

***TOWING & RECOVERY  
ASSOCIATION OF MAINE***



***BY LAWS***

***ESTABLISHED 1988***

**TOWING & RECOVERY ASSOCIATION OF MAINE**  
**BY – LAWS**

ARTICLE 1  
**NAME OF ASSOCIATION**

The name and seal of this non-profit corporation shall be known as “Towing & Recovery Association of Maine.” It shall have a corporate seal bearing the name of the non-profit corporation and the year of its incorporation, which seal may be altered or changed at the pleasure of the Board of Directors.

ARTICLE 2  
**OBJECTIVES**

The Towing & Recovery Association of Maine is a non-profit organization whose basic aims are:

- A. To establish, foster and improve standards of workmanship and safety, with respect to the towing, recovery, road service and storage of motor vehicles.
- B. To provide its members, municipalities and motoring public with information and education services concerning the safe and efficient provision of towing, recovery, road service and storage of motor vehicles
- C. To support, sponsor, introduce, or oppose as appropriate, legislation, regulations and ordinances which effect or relate to towing, recovery, road service and storage of motor vehicles.
- D. To foster the maximum cooperation with governmental and law enforcement agencies.
- E. To promote economic stability and profitability for its members through the dissemination of information on cost-saving practices and economy through group activities.
- F. To promote and develop a better understanding of the complexities and challenges involved in the towing, recovery, road service and storage of motor vehicles.
- G. To foster and promote friendly, cooperative relationships among its members and the public.

- H. To sponsor, promote, participate in and perform all acts reasonably related to the goal of acquainting the legislation and any agent(s) of that body with the cost, investment expense and general financial challenges involved in the business of towing, recovery, road service and storage of motor vehicles.
- I. To afford protection against fraud by or against the members of the Association in this industry.

ARTICLE 3  
**CODE OF ETHICS**

The Board of Directors is authorized to devise with consent of the majority of the membership present at a regular meeting a Code of Ethics relative to the conduct of its members and to amend same from time to time as may be appropriate.

ARTICLE 4  
**MEMBERSHIP**

Section (A) **Qualifications.** Membership shall be open to any individuals, partnerships or corporations or designated employee representative who are directly or indirectly engaged in the business of towing and/or recovery, road service and storage of motor vehicles in this State, whether wrecked, disabled, or in good operating condition over the highways, streets and ways of this State.

Section (B). **Classes of Membership.** The Association shall have voting and non-voting classes of membership.

- 1) **Regular Membership.** Voting and Regular Membership shall be open to any person, partnership, corporation and/or designated employee representative\* of a company domiciled in the State of Maine directly engaged in the business of towing, recovery, road service and storage of motor vehicles privately or for hire. \*Designated employee representative must be in writing and submitted to the Secretary of the Association.
- 2) **Associate Membership.** Non-voting membership shall be open to any company or individual engaged in the sale of goods, services and merchandise to the industry, or company or person engaged in the towing, recovery and/or road service in other states and/or non owners who are wishing to lend support to the Association and shall be called Associate Membership.
- 3) **Honorary Membership.** Honorary Membership shall be available to retired members of the Association who make significant contributions toward the objective of the Association and the betterment of the Industry, and may be

- 4) **Employee Membership.** Employee Membership shall be available to employees of the Regular Members in good standing and will be considered an Associate Member of the Association.

Section (C). **Membership Admission and Fees and/or Dues.**

- 1) **Membership Fees.** A written application for membership shall be made upon a form approved by the Board of Directors and shall be accompanied by the appropriate fee, as established or amended by the Board of Directors. The President and the Board of Directors shall review and act upon each application for membership. In the event that the application for membership is denied, the application fee shall be refunded to the applicant.
- 2) **Dues.** Dues for associate members and regular members shall be as from time to time as determined by the Board of Directors. Upon being paid, the membership dues are non-refundable, either in whole or part.
- 3) **Annual Dues.** Annual dues are payable in full every January. Notices will be sent out in December or the first of January. Should any member become delinquent in payment of his/her dues, he/she shall become ineligible to vote. Upon being paid, the membership dues are non-refundable, either whole or part. Statement shall state this is the only notice you shall receive.
- 4) **New Members.** New members joining after the first of the year will have their dues pro-rated at \$10.00 per month for the remaining months of the year, starting the month they join. Any inactive member that was not a member the previous year may rejoin on the prorated system.

