

**BYLAWS
OF
NATIONAL AUTOMOTIVE SERVICE TASK FORCE**

Amended December 18, 2014

Effective January 1, 2014

ARTICLE I

NAME

The name of the corporation shall be National Automotive Service Task Force.

ARTICLE II

NOT FOR PROFIT CORPORATE STATUS; PURPOSES

Section 1.

Not For Profit. The corporation is organized under and shall operate as a District of Columbia not-for-profit corporation, and shall have such powers as are now or as may hereafter be granted by the District of Columbia Not-For-Profit Corporation Law, as amended.

Section 2.

Purposes. The purposes of the corporation are those set forth in its Articles of Incorporation.

ARTICLE III

MEMBERS

Section 1.

Class of Members. The corporation shall have one class of members with all the respective rights and privileges as herein described. A Registered Member is any individual that supports NASTF, and is registered with NASTF's official web-based member list.

Section 2.

Eligibility; Admission of Members. Membership in the corporation is open to any individual employed in or residing in the United States of America and involved in some way with the automobile repair industry including, but not limited to, vehicle manufacturers, tool and equipment companies, trainers, individual shop owners and technicians, automotive service-related associations, and other industry stakeholders.

Section 3.

Rights of Registered Members. The privileges of membership shall be as determined from time to time by the Board of Directors.

Section 4.

Resignation. Any Registered Member may resign by unsubscribing (unregistering) with NASTF's official web-based member list.

Section 5.

Termination of Registered Membership. NASTF membership may be terminated by action of the Board of Directors for conduct deemed detrimental to the corporation, for conviction of any crime involving fraud, dishonesty or breach of trust, or for violation of these Bylaws, or any rule of the corporation. Termination by action of the Board of Directors shall be by at least a two-thirds vote at a meeting of the Board of Directors; provided, however, that prior to any such action, the Registered Member involved shall be given due notice and shall be entitled to a hearing before the Board of Directors. Termination of membership shall not relieve a Registered Member of any outstanding obligation to the corporation.

Section 6.

Dues and Assessments. The Board of Directors may determine from time to time the amount and method of payment of any and all applicable dues, fees and/or assessments.

ARTICLE IV

MEMBER MEETINGS

At least one member meeting will be held each calendar year. The purpose of this meeting will be to report to the membership pertinent information regarding the activities, future plans and financial standing of the organization. Registered members must be notified of the date, time, location and overall agenda 60 days prior to a member meeting taking place. Notice may be given by posting it on the NASTF website, in the NASTF newsletter, by e-mail and/or by such other methods the NASTF Executive Director deems suitable.

ARTICLE V

BOARD OF DIRECTORS

Section 1.

General Powers. The corporation shall be governed by its Board of Directors.

Section 2.

Composition. The number of Directors shall be no less than twelve (12) and no more than fifteen (15) members, and must include at least three (3) members from each of the following categories provided that qualified members exist and are willing to serve:

- a.) Vehicle Manufacturers
- b.) Shop Owners, Technicians, Fleets

and at least one seat from the following categories provided that qualified members exist and are willing to serve:

- c.) Franchise New Motor Vehicle Dealers
- d.) Locksmiths
- e.) Parts Suppliers
- f.) Independent Information Service Providers
- g.) Tool Companies
- h.) Trainers

If all of the above seats are filled to their minimum levels, up to Three (3) seats can be considered at-large seats.

Any Registered Member who has been a member for at least two years and active on one of the NASTF committees for one year is eligible to be elected to the Board of Directors. However, by majority vote of the Board of Directors the minimum terms of membership and committee service may be waived for a candidate qualified to represent the category of an open seat.

It is the intention of these bylaws that members of the Board are either employees or owners of companies generally identified with the category for which they are nominated, or if employed by a trade association, that organization should predominantly represent that category in its membership. The final decision of category eligibility will be determined by a majority vote of the Board of Directors.

Section 3.

