

**CHICAGOLAND CARWASH ASSOCIATION
BY-LAWS
PURPOSE**

ARTICLE I

Sec. 1 The name of this organization shall be the Chicagoland Carwash Association and shall hereby be referred to hereinafter as the "Association."

Sec. 2 The principal office of the Association shall be located within the Chicagoland Area.

Sec. 3 Our mission is to promote and protect the local professional carwash industry through effective communication with our members and the motoring public.

MEMBERSHIP

ARTICLE II

Sec. 1 Definition.

Any company, organization or individual from the carwash industry or a related industry can be a member.

Sec. 2 Application.

Application for membership shall be made to the Association's office in writing and accompanied by the appropriate amount of dues in full.

Sec.3 Right of Membership.

- a) All rights of membership are singular and may be exercised only by the member or designated Proxy.
- b) Only members in good standing may hold elective office or vote and shall be entitled to one vote at any general membership meeting when present in person or represented by Proxy.

Sec.4 Resignation.

The resignation of any member from the Association shall be in writing, addressed to the Board, and shall be accepted by the Board provided all indebtedness of said member to the Association shall be paid.

Sec. 4 Censure, Suspension or Expulsion.

Any member who, in the judgement of the Board, fails to conduct his business in accordance with principles and ethics commonly accepted in the carwash industry may be censured, suspended or expelled by a two-thirds vote of the Board at a meeting called to consider and act upon such question. The member in question shall be given at least ten (10) days notice in writing of the time and place such meeting shall be held, and of the question or questions to be considered at such meeting, and shall have the right to appear and be heard at such meeting, to be overseen by Past President.

MEMBERSHIP (Continued)

Sec.5 Annual Membership Drive.

There shall be an annual membership drive during the first quarter of each year, organized by the Membership Committee and approved by the Board of Directors.

DUES

ARTICLE III

Sec. 1 Annual Dues.

When payable, annual dues shall be for a calendar year, payable on January 1st of each year or before acceptance of a new member into the Association. The Treasurer shall bill members on January 1st, and mail delinquent notices on February 1st, and mail delinquent notices again on March 1st. The notice of March 1st shall advise the delinquent member that he/she will be automatically dropped from membership unless his/her dues are then paid in full -- overseen by Treasurer.

Sec.2 Dues Schedule.

Dues for each Association member shall be established by the Board each year - based upon recommendations from the Membership and Budget Committees prior to the Annual Membership Meeting by a two-thirds vote of the Board members present and voting.

ADMINISTRATION

ARTICLE IV

Sec. 1 Management.

Management of the Association shall be by a Board of Directors (heretofore and hereafter referred to as the Board).

- a) The Board shall consist of four (4) Officers, up to five (5) Directors and immediate Past President.
- b) The four Officers shall be a President, Vice President, Secretary, and Treasurer. Each shall be nominated from and recommended by the Board and shall be elected for a period of two years or until his/her successor is installed, and shall be responsible for Board Meeting reports. All offices are available for occupancy by any Board member.
- c) The Executive Committee - made up of the President, Vice President, Secretary, Treasurer and Past President -- may act on behalf of the Association between designated Board Meetings.
- d) The Directors shall consist of up to five (5) members in good standing who shall be elected for two-year terms on a rotating or staggered schedule. To implement this section, up to two (2) Directors shall be elected for one-year

ADMINISTRATION (Continued)

terms commencing in 1992 and up to three (3) Directors shall be elected for two year terms. Thereafter, all Directors shall be elected for two-year terms.

In the event that Directors are nominated to serve as Officers, nominees for their replacement shall fulfill the Director's term, as available.

e) The most recent available Past President shall serve as Ex-Officio Director.

Sec.2 Nomination.

Nominees will be taken from manufacturing, distributing and car washing segments of our industry. These nominees are to be contacted by the Nominating Committee and informed as to our Strategic Plan, Mission and responsibility of position and asked to accept. Once a nominee has accepted the potential Board position, that nominee must also understand the future responsibilities of moving upward in the Board and be available to do so. Nominations will take into account extenuating circumstances.

a) Nominating Committee Responsibility.

1) Nominating Committee shall be chaired by Past President.

2) Nominating procedures shall happen 90 days prior to the Annual Year-End Membership Meeting.

3) Nominating Committee must contact membership in writing no later than 60 days prior to the Annual Membership Meeting listing the open Directors' positions and the terms of the open positions, and requesting nominations from the membership.

