

## CONSTITUTION PREAMBLE

**WHEREAS**, cooperative efforts of the used car dealers of the State of Oklahoma are needed to provide for constructive legislation on behalf of the industry and the buying public; and,

**WHEREAS**, an autonomous organization designated for the purpose of promoting a united and cooperative effort is required as a means to fulfill these needs and arrive at meaningful and worthwhile goals.

**NOW THEREFORE**, the Oklahoma Independent Automobile Dealers Association is created as a non-profit membership organization in conformance with its Articles of Incorporation.

The object of the Association shall be to serve the best interest of Oklahoma independent automobile dealers and the public by:

- (1) Accumulation and dissemination of information relative to the independent automobile business.*
- (2) Presentation to the public of information which will give the public a better understanding of the Oklahoma independent automobile dealers' place in the economy of the state.*
- (3) Presentation of information to regulatory and law making bodies so that they may have a better understanding of the possible effects of proposed laws and regulations and will not inadvertently work undue hardships on Oklahoma independent automobile dealers.*
- (4) Urging Oklahoma independent automobile dealers in the state to have a closer fraternization with one another so that they may come to a fuller understanding of their responsibilities to the public and to other independent automobile dealers and so that independent automobile dealers may work together in harmony for the betterment of the independent segment of the automobile industry in Oklahoma.*
- (5) Working in any other manner advisable for the betterment of the Oklahoma independent automobile dealers and the public.*
- (6) Any other activity consistent with the charter as ordered by the Board of Directors.*

## BYLAWS

### OKLAHOMA INDEPENDENT AUTOMOBILE DEALERS ASSOCIATION

#### ARTICLE I - MEMBERSHIP

##### SECTION 1. CLASSIFICATION

The members of the Association shall be classified as follows:

- Regular Member**
- Associate Member**
- Special Member**

##### SECTION 2 QUALIFICATIONS

**A. Regular Member** - Any person, company or corporation licensed to buy, sell, or auction motor vehicles shall be qualified to become a Regular Member of this Association.

**B. Associate Member** - Any person, company or corporation engaged in a business related to or associated with the buying or selling of motor vehicles or who is, or which is, active in assisting persons, companies or corporations engaged in the buying and selling of motor vehicles shall be qualified to become an **Associate Member** of this Association. **Associate Members** shall have the right to vote at any general membership meetings of this Association, and may attend any meetings open to the **Regular Members**.

**C. Special Member** - **Special Members** shall be individuals, partners, a collection of individuals, companies or corporations who wish to become affiliated with this Association in order to participate in special programs, upon payment of their dues as determined by the Board of Directors. **Special Members** shall not have the right to vote at any meeting of this Association.

##### SECTION 3. APPLICATIONS FOR MEMBERSHIP

All applications for direct membership in this Association shall be submitted to the Association, accompanied by the first year's dues or fee or partial payment as agreed upon. The Board of Directors reserves unto itself the sole discretion to disapprove any application.

#### ARTICLE II - FEES, DUES AND ASSESSMENTS

##### SECTION 1. FEES AND DUES

The dues for all categories of membership shall be determined by the Board of Directors. A 30 day notice to the Board Members shall be required for any action related to a change in the dues structure to be considered.

**SECTION 2. ASSESSMENTS**

The Board of Directors may, at any time, authorize an assessment against each Regular or each Associate Member or both classifications of membership, but in no event shall any member be assessed more than Fifty Dollars (\$50.00) in any six month period.

**SECTION 3. CHANGES IN QUALIFICATIONS**

If, during the membership year, a member of this Association shall cease being qualified for the classification of membership held by him or it at the beginning of the membership year, his or its dues shall remain the same for the remainder of the membership year. There shall be no refund of dues in the event that a member resigns or a member's membership is terminated pursuant to Article III hereof.

**ARTICLE III - RESIGNATION, TERMINATION AND CHANGES IN CLASSIFICATION OF MEMBERSHIP**

**SECTION 1. RESIGNATION**

Any member may resign from this Association by so notifying the Executive Director in writing, provided that all fees, dues and assessments then due to this Association shall have been paid.

