

**BYLAWS OF  
TOWING & RECOVERY PROFESSIONALS OF CONNECTICUT, INC.**

*(As officially amended by action of the membership on June 2, 2004)*

**ARTICLE ONE**

Organization

1. The name of this corporation shall be Towing & Recovery Professionals of Connecticut, Inc.
2. The organization shall have a seal which shall be in the following form:
3. The organization may at its pleasure by a two-thirds vote of the membership body change its name.

**ARTICLE TWO**

Purposes and Code of Ethics

*The following are the purposes for which this organization has been organized:*

This organization is formed, fostered, and nurtured

1. To serve the public interest.
2. To provide the public with adequate and professional services, operating with safety and dispatch using quality equipment and efficient devices using well-trained and courteous personnel.
3. To make possible the maximum in cooperation with the governmental and law enforcement agencies.
4. To promote economic stability and profitability for its members through the dissemination of information on cost saving practices and economy through group activities.
5. To foster and promote friendly, cooperative relationships among all professional wrecker operations and their principals.
6. To maintain relationships between the members, on the one hand, and governmental agencies, affiliated businesses and the public, on the other hand, to the end that the latter can better understand the problems and contributions made by members.
7. To encourage enlightened legislation and rules and relations of regulatory bodies, which will enable the industry represented by the members to accomplish more completely these precepts.

The following shall be the Code of Ethics of the Organization:

*Code of Ethics*

1. Members shall encourage the American free enterprise system.

2. Each member owes a duty of integrity, honor, fair dealing, and courtesy to the general public in the operation of all facets of its business.
3. Cleanliness and neatness of equipment and drivers are important features of proper public contact.
4. Members shall comply with all city, county, state and federal laws and it shall be the duty of the Association to keep members informed as to them and their application, as well as the rules and regulations promulgated by all the regulatory bodies designated to administer and enforced such laws.
5. No member shall do anything or make any utterance which conceivably might injure the reputation of any member or non-member competitor.
6. Members shall employ truth and accuracy in advertising and soliciting, and they shall honor any commitments made in the course of business.
7. Members shall bring to the attention of the central office any information believed to be a violation of any law or regulation and aid in the enforcement of all laws and regulations.
8. Members shall strive to improve their internal business methods to strengthen their economic well-being to the end of being better able to serve the public and conform to this Constitution and Bylaws.

## **ARTICLE THREE**

### Membership and Dues

1. Membership in this Organization shall consist of four classes of membership:
  - A. **Operating Members:** Any individual or company actively engaged in the towing-storage-recovery industry in the State of Connecticut may become an operating member by submitting a signed application for membership and paying an initiation fee and annual dues, which shall be determined, from time to time, by the Board of Directors subject to approval by the General Membership.
  - B. **Vendor Members:** Any individual or company actively engaged in manufacturing or retailing wreckers, trucks, cars carriers, or component parts thereof, or rendering professional services to the organization's operating members may become a vendor member by submitting an application and paying an initiation fee and annual dues, which shall be determined, from time to time, by the Board of Directors as they deem necessary. No other qualifications or procedures are required.
  - C. **Women's Auxiliary Members:** Any woman related to, employed by, or associated with an operating member may become a member of the Towing & Recovery Professionals of Connecticut, Inc. Women's Auxiliary by submitting an application and paying dues of \$20.00 per year. No other qualification or procedures are required.
  - D. **Auxiliary Members:** anyone, other than someone who is eligible to become a full member (including Vendor Members), may apply to become an auxiliary member, which will entitle him/her to attend the membership meetings and to receive the organization's literature and notices. Any application would have to be voted on by the Board of Directors. These members would not be entitled to vote or hold an

office. The dues for auxiliary members would be determined by the Board of Directors.

2. Application for membership shall be upon forms prescribed by the Board of Directors. Should the complete information submitted show the applicant conforms to this Constitution and Bylaws, such application shall automatically become effective.

3. Any of the above memberships may be terminated at any time by a majority of the full Board of Directors for any reason sufficient to the Board that the terminated member did not conform to this Constitution and Bylaws. No refund of dues will be made.

