



CODE OF REGULATIONS

As Amended XXXXX

National Association of Fleet Administrators, Inc. d/b/a NAFA Fleet Management Association

ARTICLE I – NAME

The name of the Corporation shall be the National Association of Fleet Administrators, Inc.

ARTICLE II – PURPOSES

The purposes for which this Corporation is organized are as set forth in the Corporation's Articles of Incorporation.

ARTICLE III – MEMBERSHIP

1. There shall be two classes of membership, as follows: Member and Honorary Member. The member shall be the individual who meets the eligibility requirements herein set forth and not such individual's employer.
2. **MEMBER.** Any person who subscribes to the aims and purposes of the Corporation is eligible to apply to become a Member if that person: (a) manages one or more motor vehicle fleets, (b) has job responsibilities in at least one of the Corporation's core disciplines, or (c) either directly or through their employer, sells or provides motor vehicle fleet management products or services to or for the benefit of motor vehicle fleets. Each Member in good standing shall be entitled to vote and shall be eligible to serve on the Corporation's Board of Directors.
3. **HONORARY MEMBER.** Any person may be named an Honorary Member in recognition of outstanding service to this Corporation, the Fleet Management industry/profession, the automotive industry, local community, state, or nation as the Board of Directors deems appropriate. Honorary Members shall be free from all Membership dues.

ARTICLE IV – MEETINGS OF THE MEMBERS

1. The Annual Meeting of the Members shall be held at such time and place, within or without the State of Ohio, as may be designated by the Board of Directors.
2. Special meetings of the Members may be held at such times and places as may be designated by the President or the Board of Directors; a special meeting shall be called by the President upon the written request of at least twenty-five percent (25%) of Members collectively.

3. Notice of each annual and special meeting of Members shall be given in any manner permitted by the Ohio Nonprofit Corporation Law ("the Law") to Members in good standing at least thirty (30) days prior to the date of the meeting. No business shall be transacted at a special meeting except such matters as shall be specifically set forth in the notice of such meeting.
4. Ten percent (10%) of all Members in good standing as of the date of giving notice of a meeting shall constitute a quorum for the transaction of business at a meeting of Members.
5. Unless specifically authorized by the Board of Directors with respect to a specific meeting, Members not physically present at a meeting of the Members may not attend the meeting by the use of authorized communications equipment.

ARTICLE V – VOTING

1. Each Member in good standing shall be eligible to vote, and each shall have one vote. Members shall not be entitled to vote by proxy. Honorary Members are not eligible to vote.
2. A Member whose dues are not paid within sixty (60) days after their membership expiration shall be denied the privilege of voting on any matter and at any election, unless payment shall have been made thirty (30) or more days prior to the voting or election.

ARTICLE VI – BOARD OF DIRECTORS

1. The powers, property and affairs of the Corporation shall, subject to the Articles of Incorporation and Code of Regulations, be exercised, conducted and controlled by the Board of Directors, all of the members of which shall be Members in good standing.
2. There shall be thirteen (13) Directors, who shall be elected by the voting Members of the Corporation. Directors shall serve staggered terms of three years and until their successors are elected and assume office. Terms shall begin at the Annual Meeting of the Board of Directors, which shall be the first Board of Directors meeting of the calendar year following the annual election of Directors. No Director may

serve more than two consecutive full three-year terms unless elected to serve as an officer, in which case such person's term as a Director shall, to the extent necessary, be extended through the conclusion of their service as an officer of the Corporation.

3. No more than one Director employed by or representing a single entity, or group of related entities as determined by the Board of Directors, may serve on the Board of Directors at the same time. Should a merger, acquisition, change in employment or similar occurrence result in there being more than one Director from the same entity or group of related entities, such Directors shall be permitted to serve the remainder of their current term unless the Board of Directors determines that having multiple Directors from the same entity or group of related entities is not in the best interest of the Corporation.
3. A majority of the Directors in office shall constitute a quorum for a meeting of the Board of Directors. Notice of any meeting of the Board of Directors shall be given to each director in any manner permitted by the Law at least two days prior to the meeting.
4. Each Member of the Board of Directors shall have one vote. Unless a greater vote is required by law, the Board of Directors shall act by a majority vote at a meeting attended by a quorum.
5. The Board of Directors shall meet at least two times each fiscal year and at such other times as the President or a majority of the Board of Directors shall determine. Meetings of the Board of Directors may be held in person or by authorized communications equipment pursuant to which all participants may communicate with each other simultaneously. Directors unable to be present in person for any meeting of the Board of Directors may not participate by authorized communications equipment unless otherwise authorized by the Board.
6. The Board of Directors may act other than at a meeting in any manner permitted by the Law, including without limitation by unanimous written consent of all Directors, which consent may be given by facsimile or electronic transmission, and which consent shall be filed with the minutes of the meetings of the Board of Directors.
7. A Director who loses their eligibility to continue to serve on the Board of Directors may continue to serve in such capacity through the conclusion of their current term provided that they remain a Member in good standing, unless the Board of Directors determines that such continued service creates a conflict of interest or is not in the best interest of the Corporation.
8. A Director may be removed from the Board of Directors by a two-thirds vote of the Board of Directors when the Board determines that such removal is in the best interest of the Corporation. A Director may resign at any time by providing written notice thereof to the Secretary or, in the case of the resignation of the Secretary, to the President of the Corporation. A Director who is absent from three

