

APRA Bylaws

PREAMBLE

The parts rebuilding/remanufacturing segment of the motor vehicle aftermarket generally consists of rebuilders/ remanufacturers, parts and equipment suppliers, core suppliers, manufacturer representatives, warehousemen and others. The Automotive Parts Remanufacturers Association is organized and operated:

1. to promote the general business interests of the parts rebuilding/remanufacturing industry and all of its constituent and interrelated membership groups;
2. To provide a forum for its members of all groups to interact with each other; and
3. To provide a means for these members to consult with each other on issues affecting them.

ARTICLE I

Offices

Section 1. Principal Office

The principal office of the Association shall be in the State of Virginia or such other place as determined by the Executive Committee.

Section 2. Registered Office

The registered office of the Association shall be in the State of Delaware, City of Wilmington, and County of New Castle. The Association may have such other offices, either within the State of Delaware, as the Board of Directors may determine or as the affairs of the Association may require from time to time.

ARTICLE II

Membership

Section 1. Classes of Membership

The Association shall have eight general classes of membership, namely, (1) Remanufacturer Members, (2) Manufacturer Supplier Members, (3) Core Supplier Members, (4) Manufacturer Representative Members, (5) Warehouse Members, (6) Remanufacturing Industry Members, (7) Educational Institution Members, and (8) Honorary Members, the eligibility for which and the rights and privileges of which shall be as hereinafter provided in this Article.

Section 2. Eligibility for Membership

Membership in the Association as a Remanufacturer Member, Manufacturer Supplier Member, Core Supplier Member, Manufacturer Representative Member, Warehouse Member, Remanufacturing Industry Member or Educational Institution Member shall be limited to a proprietorship, firm, corporation or other organization (hereinafter collectively "organization"). Honorary members shall be limited to individuals. Members must meet the following respective qualifications:

- (A) Remanufacturer Member - Shall be substantially and regularly engaged in the rebuilding/remanufacturing of parts or equipment, whether such parts or equipment have been "rebuilt," "remanufactured," "reconditioned," "relined," or otherwise restored.
- (B) Manufacturer Supplier Member - Shall be substantially and regularly engaged in the manufacturing of parts (except cores), equipment or supplies

used in the rebuilding/ remanufacturing of parts or equipment or in providing technical or non-marketing service activities of a kind which, in the judgment of the Executive Committee, contribute substantially to the advancement of the parts rebuilding/remanufacturing industry.

- (C) Core Supplier Member – Shall be substantially and regularly engaged in the marketing of its own inventory of cores used in the rebuilding/remanufacturing of parts and equipment at one or more fixed places of business, having obtained all licenses or permits required by applicable law and maintaining such books and records as are necessary.
- (D) Manufacturer Representative Member – Shall be a representative of two or more manufacturers engaged in the motor vehicle or parts aftermarket duly authorized to negotiate and act on their behalf and shall not maintain an inventory of goods or a warehouse.
- (E) Warehouse Member – Shall be any organization which is substantially and regularly engaged in the parts rebuilding/remanufacturing industry, does not qualify for membership as a Remanufacturer Member, Manufacturer Supplier Member or Core Supplier Member, maintains an inventory of goods or a warehouse and is not primarily engaged in selling to the general public at retail.
- (F) Remanufacturing Industry Member – Shall be any organization which does not qualify as any other class of membership and is substantially

APRA Bylaws

and regularly engaged in the marketing, sale or distribution of rebuilt/remanufactured parts or equipment, supplies, goods or services to rebuilder/remanufacturers, or otherwise promotes the parts remanufacturing industry, excluding entities which are primarily engaged in either selling to the general public at retail or facilitating the marketing or purchasing of products, supplies or services by providing a common location for buyers and sellers to meet.

(G) Educational Institution Member – Shall be a university, college, technical school, or other school which has one or more programs involving either motor vehicle or other equipment service or repair or rebuilding/remanufacturing of recycling of used materials, or whose activities in the judgment of the Executive Committee, contribute substantially to the advancement of the parts rebuilding/remanufacturing industry.

(H) Honorary Member – Shall be any individual who, in the judgment of the Board of Directors has rendered conspicuous and signal series to the Association and the parts rebuilding/remanufacturing industry.

