

AMENDED AND RESTATED BYLAWS
OF
AUTOMOTIVE SERVICE & TIRE ALLIANCE, INC.

ARTICLE I
Name

The name of the Alliance shall be Automotive Service & Tire Alliance, Inc. (“ASTA”).

ARTICLE II
Purposes of the Association

ASTA is a nonprofit corporation organized exclusively as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). The purposes for which the Alliance is organized are: (a) to Provide a medium for cooperative activities between automotive service businesses, tire dealers and the automotive- after-market in the state of North Carolina and in other locations as determined by the Board of Directors in particular to unite its members in the fellowship and to promote closer business, educational, and social unity; (b) to foster and protect the interests of the members of this organization; (c) to aid in the dissemination of knowledge of improved automotive and tire service methods, to improve the standards of automotive service among all members of this organization and to serve as a medium for the exchange of valuable business; (d) to make such civic, charitable, social, religious, and educational contributions in the state of North Carolina and in other locations in the United States as the Board of Directors shall deem proper; and (e) to serve in an investigative, advisory, legislative advocacy, promotional, or any other such non-business capacity as will benefit all members of this corporation.

Offices

1. THE PRINCIPAL OFFICE Offices of ASTA shall be located in the state of North Carolina and/or in such other locations as may be determined by the Board of Directors.
2. THE REGISTERED OFFICE of ASTA required by law to be maintained in the State of North Carolina may be, but need not be, identical with the principal office.
3. OTHER OFFICES: ASTA may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may from time to time determine or, as the affairs of the ASTA may require.

ARTICLE III
Membership

1. **QUALIFICATIONS:** It is the purpose and intent of this organization to encourage the association of automotive service professionals. Consistent with the spirit of that intention and purpose, regular membership in the corporation shall be limited to those firms actively engaged in the automotive service and tire industry and the automotive aftermarket in the state of North Carolina and other locations. There shall be no requirement that a member be a participating member or subscriber of any other organization or association of whatsoever kind in order to be a member of the ASTA.

2. **CLASS OF MEMBERSHIP:** There shall be four (4) classes of membership in this Corporation: (a) Regular Members, (b) Branch Members, (c) Life and Honorary Members and (d) Automotive Aftermarket.

3. **REGULAR MEMBER:** Regular membership shall be automotive service and tire dealer businesses which provide product and services to the motoring public and vehicle fleets. Membership shall be limited to firms engaged on a full-time basis that is normally operating a minimum of thirty (30) hours per week. An individual designated by such firm as its representative or voting agent shall represent said firm in all matters concerning its organizational membership.

4. **BRANCH MEMBER:** Branch memberships are available to Regular or Automotive Aftermarket Members for their additional locations.

5. **LIFE AND HONORARY MEMBER:** The following membership classes shall have no voting agent in the corporation or be permitted to hold office. A Life or Honorary Member is an organization, association, institute, corporation, partnership, manufacturer, dealer, contractor, planner, consultant or other related group(s) or person(s) devoted to the purposes of the ASTA. Life and/or honorary memberships may be conferred at such time and under such terms as the Board of Directors may determine.

6. **AUTOMOTIVE AFTERMARKET MEMBER:** Shall be individuals or firms representing trades, educators, or suppliers serving the tire and automotive service industry.

7. **APPLICATION FOR MEMBERSHIP:** A person or other entity desiring membership in the ASTA shall submit an application to the ASTA office upon the form prescribed by the ASTA. No person otherwise eligible for membership in the Alliance shall be denied membership because of race, creed, color, sex or national origin.

8. **DUES:** The amount of the dues for each class of membership shall be prescribed by the Board of Directors.

9. **EXPULSION FROM NONPAYMENT OF DUES:** Any member who shall fail to pay their dues for a period of six (6) months from the due date for payment shall thereupon cease

to be a member of the ASTA and may not be thereafter reinstated to membership except by making a new application as provided herein.

10. **EXPULSION BY BOARD:** Any member may be expelled from the ASTA for cause such as violation of any of the Bylaws or Rules of the Alliance or for conduct prejudicial to the best interests of the ASTA by a vote of two-thirds (2/3) of the Board of Directors at a regular meeting, or at any special meeting called for that purpose. No refunds of dues shall be made.

11. **RESIGNATION:** Any member may resign at any time by notice in writing to the Board. Upon receipt by the appropriate officer of the ASTA of such notice of resignation, the membership of the person giving such notice shall terminate. No refund of the dues shall be made.