Election of Board of Directors. The Board of Directors will be elected by the Members. A slate of candidates for the Board of Director positions shall be nominated from the Members by the Nominating Committee. The Nominating Committee Slate must be approved by the Board of Directors

Prior to any Board of Director election the Executive Director must send via email a call for candidates to all Registered Members. This invitation will include a list of requirements and responsibilities. Members may not nominate themselves. The call for candidates must remain open for 30 days.

The Nominating Committee must provide a slate of candidates to the Board of Directors along with a report containing a list of all nominees and an explanation of why they were chosen. The Board must approve the slate or return it to the Nominating Committee with recommendations.

The Executive Director must send the slate to all Members via email and inform them that they have 30 days to propose alternate slates. Alternate slates must be endorsed by at least 25 Members.

A link to a ballot consisting of the recommended slate must be sent via email to all Members for an up or down vote for the entire slate. The ballot must be kept open for 30 days. Passage will occur upon 50% approval from voting Registered Members. If alternate slates are approved for the ballot, the slate with the most votes will prevail. The Board of Director ballot must be made available for voting for 30 days at which time it will be closed. Voting results must be made to all members within 30 days of the ballot close date.

Section 4.

Term. The members of the Board of Directors listed above shall be divided into three groups of approximately the same size. The terms of service for these groups shall be staggered so that approximately one-third of the total number of these Directors shall be elected annually. The members of the Board of Directors shall serve a three-year term.

Section 5.

Removal of a Director. A Director may be removed by action of the Board of Directors for conduct deemed detrimental to the corporation, for conviction of any crime involving fraud, dishonesty or breach of trust, or for violation of these Bylaws, or any rule of the corporation. Removal by action of the Board of Directors requires at least a two-thirds vote at a meeting of the Board of Directors; provided, however, that prior to any such action, the Director involved shall be given due notice and shall be entitled to a hearing before the Board of Directors. Director removal shall not relieve a Director of any outstanding obligation to the corporation.

Section 6.

Meetings. Meetings of the Board of Directors may be called by or at the request of the Chair or the greater of three directors or twenty-five percent (25%) of the directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the District of Columbia, as the place for holding any meeting of the Board called by them.

Section 7.

Notice. Notice of any meeting of the Board of Directors shall be given at least three business days prior to the meeting by email.

Section 8.

Quorum. Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than fifty percent (50%) of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 9.

Voting; Manner of Acting. Each director shall have one vote. The act of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation, or these Bylaws.

Section 10.

Informal Action by Directors. Any action required to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of directors may be taken without a meeting if all the voting members of the Board consent in writing to the adoption of a resolution authorizing such action.

Section 11.

Vacancies. In the event a vacancy should occur by a director, this vacancy may be filled by an appointment from the Executive Committee with ratification by the Board of Directors until the next regular election. The person who fills the vacancy must meet the criteria for a regularly elected director (unless waived by the Board of Directors according to Section 2 of this Article) and must represent the same category as the vacating director in accordance with instructions set forth in Section 2 of this article.

Section 12.

Attendance by Communications Equipment. Members of the Board of Directors may participate in and act at any meeting of the Board through the use of a conference telephone or similar communications equipment allowing persons participating in the meeting to hear each other at the same time. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

ARTICLE VI

OFFICERS

Section 1.

Officers. The officers of the corporation shall be a Chair, a Vice Chair and a Secretary/Treasurer nominated from the current Board of Directors, each of whom shall be a separate individual.

Section 2.

Election and Term of Office. The officers shall be elected by majority vote of the Board of Directors for a one (1) year term. A person may serve as the Chair, Vice Chair or Secretary/Treasurer of the corporation for no more than four (4) consecutive terms. Unless stepping down from the office, they shall serve until their successors have been duly elected and qualified. Candidates for offices shall be nominated in accordance with policies adopted by the Board of Directors. The candidates for the offices of Chair, Vice Chair and Secretary/Treasurer must be sitting Board members.

Section 3.

Removal. Any officer may be removed by a majority vote of the Board of Directors at any official meeting.