Section 3. Membership

Classifications and Reporting

Each member shall report to the Association such information regarding its volume of business, its number of employees, and such other information as the Executive Committee may reasonably require for the purpose of membership classification.

Any applicant or member, the majority of whose business is in or

may become attributable to the manufacture of new components or completed parts which are marketed as new parts, shall not be eligible for classification as a Remanufacturer Member and shall be classified as a Manufacturer Supplier Member.

Any disputes arising concerning the classification of an applicant or a member shall be reviewed by the Board of Directors, whose determination shall be final.

Section 4. Membership Dues

Membership dues and the terms of payment thereof for each class of membership shall be established by the Board of Directors each year for the succeeding fiscal year.

Section 5. Voting Representatives

Each member (except an Honorary Member) shall select from its organization one (1) representative who shall be entitled to cast one (1) vote on any matter submitted to a vote of the membership.

Section 6. Non-voting Representatives

Each member may select from its organization non-voting representatives who shall not be entitled to vote on any matter submitted to a vote of the membership but who, as otherwise qualified, may participate in the activities of the Association.

Section 7. Designation of Representatives

Written notice of the selection of voting and non-voting representatives shall be given by a member to the Association for designation as such on the Association's records. Alternate representatives may be selected to act in the absence of principal designated representatives, and

representatives may be substituted and changed from time to time in like manner.

Section 8. Rights and Privileges

All members shall enjoy all the rights and privileges of membership in the Association (subject to any limitations provided elsewhere in these Bylaws) except that Honorary Members shall not have the right to vote on any matter submitted to the membership for a vote.

Section 9. Application for Membership

Applications for membership shall be made in writing to the President on a form provided by the Association and shall not be accepted for review unless the applicant has given fully and completely all the information as may be required thereon.

Section 10. Election of Members

An applicant shall be accepted to membership in the Association by the President, subject to the review of the Executive Committee, upon receipt of a properly completed application and a determination by the President that the applicant meets the requirements for membership.

Section 11. Termination or Suspension for Cause

(A) The Board of Directors by the affirmative vote of two-thirds (2/3) of all of its members may suspend or expel a member for any cause considered by the Board of Directors to be detrimental to the best interests of the Association or the parts rebuilding/remanufacturing industry; provided, however, that such member shall, upon written request filed with the Secretary within thirty (30) days of the date

APRA Bylaws

of such notice of suspension or expulsion, be given the opportunity to be heard before the Board of Directors at its next meeting.

- (B) Any member in default of payment of Association dues or of payments, assessments and charges of any kind due for the support of Divisions or seminar programs for a period of more than thirty (30) consecutive days shall not be entitled to receive any of the Association's membership services, shall have its right to vote suspended and shall not have the right to have its representatives serve as officers, directors or members of the Executive Committee until such default is cured. Any member who remains in such default for a period of one hundred eighty (180) consecutive days shall be automatically expelled.

Section 12. Resignation

Any member may resign by filing a written resignation with the President, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid. Any such resignation shall be effective on the date it is received by the President.

Section 13. Reinstatement

Upon written request of a former member filed with the President, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of its members, reinstate such former member to membership in the Association upon such terms as the Board of Directors may deem appropriate.

Section 14. Transfer of Membership

Membership in the Association may be transferred and assigned only in the case of acquisition of a member, whether by sales, merger, consolidation or otherwise, whereupon such membership may be transferred and assigned to the new owner subject to the approval of the President.

Section 15. Annual Convention

An annual convention of the members shall be held each calendar year at such time and site as may be determined by the Executive Committee for the purpose of installing officers and directors and for the transaction of such other business as may properly come before the convention. Such convention also shall serve as the annual meeting if such a meeting is required by applicable law.

Section 16. Special Meetings

Special meetings of the membership shall be designated by the Chairman of the Board and shall be called by the Chairman of the Board or President by order of the Board of Directors or at the request in writing of not less than ten percent (10%) of all members of the Association. Business transacted at all special meetings shall be confined to the purpose stated in the call.

Section 17. Place of Meetings

The Executive Committee may designate any place as the place of meeting for any annual convention. Special meetings called at the order of the Board of Directors may be held at such place as determined by the Chairman of the Board.