12. **OTHER MEMBERSHIP CATEGORIES.** The Board may by resolution establish other membership categories deemed appropriate and in the best interest of the ASTA.

13. **ASSIGNABLE:** Membership in the ASTA and the rights and privileges of a member shall be assignable upon approval of the Board of Directors.

14. **FORFEITURE OF RIGHTS:** Any former member firm, agent or representative member having been removed from membership for any cause shall forfeit all rights and interests in and to any properties or possessions of the corporation, including the right to display any emblem, sign or logo of membership.

ARTICLE IV **Meetings of the Members**

1. **ANNUAL MEETINGS OF THE MEMBERS:** The annual meeting of the members shall be held as specified by the Board of Directors, with a time and place to be selected by the Board of Directors. A report of the affairs of the ASTA and a financial report shall be made to the members at the annual meeting. Notice of the annual meeting shall be given at least ten (10) days prior to such meeting by email or other electronic notifications.

2. **SPECIAL MEETING OF MEMBERS:** The special meeting of the members may be called by the Board of Directors upon its own motion and shall be called at the written request of ten percent (10%) of the Members of the ASTA entitled to vote. Notice of the time and place of any special meeting of the members shall be given to each member at least ten (10) days prior to such meeting. The notice of every special meeting shall state the subject of the meeting, and no other business shall come before such meeting.

3. **VOTING OF THE MEMBERS:** Only Regular and Automotive Aftermarket Members shall have voting rights.

4. **QUORUM:** At any Annual Meeting of the ASTA a quorum shall consist of 50% of those regular members in attendance at said meeting so long as at least 15 members are

present. At any Special Meeting of the ASTA a quorum shall consist of 25 regular members. The Regular Members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough Regular Members to leave less than a quorum.

5. PROXIES: There shall be no voting by proxy.

6. VOTING: Subject to the provisions of Section 3 of Article IV, each Regular Member entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

7. INFORMAL ACTION BY MEMBERS: Any action which may be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the persons who would be entitled to vote upon such action at a meeting, and filed with the Secretary of the ASTA to be kept as part of the corporate records.

8. RULES OF ORDER: All proceedings of this corporation shall be regulated in accordance with Robert's Rules of Order (revised) except where otherwise provided for in these Bylaws.

ARTICLE V **Directors**

1. GENERAL POWERS: The management of the ASTA shall be vested in the Board of Directors. Members of the Board shall serve without pay. The Board of Directors shall have the power to make and amend rules and regulations pertaining to the operation of the ASTA, to approve the budget as proposed by the Budget and Finance Committee, may authorize appearances before legislative, administrative, or quasi-judicial government or other bodies in a representative capacity for the membership and shall have the responsibility for the entire management of the affairs of the ASTA, except as may be otherwise provided in the Bylaws.

2. TERM OF OFFICE: The number of Directors constituting the Board of Directors shall be fourteen (14). Directors must be Regular or Automotive Aftermarket Members of the ASTA. The Board of Directors shall consist of a President, Vice President, Secretary/Treasurer, and the Immediate Past President and ten (10) other Directors. The terms of the President, the Vice-President, the Secretary/Treasurer and the Immediate Past President shall be two (2) years. The terms of the ten (10) other Directors shall be three (3) years. Each Director shall assume office at the conclusion of the annual meeting. A Member shall serve no more than six consecutive years as a Director.

3. VACANCIES. In the event a Board member leaves mid-term the President shall have the authority to fill such vacancies. Each officer shall be required to make at least 50% of the meetings per year including the installation ceremony, unless an extenuating circumstance than it will be at the discretion of the Executive Committee as to granting absences.

4. NOMINATION AND ELECTION: At least thirty (30) days before each annual meeting, the President shall appoint a nominating committee consisting of the President, Vice-President and other members of the Board of Directors. The nominating committee shall forward prior to the annual meeting a list of nominees showing at least one name for each position to become vacant. The list of nominees shall be presented to the Board of Directors. Nominees shall provide acceptance of their candidacies. At the annual meeting, the nominees, if present, shall be presented to the members in attendance for the induction of officer's ceremony.

5. RESIGNATION AND REMOVAL: Any Director may resign at any time by giving notice to the Board, the President or the Secretary/Treasurer. Such resignation shall take effect on the date of receipt of such notice or at any later time specified in the notice. Board members may be removed from office with or without cause by (a) a vote of two-thirds (2/3) of the members of the Board at the quarterly board meeting or a special meeting called for that purpose; or (b) a vote of two-thirds (2/3) of the Members at the annual meeting or a special meeting called for that purpose. If any Director is so removed, a new Director may be elected at the same meeting.