consecutive meetings of the Board of Directors shall be deemed to have resigned unless such absences are excused by the affirmative act of the Board of Directors. Any Director who resigns or is removed from the Board of Directors shall also be deemed to have resigned or to have been removed from any officer position also held within the Corporation.

9. Any vacancy on the Board of Directors, other than a vacancy in an officer position, shall be filled by a successor Director elected by the Board of Directors in its sole discretion. The successor Director shall serve until the next class of Directors elected by the voting Members takes office.

ARTICLE VII – OFFICERS

1. The Officers of the Corporation shall be: President, Senior Vice President, Vice President, Secretary/Treasurer, and Immediate Past President.
2. All Officers shall be Members in good standing. Officers shall be elected by the Board of Directors from among the Directors at the Annual Meeting of the Board of Directors, which shall be the first Board of Directors meeting of the calendar year following the annual election of Directors. Each officer shall serve a term of two years and until a successor is elected and assumes office. No person shall, unless appointed to fill a vacancy, serve more than one consecutive term as Senior Vice President, President or Immediate Past President. No person shall serve more than two consecutive full two-year terms as Vice President or Secretary/Treasurer. To be eligible to serve as Senior Vice President, one must have previously served on the Board of Directors for at least one year.
3. Unless otherwise determined by the affirmative act of the Board of Directors, the Senior Vice President shall, upon the conclusion of their term as Senior Vice President, succeed to the office of President. The President shall, upon the conclusion of their term as President, succeed to the office of Immediate Past President.
4. In the event that an office except that of President or Immediate Past President becomes vacant, the Board of Directors shall elect, from among the eligible members of the Board, a successor to fill the unexpired term. In the event that the office of President becomes vacant, the Senior Vice President shall, unless otherwise determined by the Board of Directors, succeed to the office of President, in which case he or she shall serve the remainder of the predecessor's term, as well as his or her subsequent two-year term as President. In the event that the office of Immediate Past President becomes vacant, the President may appoint, with the consent of the Board of Directors, another former President of the Corporation to fill the unexpired term.

ARTICLE VIII – COMPENSATION AND SPONSORSHIP

1. Any Member, or the business entity employing such individual, may receive compensation for services performed for or on behalf of the Corporation, provided that such compensation is reasonable and in an amount no greater than the fair market value of the services.

2. If any activity or event of the Corporation is sponsored in whole or in part by any source other than the Corporation, sponsorship shall be made available in such a manner which will afford an equal or comparable sponsorship opportunity to all potential sponsors.

ARTICLE IX – ELECTION OF DIRECTORS

1. Prior to the Annual Meeting of the Members, the President shall, with the consent of the Board of Directors, appoint a Nominating Committee for the purpose of placing in nomination the names of Members for each Director position to be filled for the ensuing year. The Nominating Committee shall be chaired by the Immediate Past President and shall also include three Directors whose terms are not concluding and three voting Members not serving on the Board of Directors; the Secretary/Treasurer shall not serve on the Nominating Committee.

Being mindful of the Corporation’s desire to ensure that the composition of Board of Directors reflects the membership of the Corporation and the Fleet Management industry, the Nominating Committee shall prepare and submit to the President a slate of at least one candidate for each Director position to be filled for the ensuing year. There shall be included on the ballot the name of any qualified person, in accordance with the then current policy for nomination and election of Directors, nominated by a petition or petitions signed by at least ten percent (10%) of the total number of Members in good standing as of one hundred twenty (120) days prior to the Annual Meeting of the Members. Said petition or petitions shall be delivered to the President at least one hundred twenty (120) days prior to the Annual Meeting of the Members.

At least ninety (90) days prior to the Annual Meeting of the Members, the President shall cause the Secretary/Treasurer to mail or to send by overnight delivery service, telefax, e-mail, or other electronic means now or hereinafter in existence ballots for the election to all Members in good standing as of the date of mailing or delivery or transmission as aforesaid. The ballots shall be returned promptly by any means set forth above.

If there is no contest for any position, there shall be no need to send ballots for that position, and the Secretary/Treasurer shall be instructed to cast one vote on behalf of the persons entitled to vote in favor of the person nominated by the Nominating Committee for that position.