Section 18. Notice of Meetings

Written notice to the membership stating the place, day and hour of any

meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting not less than ten (10), nor more than forty (40) days, before the date of such meetings by or at the direction of the Chairman of the Board or the President.

In case of a special meeting, or when required by statute, the Articles of Incorporation or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears on the records of the Association, with postage thereon prepaid. Any meeting notices, when published in the APRA newsletter, shall be deemed to comply with the written notice provision requirement of this Section.

Section 19. Quorum

One-tenth (1/10) of the members entitled to vote present in person or represented by proxy shall constitute a quorum at all meetings of the members. If a quorum is not present at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice (other than an announcement at the meeting of the time and place of the adjourned meeting) until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

APRA Bylaws

Section 20. Action by Members

The vote of a majority of the votes entitled to be cast by the members present in person or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members unless a greater proportion is required by statute, the Articles of Incorporation, or these Bylaws.

Section 21. Proxies

A member may vote in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact, provided that said proxy is delivered to the President prior to the commencement of the meeting at which is exercised. No proxy shall be valid after twelve (12) months from the time of its execution, unless otherwise provided in the proxy.

ARTICLE III

Board of Directors

Section 1. General Powers

The powers of this Association shall be exercised, its property controlled, and its affairs conducted by its Board of Directors, who may, however, delegate such powers as the Board of Directors may determine or these Bylaws may provide to a committee or committees.

Section 2. Composition

Provided that no more than two (2) representatives of a member may serve concurrent terms, the Board of Directors shall be composed of the following:

- (A) As ex officio members, the four (4) elected officers of the Association designated in Article IV, Section I, of these Bylaws.

- (B) As ex officio members, the Chairman of the Board of Governors of each of the Divisions constituted under the provisions of Article V of these Bylaws.
- (C) As ex officio members, the immediate first and second Past Chairmen of the Association and the Chairman of the Past Chairmen's Committee as voting members.
- (D) As ex officio members, the Chairman of the Supplier Advisory Council, Core Supplier Advisory Council, the Management Division and the Manufacturers Representative Council shall sit on the Board with voting privileges on Board actions.

All members of the committee shall have the right to vote.

Section 3. Tenure

Each Director shall remain a member of the Board until he shall have been succeeded in the office which entitles him to be a Director.

Section 4. Regular Meetings

A regular annual meeting of the Board of Directors shall be held without other notice than these Bylaws at the time of the annual convention of the members. At least one (1) other meeting of the Board of Directors shall be held during the mid-year at such time and place as may be designated by written request of the Chairman of the Board. The Board of Directors and Executive Committee may meet jointly at the Chairman's discretion to fulfill this requirement.

Section 5. Special Meetings

Special meetings of the Board may be called by the written request of the Chairman of the Board and/or any six (6) directors.

Section 6. Notice

Notice of the mid-year meeting and any special meeting of the Board of Directors shall be delivered at least ten (10) days prior thereto, personally or by mail or by telegram, to each director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member, postage prepaid thereon. If telegraphed, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting either before or after the meeting, and the attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless required by statute, the Articles of Incorporation or these Bylaws.

Section 7. Quorum

A majority of the directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the directors is present at any meeting, the directors present thereat may adjourn the meeting from time to time without notice (other than announcement at the meeting of the

APRA Bylaws

time and place of the adjourned meeting) until a quorum shall be present.

Section 8. Manner of Action

The act of a majority of the Directors entitled to vote and present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by statute, the Articles of Incorporation or these Bylaws.

Section 9. Vacancies

Any vacancy occurring in the Board of Directors and any new directorships created by reason of an increase in the number of directors shall be filled by a majority vote of the remaining Directors, though less than a quorum.

Section 10. Removal

Any officer or director who shall have been absent from two (2) consecutive regular meetings of the Board of Directors shall automatically vacate his seat on the Board of Directors, and the vacancy shall be filled as provided by Section 9 of this Article, provided that the Board of Directors shall consider each such absence separately and may waive such absence by the majority vote of its members. The Board of Directors may in its discretion by the affirmative vote of two-thirds (2/3) of its members remove any director for cause.