**SECTION 2. TERMINATION**

The Board of Directors may terminate the membership of any member in the event that:

- A.** The member is ninety (90) days in arrears in the payment of any fee, dues or assessment.
  
- B.** The member has so conducted himself/itself as to bring discredit upon this Association or independent automobile dealers as a whole, or has failed to observe his or its duties and obligations as a member of this Association.

**SECTION 3. CLASSIFICATION**

If during the membership year a member of this Association shall cease to be qualified for the classification of membership held by him or it at the start of the membership year, then he or it shall be immediately reassigned to the classification of membership he or it is then qualified for, unless that said member has ceased to be qualified for any classification of membership, then his or its membership shall be terminated immediately.

**SECTION 4. DELEGATION OF AUTHORITY**

The Board of Directors may delegate to the Executive Director the authority to terminate membership for failure to pay any fee, dues or assessment as set forth above.

**SECTION 5. REINSTATEMENT**

Any person, company or corporation whose membership in this Association has been terminated because of nonpayment of fees, dues or assessment may request reinstatement as a member, provided that said request is made in writing within sixty (60) days of the termination of his membership, and provided that the request is accompanied by the unpaid dues, fees, or assessments which may have become due and payable subsequent to

the termination of his membership. The Board of Directors and/or the Executive Director shall approve or disapprove all such requests.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **SECTION 1. NUMBER AND QUALIFICATIONS**

The Board of Directors shall consist exclusively of Regular Members in good standing who have been elected/appointed to the Board of Directors. Except that an Associate Member may serve as a Director to represent Associate Members when elected by the general membership. The number of Directors for any year shall be determined by the Board of Directors.

### **SECTION 2. ELECTION AND TENURE OF DIRECTORS**

The Directors who are elected/appointed to the Board of Directors shall be elected for a one-year term and shall serve until their successor has been elected and qualified.

### **SECTION 3. MEETINGS**

**A. DATE.** The Board of Directors, in coordination with the Executive Director, shall determine the date and time of all regular meetings of the Board of Directors and all General Membership meetings. Special meetings of the Board of Directors may be held at any time upon the call of the President or the Executive Director or by the direction of five (5) members of the Board of Directors, provided that notification of each member of the Board of Directors is attempted, prior to the date of said meeting and provided that said notice shall state in detail the object of the meeting and subjects to be considered therein.

**B. PLACE.** All meetings shall be held at locations agreed to by the Board of Directors.

**C. QUORUM.** A quorum of the Board of Directors shall consist of a minimum of 50% of the currently elected/appointed members of the Board of Directors. Essential business of the Board may be conducted by a minimum of three Board Members when a quorum is not otherwise present.

**D. VOTING.** Voting by the Board of Directors shall be by a majority vote of the Directors present, except that in the election of officers, a plurality vote of the Directors present shall rule. Votes may be by absentee ballot.

**E. PRESIDING OFFICER.** Meetings of the Board of Directors shall be presided over by the President or in his absence, by the Chairman of the Board, or in his absence, by a Vice President selected from among the Board members present.

**F. BUSINESS.** At regular meetings of the Board of Directors, the Board shall be empowered to transact any and all business which may come before it, provided that such business is not in conflict with the Constitution and Bylaws of this Association. At

special meetings of the Board of Directors, no business other than that specified in the notice of the meeting shall be transacted by the Board.

**G. POWERS.** The Board of Directors shall have the responsibility of formulating and developing policies, programs and plans for the Association and shall have the power to employ and discharge consultants and other professionals as needed, including an Executive Director who shall have responsibilities as determined by the Board of Directors.

## **ARTICLE V - OFFICERS**

### **SECTION 1. QUALIFICATIONS AND TENURE**

Only Regular Members in good standing shall be qualified to serve as Officers of this Association except for the office of Honorary Officer. An Associate Member may serve, when properly elected, as a Director, but not as an Officer. Officers shall be elected for a one-year term and shall serve until new officers are elected and qualified. Except for the offices of Secretary and Treasurer, one officer may not hold two offices at the same time.

### **SECTION 2. ELECTIONS**

The Board of Directors shall determine the number and offices of the Board and shall recommend a slate of officers for consideration by the general membership. Voting may be by absentee ballot or electronic means in the event there is not a meeting called for such event. Members receiving a plurality of votes for each office shall be elected.