Section (D). **Arrears, Penalties.**

Should any member become (2) months in arrears in his/her dues payment, he/she will be terminated from the active rolls of the Association. Dues must be paid in full by the end of February. Reinstatement of a member is possible upon application and payment of dues for the current calendar year to the Treasurer of the Association. The Treasurer will notify the President and the Membership person of any member(s) dropped from or reinstated to the rolls of the Association. Should any member become delinquent in payment of his/her dues, he/she shall become ineligible to vote.

Section (E). **Termination of Membership.**

Membership shall automatically terminate if the dues provided for the membership are not paid within sixty (60) days after the due date, or in the event of a breach of the Code

of Ethics of the Association, as promulgated by the Board of Directors: otherwise a new application is made.

Section (F). **Non Liability of Debts of the Association.**

The private property of the Officers, Directors, Members and Employees shall be exempt from execution or other liability for the debts of the Towing and Recovery Association of Maine, and no Officer, Director, or Member shall be liable or responsible for any debts or liabilities of the Towing and Recovery Association of Maine. No Officer, Director or Employee shall be liable to the Association or its membership for any loss arising out of any action or omission in good faith, but shall be responsible only for his/her own willful breach of trust. The Association will obtain insurance on an annual basis ensuring the above mentioned at the Association's cost.

ARTICLE 5  
**MEMBERSHIP MEETINGS**

Section (A). **Regular Meetings.** Regular Meetings of members shall be held on a monthly basis at such time and place as may be determined by the Board of Directors. Meeting notices shall be sent out ten (10) days prior to the meeting date by the person appointed to do this. Such meetings shall commence no later than 7:00pm and shall terminate no later than 10:00pm. At a regular meeting in December, an election of officers and directors shall be held for the following year.

Section (B). **Special Meetings.** Meetings of members other than monthly meetings may be called by the President or Board of Directors, at their discretion, or shall be called upon by written request of ten percent (10%) of the members in good standing. Special meetings shall be held at such time and place as may be determined by the Board of Directors. The notice of the meeting shall contain a statement as to the purpose of the meeting.

Section (C). **Quorum.** The presence of seven (7) voting members or ten percent (10%) of membership in good standing shall constitute the number of members of an organization required to be present to transact business legally.

Section (D). **Proxies.** Proxies are permitted at a regular meeting or special meeting in the following manner. Any official delegate may designate, in a written statement delivered to the Secretary, the person who shall represent him/her at any meeting except a Board of Directors Meeting.

ARTICLE 6  
**VOTING AND ELECTIONS**

Section (A). **Election Procedures.** In November of each year, a Nominating Committee consisting of the Secretary of the Association and two (2) members in good standing shall be appointed by the Board of Directors. The Nominating Committee shall prepare a slate of candidates for the Officers and Directors to be elected as determined by these by-laws and will offer this slate of candidates at a Regular Election Meeting in December. Nominations may also be submitted during November of each year and floor nominations shall be accepted only during the preceding November meeting. Members may run for one elected position only.

Section (B). **Number of Official Delegates.** Voting by members shall be limited to one vote per company or membership for the members at large and a limit of two votes per company or membership for Officers, Directors and Committee Chairperson. (To allow more than one per company to be active in committees.)

Section (C). **Election Inspectors.** The President or presiding Officer of the meeting shall appoint three (3) inspectors including the Treasurer, the Secretary, and one other regular member of the Association in good standing. Their duties shall be to supervise the elections, count the votes, and decide all questions concerning the eligibility of the voters. At the Election Meeting in December a complete list of all members entitled to vote for Officers and Directors shall be furnished by the Treasurer.

Section (D). **Terms.** At the December Meeting, the election of Officers and Directors shall be held. Terms of all elected shall be one (1) year, they may succeed themselves. New Officers and Directors shall assume duties at the next scheduled meeting.

Section (E). **Replacements.** The Board of Directors may appoint to fill any vacancy of any position until the next Annual Election Meeting.

Section (F). **Mail Balloting.** The Board of Directors may on its own initiative or upon request of twenty percent (20%) of the members in good standing submit a question to the members of mail referendum. The question thus presented shall be decided by the majority of votes received by mail within two (2) weeks after submission to the membership.

Section (G). **Ballots.** All Ballots are to be returned in separate envelopes inside business envelope.

Section (H). **Candidate for Director.** Any candidate for Director must be a member in good standing for the year prior to election, with sixty five percent (65%) attendance at regular meetings for the preceding the election.

Section (I). **Candidate for Officer.** Any candidate for an Officer position must have served actively as a Director for at least one of the preceding three (3) years in good standing.