ARTICLE IV *Officers*

Section 1. Officers

The elected officers of the Association shall be a Chairman of the Board, a Vice President, a Treasurer and a Secretary, such officers to have the authority and to perform the duties prescribed in this Article and such additional duties as may from

time to time be prescribed by the Board of Directors. The Association shall also have a President who shall be appointed as set forth in Article XI.

Section 2. Chairman of the Board

The Chairman of the Board shall be the principal executive officer of the Association. He/She shall preside at all meetings of the Board of Directors and the Executive Committee. He/She may sign with the President, or any other proper officer of the Association authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Association; and in general he/she shall perform all duties incident to the office of Chairman of the Board and such duties as may be prescribed by the Board of Directors from time to time.

Section 3. Vice Chairman

In the absence of the Chairman of the Board, or in the event of his inability or refusal to act, the Vice Chairman shall perform the duties of the Chairman of the Board, and when so acting, shall have all the powers and be subject to all the restrictions upon the Chairman of the Board. Any Vice Chairman shall perform other duties as from time to time may be assigned to him by the Chairman of the Board or by the Board of Directors.

Section 4. Treasurer

The Treasurer shall have general authority over all funds and securities of the Association; keep, or shall cause to be kept, full and accurate accounts of receipts and

disbursements in books belonging to the Association; receive, or cause to be received all monies and other valuable effects due to the Association from any source whatsoever and deposit, or cause to be deposited, all such monies and valuable effects in the name and to the credit of the Association in such depositories as shall be selected in accordance with Article XVIII of these Bylaws; disburse or invest, or cause to be disbursed or invested, the funds of the Association as may be ordered by the Board of Directors or Executive Committee; shall cause his accounts and books to be audited by a Certified Public Accountant at the close of each fiscal year and shall present, or cause to be presented, the report of such audit to the Board of Directors no later than the next succeeding annual meeting of the Board of Directors; and, 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 by the Chairman of the Board and/or by the Board of Directors and/or Executive Committee.

Section 5. Secretary

The Secretary see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records, the execution of which on behalf of the Association is duly authorized in accordance with these Bylaws, statutes or Articles of Incorporation; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chairman of

APRA Bylaws

the Board or by the Board of Directors or the Executive Committee.

Section 6. Term of Office

Each officer shall hold office until the next annual convention of members and until his successor shall have been elected and qualified.

Section 7. Eligibility

To be eligible to hold office as an officer, the candidate must be an owner, officer and/or executive of the Remanufacturer Member he represents with full authority to act for such member in all matters pertaining to the Association, except that at any time no more than one officer may be an owner, officer and/or executive of a member of any class.

Section 8. Vacancies

The Board of Directors shall have the power by a two-thirds (2/3) vote of a quorum to fill any vacancy occurring in any office of the Association for the unexpired portion of the term.

Section 9. Removal

Any officer may be removed by the Board of Directors by a two-thirds (2/3) vote of the full Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

ARTICLE V Divisions

Any group of members having a common interest in a particular industry activity or product (Product Division) or located in a defined geographic area (Geographic Division) may constitute itself within the

Association as a separate Division, subject to the following:

Section 1.

Unless otherwise approved by the Board of Directors of the Association, each Division shall be administered by a Board of Governors, of whom one (1) may be a Supplier Member, and the remainder (or the whole, if there is no Supplier Member) shall be Remanufacturer Members.

Section 2.

The Chairman of each Board of Governors shall be a Member and may not serve more than two (2) consecutive one (1) year terms; provided however, that by majority vote, the Board of Directors or the Executive Committee may allow the Chairman of a Board of Governors to serve as many additional consecutive one (1) year terms as is deemed to be in the best interest of the Association.

Section 3.

Each Division shall operate under Rules of Procedure which it shall establish for the conduct of its business and affairs. Such Rules of Procedure shall be filed with the President of the Association and shall be subject to review and approval of the Board of Directors of the Association.

Section 4.

In addition to Association membership dues and assessment, each Geographic Division shall be responsible for financing its own undertakings and may adopt its own budget (subject to the approval of the Executive Committee), to the extent that any Division uses the Association's administrative and service facilities, it shall pay an allocable portion of the cost thereof, as shall be determined by the Executive Committee.