### **SECTION 3. VACANCIES**

In the event that the office of the Chairman of the Board becomes vacant, the vacancy shall be filled pursuant to the procedures set forth in Article V, Section 4 hereof. The Board of Directors may fill any vacancies among the other offices by electing a replacement to serve the unexpired portion of the term.

### **SECTION 4. CHAIRMAN OF THE BOARD**

The office of Chairman of the Board shall be automatically filled by the immediate past President. In the event that the immediate past President is not eligible to fill the office of the Chairman of the Board, the immediate past Chairman of the Board shall continue as Chairman. In the event that the immediate past Chairman shall decline to serve or not be eligible to serve, the office of Chairman of Board shall be filled by a vote of the Board of Directors.

### **SECTION 5. PRESIDENT**

The President shall be the chief elected officer of this Association and shall have the duties and powers which normally pertain to that office.

### **SECTION 6. VICE PRESIDENT**

The Board of Directors shall determine the number of Vice Presidents who shall be assigned such duties as the Board of Directors or the President shall determine.

**SECTION 7. SECRETARY**

The duties of the Secretary shall be such as usually pertain to that office.

**SECTION 8. TREASURER**

The Treasurer shall be responsible for the accounting of all moneys, funds or properties of the Association and the disbursement of such funds pursuant to the authorization of the Board of Directors. The Treasurer may delegate to the Executive Director any or all of his duties and powers provided that such delegation is approved by the Board of Directors and provided further that such delegation may be revoked by the Treasurer during his current term.

**SECTION 9. HONORARY OFFICERS**

**A.** The Board of Directors may elect Regular or Associate members as Honorary Officers to serve for one year.

**B.** Honorary Officers shall have the privilege of attending all meetings including Board of Director meetings, meetings of officers and committee meetings, but shall have no vote as an Honorary Officer.

**SECTION 10. OTHER OFFICERS**

The Board of Directors may elect or appoint such other officers and agents as it shall deem necessary and shall determine their duties and powers.

**SECTION 11. TERMINATION OF OFFICE**

The Board of Directors may at any time in its sole discretion, and with or without cause, declare an office to be vacated.

**SECTION 12. EXPENSES AND COMPENSATION**

No salary shall be paid to any officer. The expenses for Association travel and or work incurred by the Chairman of the Board, the President, a Vice President, Committee Chairman and/or Committee Members may be reimbursed at the discretion of the Board of Directors.

**ARTICLE VI - EXECUTIVE DIRECTOR**

The day-to-day management of the business and affairs of this Association shall be vested in an Executive Director who shall have such authority and duties as are determined by the Board of Directors or as may be delegated to him by the Treasurer pursuant to Article V, Section 9 hereof. The Executive Director may furnish a fidelity bond at the expense of this Association for such amount as the Board of Directors may determine.

**ARTICLE VII - COMMITTEES**

**SECTION 1. COMMITTEE MEMBER QUALIFICATIONS AND TENURE**

Regular Members and Associate Members in good standing shall be qualified to serve on committees. The number and type of Committees shall be determined by the Board.

**SECTION 2. COMMITTEE APPOINTMENTS**

The committee members shall be appointed by the President who shall have the power to fill any vacancies on the committee to which he makes appointments and to remove any committee members at his discretion. The President shall designate one of the committee members as the Chairman of the Committee.

**SECTION 3. COMMITTEE MEETINGS**

**A.** Committees shall meet at the call of the Chairman of the committee.

**B. Voting.** All committee decisions shall be by a majority vote of the members present except that when authorized by the President, a vote by mail or electronic device may be taken in which case a majority of the full committee must approve any committee decision. No proxy votes shall be considered.

**SECTION 4. MEMBERSHIP COMMITTEE**

This committee, if one is formed, shall be composed of a minimum of three (3) members and shall have the responsibility for developing membership in the Association.

**SECTION 5. LEGISLATIVE COMMITTEE**

The legislative Committee, if one is formed, shall be composed of from three (3) to ten (10) members and shall have the authority and duty of keeping this Association and the Board of Directors informed on all legislative matters affecting independent automobile dealers and this Association.