## ARTICLE 7 **OFFICERS**

Section (A). **Officers.** The Officers of the Association shall be: President, Vice President, Secretary and Treasurer.

Section (B). **Compensation.** No compensation shall be paid to any elected member of the Board of Directors, or to any elected officer of the Association, except as reimbursement for actual expenses necessarily incurred on Association affairs such as travel expenses to meetings, conferences, or in performing committee assignments. Any reimbursement requests must be voted on prior to being paid and the original receipts turned into the Treasurer for reimbursement.

## ARTICLE 8 **DUTIES OF OFFICERS**

Section (A). **Duties of Officers.** The Duties of the Officers shall be such as are implied by their respective titles, and which usually pertain to their respective titles, together with such other duties as are specified in these By-Laws or may from time to time be delegated to them by the Board of Directors.

Section (B). **President.** The President shall be the principle executive officer of the Association, preside at all its membership meetings, shall have authority to appoint all committees and be an ex-officio member of all committees.

Section (C). **Vice President.** In the absence of the President, the Vice President shall exercise all the functions of the President.

Section (D). **Secretary.** The Secretary shall attend all meetings of the Association and Board of Directors, keep a permanent record of all the proceedings and carry out orders of the Association. The Secretary shall conduct the official correspondence of the Association when requested to do so by the President. All minutes and/or tapes made at meetings shall become the property of the Association and shall be returned to the Association at the expiration of the Secretary's term of office.

Section (E). **Treasurer.** The Treasurer shall collect all dues and monies due the Association. The Treasurer shall have charge of the funds of the Association. The Treasurer shall make monthly reports at each meeting on the financial condition of the Association. Debts of the Association may be paid only after the approval by the President or in case of any amount over the amount of three hundred dollars (\$300.00) by a majority vote. Checks shall be signed by the Treasurer or the President at the Treasurer's request. Any accounts opened for the operation of T.R.A.M. shall be in T.R.A.M.'s name, and authorized signers on the account should also include the President. Deposits may be made and/or checks drawn from a financial institution convenient to the Treasurer. Any monies paid to the members of the Association for reimbursement shall only be paid after approval of a majority vote and by turning over Original Receipts to the Treasurer for payment.

Section (F). **Vacancy.** Vacancies may be filled by the Board of Directors until the time of the next election. The past President shall be eligible for the elective office by causing his/her name to be placed on the Association's official ballot, indicating the post he/she wishes to seek. In the event he/she is elected to that post, the Director's seat left vacant by the Past President shall be filled by the Board of Directors at their next meeting following election. The term of said office shall expire when an annual election shall have produced a new Past President.

Section (G). **Bonds.** The Board of Directors may require the President and Treasurer, and any other Officer, agent, or employee of the Association charged with responsibility for custody of any funds to be bonded in such sum and with such security as it may determine, at the expense of the Association.

## ARTICLE 9 **BOARD OF DIRECTORS**

Section (A). **Member of the Board.** The property, business and affairs of the Association shall be managed by the Board of Directors, which shall consist of the President, Vice President, Secretary and Treasurer of the Association as currently elected and serving. It shall also consist of the immediate past President and enough additional Directors to bring the minimum number of directors to twelve (12) who are elected by the members of the Association. The chairman of the Board of Directors will be the currently elected and serving President.

Section (B). **Duties of the Board of Directors.** The Board of Directors shall administer all business carried on by the Association. Any regular or special meetings of the members will be under direction and control of the Directors. The Board of Directors may also make rules and regulations for the purpose of carrying out the provisions of the Association's By-laws which may not be specifically set forth therein, as well as set up working procedures to carry out the work of the Association in an efficient manner.



Section (C). **Board Meetings.** The Board of Directors shall meet immediately after the election of the Directors, and at such times and places as may be decided upon by the Board.

Section (D). **Quorum.** At any Board meeting, one-half (1/2) of the total amount of the Board members plus one (1) member of the Board shall constitute a quorum. Vacancies on the Board of Directors may be filled by the President.

Section (E). **Voting.** Each Director shall be entitled to one vote at any meeting of the Directors.

Section (F). **Terms of Office.** The term of office for the Officers and Directors of this Association shall be one (1) year. Directors may be re-elected an unlimited number of times to additional one (1) year terms of office.

Section (G). **A Director or Officer** with four (4) unexcused absences of either a Board or Regular Meeting should be reviewed by the full Board and appropriate action taken on the status.