Section 5.

Copies of minutes of all Division meetings shall be timely furnished to the President of the Association and shall be filed with the corporate records of the Association.

Section 6.

The establishment of, the operations of, and the duration of each Division shall in all respects be conditioned upon the approval and control of the Board of Directors of the Association.

Section 7.

Previously established organizations or trade associations representing businesses in the motor vehicle aftermarket may apply to become a Division of the Association. Such application shall be considered for approval by the Board of Directors. If approved, the new Division may retain its name, charter and Bylaws to the extent they are consistent with the Association's charter and Bylaws. The new Division shall comply with all rules relating to the Association's Divisions except as otherwise determined by the Board or the Executive Committee. Prior to applying to become a Division, an organization may request affiliation with the Association. Any such affiliation shall be on such terms as may be established by the Executive Committee and approved by the Board of Directors.

ARTICLE VI

Nominating Committee and Manner of Election of Officers

Section 1. Nominating Committee

The Nominating Committee shall be composed of five (5) members, of which three (3) shall be the immediate, the second and the third

APRA Bylaws

past Chairmen of the Association and two (2) other members appointed by the Chairman of the Board, one of whom shall be a Supplier Member. The immediate Past Chairman shall act as Chairman of the Committee. If at any time a Committee member shall for any reason cease to act or become unable to act, his successor shall be chosen by the Chairman of the Board from the Remanufacturer Members of the Association.

Section 2. Manner of Election of Officers

Each year, the Nominating Committee shall, by majority vote, nominate no less than one (1) candidate for each of the offices of the Association. The names of the candidates shall be submitted to the President no less than thirty (30) days prior to the commencement of the annual convention of the members. Upon receipt of the list of candidates, including any additional candidates as may be nominated pursuant to Section 3 of this Article; the President shall immediately deliver a ballot to each member in good standing entitled to vote. The ballot may be sent by U.S. mail, electronic mail, facsimile or any other method allowed by law and selected by the President. All ballots are to be returned to the President of the Association for counting and certification. To be counted, a ballot must be received by the President of the Association no later than ten (10) days prior to the commencement of the annual convention. The candidate for any office who receives the highest number of valid votes shall be elected to that office.

Section 3. Additional Nominations

Additional nominations for such officers may be made by filing a petition with the President of the Association; such petition shall be

signed by at least twenty (20) Members in good standing and shall be so filed no later than ninety (90) days prior to the commencement of the annual convention.

ARTICLE VII

Executive Committee

Section 1. Duties

During the intervals between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board in the management of the business and affairs of the Association. The Executive Committee shall not, however, have the authority of the Board of Directors in reference to any matter reserved exclusively to the Board or to the voting members, as the case may be, by these Bylaws, the Articles of Incorporation, or the General Corporation Laws of the State of Delaware.

Section 2. Membership

The Executive Committee shall consist of ten (10) individuals. Ex officio members of the Committee shall be the four (4) elected officers of the Association, the immediate and second Past Chairman of the Association and the Chairman of the Past Chairmen's Committee. The ex officio members shall elect the two remaining members of the Committee. One elected individual shall be a Manufacturer Supplier Member and shall serve a two year term. The other elected individual shall also serve a two year term and shall be a Core Supplier Member. All members of the Committee and the Board of Directors shall have the right to vote.

Section 3. Quorum

A majority of the voting members of the Executive Committee shall constitute a quorum or the transaction of business at any meeting of the committee.

Section 4. Manner of Action

The act of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

Section 5. Attendance of Directors

Any director who is not a member of the Executive Committee may attend meetings of said Committee at the invitation of any member of the Executive Committee but shall not vote.

Section 6. Call of Meetings

Meetings of the Executive Committee shall be held on no less than seven (7) days' notice at the call of the Chairman of the Board or as ordered by a majority of the Committee itself. Otherwise, the requirements for notice and waiver thereof shall be as stated in Article III, Section 6 of these Bylaws.