**SECTION 6. OTHER COMMITTEES**

The Board of Directors and the President may establish such other committees as they believe desirable.

**ARTICLE VIII - CONTRACTS**

All contracts entered into in the name of this Association shall be authorized by the Board of Directors. All authorized contracts shall be executed by the President, in the event that he is unable to do so, the Secretary, in the event that he is also unable to do so, then as ordered by the Board of Directors.

**ARTICLE IX - ASSOCIATION FUNDS**

**SECTION 1. ACCOUNTS**

The moneys of the Association shall be carried in the name of this Association in a bank or banks named by the Board of Directors. All checks issued against the checking account of this Association shall be signed by the Executive Director and a member of the Board of Directors, or by any two designated members of the Board of Directors. All deposits and withdrawals to or from savings accounts and all other investments of Association funds shall be signed by any two of the following persons: Executive Director, President, Chairman of the Board, Treasurer, and/or Vice President(s) as

designated by the Board of Directors. These officers may delegate to the Executive Director any and all of their duties and powers provided that such delegation is approved by the Board of Directors and provided further that such delegation may be revoked at any time by the Board of Directors.

## **SECTION 2. INVESTMENTS**

The Treasurer, President and Executive Director by unanimous decision shall have the authority to invest funds by methods other than specifically prescribed by the Board of Directors if monetarily profitable to the Association. These activities must be reported in writing to the Board of Directors at the next meeting explaining the higher yield investments decisions.

In the event that there is a need to transfer money from savings to operating capital the above named officials have the authority to do so under the same conditions as necessary to make investments.

## **ARTICLE X - BUDGET**

The Executive Director shall be responsible for developing a financial budget for each Association year for approval by the Board of Directors.

## **ARTICLE XI - FISCAL YEAR**

The Association's fiscal year shall operate on a fiscal year basis as determined by the Board of Directors.

## **ARTICLE XII - AMENDMENT OF THE BYLAWS**

These Bylaws may be altered or amended at any regular or special meeting of the Board of Directors provided that such item is on the agenda of the meeting. A two-thirds vote of those present at the meeting shall be required to adopt any such changes or amendments.

## **ARTICLE XII - ANTITRUST POLICY STATEMENT**

The OIADA is organized to promote, develop, and maintain the advancement of the independent automobile dealer. OIADA is not intended to and may not play any role in the competitive decisions of its members or their employees or in any way restrict the competition in any aspect of the independent automobile dealer industry.

The Board of Directors through this statement of policy makes clear its unequivocal support for the policy of competition served by the antitrust laws and its uncompromising intent to comply strictly in all respects with those laws. It is the individual responsibility of every member of OIADA to be guided by the antitrust laws. It shall be the special



responsibility of any committee chairman and association officer to assure that this policy is known and adhered to in the course of activities pursued under their leadership.

It is not OIADA’s role to act as an arbiter or judge of competitive conduct of industry members. As such, this statement of antitrust policy is not a mechanism through which members should charge another member with an alleged illegal action.

**ARTICLE XIV - INDEMNIFICATION**

Every director, officer or employee of this Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred or imposed upon the individual in connection with any proceeding to which the individual may be a party or in which the individual may become involved by reason of the individual being or having been a director, officer or employee of this Association or any settlement thereof, whether or not the individual is a director, officer or employee at the time such expenses are incurred except in such cases wherein the director, officer or employee is adjudged guilty of willful malfeasance in the performance of the individual’s duties. Provided however in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or employee may be entitled.

**ADOPTED THIS 20th DAY OF JANUARY 2005 ON BEHALF OF THE OKLAHOMA INDEPENDENT AUTOMOBILE DEALERS ASSOCIATION BY THE FOLLOWING OFFICERS:**

\_\_\_\_\_  
Monte Shockley, President

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Campbell Hirst, Chairman

\_\_\_\_\_  
Bruce Beam, Secretary

\_\_\_\_\_  
Sam Flippo, Vice President

\_\_\_\_\_  
David Rath, Vice President

\_\_\_\_\_  
Dan Perkins, Jr., Vice President

\_\_\_\_\_  
Chris Goad, Vice President

\_\_\_\_\_  
John T. Longacre IV, Vice President

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John Easttom Vice President