

BYLAWS

PROFESSIONAL TOWING AND RECOVERY ASSOCIATION OF ARKANSAS

Amended and Adopted October 13th 2012

ARTICLE I-NAME

The name of the association is the Professional Towing and Recovery Association of Arkansas, (PTRAA) a 501c6 non- profit Arkansas Corporation with its office in North Little Rock, Arkansas or other location as approved by the Board of Directors.

ARTICLE II – PURPOSE

The Association is formed, fostered, and nurtured to:

Establish and operate a statewide association of individuals, partnerships, corporations and similar businesses having a common interest in the betterment of Arkansas and the development of the towing and recovery profession.

Compile, warehouse and disseminate information and data pertinent to the tow industry;

Sponsor and conduct training programs, meetings and special events for the benefit of the PTRAA membership and the industry;

Create and implement programs designed to better inform the public of the benefits of using a professional tow service:

Establish continuing education and training programs for members and their employees to teach the needed skills to operate and dispatch quality equipment and to instruct in the proper use of trucks and equipment providing the highest level of safety and courteous service;

Foster and promote friendly, cooperative relationships among all professional tow truck operators their employees and their principals;

Institute and maintain relationships with governmental agencies legislative bodies, affiliated businesses and the public for greater understanding of the industry and its issues and an appreciation of the contributions made by members;

Encourage a positive environment through legislation and rules and regulations that will move the industry forward in a proactive and professional manner while protecting the vested interests of the PTRAA membership;

Keep members informed of all laws and regulations, state and federal and their application, as well as the rules and regulations promulgated by the Arkansas Towing and Recovery Board; and

Conduct any further activity allowed by law for an association such as PTRAA.

ARTICLE III-CODE OF ETHICS

Members of the Professional Towing and Recovery Association of Arkansas will subscribe to the following Code of Ethics as a condition of their membership.

1. Members shall encourage the American Free Enterprise System.
2. Each member owes a duty of integrity, honour, fair dealing and courtesy to the general public in all facets of the operation of its business.
3. Recognizes that cleanliness and neatness of equipment and personnel are important features of proper public contact.
4. Members shall comply with all pertinent city, county, state and federal laws
5. No member shall knowingly act in any improper manner, make any utterance or engage in slander that may injure the reputation or harm a member or non-member competitor.
6. Members shall employ truth and accuracy in advertising and soliciting, and they shall honor all commitments made in the course of any business transaction.
7. Members shall strive to improve the professional competence of themselves and their employees and associates.

ARTICLE IV- MEMBERSHIP

A. There shall be three (3) classes of membership:

1. Regular - Companies and firms to which the operation of motor vehicle towing equipment is an integral part of the economic viability of the business.
2. Associate- Persons, businesses, or agencies engaged in business related to the towing industry and sympathetic to the direction and goals of PTRAA.
3. Employee -Persons employed by companies and/or firms to which the operation of motor vehicle towing equipment is an integral part of the economic viability of the business. This is a non-voting class of membership.

B. Application for membership shall be on a form(s) approved by the Board of Directors.

C. Upon completion of the application and a signature of compliance membership shall be effective upon payment of the annual dues in the appropriate category for which application has been made.

D. Membership may be terminated at any time by a majority vote of the full Board of Directors for any reason sufficient to the Board that the member terminated has not complied with the provision(s) stated in the current By-Laws and/or Article III-Code of Ethics. No refunds of dues will be made upon termination of membership.

E. Termination of membership may be appealed by petition to the entire membership at the sole expense of the membership being terminated.

ARTICLE V-AFFILIATION

A. The Board of Directors on behalf of the PTRAA membership may enter into an affiliation with other businesses, organizations and/or associations that will benefit the association or its members, providing either a service or product.

B. The Professional Towing and Recovery Association of Arkansas shall remain independent of any such affiliations in its decision making as it relates to its membership and the day-to-day activities of the association. PTRAA shall not directly or indirectly assume responsibility or liability for any action taken by another business, organization or an association through an affiliation.

C. Members of PTRAA are encouraged to join and participate as members of any national towing association.

ARTICLE VI- DUES

A. FISCAL YEAR - The fiscal year shall be July 1st of a given year through June 30th of the next year. Membership fees shall be pro-rated by month for any company wishing to join on a date after July 1st, annual dues will then be billed on a regular schedule.

B. ANNUAL DUES- Membership dues are as follows:

Regular Member	\$ 225.00 annually
Associate Member	\$ 200.00 annually
Employee Member	\$ 50.00 annually (Non-Voting)

ARTICLE VII-EXECUTIVE, OFFICERS and ADMINISTRATION

A. ELIGIBILITY

Any active member in good standing is eligible to serve as an Officer of the association.

B. MANAGEMENT

The affairs of the Association shall be managed by a Board of Directors of not fewer than thirteen (13) members. A President, Vice-President and a Treasurer and ten (10) Regional Directors shall make up the Board of directors.

C. OFFICERS

1. The President shall be elected at each annual meeting and shall serve as the chief executive officer of the Association to perform the duties ordinarily associated with the position or as directed by the board of Directors.
2. The Vice-President shall serve as the chief executive officer in the absence of the President.
3. The Treasurer shall be responsible for maintaining financial records for the association and will report on the financial condition of the association on a regular basis or on a schedule prescribed by the Board of directors as well as at the annual meeting.
4. The Immediate Past President shall be the person who has served as president of the Association and who remains in good standing as a Member. The Immediate Past President shall assist and advise the incoming President with respect to transition issues and provide assistance to the President and Board of Directors as requested. The Immediate Past President shall assist in the transition of the incoming Board. Any past president shall remain on the Board as an advisor.
5. The President, Treasurer, Vice-President and Immediate Past President shall comprise an Executive Committee with duties as directed by the Board of Directors.
6. Each Regional Director will be responsible for their region and will represent the region at each Board meeting.

D. BOARD OF DIRECTORS

1. A Quorum of the Board of Directors shall be (seven) 7 of its members.
2. Meetings of the Board shall be called by the President or by a majority of the members of the Board of Directors.

E. EXECUTIVE DIRECTOR

1. The Board may hire a professional staff person as the chief operating officer of the Association whose title shall be Executive Director and who shall serve at the pleasure of the Board.
2. The Executive Director may, within the parameters prescribed by the Board hire such personnel, secure offices and purchase or rent equipment as needed to perform the functions of the Board.

3. The Executive Director shall carry out the instructions of the Board. Compensation shall be set by the Board and shall be contained in a letter of agreement.

4. The Executive Director shall serve as the Secretary of the Association.

F. REGIONS

1. Arkansas is hereby divided into five (5) regions.

2. Each region shall elect two (2) representatives who become Regional Directors and members of the Board of Directors.

3. Each Region is encouraged to have regular meetings. The frequency of meetings shall be determined by the Region as a whole.

4. Regions shall follow the rules and regulations established by the PTRAA Board of Directors and the region and its members shall follow and be subject to the Bylaws of the Professional Towing and Recovery Association of Arkansas.

5. Minutes shall be recorded at any regional meeting held and forwarded to the PTRAA office within 45 days of the meeting date.

6. Regions may be expanded, reduced or otherwise modified from time to time as appropriate, by a majority vote of the Board of Directors.

G. FISCAL RESPONSIBILITY

1. The Association's funds shall be kept in a commercial bank convenient to the central office. Any PTRAA account shall be held in an institution that is FDIC insured.

2. Any check exceeding \$5,000.00 shall require two (2) signatures. Checks may be signed by the treasurer, the president or any other person authorized by the Board of directors.

3. The Board of Directors may require any staff managing money to be bonded at the association's expense.

ARTICLE VIII-MEETINGS AND ELECTIONS

1. The election of the Board of Directors and of Officers shall be conducted at each annual meeting. Terms of the President, Vice-President, Treasurer and Board of Directors shall be one (1) year. They may succeed themselves. Each Officer or member of the Board of Directors shall continue to serve until their replacement is elected and qualified.

2. Annual elections shall be held once a year at a date set by the Board of Directors. The date for election of Officers and members of the Board of Directors shall be published at least thirty (30) days in advance in a manner as prescribed by the Board of Directors to reasonably reach the existing membership. The Annual Meeting shall be open to all members.
3. Each Regional Director shall provide a list of candidates to be considered and sent to the President of the Association thirty (30) days prior to the annual meeting. The President shall publish the list.
4. The Board of Directors may appoint any member in good standing to fill any vacancy on the board or the executive committee until the next annual election.
5. A minimum of 10% of the membership in good standing must be present at the annual meeting in order to constitute a quorum.
6. Unless otherwise designated the principle owner/officer of any company or firm shall represent the interests of any company or firm at any PTRAA meeting, holding the right to vote on issues before the body. A member company or firm shall designate in writing one (1) person who shall represent the company's or firm's interests at any PTRAA meeting. One vote per member company. Proxy voting is not allowed. Only paid members in good standing shall vote.
7. Any PTRAA member in good standing may request an absentee ballot for the election of officers or vote on any issue that is to come before the membership and has been posted prior to the annual meeting.
8. The absentee ballot must be received in the association office or by a current PTRAA Board of Director at least twenty-four (24) hours prior to the annual meeting.
9. The absentee ballot shall be in a format approved by the PTRAA Board of Directors. No other form may be used or substituted. It must be filled out completely and signed by the designee on record. All ballots will be numbered and tracked by the PTRAA office.

ARTICLE IX-AMENDMENTS

These bylaws may be amended at any Annual or Special Meeting by a majority of membership votes cast, or by a majority of membership votes cast by ballot in lieu of a meeting, provided that any amendment shall be published at least thirty (30) days in advance in a manner as prescribed by the Board of Directors to reasonably reach the voting membership.