## ARTICLE FOUR

### Meetings

*Robert's Rules of Order, Revised* shall be the procedural guide at all meetings of this association.

The annual membership meeting of this organization shall be held on the first Tuesday or Wednesday of October and each and every year, except if such day be a legal holiday; then and in that event the Board of Directors shall fix the day but shall not be more than two weeks from the date fixed by these Bylaws. The Secretary shall cause to be mailed emailed to every member in good standing at his address as it appears in the membership roll book of this organization a notice telling the time and place of such annual meeting.

Regular meetings of this organization shall be held on the first Wednesday of each month on a day designated by the board of directors. These meetings will take place a minimum of five (5) times per year. The presence of no less than thirty (30) twenty (20) members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser number may adjourn the meeting for period of not more than two (2) weeks from the date scheduled by these Bylaws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein set forth shall be required at any adjourned meeting.

Special meetings of this organization may be call by the President when he or she deems it for the best interest of the organization. Notices of such meetings shall be mailed emailed to all members at their email addresses as they appear in the membership roll book they have provided to the board at least two (2) days but not more than fourteen (14) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called.

At the request of a majority of the members of the Board of Directors or a majority of the operating members of the organization, the President shall cause a special meeting to be called but such request must be made in writing and emailed at least three (3) days before the requested schedule date.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

## ARTICLE FIVE

### Voting

Only operating members **in good standing (that means that their initiation fee and annual dues have been paid in full)** are entitled to vote.

At all meetings, except for the election of officers and directors, all votes shall be viva voce (voice vote). For the election of officers, ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

Proxy voting and write-in voting are not permitted.

At any regular or special meeting if a majority of the voting members present so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

Prior to any voting by ballot, the President shall appoint a committee of three (3) to act as “Inspectors of Elections”, one of whom shall be designated chairman to supervise the election. At the conclusion of the balloting, the Inspectors shall certify in writing to the Secretary the results of the election and the certified copy shall be physically affixed in the minute book to the minutes of the meeting.

No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

1. Only operating members who have been a member in good standing (that means that their initiation fee and annual dues have been paid in full) for ninety (90) days or more, may vote on any business coming before the general membership, including the election of officers.
2. Each operating member in good standing continues to receive one vote. **He/she/it Member** may receive two votes if **he/she/it member has** paid two initiation fees and pays dues for two companies. No one “owner” may hold more than two voting memberships in the TRPC at the same time.
3. Eligibility to run for office.
  - A. Only owners or officers of a corporation who are members in good standing may be nominated for an office.
  - B. At any time prior to the close of the September general membership meeting, nominations for officers may be made and seconded (required). Those persons nominated must acknowledge their willingness to be a candidate either in-person or in writing at any time prior to the close of the September general membership meeting. No further nominations will be permitted after the close of the September general membership meeting.

- C. There is no limit on the number of offices for which a candidate may be nominated. However, an individual may only be elected to hold one office, and if elected, that individual is no longer eligible to occupy a lessor office. In the event there is vacancy, the board may elect to have an officer fill the vacancy.
4. Voting for officers will be conducted in the following manner:
- A. An operating member may vote either in person or by mailing an absentee ballot. Proxy voting is not permitted.
  - B. Within three (3) days of the conclusion of the nominations of candidates for elected offices, the Secretary will mail email each operating member in good standing a colored (example “blue”) ballot listing all the Nominees for each office.
  - C. If a member elects to vote by mail, the member’s completed absentee ballot must be returned received by certified mail to the election chairman no later than the Monday preceding the election. The envelope which the member uses to return the absentee ballot must clearly identify the operating member’s name (company name) or the ballot will not be counted.
  - D. The operating member who elects to vote by absentee ballot may only vote for one nominee for each office position but is not precluded from voting for the same individual for each office.
  - E. Operating members who attend the annual meeting will cast their votes on different color ballots (example “white”) than the absentee ballots. This will ensure that each company only gets one vote. Note – if a member mailed in an absentee ballot, but actually attends the annual meeting, the member may exchange the absentee ballot for an “in-person” ballot.
  - F. Write-in votes and proxy are not permitted under any circumstances.
  - G. In the event of a tie vote, the question will be determined in accordance with *Robert’s Rules or Order, Revised*. However, in the event of a tie vote for an elected officer position, the election will be determined by the flip of a coin .the new board may elect to have both parties represent the office position as a first and second officer.
  - H. Restrictions on nominations for officers of TRPC
    - 1. Only (1) (2) individuals per operating member entity may hold an officer position.
    - 2. Only individuals associated with operating members domiciled in Connecticut may be nominated for an officer position.
    - 3. Nominations for President and Treasurer: The President and Treasurer must be an owner or officer of an operating member company being domiciled in Connecticut, who has been in the towing industry for a minimum of 1 year.
    - 4. Any member may be nominated for an officer position without ever having served as an officer on prior occasion, with the exception of the officer position of President, who shall have served a minimum of one (1) term (2 years) in any other position on the board.

