxy by submitting a written proxy to the Secretary prior to commencement of each meeting of the Board of Directors. Any person holding said proxy must be a Member of the same Chapter as the director. In the event that more than one third (1/3) of all votes are by proxy, no proxy shall be honored.

Section 8. **Absence.** Failure by a member of the Board of Directors to attend three (3) consecutive meetings of the Board of Directors shall result in his automatic removal and, in the case of a Chapter President or representative, may be replaced on the Board of Directors at the Chapter's discretion.

Section 9. **Suspension of Voting Rights.** No member of the Board of Directors may vote on any business or actions, or be counted as a member in roll calls, if such member is delinquent in his dues payment in excess of thirty (30) days from the due date of payment of dues.

Section 10. **One Company, One Vote.** If two or more directors are employed by the same company or organization, then those directors shall collectively constitute one vote only.

ARTICLE VII. OFFICERS

Section 1. **Officers.** The officers of this association shall be a President, Vice President, a Secretary, and a Treasurer, to be elected by a majority vote of the Board of Directors, and an Executive Director to

be appointed by the Board of Directors. Any officer shall be eligible for re-election with the exception of the President, who shall not serve more than three (3) consecutive terms.

- Section 2. **Eligibility.** All Regular members of the association in good standing are eligible for nomination and election to an office.
- Section 3. **Term.** Each elected officer shall take office on January 1st and shall serve for a term of one year and until his/her successor is duly elected and qualified. Each officer shall be elected at the annual Board of Directors meeting.
- Section 4. **Vacancies.** Vacancies in any office, except the President, may be filled for the balance of the term thereof by the directors at any regular or special meeting.
- Section 5. **President.** The President shall be the chief executive officer of the association, shall preside at meetings of the association and the Board of Directors, and the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees. The President shall also, at times as he or she deem proper, communicate to the association or to the Board of Directors such matters and make such suggestions as may in his their opinion tend to promote the welfare and increase the usefulness of the association, and shall perform such other duties as are necessarily incident to the office of president or as may be prescribed by the Board of Directors. The President is not charged with the administrative or operating responsibilities in the management of the association's affairs, except in the absence of the Executive Director.
- Section 6. **Vice President.** The Vice President shall perform the duties of the president, in the event of his disability or absence from meetings and shall have such other duties the President or the Board of Directors may assign.
- Section 7. **Secretary.** The Secretary shall maintain the minutes of the corporation and other related records of the association, serve as Chairperson of the Bylaws Committee, and perform such other duties as assigned by the President and Board of Directors.
- Section 8. **Treasurer.** The Treasurer shall be the chief financial control officer of the association; shall oversee the annual budget; shall prepare each year's proposed annual budget for consideration by the Board and shall keep an account of all monies received and expended for the use of the association, and shall make financial reports when called on by the President or the Board of Directors. The Treasurer shall perform other duties as assigned by the President or Board of Directors.
- Section 9. **Executive Director.** The Executive Director shall be appointed by the Board of Directors and is responsible for the administration and

management of the activities of the association as the chief operating officer, and perform such other duties as may be specified by the President of the Board of Directors.

ARTICLE VIII. COMMITTEES

- Section 1. The Executive Committee shall consist of the elected officers, immediate past president provided said qualifies as a Regular member, and, without vote, the Executive Director, and shall meet, upon call of the President or Executive Director, to carry on the affairs of the association and make normal and necessary decisions between meetings of the Board of Directors, screen items that would normally be brought before the regular meetings of the Board of Directors, review for recommendation to the Board of Directors or approve all committee recommendations, except Nominating and Bylaws Committee. The Executive Committee cannot reverse any actions taken by the Board of Directors. The President shall preside as chairman, the Vice President as vice-chairman and Secretary as secretary of the Executive Committee, and all minutes and actions reported to the Board of Directors as soon as practical.
- Section 2. **Executive Session.** The Executive Committee, upon majority vote, will hold a closed Executive Session of the committee for the specific purposes of discussing either personnel matters and/or matters pertaining to the possibility of the association becoming a party to legal proceedings. Such discussion shall not be recorded in the minutes; however, any votes taken on actions shall be done in the Executive Committee meeting and duly recorded in the minutes.
- Section 3. **Bylaws Committee.** The Bylaws Committee shall consist of the Secretary, as chairperson, and the Vice President. Annually, the committee shall review the Bylaws and recommend to the Board of Directors any changes or revisions.
- Section 4. **Nominating Committee.** The Nominating Committee shall notify the Executive Director, in writing, of the names of the candidates it proposes for the positions of all elected offices and the Executive Director shall cause to be forwarded to the Board of Directors the list of nominations no later than twenty (20) days prior to the annual meeting of the Board of Directors. The Nominating Committee shall submit its list of nominees to the Executive Director no less than thirty (30) days prior to the annual meeting of the Board of Directors. The Nominating Committee shall consist of not less than three (3), nor more than five (5), members of the association appointed by the President.
- Section 5. **Independent Nominations.** Nominations for officers may also be made, endorsed with any one member of the Board of Directors, if received by the Executive Director at least five

(5) days prior to the meeting of the Board of Directors to elect officers.

