



CORPORATE CODE OF REGULATIONS

(By-Laws)

Revised: January 19, 2022

**CODE OF REGULATIONS
OF THE
COLLISION INDUSTRY ELECTRONIC COMMERCE ASSOCIATION,
INC.**

DEFINITIONS

The following terms are defined by the CIECA By Laws.

BOARD OF TRUSTEES: A committee selected by the membership to oversee the business of the organization. The **Board of Trustees** is comprised of member companies. The board seat belongs to a company. An individual is appointed by the board to act as their representative on the board.

EXECUTIVE COMMITTEE: A committee selected by the **Board of Trustees** from within the Board. The **Executive Committee** seats are held by individuals, not companies.

MEMBER QUORUM: Ten (10) percent of the Membership.

BOARD QUORUM: A majority of the Trustees of the Board constitutes a BOARD QUORUM. When a quorum is present, the act of a majority of the Trustees in that quorum shall be the act of the Board.

BYLAW AMENDMENT QUORUM: To change the bylaws requires a 2/3 vote of the **Board of Trustees** or a majority vote of all active members.

CURRENT MEMBER: A member who is active and has paid membership fees for the current period.

INDUSTRY SEGMENTS: Any business that provides services to the collision industry ecosystem in one or more of the following segments:

- Repair Services
- Parts & Materials Services
- Information Services
- Insurance Services
- General & Related Services

SEGMENT SEATS: Seats on the **Board of Trustees** designated to represent the interests of an industry segment. It is possible the member company may provide services to one or more industry segments.

BOARD ELECTION: The process of electing Trustees to the **Board of Trustees**. All CURRENT MEMBER companies participate in the BOARD ELECTION process.

EXECUTIVE COMMITTEE ELECTION: The process of electing the **Executive Committee**. The **Executive Committee** is voted on by the **Board of Trustees**.

NOMINATING COMMITTEE: A committee appointed by the Chairperson of the Board to identify and select candidates for board and executive committee membership as well as any employees, contractors, or volunteers.

CIECA STAFF: The term CIECA Staff is defined as those individuals contracted by the CIECA **Board of Trustees** to administer the day-to-day activities of the organization.

ARTICLE I. MEMBERSHIP

Section 1.01. Class of Members. The Corporation shall have the following Classes of Members:

- (1) Company Class. The Members of this Class shall include corporations, unincorporated associations, partnerships, and other organizations engaging in business or commerce for profit which have an interest in furthering the purposes of the Corporation. Each member of this Class shall be entitled to one vote.
- (2) Organization Class. The Members of this Class shall include trade associations and technical, professional, scientific, government, academic, or other organizations not organized for profit having an interest in furthering the purposes of the Corporation. Each member of this Class shall be entitled to one vote.
- (3) Individual Class. The Members of this Class shall be individuals having an interest in furthering the work of the Corporation. Each member of this Class shall be entitled to one vote.
- (4) Other. Such other classes of voting or nonvoting Members as the **Board of Trustees** of the Corporation (the "Board") may establish to provide for groups or persons not included in the above.

Section 1.02. Accession. Accession to membership shall be by the payment of applicable dues, and upon compliance with such other requirements as the Board may prescribe.

Section 1.03. Term of Membership. The term of membership shall be annual, commencing as specified by the Board. Membership will expire when dues or assessments are unpaid resulting in the forfeiture of all membership rights and privileges, including voting.

Section 1.04. Transfer of Membership. Membership in the Corporation is not transferable or assignable unless the Board approves of the transfer or assignment.

Section 1.05 Membership Log. The Corporation shall keep a membership log containing the name, membership class, industry segment and address of each member and the date of admission to membership, and otherwise in accordance with applicable law.

Section 1.06. Designation of Member Representative. Each Company and Organization Class Member shall designate one person as its "Member Representative" to the Corporation and inform the Corporation of the identity of its designated Member Representative. Each Member Representative shall have authority to represent and take all actions on behalf of the Member.