Ballots received by the Secretary/Treasurer (or designee of the Secretary/Treasurer) less than sixty (60) days prior to the Annual Meeting of the Members shall be declared invalid.

2. All votes for the election of Directors shall be cast by written ballot by each voting Member in good standing at the time of ballot mailing. The nominees receiving the highest number of valid votes cast shall be elected. There shall be no voting by proxy and no cumulative voting. Any ballot containing more votes for candidates than the positions to be filled for each contested election shall be invalid for that contested position.

3. The Secretary/Treasurer shall report results of the election to the President, and the newly elected Directors shall assume their offices at the next Annual Meeting of the Board of Directors.

ARTICLE X – PRESIDENT

1. The President shall:
 - Have the authority of the chief elected officer of the Corporation, subject to the Articles of Incorporation and Code of Regulations;
 - Preside at all national meetings of Members and at all meetings of the Board of Directors;
 - Serve as chair of the Finance Committee;
 - Except as otherwise herein provided, appoint and be a Member *ex officio* of all committees and have the power to convene all committees;
 - Promote the establishment and development of Local Networking Groups;
 - In reasonable discretion, take such action as may be desirable and proper from time to time in order to carry out the aims and objectives of the Corporation.
 - Automatically succeed to the office of Immediate Past President.
2. In the temporary absence, disability, resignation or removal of the President, the Senior Vice President shall assume the duties and powers of the President until such time as the President shall resume said duties.

ARTICLE XI – SENIOR VICE PRESIDENT

1. The Senior Vice President shall serve on the Finance Committee and shall perform such additional duties as may be assigned to him or her from time to time by the Board of Directors.
2. Upon the conclusion of his or her term as Senior Vice President, such person shall, unless otherwise determined by the affirmative act of the Board of Directors, succeed to the office of President.

ARTICLE XII – VICE PRESIDENT

The Vice President shall serve on the Finance Committee and shall perform such additional duties as may be assigned to him or her from time to time by the Board of Directors.

ARTICLE XIII – SECRETARY/TREASURER

The duties of the Secretary/Treasurer, some or all of which may be delegated to the Corporation’s professional staff, shall be to:

- Keep an accurate record of all acts and proceedings of the Corporation;
- Maintain a proper record of the membership of the Corporation;
- Maintain and be custodian of all books and records of the Corporation;
- Give all notice to Members and Directors whenever required or directed to do so;

- Be responsible for the safekeeping of all funds and other assets belonging to the Corporation and for their proper use and disbursement;
- Keep an accurate and proper account of all receipts, disbursements and finances of the Corporation and present reports thereof at the Annual Meeting of the Members, the meetings of the Board of Directors and at such other times and places as may be determined by the Board of Directors;
- Safely maintain all funds and other Corporation assets in a bank or other depository or investment designated by the Board of Directors to the credit of the Corporation;
- Serve on the Finance Committee;
- Annually present to the Board of Directors for its approval a financial budget for the ensuing year; any expenses not provided for in the annual budget shall be incurred only with the express approval of the Board of Directors; and
- In general, perform the duties usually pertaining to the office of Secretary/Treasurer.

ARTICLE XIV – IMMEDIATE PAST PRESIDENT

The Immediate Past President shall serve as chair of the Nominating Committee and shall perform such additional duties as may be assigned to him or her from time to time by the Board of Directors.

ARTICLE XV – COMMITTEES

1. The Board of Directors shall have the power to create such Permanent Committees as it shall from time to time deem appropriate, to increase or decrease the number of Permanent Committees, and to alter the designation of any committee of the Corporation to or from that of “Permanent Committee.” The Board of Directors shall also have the power to create such other committees, councils and task forces as it deems necessary to the operation of the Corporation.
2. The Board of Directors shall annually appoint Members to serve on the Permanent Committees, each of which shall be under the jurisdiction of a Director. The Board of Directors shall also appoint or approve the appointment of Members to serve on other committees, councils and task forces of the Corporation.
3. Membership Committee. . The Membership Committee shall take all appropriate measures to foster the increase of new Members in the Corporation and to encourage Members to retain their membership. This committee shall inquire into any circumstances which may cause the suspension or expulsion of a Member and report its findings to the Board of Directors for decision.
4. Finance Committee. The Finance Committee shall consist of the President, Senior Vice President, Vice President and Secretary/Treasurer. This committee shall assist the Secretary/Treasurer in the preparation of the annual budget and shall review and supervise the financial affairs of the Corporation.

5. Audit Committee. The Audit Committee shall be a committee of the Board of Directors the members of which are appointed annually to one-year terms; the committee shall be comprised of a chair, appointed by the President, and two or three additional committee members, appointed by the Board of Directors, from among the members of the Board of Directors; the Secretary/Treasurer may not serve on this committee. This committee shall be responsible for oversight and investigation of any matter or activity involving the Corporation’s financial accounting and financial reporting, as well as the internal controls of the Corporation, and shall have access to the Corporation’s records and external professionals to render advice and counsel to the Board of Directors. This committee shall present its written report to the Board of Directors annually.