## ARTICLE 10 **COMMITTEES**

Section (A). **Standing Committees.** At the discretion of the President, with the approval of the Board of Directors, there shall be the following standing committees of the Association: Executive, Bylaws, Legislative, Safety & Education, Training & Certification, Insurance, Public Relations, Trade Show, Fund Raising and Board of Review, in addition to any Membership Committee. Each committee shall have a chairman and as many members as may be needed to perform the work of the committee.

Section (B). **Appointments.** The President, with approval of the Board of Directors, shall appoint all committee members. All committees shall serve for one year or until their successors are appointed.

ARTICLE 11  
**DUTIES OF COMMITTEES**

Section (A). **Executive Committee.** The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, immediate past President, and one other member in good standing. The committee shall meet at the call of the President and/or Treasurer and shall act on all matters that in its opinion cannot be postponed until the next scheduled meeting of the Board of Directors and does not justify a special meeting of the Board of Directors. All action taken by the committee shall be reported to the Board of Directors at their next scheduled meeting.

Section (B). **Bylaws Committee.** This committee shall be comprised of the Board of Directors and shall annually review the bylaws of the Association and recommend any changes they deem appropriate.

Section (C). **Legislative Committee.** This committee shall be comprised of the Board of Directors and shall study current legislative developments affecting the towing and recovery industry. This committee shall have the right to set forth the type of legislation which best serves the interest of the association.

Section (D). **Safety and Education Committee.** This committee shall be comprised of the Board of Directors and shall develop and carry out an education program designed to keep members informed of the safety on the job in the field of towing and recovery.

Section (E). **Training and Certification.** This committee shall be comprised of the Board of Directors and will schedule and set up classes and seminars on towing and recovery, safety, lock-out and business management.

Section (F). **Insurance Committee.** This committee shall be comprised of the Board of Directors and shall conduct continuing surveys and analysis to determine that Association insurance programs are the most economical and provide the best coverage available for participating members. This committee shall also promote Association insurance programs to Association members.

Section (G). **Public Relations Committee.** This committee shall be comprised of the Board of Directors and shall interpret the Association's aims and achievements, shall establish ways to cooperate with various segments of the Industry in common endeavors, and shall try to specify and address problems arising from the Association's dealings with government officials, other Associations and the public.

Section (H). **Membership Committee.** This committee shall be comprised of the Board of Directors and shall direct the work of securing and maintaining members.

Section (I). **Trade Show Committee.** This committee shall be comprised of the Board of Directors and shall plan and set up, advertise and schedule a towing and recovery show

of new equipment and modern tools and trucks in our industry, the overall outlook of this committee is to put together a show that will best represent the best interest of our Association and the Industry.

Section (J). **Fund Raising Committee**. This committee shall be comprised of the Board of Directors and shall plan and set up different raffles, sales and events that raise money for our Association.

Section (K). **Auditing Committee**. There shall be an auditing committee consisting of three (3) members, not holding office, appointed by the President. The Auditing Committee will audit the accounts of the Treasurer of the Association once every year at the close of the year. The committee will report the results of the audit to the membership at the next regular meeting following completion of the audit. A change in the office of the Treasurer during any year will require a review and audit of the outgoing Treasurer's books by the auditing committee.

Section (L). **Board of Review**. The Board of Review shall consist of the President, acting as chairman, and three (3) directors in good standing, plus one alternative member. The Board of Review will consider any formal, written complaints from members about any member and shall attempt to resolve any differences between members. All findings and discussions of the Board of Review shall be brought to the attention of the Board of Directors at their next scheduled meeting.

Section (M). **Other Committees**. The President, with the approval of the Board of Directors, may from time to time appoint such other committees as needed and grant them the powers with which to carry on their work.

Section (N). **Committee Policies**. Committees shall be governed by the following:

- 1) The vote of the majority of its members shall be the vote of the committee.
- 2) Officers and Directors may also serve on committees or as chairman of a committee.
- 3) Special committees shall be appointed by the President as required.
- 4) All committees and their chairman as selected by the President will have their appointments read into the records of the first regular meeting following the Annual Meeting, except special committees as mentioned in Article 11, Section N, subsection 3.
- 5) All committee chairmen shall be responsible for the delivery of any monies to the Treasurer along with detailed reports of income and expenditures. These reports must be submitted monthly or more often as requested by the Treasurer.

ARTICLE 12  
**FINANCE**

Section (A). **Fiscal Year.** The Towing & Recovery Association of Maine shall have the fiscal year from January 1 to December 31.