ARTICLE II. MEMBERSHIP MEETINGS

Section 2.01. Annual Meeting. The Annual Meeting of the Members of the Corporation shall be held at such time and place as may be fixed by the **BOARD OF TRUSTEES**. The purpose of the Annual Meeting is to elect or to confirm the election of Trustees of the Corporation in accordance with Section 3.07 and to transact such other business as may properly come before the Members. The Chair or Vice Chair of the Board or their designee shall preside over the meeting.

Section 2.02. Special Meetings. Special meetings of the Members may be called with appropriate notice at any time by the Board, the Chair, Vice Chair, President, or by written demand of at least ten percent (10%) of the voting Members then in good standing. Any such call or demand shall state the purpose of the proposed meeting, and only business related to such purpose may be transacted at the meeting.

Section 2.03. Notice of Meetings. Written notice of each annual or special meetings of the Members shall be given by or at the direction of the person(s) calling the meeting.

1. Such notice shall state the time and place of the meeting and, in the case of a special meeting, its purpose.
2. Notice of any meeting shall be delivered not less than fifteen (15) days, before such meeting, to each Member at their email / address of record. However, any notice of a meeting for the purpose of acting on an amendment of the Articles of Incorporation, or on a plan of merger, consolidation or exchange shall be delivered not less than thirty (30) days before such meeting and shall include a copy of the proposed amendment, merger, consolidation, or exchange.

Section 2.04. Meeting Attendance. All meetings of the membership shall be available for virtual / electronic attendance by the members.

Section 2.04. Action by Members Without Meeting. Members may take action without a meeting if such action is evidenced by written ballot provided to all voting Members that sets out the matter to be voted on and provides for the Members to vote. Such actions must be signed by the Trustees. To constitute an action of the Members, a **MEMBER QUORUM** is required.

Section 2.05. Member Quorum. Ten percent of the Members represented in person or by proxy shall constitute a quorum at all meetings of the Members. If a quorum is not present at any meeting, a majority of the Members present shall have the power to adjourn the meeting.

ARTICLE III. TRUSTEES

Section 3.01. General Powers. Except where the law, the Articles, or these Regulations otherwise provide, all authority of the Corporation shall be vested in and exercised by the **Board of Trustees**.

Section 3.02. Qualifications. A Trustee may be a representative of any member company or organization.

Section 3.03. Number. The Board shall be composed of at least ten (10) and not more than twenty-four (24) voting Trustees, as established from time to time by a majority vote of the Board. The Executive Director shall be an ex officio, non-voting member of the Board.

Section 3.04. Nominating Committee. Candidates for the **BOARD OF TRUSTEES** are to be nominated by a **NOMINATING COMMITTEE**.

Section 3.05. Industry Segments. Members shall be identified by industry segment for purposes of representation on the Board. Each member shall at the time of accession to membership be designated by the Board, or in accordance with procedures prescribed by the Board, as a constituent of the industry segment most descriptive of the member's line of business or interest. The **INDUSTRY SEGMENTS** are:

- Repairers
- Parts & Materials
- Information Providers
- Insurers
- General & Related Services

Section 3.06. Representation. Three Trustee **SEGMENT SEATS** shall be allocated to each industry segment and the remainder of the approved Board seats shall represent the CIECA membership "at large". It is the duty of the nominating committee to ensure the board is balanced across all industry segments.

Section 3.07. Board Election. Trustees shall be elected by ballot submitted to the voting members of the Corporation. Voting members will be asked to vote for the slate submitted by the **NOMINATING COMMITTEE**. Write-ins will be allowed and provided for as to "At Large" Board seats only. The election is to be decided based on a **MEMBER QUORUM** which is a simple majority of all respondents.

Section 3.08. Term. Trustees shall serve a 2-year term. Trustees shall be assigned to Group A or Group B with an effort to balance **INDUSTRY SEGMENTS** across the groups. Group A trustees are elected on even numbered years and Group B on odd numbered years.

Section 3.09. Resignation. Any member company may resign from the Board of Trustees at any time, by giving written notice to the Executive Director or the Secretary of the Corporation. Such resignation shall take effect at the time specified in the notice.

It shall not be necessary for the Board to accept such resignation in order to make it effective.

Section 3.10. Removal of Trustees. Any Trustee may be removed at any time, with or without cause, by the affirmative vote of two-thirds of the Board.

Section 3.11. Vacancies. A vacant Board seat may be filled for the unexpired term by a two-thirds majority vote of the remaining Trustees at any regular or special meetings of the Board. Vacancies in "segment seats" shall be filled by a representative from the industry segment last holding the vacant seat if possible.

Section 3.12. Compensation. Trustees shall not receive any compensation for their services as members of the Board.

Section 3.13. Committees. To the extent permitted by law, the **BOARD OF TRUSTEES** may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

ARTICLE IV. BOARD OF TRUSTEE MEETINGS

Section 4.01. Regular Board Meetings. The BOARD OF TRUSTEES will meet at least four times a year. Additional meetings may be scheduled as necessary.

Section 4.02. Special Board Meetings. Special meetings of the Board shall be held whenever called by the Chairman, Executive Director, or by twenty-five percent (25%) or more of the Trustees.

Section 4.03. Notice of Board Meetings. Notice of any regular meeting of the Board need not be given. Notice of each special meeting shall be delivered to each Trustee, at their email / address of record at least seven (7) business days for virtual meetings and thirty (30) days for an in-person meeting before the date on which the special meeting is to be held. Every notice shall state the time, place, and purpose of the meeting.

Section 4.04. Board Quorum and Manner of Action. A quorum consists of a majority of the Trustees of the Board and is necessary to transact business. When a quorum is present, the act of a majority of the Trustees in that quorum shall be the act

of the Board. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting until a quorum is present. The Trustees shall act only as a Board and individual Trustees shall have no power.

ARTICLE V. OFFICERS, AGENTS AND EMPLOYEES

Section 5.01. General Provisions. The Board, by majority vote, shall elect four of their number to the offices of Chair, Vice Chair, Treasurer, and Secretary to be Officers of the Corporation and constitute an Executive Committee.

1. A fifth officer, Past Chair, shall be filled by the outgoing Chairperson.
2. The **EXECUTIVE COMMITTEE** seats are held by individuals, not companies.
3. Duties and Authority of the Executive Committee
 - a. The **EXECUTIVE COMMITTEE** shall have and exercise the authority of the board in the interim between Board Meetings.
 - b. The **EXECUTIVE COMMITTEE** conducts the business of the corporation within the confines of the approved budget.
4. The actions of the **EXECUTIVE COMMITTEE** shall be reported to the Board at the next scheduled Board Meetinging.

Section 5.02. Term. The term for each **EXECUTIVE COMMITTEE** role is for one year to commence on the first board meeting of the year of service. An individual may hold an Executive Officer for more than one term.

Section 5.03. Executive Director / Agents / Employees. The **BOARD OF TRUSTEES** shall also appoint an Executive Director that may be an employee, contractor, or a volunteer. Other officers and agents, who shall have such authority and duties as prescribed by the Board, may also be appointed.

Section 5.04 Removal or Vacancy. The BOARD OF TRUSTEES shall have the power to remove an officer or agent of the organization. Any vacancy that occurs for any reason may be filled until the next annual election by the **EXECUTIVE COMMITTEE**.

Section 5.05 Powers and Duties of the Executive Committee Roles.

- **Chairperson:** The Chair of the Board shall be the Chief Executive Officer of the Corporation. The Chair shall preside over all Board meetings and the Annual Meeting of the Members. The Chairperson shall perform other duties as assigned by the **BOARD OF TRUSTEES**.
- **Vice Chair:** In the Chair's absence or inability to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to the same restrictions as the Chair. The Vice Chair shall perform other duties as assigned by the **BOARD OF TRUSTEES**.
- **Treasurer:** The Treasurer shall be the Chief Financial Officer of the Corporation and shall have charge of all funds and shall oversee their deposit to the credit of the Corporation in such banks or depositories as the Board may authorize. Further, the Treasurer will ensure the endorsement of commercial documents, receipts, and vouchers for payments made to the Corporation, and shall have all such other powers and duties generally incident to the position of Treasurer or assigned by the Board. The Treasurer shall perform other duties as assigned by the **BOARD OF TRUSTEES**.
- **Secretary:** The Secretary of the Corporation shall have charge of the preparation of the minutes of all proceedings of the Board; the giving of all notices to Members and Trustees and shall represent the Corporation by signature whenever required. He/she shall have access to the membership records of the Corporation and of such other books and papers as the Board may direct and shall have all such powers and duties generally incident to the position of Secretary or assigned by the Board. The Secretary shall perform other duties as assigned by the **BOARD OF TRUSTEES**.
- **Past Chair:** The Past Chair shall provide organizational continuity and counsel to the incoming Chairperson and Executive Committee at large. The Past Chair does have the right to vote on matters put before the Executive Committee. The Past Chair shall perform other duties as assigned by the **BOARD OF TRUSTEES**.

- **Executive Director:** The Executive Director shall be the Chief Operating Officer of the Corporation and shall have general charge of the business and affairs of the Corporation. The Executive Director shall have the exclusive right to compensate and discharge employees and agents of the Corporation, except those appointed by the Board. The Executive Director shall perform other duties as assigned by the **BOARD OF TRUSTEES**.

ARTICLE VI. FISCAL YEAR, DUES AND ASSESSMENTS

Section 6.01. Fiscal Year. The Fiscal Year of the Corporation shall end on December 31st of each year.

Section 6.02. Dues and Assessments. It is not the purpose of the Corporation to operate for profit. All dues and assessments shall be set by the Board in amounts no greater than necessary to permit reasonable operation of the Corporation.

ARTICLE VII. AMENDMENT OF REGULATIONS

Section 7.01. Amendment of Regulations. These Regulations may be altered, amended, or repealed, or new Regulations may be adopted, by a resolution approved by two-thirds (2/3) of the votes of the entire Board or by a majority vote of the Members eligible to vote at any meeting of the Members at which there is a quorum.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

Section 8.01. Mandatory Indemnification. The Corporation shall indemnify any officer or Trustee of the Corporation who was or is a party or is threatened to be made a

party to any legal or administrative action by reason of the fact that such officer or Trustee is or was a trustee or officer of the Corporation against all costs actually incurred by such officer or Trustee in connection with such action if such officer or Trustee acted in good faith. A person claiming indemnification under this Section 8.01 shall be presumed to have acted in good faith, and the result of any legal or administrative action shall not, of itself, rebut such presumption.

Section 8.02. No Indemnification Under Certain Circumstances. The Corporation shall not indemnify any officer or Trustee of the Corporation as to any legal or administrative action in which such officer or trustee was adjudged to be liable for acting with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of such officer's or Trustee's duty to the Corporation.

Section 8.03. Indemnification for Expenses. Anything contained in the Regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or Trustee of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 8.01, or in defense of any claim, issue or matter therein, such officer or Trustee shall be promptly indemnified by the Corporation against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by such officer or Trustee in connection therewith.

Section 8.04. Determination Required. Any indemnification required under Section 8.01 and not precluded under Section 8.02 shall be made by the Corporation only upon a determination that such indemnification of the officer or Trustee is proper in the circumstances because such officer or Trustee has met the applicable standard of conduct set forth in Section 8.01. Such determination may be made only (A) by a majority vote of a quorum consisting of Trustees of the Corporation who were not and are not parties to the subject legal or administrative action, or (B) if such a quorum is not obtainable or if a majority of a quorum of disinterested Trustees so directs, in a written opinion by independent legal counsel.

Section 8.05. Article VIII Not Exclusive. The indemnification provided by this Article VIII shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles or the Regulations or any agreement, vote of members or disinterested Trustees, or otherwise,

both as to action in such officer or Trustee's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an officer or Trustee of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8.06. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a trustee or officer of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the obligation or the power to indemnify him/her against such liability under the provisions of this Article VIII.

ARTICLE IX. DISSOLUTION

Section 9.01 Dissolution. Robert's Rules of Order, the latest available edition, shall govern the Corporation in all cases where applicable, and consistent with these Regulations.