ARTICLE IX. CHAPTERS

- Section 1. In any particular geographic area within the State of California, a Chapter may be formed by not less than six regular members, upon notifying the corporation in writing that they have formed said Chapter. Said Chapter shall remain in existence until, by majority vote of the total Chapter membership, termination and discontinuance of said Chapter is approved, or less than six regular members exist in the Chapter, or the Board of Directors of the Association terminates existence of a Chapter for violation of these Bylaws or other association rules and regulations.
- Section 2. **Officers.** Each Chapter must have a President, Secretary and Treasurer and may elect other such officers as they please. The Chapter President shall automatically be a member of the Board of Directors of the association.
- Section 3. **Status.** No Chapter may form as a separate or independent association and may not become a non-profit corporation in itself.
- Section 4. **Operations.** Chapters may hold meetings and functions as they deem necessary; however, Chapters are prohibited from the providing and/or sponsoring of trade shows and exhibits or endorsing or sponsoring programs and services that are in direct competition with programs, and services endorsed or sponsored by the association, without the prior approval of the Board of Directors of the association.
- Section 5. **Funds.** Chapters may, by a majority vote of the Chapter membership, set dues and make assessments. However, dues and assessments must receive approval of the association Board of Directors.
- Section 6. **Elections.** Each Chapter shall elect its officers prior to December 31st and such officers shall serve commencing in January of the following year.
- Section 7. **Meetings.** Each Chapter may hold meetings as they deem necessary.
- Section 8. Chapters may establish rules, regulations, policies and procedures as they deem appropriate; however, such rules, regulations, policies, procedures or actions must not be in conflict with Bylaws, Articles of Incorporation, rules, regulations or policies of the association.
- Section 9. Any Chapter dissolving shall submit all records and property to the association upon demand.

ARTICLE X. BOOKS, RECORDS AND REPORTS

- Section 1. **Annual Report.** Each year, each member shall be sent by mail an annual report to include a financial report on this association.
- Section 2. The association shall keep at its principal office a record of its members, containing their names and addresses and class of membership, and the minutes of all meetings of the members, Board of Directors or Committees.
- Section 3. **Inspection.** Any member or director has the right to inspect all books, records and documents and the physical properties of the association by requesting in writing to the President or Executive Director at the principal office that such matters be made available. Inspection by any member may be held during normal office hours, at the principal office of the association, upon a minimum of five (5) working days notice.

ARTICLE XI. FISCAL YEAR

The fiscal year shall commence on the first day of January and shall end the thirty-first day of December.

ARTICLE XII. MERGER

- Section 1. **Affiliation.** This association may, upon a three-fourths (3/4) vote of the Board of Directors affiliate or merge with any other non-profit mutual benefit corporation or profit corporation. Proxy votes shall not be honored for any vote on a merger.
- Section 2. **Prohibitive Merger.** The association may not merge with any other kind of non-profit corporation except a non-profit mutual benefit corporation.

ARTICLE XIII. DISSOLUTION

The association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said shall inure, or be distributed to the members of the association. On dissolution of the association any funds remaining shall be distributed to one or more scientific or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XIV. CORPORATE NAME, LOGO

- Section 1. **Ownership.** All member identification material, including but not limited to, signs, decals, patches and reproductions of the association's trademark shall remain the property of the association. Any payment made to the association for such items shall be considered a rental and not for purchase. The association shall be authorized to proceed in any legal manner to redeem any such property upon the termination of a member's affiliation. A reproduction of the association's trademark shall be permitted on printed material produced by or for any affiliated member, but further use of said reproduction shall cease immediately upon termination of membership.

- Section 2. **Display of Material.** All members shall display member identification so that it shall be readily visible to the public.
- Section 3. **Use of Name.** No member, or group of members, of any category whatsoever, including but not limited to individual members and Chapters, shall enter into any cooperative or collective buying activity which utilizes the name of the association or that of a Chapter member in any manner either directly or indirectly. This section shall not preclude the association or a Chapter member or a Direct member from buying and selling any items used to advertise or promote the association or to be used by a member in the management of his business. This section shall not preclude any such cooperative or collective buying and selling of anything to the consumer if such practice does not utilize the name and/or Trademark of the association or that of any Regular Chapter Member.
- Section 4. **Hold Harmless.** The association shall be held harmless for any claim resulting through the display or other use of any member identification, or other item, furnished to any affiliated member.

ARTICLE XV. CODE OF ETHICS

All members shall subscribe to the association's Code of Ethics, which shall be as follows:

1. To promote good will between the motorists and members of the association.
2. To have a sense of personal obligation to each individual customer.
3. To perform high quality repair service at a fair and just price.
4. To employ the highest skilled technicians readily obtainable.
5. To use only proven merchandise of high quality distributed by reputable firms.
6. To comply with all laws and regulations of the federal, state or local governments.
7. To be a clean competitor.
8. To uphold the high standards of our profession and always seek to correct any and all abuses within the auto body industry.
9. To uphold the integrity of all members of the California Autobody Association.
10. To encourage present and potential craftsmen to further their education and skills development.

ARTICLE XVI. ANTI-TRUST

Section 1. No actions shall be taken by the association, or its officers, directors, or members acting in their capacity as officers, directors or members, that would be in violation of any federal or state anti-trust laws, including the Sherman Act and the Federal Trade Commission Act.

Section 2. At no meeting of the association shall the discussion of the following subjects be allowed: current or future or past prices, what constitutes a fair profit level, possible increases or decreases in prices, standardization or stabilization of prices, pricing procedures, cash discounts, credit terms, control of sales, allocation of markets, refusal to deal with a corporation because of its pricing or distribution practices, and whether or not the pricing practices of any industry member are unethical or constitute an unfair trade practice.

ARTICLE XVII. AMENDMENTS

The Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the State Board of Directors of this association, at any duly called meeting for the purpose, and when such meeting is called for that purpose, the Board of Directors membership must be notified in writing on thirty (30) days notice, and such notice shall contain the specific reason for the amendment and shall set forth in said notice the proposed amendment.

CALIFORNIA AUTOBODY ASSOCIATION BYLAWS

**Revised & Adopted
October 19, 1980**

**Additionally Amended
October 16, 1984
October 12, 1985
January 18, 1986
October 10, 1986
September 29, 1989
January 25, 1992
October 22, 1994
January 31, 1998
January 30, 1999
March 24, 2021**