4) Nominating Committee shall send all nominees a form letter explaining the different Board positions, present and future responsibilities, as well as expectations for upward movement as Directors and Officers.

Sec. 3 Annual election of Officers and Directors shall be held between September 1 and December 31 via mailed ballot. Each submitted ballot must be signed by a member in good standing. The results of the ballot will be announced at the Annual Membership Meeting.

Sec. 4 Any officer or agent elected by the Association may be removed by a vote of two-thirds majority of the Association whenever the best interest of the Association would be served.

Sec. 5 A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by a direction of the Board upon due consideration of members available for office.

Sec. 6 President: The President shall be the principal executive officer of the Association and shall be a member ex-officio of all committees, and shall in general supervise and control all of the business and affairs of the Association. When present, the President presides as Chairperson at all meetings of the Association, and in general shall perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Association.

Sec. 7 Vice President: The Vice President shall share running of the Board and shall co-chair the Budget Committee. In the absence of the President, the Vice

MEMBERSHIP (Continued)

President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all restriction upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President, or the Board, and shall chair By-Laws Committee and Special Meetings.

Sec. 8 Secretary: The Secretary shall maintain and/or oversee the minutes of Board and General Meetings, membership meeting records or proxies and other Association records. In general, performs all duties as from time to time may be assigned to him/her by the President.

Sec. 9 Treasurer: The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association, receive and give receipts for monies due and payable to the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks as shall be selected by the Association. In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President and must report same at each Board Meeting. The Treasurer shall co-chair the Budget Committee with the Vice President.

Sec. 10 Parliamentarian: (Past President) Object of consideration: to avoid unnecessary discussions and questions; to oversee parliamentary procedures; to enforce the Mission Statement; and to oversee standard operating procedures of the Association.

It shall be the duty of the Parliamentarian to advise the presiding officer on points of parliamentary law, and also to give similar advise to the Association and the Board when they request it.

The Parliamentarian shall never be a member of the Board with a vote or act on a committee where sides will be taken. The Parliamentarian gives an opinion; the Chair gives the ruling. The Parliamentarian is the only officer authorized to decide questions of order or make rulings on parliamentary procedures.

Sec. 11 Board of Directors: As a Board, Directors perform essentially a legislative function. That is, the Board makes all policy decisions of the Association. However, from time to time, it may direct a poll of the membership when considered desirable as a guiding influence. The Board shall set the overall policy of the Association and determine the goals of the Association through approved operating procedures. The Board will provide adequate funds to do the job through in annual budget. It shall recommend changes in the By-Laws. The Board must fill all vacancies occurring on the Board and meet as required by the By-Laws or by call of the President, or of its own motion. It is the obligation of all Board Members to attend all Board of Director meetings to be specified by the Board - a maximum of three (3) unexcused absences will be permitted -- and to fulfill all obligations and duties. Failure to comply with their obligations will result in his or her replacement. This is in accordance with Article fV, Section 2.

COMMITTEES

ARTICLE V

Sec. 1 The President shall establish such committees as may be necessary to carry out the objectives of the Association.

Sec. 2 The President shall appoint all committee members when necessary.

Sec. 3 All members of the Association shall be obligated to serve on committees.

MEETINGS

ARTICLE VI

Sec. 1 Annual Membership Meeting shall be held between September 1st and December 31st of each year on a date to be set by the President or the Board of Directors on or before September 1st of the year.

Sec. 2 Regular Membership Meetings throughout the year will be held as determined by the Board.

Sec. 3 Special Membership Meetings may be called at any time by the President or by any three Board Members.

REPRESENTATION & VOTING

ARTICLE VII

Sec. 1 Each member in good standing shall be entitled to one vote or proxy upon each matter submitted.

Sec. 2 A majority vote by ballot shall be required to pass any issue except as provided for in these By-Laws.

Sec. 3 Quorum

a) Membership: 10 percent of paid membership

b) The Board: 5 Officers or Directors combined.

Sec. 4 Any situation not covered by the CCA By-laws shall be handled according to the Robert's Rules of Order.

AMENDMENTS

ARTICLE VIII

These By-laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of the majority of the Board of Directors, and notification must be made of same to membership and copies made available upon request.

ARTICLE IX

The board will conduct the association in the spirit of the By-Laws and take into account and exception extenuating circumstances as defined by the board.