ARTICLE VIII

Finance Committee

The Finance Committee shall consist of the Treasurer, who shall be its Chairman, the Chairman of the Board, the immediate and second Past Chairmen of the Association, the Chairman of the Past Chairman's Committee, and three (3) other members of the Executive Committee chosen by the Treasurer. The Committee shall exercise general supervision over the financial affairs of the Association and provide guidance regarding the conduct of all financial affairs. At the discretion of

APRA Bylaws

the incoming Chairman of the Board, the Executive Committee shall perform the functions of the Finance Committee.

ARTICLE IX

Past Chairmen's Committee

The Past Chairmen of the Association shall constitute a standing committee. This Committee shall meet without expense reimbursement from the Association once each year for the purpose of reviewing long-range planning of Association activities and programs. The third Past Chairman shall ex-officio be the Chairman of this Committee. Prior to 1993, the principal executive officer of the Association was known as the President. Therefore, for purposes of these Bylaws, including membership on the Board of Directors, Executive Committee and Past Chairmen's Committee, the President of the Association for any year prior to 1993 shall be treated as the Chairman of the Board for that year.

ARTICLE X

General Committees

The Chairman of the Board shall have the right to appoint from time to time such committees for special purposes as in his judgment are deemed advisable. Appointment to such committees shall terminate at the end of each annual convention. However, nothing herein shall be construed to limit the eligibility of committee members of reappointment.

ARTICLE XI

President

Subject to the approval of the Board of Directors, the Executive Committee shall have the authority to employ, and to determine conditions of employment, a principal operating officer to be known as the President of the Association who shall exercise those powers and perform those duties delegated to and prescribed of him by the Executive Committee or incident to the office of president.

ARTICLE XII

Expense Reimbursement

Reimbursement for expenses shall be limited strictly to the following:

- (A) To the Board of Directors - For each regular and special meeting of the Board (exclusive of any meeting held on the occasion of the annual convention), there shall be allowed the actual cost of one (1) round- trip, airline fare (not to exceed Coach (Y)-Class) and, in addition thereto if overnight accommodations are required, the actual cost of such accommodations plus tax and a per diem in such amount as is from time to time determined by the Executive Committee.
- (B) To the Executive Committee - For each of no more than two (2) meetings per year (exclusive of any meeting held on the occasion of the annual convention) and, otherwise, for travel and accommodations for such meetings and a per diem as deemed necessary by the Chairman of the Board for the welfare of the Association on the same basis as such amounts are paid to the Board of Directors.
- (C) To the Officers - For each meeting of the Board of Directors and the Executive Committee (exclusive of any such meeting held on the occasion of the annual

convention) and, otherwise, for travel and accommodations for such meetings and a per diem as deemed necessary by the Chairman of the Board for the welfare of the Association on the same basis as such amounts are paid to the Board of Directors.

- (D) To the President - For all travel and other expenses incurred with the approval of the Chairman of the Board.
- (E) No person shall be entitled to reimbursement under more than one of the aforementioned paragraphs for the same meeting.

Any of the foregoing expenses may be reviewed by and justification therefor required by the Executive Committee.

ARTICLE XIII

Fiscal Year

The fiscal year shall be the calendar year.

ARTICLE XIV

Annual Financial Statement

Any Member in good standing may have a copy of the most recent Annual Financial Statement of the Association whenever such request is made of the President and/or Treasurer. Any Member in good standing may examine the books of the corporation at a prearranged time mutually agreed upon, provided he is accompanied by a Certified Public Accountant of his choosing and that his request to examine the books shall first have been presented in writing to the Chairman of the Board or Treasurer at least thirty (30) days prior to the date of the proposed examination. One elected officer or

APRA Bylaws

the President must be present during the examination.

ARTICLE XV

Gifts

The Board of Directors may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any specific purpose of the Association.

ARTICLE XVI

Rules of Order

Except as otherwise herein provided for, Robert's Rules of Order (latest revision) shall govern all business and parliamentary procedures at all meetings. The privilege of the floor at all meetings shall be restricted to representatives of members in good standing, but the presiding officer in his sole discretion may allow any person the courtesy of the floor.