Section (B). **Closing Books.** At the close of each fiscal year, which is December 31, as specified in Article 11, Section K of the by laws, the Treasurer shall deliver the books of accounts to the Auditing Committee to have the regular audit done and tax return prepared (if required). The Treasurer shall also deliver the book of motions to the Auditing Committee, who shall refer to the said motion records in determining the validity of expenditures beyond the normal course of Association business. Any questionable expenses shall be included on the yearly report submitted to the Association at the close of the audit.

Section (C). **Appropriations.** Any special appropriations outside the ordinary course of business must initiate from the floor at a regular meeting and be approved by a majority of those present and voting members. The appropriation(s) must then be referred to the Board of Directors and be approved by a majority of the Board, present and voting. The Board of Directors shall have no power to increase or decrease the amount of the appropriate(s). If the Board fails to approve the appropriation(s), it shall require at least a two thirds (2/3) vote of membership present and voting at a regular meeting to override the Board of Director's disapproval.

ARTICLE 13  
**MEETING NOTICE**

When notice of any meeting is required by these By laws or by any law or regulation, such written notice or printed notice stating the place, day and hour of the meeting shall be delivered to all members entitled to such meeting not less than ten (10) days before meeting. Notice of a regular or special meeting shall be delivered either personally, electronically or by mail, by or at the direction of the Secretary, or upon default of duty of the Secretary, by the President or Board members calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail and addressed to the member at his/her address as the address appears on the records of the Association with postage thereon prepaid. The failure of any member to receive notice of a regular or special meeting so delivered shall not invalidate any action which may be taken by the members at such meeting. Notice may be included as part of an association newsletter.

ARTICLE 14  
**REMOVAL FROM OFFICE**

Upon evidence being presented to the Board of Directors by any member thereof as to the misfeasance or malfeasance in office or gross dereliction of duty by any Officer or Director of the Association, the Officer or Director so charged being present shall be given an opportunity to answer or rebut such charges, or being absent, shall be given notice thereof by certified mail with a request that he/she immediately respond thereto. In the event that the Board of Directors, upon full consideration of any such charges and any answer, response or rebuttal thereto by the Officer or Director charged shall find that such Officer or Director is guilty of substantial misfeasance or malfeasance in any office or gross dereliction of his/her duty to the Association, the Board of Directors may, by a three-fourth (3/4) vote, remove such Officer or Director.

ARTICLE 15  
**DISSOLUTION**

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Association, dispose of all assets of the Association equally between two charities of the choice of the Board of Directors.

ARTICLE 16  
**TERMINATION OF MEMBERSHIP**

In addition to the manner prescribed in Article 4, Section D, of these By laws, the membership of any member may be terminated in the following manner: Any member may be censured, suspended or expelled by the Board of Directors for breach of the Code of Ethics as devised by the Board, for misconduct in his/her relations with the Association or misconduct or bringing discredit to the profession. Each member shall first be offered the right to a hearing before the Board on no less than seven (7) days prior written notice. The notice shall be served by certified mail directed to the member at his/her address appearing on the records of the Association, stating the nature of the charges against him/her and the time and place he/she may be heard thereon.

A seventy five percent (75%) vote by closed ballots of members present and voting at a constituted meeting shall be necessary to expel any member.

A member may be expelled for any activity which may reasonably be found on the basis of credible evidence to have caused the Industry of towing, recovery and storage of motor vehicles and the members thereof to be subjected to criticism on account of improper service, charges or other unethical conduct. It shall not be grounds for expulsion that a member has engaged in activities which are merely consistent with fair competition.

ARTICLE 17  
**AMENDMENTS**

These By laws may be amended by a two thirds (2/3) vote of the regular members in good standing who are present at any regular and/or special meeting at which a quorum is present provided the proposed amendment has been included in the call of the meeting, and proper notice has been given as specified in the By laws.

I, \_\_\_\_\_, Secretary of the Towing and Recovery Association of Maine, a voluntary corporation, hereby certify:

The foregoing By laws, comprising of seventeen (17) Articles is a true and correct copy of the By laws of the Towing and Recovery Association of Maine as amended or otherwise altered to date. The By laws in effect at present are the same as those amended or otherwise to date by the Towing and Recovery Association of Maine.

TOWING & RECOVERY ASSOCIATION OF MAINE

DATED: \_\_\_\_\_ BY: \_\_\_\_\_  
Secretary