6. CHAIRMAN OF THE BOARD: The President shall serve as Chairman of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors.

ARTICLE VI **Meetings of the Board of Directors**

1. MEETINGS OF THE BOARD: The Board shall meet four times per year at a location and time specified by the Executive Committee. Prior notice of the time and place of such meetings shall be given to the Directors by any usual means of communication.

2. SPECIAL MEETINGS OF THE BOARD: Special meetings of the Board may be called by or at the request of the President of the ASTA or by any three (3) Board members. Such meetings will be held within the State of North Carolina. Virtual option can be considered as needed.

3. NOTICE OF MEETINGS OF THE BOARD: The President may call a regular meeting of the Board by giving at least five (5) days' advance notice thereof by any usual means of communication. The person or persons calling a special meeting of the Board shall, at least five (5) days prior to the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called. Attendance by a Board member at a meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called.

4. QUORUM OF THE BOARD: A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

5. VOTING OF THE BOARD: Except as otherwise provided in this Section, the act of the majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board.

6. INFORMAL ACTION BY DIRECTORS: Action taken by the Directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the Directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. Additionally, action taken by a majority of the Directors or Executive Committee without a duly called meeting is nevertheless Board or an Executive Committee action if the action is approved by a majority of the Board at the next regular meeting of the Board. If a meeting of Directors otherwise valid is held without proper call or notice, action taken at such meeting otherwise valid is deemed ratified by a Director who did not attend unless promptly after having knowledge of the action taken and of the impropriety in question, he files with the Board Secretary his written objection to the holding of the meeting or to any specific action taken. Any one or more Directors or members of the Executive Committee may participate in a meeting of the Board or Committee by means of a conference telephone or similar communication device which allows all members participating in the meeting to hear each other, and such participants in a meeting shall be deemed present in person at such meeting.

ARTICLE VII

Executive Committee and Other Committees

1. EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the President, the Vice President, the Secretary/Treasurer, and the Immediate Past President. The Executive Director shall be an ex-officio member of the committee without the right to vote.

2. AUTHORITY: The Executive Committee may act in place and instead of the Board of Directors between meetings of the Board on all matters except those specifically reserved to the Board by the Bylaws. Actions of the Executive Committee shall be reported to the Board of Directors by any usual means of communication or at the next meeting of the Board of Directors.

3. MEETINGS: The President shall call such meetings of the committee as the business of the ASTA may require or a meeting shall be called by the President within 15 days of receipt of the written request of two members of the Executive Committee. All meetings of the Executive Committee shall be held at the principal office of the ASTA, or at such place as the Executive Committee may from time to time determine.

4. QUORUM: The majority of the Executive Committee shall constitute a quorum at any duly called meeting of the committee.

5. NOMINATIONS AND ELECTIONS COMMITTEE:

a. Composition: The Vice-President will serve as the chairman of the nominating committee. The committee will be comprised of the current President and Vice-President and any other member of the Board of Directors selected by the President.

b. The Nominating Committee shall nominate one candidate for each vacated office to be filled and shall notify the membership of its nominations not less than 30 days before the Annual Meeting. 15 days shall be allowed for nominations from the membership. The ASTA membership shall be notified of the proposed nominations via email and on the ASTA website.

c. If there are nominations from the general membership as outlined in Section 5(b) of this Article and there is more than one candidate for one or more offices, email ballots shall be prepared. A ballot shall be emailed to each regular Member and shall reflect the names of those candidates for whom the member is eligible to vote. Where only one candidate has been nominated for an office, no ballot shall be required for the office. The Nominating and Elections Committee shall conduct an email ballot in which each regular member will have one vote for the position to be elected and for which he/she is eligible to vote. Votes will be tabulated electronically using a survey program. Ten days shall be allowed between the emailing of the ballots and the tabulations.

6. BUDGET AND FINANCE COMMITTEE: The members of the Budget and Finance Committee shall consist of the members of the Executive Committee. The Treasurer shall serve as Chairman. The Committee shall consult with the Executive Director on the annual budget of the ASTA and prepare recommendations for the Board of Directors. The Committee may perform such other duties in connection with the finances as the Board may determine.

7. MEMBERSHIP COMMITTEE: The Membership Committee shall consist of the Vice-President, who shall serve as Chairman, and all Directors. The Membership Committee shall concern itself with building the membership of the Association.

8. TRAINING AND EDUCATION COMMITTEE: The Committee will award the association's Scholarships and Apprenticeships in accordance with the guidelines set by the Board of Directors. The Committee will advise the Board of Directors on Scholarship and Apprenticeship Matters.