ARTICLE XVII

Seal

The Board of Directors shall provide an appropriate corporate seal for the Association which shall be inscribed thereon the name of the Association, the year of its organization and the words "Corporate Seal, Delaware". Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE XVIII

Contracts, Checks, or Deposits

Section 1. Contracts

The Board of Directors or the Executive Committee may authorize

any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc.

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers and agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors or the Executive Committee.

Section 3. Deposits

All funds of the Association shall be deposited and invested from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Finance Committee may select.

Section 4. Leases

All leases which will obligate the Association to pay a total of \$25,000.00 or more over the term of the lease shall require prior approval by the Executive Committee.

ARTICLE XIX

Bonds

The Board of Directors may require any officer, agent or employee of the Association to give the Association a bond in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of his respective duties and for the restoration to the Association in case of death, resignation, retirement, or removal of

all books, papers, vouchers, money and other property of whatever kind in the possession of such officer, agent or employee or under his respective control belonging to the Association. The premium or fee for securing any such bond shall be paid by the Association.

ARTICLE XX

Indemnification of Directors and Officers

Each past, present and future director, officer, member of any committee and member of the Board of Governors of any Division of the Association, whether or not then in office, shall be held harmless and indemnified by the Association against all claims and liabilities imposed upon him in connection with, or resulting from, any action, suit or proceeding, or any settlement or compromise thereof approved by the membership, and all expenses reasonably incurred in connection therewith, arising from or connected with such person's holding, or having held, such position with the Association and the foregoing rights of indemnification shall not be exclusive of other rights to which he may be entitled as a matter of law. Each such indemnitee shall likewise be indemnified against any judgment, decree or fine which may be imposed upon him in such proceeding, suit, action or prosecution. The previous sentences notwithstanding, no person shall be indemnified with respect to any matter in which he shall be adjudged to have been guilty of gross negligence or willful misconduct.

ARTICLE XXI

Amendments

APRA Bylaws

These Bylaws may be amended or repealed by the majority vote of the members entitled to vote and present or represented at any meeting of the members at which a quorum is present. Amendments may be proposed by any member, the Board of Directors or the Executive Committee.

Before any amendment is submitted to the members for a vote, it shall be submitted to the Board of Directors for its recommendation. No proposed amendment shall be submitted to the members without the approval of the Board of Directors if substantially the same amendment was disapproved by the members within the previous three years.

ARTICLE XXII **Industry Promotion & Defense Fund**

The Association shall maintain a separate account designated the "Industry Promotion & Defense Fund" which shall be funded by voluntary contributions from members and others and not from membership dues or other Association income. Amounts in this Fund may be used from time to time at the discretion of the Executive Committee for one or more of the following purposes:

(A) Promotion of the business, goals and benefits of the motor vehicle

parts rebuilding/remanufacturing industry through media and other means.

- (B) Development and promotion of legislation or government regulations beneficial to the industry generally or to any class of membership generally.
- (C) Support for efforts opposing any legislation or government regulations detrimental to the industry generally or to any class of membership generally.
- (D) Support for any litigation involving an issue which could have a material effect on the industry generally or on any class of membership generally.

The Fund shall not be used to benefit any members or group of members individually except as may be ancillary or unavoidable in accomplishing one of the above purposes.

Article XXIII **The Remanufacturing Institute**

Section 1. Institute

The Remanufacturing Institute is hereby established as an institute within the Association.

Section 2. Purpose

The purpose of the Institute is to further the interests of the members

of APRA by promoting the common interests of companies engaged in remanufacturing or rebuilding all types of durable products.

Section 3. Governance

The Institute shall not have a Board of Governors but shall be administered by the Executive Committee and the President.

Section 4. Affiliation

Any business engaged in the remanufacturing, rebuilding, or reconditioning of any durable product other than motor vehicle products; any business providing supplies, equipment or services to such businesses, and any trade association representing such businesses shall be eligible to become an affiliate of the Institute.

Section 5. Benefits

Affiliates of the Institute shall be entitled to all benefits available to members of the Association except that they shall not have the right to vote on any matter nor the right to hold any office or position in the Association or any of its Divisions; and the provisions of Article II, Membership shall not apply to them.

Section 6. Affiliate Dues

Dues and the terms of dues payment for all affiliates shall be established by the Board of Directors each year for the succeeding year.