ARTICLE XVI – FEES AND DUES

1. The Board of Directors shall have the power, in its discretion, to determine the dues and fees of the Corporation and to waive or reduce any dues and fees in such instances and at such times as it may deem appropriate and proper.
2. Annual dues and fees shall be due and payable to the Corporation each year at times designated by the Board of Directors.
3. There shall be no refund of dues or fees in part or in whole without the consent of the Board of Directors.

ARTICLE XVII – MEMBERSHIP ADMISSION, SUSPENSION, EXPULSION, REMOVAL

1. Any person who believes he or she is qualified for membership may submit an application for membership to the President or the Chair of the Membership Committee, in care of the Corporation’s headquarters. Upon completion of a review of qualifications of the applicant, and upon recommendation of the Membership Committee, the Board of Directors may, by majority vote of those present, elect the applicant to the proper classification of membership, whereupon the Secretary/Treasurer shall so notify the applicant of admission to membership in the Corporation.
2. Any Member may be suspended or expelled from or removed from membership in this Corporation by action of the Board of Directors for any of the following causes:
 - A. Change of employment which may disqualify the person from membership;
 - B. Conduct detrimental to the best interest of the Corporation;
 - C. Conduct as an Officer, Member or holder of any other position in the Corporation in a manner inconsistent with the proper performance of the responsibilities of that status, office or position.
3. Upon said action by the Board of Directors, a written notice setting forth the cause of suspension or expulsion shall be forwarded to the party in question. The party shall have the privilege of filing a written notice of intention to appeal within thirty (30) days from the giving of the notice of suspension or expulsion. The notice of appeal shall be sent

to the Secretary/Treasurer, who shall advise the President to appoint and convene a Board of Appeal.

The Board of Appeal shall consist of three Members, none of whom shall have been a member of the Board of Directors who determined the suspension or expulsion of the party, and shall serve as an appellate body to hear testimony and accept relevant evidence pertaining to the circumstances which caused the suspension or expulsion.

The party shall have the privilege of offering such testimony and evidence as may be pertinent or relevant at said hearing. After said review, the Board of Appeal may by a two-thirds secret vote in writing either confirm the decision of the Board of Directors, or reverse the action of the Board of Directors and reinstate the person suspended or expelled to Member status, or may alter or modify the period or conditions of the suspension, or may suspend, under conditions for such period of time as it deems proper, a Member whom the Board of Directors had previously expelled.

3. Any Member may resign by filing a written resignation with the Secretary/Treasurer of the Corporation. No Member shall be entitled to a refund of membership dues or assessments paid prior to resignation, and resignation shall not relieve a Member from the obligation to pay dues, assessments or other charges accrued prior to the date of resignation. Any Member who fails to pay dues, assessments or other charges within ninety (90) days of their due date shall be deemed to have resigned from membership in the Corporation.

ARTICLE XVIII – NAFA REGIONS/ LOCAL NETWORKING GROUPS

1. In the event that a group of persons who are Members of the Corporation desire to establish a NAFA Region/Local Networking Group of the Corporation having the same aims and purposes of this Corporation and, if in the judgment of the Board of Directors such a Local Networking Group would be beneficial to the Corporation, said group may, upon approval and subject to the control and authority of the Board

of Directors, become a Local Networking Group of the Corporation.

2. The Board of Directors shall establish the basic rules and regulations by which the Regions/ Local Networking Groups may function and shall have the authority if it deems it in the best interest of the Corporation, to alter or terminate any relationship of a Local Networking Group with the Corporation.

ARTICLE XIX – RESOLUTIONS AND GENERAL POWERS

The Board of Directors shall be empowered to adopt such resolutions as it may deem advisable or proper for the conduct of the affairs of the Corporation. Said resolutions shall be advisory in nature, and failure to observe same shall not invalidate any act. The Board of Directors shall have such other and further powers than those specifically set forth in this Code of Regulations as it deems advisable and proper to carry out and further the aims and purposes of the Corporation.

ARTICLE XX – AMENDMENTS

This Code of Regulations may be amended, modified or repealed, in whole or in part, upon approval of the Board of Directors and a majority vote of the voting Members.

ARTICLE XXI – CORPORATE ASSETS

In the event of dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for, all liabilities shall be distributed pursuant to a plan of distribution adopted by the Board of Directors and approved by the voting Members of the Corporation, which plan of distribution shall be consistent with the Corporation’s obligations under both the Law and the U.S. Internal Revenue Code.

ARTICLE XXII – INDEMNIFICATION

To the fullest extent permitted by applicable law, the Corporation shall indemnify any person who was or is a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation.