



Towing & Recovery Professionals of Connecticut

BYLAWS OF TOWING & RECOVERY PROFESSIONALS OF CONNECTICUT

ARTICLE I: NAME, LOCATION & PURPOSE

Section 1 – Name: The name of this organization shall be the Towing & Recovery Professionals of Connecticut (TRPC), a Section 501(c)(6) not-for-profit organization incorporated in the State of Connecticut.

Section 2 – Location: The principal business office shall be located in Unionville, Connecticut, as designated by the Board of Directors, with Area Representatives, Chapter Offices, or other offices established elsewhere as authorized by the Board.

Section 3 – Purposes and Code of Ethics: This organization is formed, fostered, and nurtured to achieve the following purposes:

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 with well-trained and courteous personnel.
3. To maximize cooperation with 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 towing and recovery 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 relationships with regulatory bodies, which will enable the industry represented by the members to accomplish more completely these precepts.

ARTICLE II: MEMBERSHIP

Section 1 – Membership: Membership in TRPC is open to any person, without regard to social or business standing, race, creed, color, national origin, religion, or gender, who has or seeks an interest in the towing and recovery industry. Upon signing the membership application and paying dues, the member agrees to abide by the Code of Conduct and all policies adopted by the Board of Directors. Once admitted, the member shall be entitled to all rights and privileges described herein provided they remain a member in good standing as defined in Article II, Section 4.

Membership and Dues

1. Membership in this Organization shall consist of four classes of membership:
 1. **Operating Members:** Any individual or company actively engaged in the towing-storage-recovery industry may become an operating member by submitting a signed application for membership and paying an initiation fee and annual dues.
 2. **Vendor Members:** Any individual or company actively engaged in manufacturing or retailing wreckers, trucks, car 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.
 3. **Auxiliary Members:** Any individual, other than those eligible to become Operating or Vendor Members, may apply to become an auxiliary member, entitling them to attend membership meetings and receive the organization's literature and notices. Applications must be approved by a majority vote of the Board of Directors. Auxiliary members are not entitled to vote or hold office. Dues for auxiliary members shall be determined by the Board of Directors.

4. **Honorary Members:** The Board of Directors may, by majority vote, designate individuals as honorary members in recognition of their contributions to the towing and recovery industry or TRPC. Honorary members shall not be required to pay dues, may attend membership meetings, and receive TRPC publications, but shall not have voting rights or the ability to hold office, unless otherwise eligible as an Operating or Vendor Member.
2. Application for membership shall be on forms prescribed by the Board of Directors. If the information submitted demonstrates that the applicant meets the requirements of these Bylaws, the application shall be approved by the Board of Directors, and membership shall become effective upon approval.
3. Any of the above memberships may be terminated at any time by a majority vote of the Board of Directors for any reason sufficient to the Board that the terminated member did not conform to these Bylaws. No refund of dues will be made.

Section 3 – Rights of Members:

A. All Members in good standing shall have the following rights:

1. To attend all General Membership meetings of TRPC.
2. To speak in debate.
3. To receive official publications of TRPC.

B. Members in certain categories have the following rights:

1. Operating and Vendor:
 - a. To make and second motions.
 - b. To vote.
 - c. To hold elective office.
 - d. To serve on the Board of Directors (Vendor members are eligible to serve on the Board of Directors in any capacity except as President or Vice President).
 - e. To serve in an appointed position.
 - f. To serve as Chairman of an appointed committee.

Section 4 – Good Standing: An individual member is in good standing within the meaning of these Bylaws if they:

1. Follow the Code of Conduct of TRPC as established by the Board of Directors from time to time.
2. Are current in the payment of membership dues.
3. Continue to qualify for the designated membership classification.
4. Comply with the Association’s Election Integrity & Campaign Conduct policy (see Article V, Section 3A).

Section 5 – Removal and/or Non-renewal: Members of any classification shall be removed from membership or not renewed upon application after sixty days’ non-payment of membership dues or for “Cause” as determined by a two-thirds (2/3) vote of the Board of Directors. Removal or Non-renewal for Cause shall occur only after the member has been advised in writing at least fifteen (15) days prior to the proposed expulsion, stating the reasons for such action, and given reasonable opportunity, at least five (5) days before the effective date of expulsion or non-renewal, to respond, either orally or in writing. If a member desires to be heard orally, the Board of Directors shall hear the member at a regular or special meeting of the Board, provided the notice requirements above are met. “Cause” for removing a member includes, but is not limited to, the following:

- A. Gross misconduct inconsistent with, and harmful to, the goals and objectives of TRPC.
- B. Exploitation of membership in TRPC for personal gain.
- C. Violation of the Code of Conduct or Bylaws.

Section 6 – Resignation: Any member may resign by submitting a written resignation to the Board of Directors.

ARTICLE III: DUES

Section 1 – Membership Dues: Shall be due and payable annually on January 1 of each year.

Section 2 – Delinquency and Cancellation: Any member who is sixty (60) days delinquent in payment of dues shall be expelled, without further notice, from the membership and denied further service and/or rights of membership.

Section 3 – Refunds: No dues shall be refunded to any member whose membership terminates for any reason.

Section 4 – Schedule of Dues: The Board of Directors shall set the annual dues for the various classifications of membership and shall review the dues structure annually, or more often as necessary.

Section 5 – Applications of Dues: All membership dues may be used by TRPC for any approved expenditure, including, but not limited to, payment of routine operating expenses. Members may not designate a portion of their dues as special gifts or donations for special purposes.

ARTICLE IV: MEETINGS OF THE MEMBERS

Section 1 – Regular Membership Meetings: There will be six (6) regular membership meetings of the members of TRPC per calendar year to be held on the first Wednesday of every other month, for general business decisions, if applicable. A quorum of the members present shall be sufficient for any business decisions that need to be made. The Annual Fall Meeting will be held on the first Wednesday of each October. Regular meetings will be held in a professional setting, such as a classroom or meeting room with a board or presentation area, in a location suitable for such meetings. Meals may be served after the meeting if applicable. Sponsors for these meetings are encouraged, preferably vendors. Vendors who sponsor meetings are allowed to speak at the meeting.

Section 2 – Special Meetings: Special meetings may be called by the Board of Directors or President at any time upon written notice or shall be called by the Board of Directors upon written petition duly submitted to the Board of Directors by 10% of the members in good standing. The reason for the special meeting shall be clearly stated in the notice thereof, and no other business may be considered at that time.

Section 3 – Notice of Meeting: Written notice of any regular or special meetings of the members of TRPC shall be communicated via mail or electronic means to each member at least three (3) days but not more than sixty (60) days prior to the date of the meeting. The notice shall state the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

Section 4 – Waiver of Notice: Whenever a notice is required to be given under the provisions of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 5 – Voting: At all meetings of TRPC, each active member with voting rights and in good standing shall have one (1) vote, and may vote in person, via mail, by electronic means, or by third-party voting program. Unless otherwise specifically provided by these Bylaws, a simple majority vote of those active members present and voting shall constitute the action of the members. There shall be one vote per member. New or renewing members shall not be eligible to vote within three (3) months of joining or renewing.

Section 6 – Voting by Mail, E-mail, or Other Electronic Means: The Board of Directors may authorize or direct voting by mail, email, or other electronic means (third-party programs). Members without internet access may submit a paper ballot if voting is to be accomplished by electronic means. After the completion of the election process, any submitted paper ballots will be recorded and added to the final election numbers.

Section 7 – Quorum: Ten percent (10%) of the membership eligible to vote shall constitute a quorum for the transaction of business. If a quorum is not present at any meeting, a majority of the members present and eligible to vote may adjourn the meeting from time to time as may be necessary to secure a quorum.

Section 8 – Postponement: The Board of Directors may, upon notice, postpone any regular or special membership meeting.

Section 9 – Rules of Order: All regular and special meetings and other proceedings of TRPC shall be regulated and controlled in accordance with Robert’s Rules of Order (Revised) for parliamentary procedure, except as may be provided herein.

Section 10 – Communication: All board members, including the Executive Director, will communicate with other board members via email and telephone. The President and Executive Director shall communicate regularly on daily tasks. For matters involving government agencies, the Board shall be notified via email. All communication with government agencies should be conducted via email unless the agency initiates contact by phone. The Board may direct a specific board member, the President, or the Executive Director to communicate by phone if deemed appropriate. The President or Executive Director shall provide bi-weekly updates to the Board of Directors on all association-related matters, as applicable.

ARTICLE V: BOARD OF DIRECTORS

Section 1 – Authority and Responsibilities: The governing body of TRPC shall be the Board of Directors, which shall set the overall policy for TRPC. The Board of Directors shall have supervision, control, and direction of the affairs of TRPC, its committees, and publications; shall determine its policies or changes therein; shall actively pursue its objectives; and supervise the disbursement of its operating funds, and shall, in all matters, have the exclusive right to execute contracts and commit the resources of TRPC on behalf of TRPC. The Board of Directors may adopt such rules and regulations for the conduct of its business as it shall deem advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility from time to time to the Executive Director, certain Standing Committees, and others; however, any such delegation of authority is subject to the continued approval of the Board of Directors and may be withdrawn at any time as specified herein. The Board of Directors will objectively listen to the reports and findings of its members and vote on issues requiring a vote to ensure the longevity and financial stability of TRPC. The Board of Directors and Executive Director shall also raise additional issues and concerns that may impact TRPC. Such issues should be discussed in full and voted on if necessary. In case of any tie vote, the issue being voted on shall be tabled until the next Board of Directors meeting.

Section 2 – Composition: The Board of Directors shall consist of a maximum of seven (7) members, all of whom must be members of TRPC. The Board shall consist of five (5) Executive Officers, one (1) immediate past president (in an advisory position only), and two (2) Board

Members. Except as provided in Section 3 below, all Board of Directors will be elected by the general membership at the Annual Fall Meeting or via electronic means as directed by the Board of Directors. The five (5) Executive Officers of TRPC will be ex officio members of the Board of Directors.

Section 3 – Term of Office and Manner of Election: Election results for members of the Board of Directors shall be announced at the Annual Fall Meeting. The President shall appoint a nominating committee. No person running or intending to run for office, including the President, may be appointed to the nominating committee. The chair of the committee (decided by the committee) shall submit a list of nominees, or submissions can be made to the Executive Director, President, or nominating committee 30 days before the Annual Fall Meeting. A nomination form shall be sent to all members. Qualifications to run for office include being a member for more than six (6) months, in good standing with the Association, and abiding by the Code of Conduct. Only one individual per membership may hold a Board of Directors position. To be eligible for election as President, a candidate must be a current, active member of the Board of Directors in good standing at the time of nomination and must have been an owner or manager of a member company domiciled in Connecticut for at least one (1) year.

Once the nominees are submitted to the Executive Director by the nominating committee chair, the ballots shall be distributed via mail or email 15 days prior to the Annual Fall Meeting. Using a third-party online voting portal, voting will be kept open for seven (7) days from the date ballots are distributed. The winners will be announced two business days after voting closes via email. The new officers/directors will be installed at the Annual Fall Meeting. All newly elected directors must attend the Annual Fall Meeting, otherwise they forfeit their new positions. Members of the Board of Directors may serve two, two-year terms. The President may appoint to fill any vacancy. Each director shall hold office until the expiration of the term for which they are elected and thereafter until their successor has been elected and qualified, or until removed as provided herein.

Section 3A – Election Integrity & Campaign Conduct:

1. **Standards.** All candidates, directors, officers, members, and agents shall conduct election-related communications with professionalism, honesty, and respect.

2. **Prohibited Conduct.** “Smear campaigns,” personal attacks, harassment, intimidation, knowingly false or misleading statements, and any communication intended to defame, discredit, or unlawfully interfere with another candidate, member, or the Association whether during an election cycle or campaign or at any other time are strictly prohibited across all media and in-person settings.
3. **Truthful Campaigning.** Candidates may present their qualifications, records, and policy positions, and may offer fair, factual comparisons. Disagreements must focus on issues, performance, and governance, not personal character or unverified allegations.
4. **Complaints & Process.** Any member may submit a written complaint to the Executive Committee (or a temporary three-member panel appointed by the Board) within 15 days of any alleged violation or when the alleged violations was first known or reasonably could have been discovered. The panel may gather information, provide the respondent an opportunity to be heard, and recommend remedies.
5. **Remedies.** Remedies may include but not limited to a written warning, retraction/clarification, disqualification from the election, removal from appointed roles, or disciplinary action under Article II, Section 5.
6. **Appeal.** A respondent may request Board review at the next Board meeting or a special meeting called for that purpose. The Board’s decision is final.

Section 4 – Meetings: The Board of Directors shall meet a minimum of six (6) times per year, and at other times as designated by the President, which may occur prior to regular membership meetings. These meetings shall be closed unless a request to speak is submitted to the Executive Director or President and approved by the President, after which the speaker will be added to the agenda. Additional meetings may be called, if necessary, by the President, or by any six (6) members of the Board of Directors. Written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and the person or persons calling the meeting, shall be delivered either personally or by email, to each director. Such notice shall be delivered at least three (3) days prior to the meeting via email or U.S. Postal Service.

Section 5 – Quorum: At all meetings of the Board of Directors, a majority of the directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the Board of Directors shall be required for the transaction of business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present. A meeting may be adjourned despite the absence of a quorum.

Section 6 – Voting: The vote of a majority of the directors presents at a meeting at which a quorum is present shall be the act of the Board of Directors or any committee. Voting rights shall not be delegated to another nor exercised by proxy. A director who is present at a meeting of the Board of Directors, or any committee thereof, shall be presumed to have concurred in the action taken at the meeting, unless their dissent thereto shall be entered in the minutes of the meeting or unless they shall submit their written dissent to the person acting as the secretary of the meeting before the adjournment thereof, or shall deliver or send such dissent by registered or certified mail to the secretary promptly after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7 – Telephone Conference: Subject to the provisions of these Bylaws regarding notice and quorum, members of the Board of Directors may participate in and hold a meeting by means of conference telephone or other electronic means in which all participating members are fully aware of the proceedings and given ample opportunity to participate. However, the Secretary, before the next meeting, shall provide a written “hard copy” of the minutes of such meeting to all members of the Board of Directors.

Section 8 – Vacancies: Vacancies in any Board position may be filled for the unexpired term thereof by a special election or by appointment as provided in Section 3 above. This election shall follow standard procedures and may be conducted via a web-based voting system. The President may, as an option, choose not to fill a vacancy until the next regular election, provided such action does not impair the operation of the Board of Directors.

Section 9 – Removal: A member of the Board of Directors may be removed by the members for “cause” at any regular or specially called meeting of the members, if written notice is provided to the members stating that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting. For purposes of this section, “cause” shall mean:

- A. Gross misconduct inconsistent with the interests and objectives of TRPC.
- B. Failure to attend two consecutive meetings of the Board of Directors without being excused in advance by the President.
- C. Termination of membership in TRPC.

Section 10 – Compensation: Members of the Board of Directors shall not be entitled to any compensation.

Section 11 – Action by Consent: The Board of Directors and members of any committee designated by the Board of Directors may take any action which the Board of Directors or committee is required or permitted to take without a meeting on written consent, setting forth the action so taken, if signed by all the members of the Board of Directors.

Section 12 – Indemnification: Any member of the Board of Directors, or committee member, shall be entitled to indemnification to the broadest extent and in accordance with the laws of the State of Connecticut.

ARTICLE VI: EXECUTIVE OFFICERS

Section 1 – Titles of Executive Officers: The TRPC shall have the following officers, each of whom shall be a member of the TRPC:

- President
- Vice President
- Secretary
- Treasurer

Section 2 – Duties of Officers: The officers shall work directly with the Executive Director to operate the Association on a day-to-day basis. The officers shall prioritize the best interests of the TRPC at all times. The officers will be members ex officio of the Board of Directors.

A. President – The President shall serve as Chairman of the Board of Directors and work collaboratively with the Board. The President shall develop and maintain a positive Association image and foster positive relationships between the Association and industry partners, government entities, and vendors. The President shall work with the Board of Directors to develop plans for the Association’s growth. The President may execute contracts and otherwise commit TRPC as authorized by the Board of Directors. The President, or their designee, shall preside at all meetings and social functions of TRPC. At any regular meeting of the TRPC and at such other times as the President deems proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of TRPC. The President shall perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors or applicable law. The President, without the approval of the Board of Directors, shall have the power to authorize capital expenditures in an amount up to \$1,000.00 per occurrence.

Presidential Eligibility: Eligibility to serve as President is governed by Article V, Section 3. No person may be seated as President unless they meet those eligibility requirements at the time of nomination.

B. First Vice President – In the absence of the President, or in the event of their inability or refusal to act, the First Vice President shall perform the duties of the President and, when so acting, shall have all the powers and be subject to all the restrictions upon the President. At the option of the President, the First Vice President may also preside over official social functions and banquets as the Master of Ceremonies, performing various public relations duties and such other duties as from time to time may be assigned by the President or the Board of Directors.

C. Secretary – The Secretary shall keep the minutes of all meetings of TRPC and the Board of Directors. The Secretary shall perform all duties incident to the office of Secretary of a

corporation and such other duties as may be assigned by the Board of Directors. The Secretary may be one of the directors on the checking account or make deposits and pay bills.

D. Treasurer – The Treasurer shall report on the financial condition of the TRPC at all meetings of the Board of Directors and regular meetings, and at other times when called upon by the President, and in general, shall perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be directed by the President or the Board of Directors. All monies received by the Association shall be deposited to a bank account in the name of the Association. The Treasurer and President shall be on said bank account's signature cards. In the event a check or payments to be made by the office of TRPC exceeds \$2,500, the Treasurer and/or President is authorized to issue or make the payment.

Section 4 – Term Caps: Executive Officers shall be limited to two, two-year terms in the same office. Executive Officers must then serve as a Board of Directors member for a minimum of one two-year term before running for an Executive Officer position again.

Section 5 – Removal: Any Executive Officer may be removed by the Board of Directors by the vote of a majority of the entire Board whenever in its judgment the best interests of the TRPC will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the Executive Officer so removed. Election or appointment of an Executive Officer shall not of itself create contract rights.

Section 6 – Compensation: Members of the Board of Directors and Executive officers shall serve without compensation, except for reimbursement of reasonable expenses incurred in the performance of their duties.

Section 7 – Indemnification: Executive Officers shall be entitled to indemnification to the broadest extent and in accordance with the laws of the State of Connecticut.

ARTICLE VII: STANDING COMMITTEES

Section 1 – Designation of Standing Committees: The President, within thirty (30) days after election to office, or within thirty (30) days after the first Board meeting of their term, whichever occurs first, shall appoint members to Standing Committees. The terms of the committee members shall generally be one year; however, the Board of Directors may reappoint committee members from time to time if the President considers such to be appropriate. Members may serve on multiple committees at any one time. Standing Committees shall hold at least one (1) meeting during the year and submit an annual report to the Board of Directors and general membership. Unexcused absences by any member of a Standing Committee for two (2) consecutive meetings shall result in the member being automatically terminated from the committee. After the members of each committee are selected, each committee, by majority vote, shall elect its committee Chairperson. These Standing Committees shall have no more than five (5) members.

Section 2 – Towing Regulatory Legislative Oversight Committee: The Association shall have a Legislative Oversight Committee, which shall report to and advise the Board on all regulatory matters. The Board shall adopt rules that shall govern the operation of the Committee, which must include:

1. Committee composition that equitably reflects the diverse geographic and business interests of the Association's membership and
2. Any substantive action must be presented to the Board or Executive Board for ratification, adoption, or modification. The Board or Executive Board shall have three (3) business days, unless an emergency demands a shorter time period, following such a presentation to modify any Committee action; otherwise, the presented action shall be deemed ratified. The Legislative Oversight Committee shall be subject to the ultimate direction and control of the Board.

ARTICLE VIII: EXECUTIVE DIRECTOR

Section 1 – Appointment: The Board of Directors shall have the authority to employ a staff head with compensation to be paid from the operating account of TRPC. This staff head shall assume

the title and position of Executive Director for the TRPC, and may be either salaried as a direct employee or compensated as a contract consultant, as determined by the Board of Directors.

Section 2 – Authority and Responsibility: The Executive Director shall function as the business manager of TRPC, taking direction and authority directly from the Board of Directors. The Executive Director may make decisions involving the day-to-day execution of the operation of the TRPC and any other activities delegated to the Executive Director. The delegation of responsibility from the Board of Directors to the Executive Director shall also carry the delegation of authority to act on behalf of the Board of Directors and TRPC and, insofar as such actions by the Executive Director are prudent and within reasonable intent of the delegated responsibility and authority, the Executive Director shall be indemnified against liability in the same manner as Board of Directors members and officers as provided in these Bylaws. The Executive Director may use the credit card of the Association, if needed, to make purchases for travel to meetings, supplies, advertisement, or invoices under \$500 without Board approval.

ARTICLE IX: FINANCE

Section 1 – Fiscal Period: The calendar year of TRPC shall be from October 1 to September 30.

Section 2 – Budget: Upon recommendation of the Executive Director and Treasurer, the Board of Directors shall develop an annual budget in December of each year, which may be presented to any member upon request.

Section 3 – Financial Report: The Treasurer shall make available to the membership, within ninety (90) days following the end of each calendar year, a financial report consisting of a profit and loss statement, balance sheet, and current count of members for the prior calendar year.

Section 4 – Audit: The accounts of TRPC may be subject to supervision and annual audit by a certified public accountant who shall be appointed by the Board. Results of such audit shall be submitted to the Board and general membership within a reasonable time thereafter by the certified public accountant conducting such audit.

ARTICLE X: AMENDMENTS

These Bylaws may be amended or repealed, and new Bylaws may be adopted, by the vote of a majority of the full Board of Directors at any regular or special meeting of the Board of Directors. These Bylaws may also be amended or repealed, and new Bylaws may be adopted, by a majority vote of the members. The resulting Bylaws may contain any provision for the regulation and management of the TRPC not inconsistent with law and the TRPC's charter.

ARTICLE XI: DISSOLUTION

The TRPC shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure or otherwise be distributed to its members. On dissolution of the TRPC, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, or philanthropic organizations to be selected by the Board of Directors.

ARTICLE XII: CODE OF CONDUCT

- A. Election Integrity.** Members shall conduct themselves with honesty and respect in all Association elections and campaigns and at all times, and shall refrain from smear tactics, defamatory statements, harassment, or knowingly false communications regarding another member.
- B. Respectful Discourse.** Disagreements shall focus on policy, governance, and performance; personal attacks or efforts to damage another member's reputation are prohibited.
- Members shall encourage the American Free Enterprise System.
 - Each member owes a duty of integrity, honor, fair dealing, and courtesy to the public in the operation of all facets of its business.
 - Members shall comply with all city, county, state, and federal laws, and it shall be the duty of the Association to keep members informed of these laws and their application, as well as the rules and regulations promulgated by all the regulatory bodies designed to administer and enforce such laws.

- Members shall employ truth and accuracy in advertising and solicitation and shall honor any commitments made during business.
- 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 the Bylaws.
- Members shall provide the public with the best possible service and promote a sense of personal obligation to each individual customer.
- Members shall aid fellow industry members in times of need and refrain from actions that could harm the reputation of competitors.
- Members shall promote friendly and cooperative attitudes toward all Association members.
- Members shall provide the public with adequate equipment maintained in clean and neat condition and shall train drivers to be polite and courteous during public interactions.

ARTICLE XIII– GOVERNANCE POLICIES AND COMPLIANCE

Section 1 – Purpose and Adoption: To promote integrity, transparency, and compliance with applicable laws, TRPC shall maintain the governance and compliance policies described in this Article. These policies shall be reviewed periodically by the Board of Directors and may be amended or restated by Board resolution without requiring a vote of the membership, provided such amendments remain consistent with these Bylaws and applicable law.

Section 2 – Conflict of Interest: Directors, officers, committee members, and key volunteers shall act in the best interest of TRPC and avoid situations in which personal or financial interests conflict with those of the Association. Each director and officer shall complete an annual disclosure form identifying any potential conflicts. Whenever a matter arises in which a director or officer has a financial or personal interest, they must disclose the conflict and abstain from discussion and voting. The Secretary shall record such disclosures and recusals in the minutes.

Section 3 – Antitrust Compliance: TRPC is committed to full compliance with federal and state antitrust laws. No discussions, agreements, or actions at any TRPC meeting or communication—formal or informal—shall involve prices, rates, territories, customers, or any activity that could be construed as restraining trade or reducing competition. A brief antitrust statement shall appear on each meeting agenda and be read or referenced by the presiding officer.

Section 4 – Whistleblower and Non-Retaliation: Members, officers, directors, employees, and contractors are encouraged to report, in good faith, any suspected violation of law, financial impropriety, misuse of funds, harassment, or breach of policy. Reports may be made confidentially to the President, Treasurer, or another officer designated by the Board. Retaliation against anyone who makes a good-faith report or cooperates in an investigation is strictly prohibited.

Section 5 – Document Retention and Records Management: The Association shall maintain accurate and complete books and records of account, minutes, corporate filings, and other key documents. The Board shall adopt a retention schedule consistent with IRS and state requirements. Permanent records include Articles of Incorporation, Bylaws, meeting minutes, annual reports, audits, and Form 990 filings. Routine correspondence and drafts may be destroyed per the schedule unless subject to a litigation or audit hold.

Section 6 – Electronic Meetings and Voting: Board, committee, and membership meetings may be held by electronic means that allow all participants to hear and be heard simultaneously. The Board shall establish procedures for verifying identity, recording votes, and preserving meeting integrity. For electronic ballots or elections, TRPC shall use a verifiable third-party or internal system that maintains ballot secrecy and provides an auditable record retained for not less than five (5) years .

Section 7 – Zero Tolerance For Harassment-: TRPC maintains a zero-tolerance policy for harassment, intimidation, or discriminatory behavior against any member, employee, associate, guest or affiliate at any Association meeting, event, on any online print, or public platform, in person, via telephone or written communication of any kind. Any person who experiences or witnesses such conduct may file an complaint as provided in Article V, Section 3A. The Board may take corrective action, including removal from events or termination or nonrenewal of membership under Article II, Section 5.

Section 8 – Emergency Powers and Continuity: In the event of a declared emergency or circumstance that makes holding meetings or elections impracticable, the Board may, by two-thirds (2/3) vote, temporarily modify notice, quorum, or voting procedures to the minimum extent necessary to ensure continuity of governance. All actions taken under this Section must be reported to the membership within thirty (30) days and shall expire automatically when normal operations can resume.

Section 9 – Policy Availability: All governance policies adopted under this Article shall be available to members upon request and posted on the Association’s website or distributed with membership materials when practicable.

Addendum – Maintenance of Governance Policies: The Board shall maintain written versions of the following policies: Conflict of Interest, Antitrust Compliance, Whistleblower & Non-Retaliation, Document Retention & Destruction, Electronic Meeting & Voting Procedures, Harassment-Free Conduct, and Emergency Continuity. These may be amended by Board resolution and shall be kept on file with the Secretary and made available to members upon