## ARTICLE SIX

### Order of Business

1. Roll Call
2. Reading of the minutes of the preceding meeting
3. Reports of Committees
4. Old and Unfinished Business
5. New Business
6. Good and Welfare
7. Adjournments

## ARTICLE SEVEN

### Board of Directors

The business of this organization shall be managed by a Board of Directors consisting of at least five (5) members. The Board of Directors shall consist of all current duly elected officers as well as all past Presidents of the organization who remain operating members in good standing. All such ex-officio directors shall be counted in determining a quorum and all such ex-officio directors shall be entitled to vote. At least one of the directors shall be a resident of the state of Connecticut and a citizen of the United States.

The Board of Directors shall have the control and management of the affairs and business of this organization only when it shall be regularly convened by the President after due notice to all the directors of such meeting.

A majority of the members of the Board of Directors shall constitute a quorum and the Board of Directors shall meet at least once a month at a date and time agreed to by the members of the Board.

Each director shall have one vote and such voting may not be done by proxy or absentee ballot.

The Board of Directors may make such rules and regulations covering its meetings as it may, in its discretion, determine necessary.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the term.

A director may be removed by a majority vote of the Board of Directors when sufficient cause exists for such removal. The Board of Directors may entertain changes against any director. A director may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules as it may in its discretion consider necessary for the best interests of the organization, for this hearing.

If an officer fails (for any reason) to attend a minimum of (9) general membership meetings and nine (9) Board of Director's meetings per fiscal year, or if he/she fails to attend three (3) consecutive meetings of any kind, they automatically forfeit their officer status, However, the Board of Director's may exercise its discretion and grant an exception solely for medical reasons.

## ARTICLE EIGHT

### Officers

Officers shall be elected at the annual meeting of the organization in the manner set forth in Article Five of the Bylaws. Officers shall serve terms of two (2) years. The officers of the organization shall be as follows:

President

First Vice President\*

Second Vice President\*

Secretary

Treasurer

\*Except that the organization by majority vote combine the offices of First Vice President and Second Vice President into a single office of Vice President and vice versa.

*The President* shall preside at all membership meetings.

The President shall present at each annual meeting of the organization an annual report of the work of the organization.

The President shall appoint all committees, temporary or permanent.

The President shall see that all books, reports & certificates as required by law are properly kept and filed.

The President shall be one of the officers who may sign the check or drafts of the organization.

The President shall preside at all meetings of the Board of Directors.

*The First Vice President* shall in the event of the absence or inability of the President to exercise his or her office become acting President of the organization with all the rights, privileges, and powers as if he or she had been duly elected president.

*The Second Vice President* shall assist the President and First Vice President and shall succeed the First Vice President in the event of the absence or inability of the First Vice President to exercise his or her office.

*The Secretary* shall keep the minutes and records of the organization in appropriate books.

It shall be the duty of the Secretary to file any certificate required by federal or state statute.

The Secretary shall give and serve all notices to members of the organization.

The Secretary may be one of the officers required to sign the checks and drafts of the organization.

The Secretary shall present to the membership at any meetings any communication addressed to him or her as Secretary of the organization.

The Secretary shall submit to the Board of Directors any communications which shall be addressed to him or her as Secretary of the organization.

The Secretary shall submit to the Board of Directors any communications which shall be addressed to him or her as Secretary of the organization.

The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.

*The Treasurer* Shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The Treasurer shall deposit all the monies belonging to the organization in a single account in a business bank or a Trust company except that the Board of Directors may cause such funds to be invested in such investments as shall be legal in the State of Connecticut.

The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it.

The Treasurer shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

The Treasurer shall exercise all duties incident to the office of the Treasurer.

Officers shall, by virtue of their office, be members of the Board of Directors.

No officer shall for reason of his or her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

## **ARTICLE NINE**

### Salaries

The Board of Directors shall hire and fix the compensation for any and all employees which in their discretion may determine to be necessary in the conduct of the business of the corporation.

## **ARTICLE TEN**

### Fiscal Year

The fiscal year of the organization shall be October 1 to September 30.



## **ARTICLE ELEVEN**

### Amendments

The Bylaws may be altered, amended, repealed, or added to by an affirmative vote of not less than a **majority of members**.quorum (20 members).

## **ARTICLE TWELVE**

### Registered Office and Agent for Service of Process

The office of the organization shall be and is the business address of the current President of the organization.

The Agent for Service of Process shall be the association's legal counsel.

## **ARTICLE THIRTEEN**

### Income

This is a non-profit organization. At no time and under no circumstances may any profit or income inure to any member. All and any income shall be used to carry out the purpose of the organization as herein above recited, and expenses connected therewith, and not to the benefit of any member. Upon dissolution, any and all assets shall be distributed to an organization exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code, and under no circumstances to any member.

## **ARTICLE FOURTEEN**

### Dissolution

This organization shall be dissolved, and its affairs wound up by a two-thirds vote of its voting members, when the purpose for which it was formed.

## **ARTICLE FIFTEEN**

### Woman's Auxiliary

- A. **Members of the Women's Auxiliary shall elect a President, Vice President, Secretary, and Treasurer. The President of the Women's Auxiliary shall have the duty of making a report each month to the regular monthly meeting of the Association. In the event of the President's absence, said report to the regular monthly meeting shall be made by the Secretary of the Women's Auxiliary.**

Meetings of the Women's Auxiliary shall be held each month before the regular monthly meeting of the association.

The purpose of the Women's Auxiliary shall be to promote and assist the association in conducting social events, charitable functions, trade shows, and other activities engaged in by the association. Members of the Women's Auxiliary shall at times, support and uphold the Purposes and Code of Ethics set out in Article Two of the Bylaws.

B. The offices of the Women's Auxiliary shall be as follows:

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

The President shall preside at all meetings of the Women's Auxiliary. She shall present annually to the regular membership and annual report of the work of the Women's Auxiliary

She shall give a report on Women's Auxiliary activities each month to the regular membership meeting of the organization.

She shall appoint all committees, temporary or permanent.

She shall see that all books, reports and certificates as required by law are properly kept and filed.

She shall be one of the officers who may sign checks or drafts of the Women's Auxiliary.

She shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President shall, in the event of the absence or inability of the President to exercise her office, become acting President of the Women's Auxiliary, with all the rights, privileges and powers as if she has been the duly elected president.

The Secretary shall keep the minutes and records of the Women's Auxiliary in appropriate books.

It shall be her duty to file a certificate required by federal and state statute.

She shall give and serve all notices to members of the Women's Auxiliary.

She may be one of the officers required to sign the checks and drafts of the Women's Auxiliary.

She shall be present to the membership at any meetings any communication addressed to her as Secretary of the Women's Auxiliary.

She shall submit to the Board of Directors any communications which shall be addressed to her as Secretary of the Women's Auxiliary.

She shall attend to all correspondence of the Women's Auxiliary and shall exercise all duties incident to the office of Secretary.

The Treasurer shall have the care and custody of all monies belonging to the Women's Auxiliary and shall be solely responsible for such monies and securities of the organization.

She shall be one of the officers who shall sign checks or drafts of the Women's Auxiliary.

She shall render as stated periods as the Board of Directors shall determine written account of the finances of the Women's Auxiliary and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

She shall exercise all duties incident to the office of the Treasurer.