9. ADVISORY COMMITTEE: This committee will be comprised of five (5) Past Presidents that will serve as a source of knowledge & guidance to Board members that may not be fully knowledgeable with the total operation of ASTA. These members may receive a phone call, email or requested to attend a meeting if necessary. These members may attend any scheduled meeting of the Board if they choose to. These committee members will receive all pertinent Board correspondence for their review.

10. OTHER COMMITTEES: Other committees not having and exercising the authority of the Board in the management of the ASTA may be designated by a resolution by the Board. Any member thereof may be removed by the person or persons authorized to appoint

such member whenever in their judgment the best interests of the ASTA shall be served by such removal.

ARTICLE VIII
Officers

1. NUMBER: The officers of the ASTA shall consist of an Immediate Past President, President, Vice-President, Secretary/ Treasurer. Any two or more offices may not be held by the same person.

2. ELECTION AND TERM: The Officers shall be elected in accordance with Article VI of these Bylaws. The terms of the Officers shall be in accordance with Article VI of these Bylaws.

3. PRESIDENT: The President, who shall serve without compensation, shall be the principal Executive Officer of the ASTA, and, subject to the control of the Board of Directors, shall supervise and control the management of the ASTA in accordance with these Bylaws. The President shall, when present, preside at all meetings. The President shall appoint committee members. The President shall sign, with any other proper officer, any deeds, mortgages, bonds, contracts, or other instruments which may be lawfully executed on behalf of the ASTA, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Board of Directors to some other officer or agent; and, in general, he shall perform all duties normally incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

4. VICE-PRESIDENT: The Vice-President, who shall serve without compensation, shall perform the duties and have the power and responsibilities of the President in the event of the President's death, resignation, absence or disability and shall have such powers, duties and responsibilities as may be assigned to him/her from time to time. The Vice-President shall succeed to the office of President upon expiration of the term of office of the President:

5. SECRETARY/TREASURER: The Secretary/Treasurer, who shall serve without compensation, shall have authority to oversee and/or audit all records of the membership. The Secretary/Treasurer shall have authority to monitor or audit all corporation funds and properties. The Board may request that certain aspects of the organization's operations or finances be reviewed. The Secretary/Treasurer shall be responsible for determining the objectives of the Board and communicating those objectives to potential CPA firm service-providers and presenting the recommended procedures to the Board. Such duties of the Secretary/Treasurer as may be specified by the Board of Directors shall be delegated to the Executive Director for execution by the ASTA staff.

6. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve as Chairman of the Training & Education Committee.

7. EXECUTIVE DIRECTOR: The Executive Committee shall employ a salaried administrator who shall have the title of Executive Director and whose terms and conditions of

employment shall be specified by the Executive Committee. Any employment agreement or salary and benefit terms agreed upon between the Executive Director and the Executive Committee shall first be approved by the Board of Directors. The Executive Director shall be the chief administrative officer of the ASTA responsible for all management functions. The Executive Director shall manage and direct all activities of the ASTA as prescribed by the Board of Directors and Executive Committee and shall be responsible to the Executive Committee. The Executive Director shall employ and may terminate the employment of members of the staff as may be necessary to carry on the work of the ASTA and may fix their compensation. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles and delegate their responsibilities of management as shall be in the best interest of the ASTA. The Executive Director shall not enter into any employment agreements with any member of the staff without prior approval from the Board of Directors.

8. BOND: The Board of Directors may, by resolution, require any or all officers, agents and employees of the ASTA to give bond to the ASTA, with sufficient sureties, conditioned on the faithful performance of the duties of their respective offices or positions, and to comply with such other conditions as may from time to time be required by the Board of Directors.

ARTICLE IX **Indemnification**

1. EXPENSES AND LIABILITIES: Except as provided below, to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended, the ASTA shall indemnify any and all of its officers and Directors against liability and litigation expense, including reasonable attorneys' fees, arising out of their status as such. Said officers and Directors shall be entitled to recover from the ASTA, and the ASTA shall pay, all reasonable costs, expenses, and attorneys' fees in connection with the enforcement of rights to indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other right to which such person may be entitled apart from the provisions of this Bylaw. Such indemnification rights shall apply against liability incurred in a proceeding if the officer or Director: (a) conducted them self in good faith; (b) reasonably believed: (c) in the case of conduct in their official capacity with the ASTA, that their conduct was in its best interest; and (d) in the case of any criminal proceeding, had no reasonable cause to believe their conduct was unlawful. The ASTA shall not indemnify a Director or officer: (a) in connection with a preceding by or in the right of the Alliance in which the Director was adjudged liable to the ASTA; or (b) in connection with any other proceeding charging improper personal benefit to the Director, whether or not involving action in their official capacity, in which the Director was adjudged liable on the basis that personal benefit was improperly received by the Director. The ASTA shall indemnify a Director or officer who was wholly successful, on the merits or otherwise, in the defense of any proceedings to which the Director or officer was a party because they are or were a Director or officer of the ASTA against reasonable expenses actually incurred by the Director or officer in connection with the proceeding. The ASTA also shall have the power, in its sole discretion, to indemnify any present or former Director, officer, employee or agent or any person (who has

