



BYLAWS OF THE NATIONAL LIMOUSINE ASSOCIATION, INC.

The Voice of the Chauffeured Transportation Industry Worldwide

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All Bylaw amendments take effect immediately upon approval by the membership on a prospective (future) basis unless otherwise stated herein.

ARTICLE 1 NAME AND PRINCIPAL OFFICE

Section A. Name: The name of this corporation shall be the NATIONAL LIMOUSINE ASSOCIATION, INC. ("NLA"), a nonprofit corporation incorporated under the laws of the District of Columbia.

Section B. Office: The principal office of the NLA shall be located at such a location determined by the Board of Directors of NLA ("Board" or "Board of Directors").

Section C. References: All references hereinafter to "Board" or "Board of Directors" shall relate solely to the eighteen (18) representatives of Operator members, as defined in Article 3 Section A.1 hereof, who are elected by the Operator Members to seats on the Board and shall not apply to the six (6) individuals representing Supplier Members or Manufacturer Members, as defined in Article 3 Sections A.3 and A.4 hereof, who shall function in an ex officio, non-voting capacity with respect to the Board.

ARTICLE 2 PURPOSE

The purpose of the NLA shall be as set forth in its articles of incorporation, as amended. To achieve those purposes, the NLA shall: (1) provide a national forum for the exchange of information and views by members of the NLA; (2) provide a mechanism for the collection of information and inform members concerning matters of mutual interest and concern; (3) advance the interest of the pre-arranged chauffeured ground transportation industry ("Industry") and its members before the Congress of the United States and other Federal and

state regulatory authorities; and (4) perform such duties as will benefit the NLA and its members.

ARTICLE 3 MEMBERS

Section A. Types of Members: NLA shall be comprised of the following types of members:

1. **OPERATOR MEMBER:** The designation "Operator Member" shall apply to an individual, partnership or legal entity that meets the following qualifications:

a. Is engaged in offering chauffeured transportation and owns, operates, or controls one or more vehicles and complies with applicable governmental regulations, licensing, and insurance requirements.

b. Is accepted for membership after thirty (30) days of publication on NLA's official website, provided that there are no objections in writing received by NLA in regard thereto, or that in the event of opposition so expressed, such objection has been fully investigated by the Membership Committee which has concluded that the objection constitutes insufficient grounds on which to deny membership ("Publication and Opposition Period"), and

c. Has paid its dues set by the Board of Directors.

d. If there is common ownership, management or control over multiple Operator Members, the multiple members will be considered a single Operator Member for voting purposes under Art. 5, sec. D. In such cases, the multiple related members must designate which member holds the sole voting right.

Each Operator Member would still be obligated separately for membership dues and nothing in this provision should be construed as a waiver of NLA's claims under Article 4.

2. **ASSOCIATION MEMBER:** The designation "Association Member" shall apply to a group of chauffeured transportation business owners and/or operators consisting of owners and/or operators who have so organized their association on a non-profit basis. An Association Member shall be considered a single member of the NLA regardless of the number of owners and/or operators and

a. Has paid its dues set by the Board of Directors.

3. **Supplier Member:** The designation of "Supplier Member" shall mean any person or business entity that regularly deals in or contracts to supply, sell, provide, or replace goods, equipment or services regularly used by operators in the industry. A Supplier Member must have paid the dues set by the Board of Directors.

4. **Manufacturer Member:** The designation of Manufacturer Member shall mean vehicle manufacturers, upfitters, coachbuilders and livery networks (i.e., a livery network means a traditional and contractual booking-to-trip relationships with internationally branded transportation companies for the purpose of outsourcing to smaller services in a distinct market, typically one (1) to three (3) companies per region). A Manufacturer Member must have paid the dues set by the Board of Directors.

Section B. Termination and/or Transfer of Membership: Any Member who fails to meet the requirements of membership hereunder shall automatically cease to be a member of NLA.

Section C. Suspension and/or Expulsion:

1. **Automatic Suspension:** Members of any classification shall be suspended automatically for not paying the current year's dues within the time period prescribed in Article 4, Section A hereof.

2. **Suspension or Expulsion for Causes Other Than Failure to Pay Dues:** Members may be expelled or suspended for cause unrelated to a failure to pay dues by two-thirds (2/3) vote of a quorum present at any meeting of the Board of Directors. The Board of Directors shall be the sole judge of sufficiency of such cause, provided that, for a member to be expelled or suspended for cause, that member must be advised of the reason for expulsion or suspension and given an opportunity to present a defense prior to such expulsion's or suspension's being imposed. If after thorough investigation it is proven that the subject NLA member has broken any applicable Federal, State or municipal regulation, depending upon the severity of the violation(s) committed, that member's membership in NLA and the benefits thereof can be terminated pursuant to a vote of expulsion or suspended pursuant to a vote or suspension for up to two (2) years.

Section D. Reinstatement: Any former member who has resigned or has been suspended for nonpayment of dues and who desires to be reinstated retroactively to establish a continuous membership must make payment of all dues in arrears. However, a reinstated member must wait one (1) year from the date of reinstatement before applying for nomination to the Board. If, however, a continuous membership record is not desired, such member may be reinstated, if qualified for membership, by paying the current year's dues. Any other former member who has been expelled or suspended for reasons unrelated to a failure to pay dues may be reinstated by the Board at a time and upon such conditions as the Board may see fit.