Section 4.

Vacancies. A vacancy in the office of Chair, Vice Chair or Secretary/Treasurer because of death, resignation, removal, disqualification or otherwise, shall be filled by a majority vote of the Board of Directors for the unexpired portion of the term.

Section 5.

Chair. The Chair shall preside at all meetings of the Board of Directors, the Executive Committee, and the General Meetings of the corporation. The Chair shall be an ex-officio member of all committees except the Nominating Committee and may appoint persons not members of the Board of Directors to serve on any committees other than the Executive and Nominating Committees. The Chair shall interface with the corporation's Executive Director on a day to day basis, keep the Board of Directors or cause the Board of Directors to be apprised of issues and other information between Board meetings, provide content or cause content to be provided for the Board and Annual meeting agendas, and monitor and report on organizational performance or cause monitoring and reporting of organizational performance to take place.

Section 6.

Vice Chair. The Vice Chair shall assist the Chair as appropriate, oversee committee activities, and provide regular reports to the Board of Directors on such activities. In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair.

Section 7.

Secretary/Treasurer. The Secretary/Treasurer shall notify, or cause to be notified the members of all meetings of the Board of Directors and the Registered Membership; shall keep, or cause to be kept, records of all meetings of the Board of Directors and the Registered Membership; shall attest such records and other documents by signature; and shall safely keep, or cause to be kept, all documents and papers which shall come into their possession; shall affix, or cause to have affixed and attest to the seal of NASTF on all instruments requiring a seal. The Secretary/Treasurer shall keep, or cause to be kept, an account of all monies received and expended by NASTF and shall make, or cause to be made, disbursements authorized by the Board of Directors, approved by such officers as the Board of Directors may prescribe. The Secretary/Treasurer shall deposit, or cause to be deposited, monies of NASTF to the credit of NASTF in such bank or banks as may be designated by the Board of Directors. The Secretary/Treasurer shall render an account to the Board of Directors when required and all books and accounts shall be open to the inspection of any member of the Board of Directors.

Section 8.

Past Chair. The Immediate Past Chair of the Board will serve in an ex-officio status with no vote, unless re-elected as a regular board member, for a period of up to four years, until another immediate past chair exists, commencing with the completion of his or her final term of service as an elected Board member.

ARTICLE VII

COMMITTEES

Section 1.

Executive Committee. The Executive Committee shall be composed of the duly elected officers: Chair, Vice Chair, and Secretary/Treasurer plus the Immediate Past Chair. Subject to the approval of the Board of Directors, the Executive Committee shall have and exercise all powers of the Board of Directors in the management of the business of NASTF between meetings of the Board of Directors, except the power to fill vacancies in the Board of Directors and the power to amend the Bylaws of the corporation.

Section 2.

Nominating Committee. The Nominating Committee will consist of three (3) members. It will be chaired by the Immediate past chair. The nominating Committee Chair will recommend one board member representing the OEMs and one board member representing technicians / shop owners to be on the committee. The committee make-up must be approved by the Executive Committee. No one on the Nominating Committee can be up for re-election in that cycle for which they are preparing a slate. The Nominating Committee will prepare slates for election of Directors and elective officers of the Board of Directors.

Section 3.

Other Committees. Other committees, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Committee Chairs shall be appointed by the Board of Directors. Committee decisions are subject to approval by the Board of Directors.

ARTICLE VIII

CONTRACTS AND CHECKS

The Board of Directors may authorize in writing any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument, including but not limited to checks, drafts, and notes, in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.

ARTICLE IX

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by a majority of the Directors present at any meeting provided that at least fifteen (15) days written notice is given of the intention to alter, amend or repeal, or to adopt new Bylaws at such meeting.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify all officers and directors of the corporation to the fullest extent permitted by the District of Columbia Not-For-Profit Corporation Law, as amended, and shall be entitled to purchase insurance for such indemnification of officers and directors as determined from time to time by the Board of Directors of the corporation.