served or is serving (a) in such capacity at the request of the ASTA in any other corporation, partnership, joint venture, company, trust or other enterprise or (b) as a trustee or administrator under an employee benefit plan), with respect to any liability or litigation expenses, including reasonable attorneys' fees (incurred in such capacity by any such person) to the extent and upon the terms and conditions provided by the North Carolina Nonprofit Corporation Act as it exists or may hereafter be amended.

2. **ADVANCE PAYMENT OF EXPENSES:** Expenses incurred by a Director, officer, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the ASTA in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case or as authorized or required under any charter or Bylaw provision or by any applicable resolution or contract upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASTA against such expenses. Notwithstanding the provisions of the preceding paragraph, the ASTA shall upon receipt of an undertaking by or on behalf of the Director or officer involved to repay the expenses described in the second paragraph of the preceding Section 1 of ARTICLE X unless it shall ultimately be determined that he is entitled to be indemnified by the ASTA against such expenses, pay expenses incurred by such Director or officer in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding.

3. **INSURANCE:** The ASTA shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the ASTA, or is or was serving at the request of the ASTA as Director, officer, employee, trustee or agent of another nonprofit corporation or trust against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the ASTA would have the power to indemnify them against such liability.

ARTICLE X **Forbidden Activities**

No part of the net earnings of the ASTA shall inure to the benefit of or be distributable to its officers, Directors, or other private persons, except that the ASTA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its non-profit purposes and that the ASTA shall be authorized in the event of liquidation or dissolution to distribute the balance of all money and other property which it receives from any source, after the payment of all debts and obligations, back to the members in proportion to the amount of cumulative dues contributed to the ASTA if such is adopted as the Plan of Liquidation by the Board of Directors. The ASTA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE XI **Anti-Trust Compliance**

1. POLICY: It is the undeviating policy of ASTA, Inc. to comply strictly with the letter and spirit of all Federal and State Trade Regulations and Anti-Trust laws. Any activities of the Association or related actions of its staff, officers, Board of Directors, or members which violates these regulations and laws are detrimental to the interest of the Association and are unequivocally contrary to Association policy.

2. IMPLEMENTATION: The Anti-Trust compliance policy of the Association will be referenced by reading of Anti-Trust and Confidentiality statement at the beginning of each Chapter Meeting, Board meeting and Annual meeting.

ARTICLE XII
General Provisions

1. DISSOLUTION: This Corporation may be dissolved at a regularly called Annual Meeting by a majority vote of the membership. Upon dissolution the assets thereof after all of its liabilities and obligations have been discharged or adequate provision made there for, shall be distributed to any associations or corporations organized for purposes similar to those set forth in these Bylaws. The determination of the recipient or recipients of such assets shall be as determined by the Board of Directors.

2. MERGERS: This Corporation may merge with another non-profit entity upon the recommendation and approval of the Board of Directors only, subject to sending prior notice of the proposed merger to the membership two (2) weeks prior to the effective date of the merger.

3. WAIVER OF NOTICE: Whenever any notice is required to be given to any member of the ASTA or any Board member under the provisions of the North Carolina Nonprofit Corporation Act or under the provisions of the charter or Bylaws of this Corporation, 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 equivalent to the giving of such notice.

4. AMENDMENTS: Except as otherwise provided herein, these Bylaws may be amended or repealed, and new Bylaws may be adopted by the affirmative vote of a majority of the Board members then holding office at any regular or special meeting of the Board. The Board of Directors shall have no power to adopt a bylaw providing for the management of the ASTA otherwise than by the Board or its Executive Committee. Notice to the Directors shall be provided by written copies of the proposed changes by any available means prior to the meeting where the changes will be considered for a vote by the Board.

5. BOOKS AND RECORDS: The ASTA shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board members and committees having any of the authority of the Board.