Section E. Membership Directory: By applying for membership with the NLA, each member acknowledges, agrees, and consents to the NLA's creation, implementation, use, and maintenance of an online, searchable database of members containing public contact information.

ARTICLE 4 DUES

Section A. Amount and Due Date: Dues for all classes of membership shall be established by the Board of Directors. The Board of Directors will also determine payment frequency and whether NLA membership will be an anniversary, calendar year, or other dues cycle.

Section B. Delinquent Payment: Any NLA member who ceases to pay dues set by the Board of Directors will have their membership automatically suspended. Upon receipt of proper dues payment, the membership will be reinstated. If a member has been suspended for one year or longer, that member shall be considered a new member for voting purposes.

Section C. No Refund of Dues: No dues shall be refunded to any member whose membership terminates for any reason.

ARTICLE 5 MEETINGS AND ELECTIONS

Section A. Meetings and Membership; Attendance; Quorum:

1. An annual meeting of the NLA shall be held in each calendar year on such date, time, and place (including virtually) as shall be determined by the Board of Directors. Board of Directors may call special meetings of the NLA on such dates and at such times and places as it determines. The Board may reserve and restrict attendance for any and all meetings to members in good standing (active members whose dues are current).
2. To constitute a quorum at any meeting of the NLA members, whether annual or special, there must be at least ten percent (10%) of the total eligible voting members of the NLA present whether in person or virtually. No action may be taken at any member meeting in the absence of a quorum.
3. Unless otherwise specified herein to the contrary, a majority vote of all votes cast shall be necessary to approve corporate action placed to a vote of the members.
4. Except otherwise specified herein to the contrary, the Board may set standards for voting on official NLA business, including the mode and manor of all such votes. To the extent the Board elects to implement electronic or digital voting, such processes must be contracted to, overseen by, and certified by one or more neutral, third-party providers that adhere to secure processes, ongoing monitoring, auditing, encryption and authentication protection.

Section B. Notice of Membership Meetings: Notice of the date, time, place and purpose of any meeting of the members of the NLA shall be given in writing, by personal delivery, by United States mail, or by electronic mail (email), addressed to each member of the NLA at the address on file at the NLA office not less than ten (10) nor more than fifty (50) days prior to the date fixed for such meeting.

Section C. Action by Members Without a Meeting: Whenever members are required or permitted to take action by vote, such action may be taken without a meeting and the vote must be conducted by, a secure, third party online voting system as approved by the Board of Directors provided there is a quorum of voting members participating.

Section D. Voting; Proxies: Registration:

1. Each Operator Member who has paid NLA dues in full or has paid monthly installments for a minimum of the most recent six (6) consecutive months and is properly registered may cast one (1) vote on each matter brought before the NLA membership for a vote. If there is common ownership, management, or control over multiple Operator Members, such multiple members will be considered a single Operator Member for voting purposes, with the single designated member of the group being eligible to cast one (1) vote.
2. Association Members shall not be entitled to cast votes at NLA membership meetings.
3. Each Supplier Member and/or Manufacturer Member who has paid NLA dues in full or has paid monthly installments for a minimum of the most recent six (6) consecutive months and is properly registered may cast one (1) vote on any matter brought before the membership for a vote with the exception of the Board of Directors election.
4. Registration shall be in such a manner as may be prescribed from time to time by the Board of Directors, in such form as the Board of Directors shall determine, with the NLA office prior to the commencement of the meeting. Balloting for the election of Directors shall, however, be conducted by mail or by electronic transmissions as determined by the Board of Directors. Once a Board election begins, there shall be no new eligible voters.

Section E. Order of Business: The order of business at all meetings of members shall be as determined by the Board of Directors.

Section F. Nomination of Directors: Together with the notice of the annual meeting of members, the NLA office shall send a copy of the report of the Nominating Committee to all members. The election shall be conducted by ballot. The notice will include the Ballot with specific instructions, the resumes of the chosen slate of nominees and, if sent by mail, then a "Ballot Only" envelope and an "NLA Elections" return envelope.

ARTICLE 6 BOARD OF DIRECTORS

Section A. Authority and Responsibility: The Board of Directors shall be vested with authority to supervise, control, and direct NLA's affairs, shall determine NLA's policies and changes therein within the limits of the bylaws, shall actively prosecute NLA's objectives, and shall have discretion in the disbursement of NLA's funds.

The Board may, at its discretion, act in nonconformance with the Bylaws provided it is in the best interest of the Association during extreme circumstances such as pandemics, natural disasters, or other detrimental occurrences.

Prior to action taken that is not in conformance with the Bylaws, The Board must communicate its intent and reasons behind it to the membership in a public forum and allow no less than twenty-four (24) hours for public comment. Any action taken by the Board of Directors under this clause must be approved by a 75% supermajority of all voting members of the Board. If action is approved, the Board must communicate the action it took and the reasons behind it to the members within thirty (30) days via electronic mail (email).

Upon conclusion of the exigent circumstance, the Board shall return to conformance with the Bylaws.

Section B. Composition of the Board; Elections; Eligibility; Term: The Board of Directors shall consist of eighteen (18) individuals who are corporate officers or senior executives whose principal employment is derived from and devoted to a Operator Member company of NLA that has maintained its membership for at least the most recent two (2) consecutive years.

Each of the eighteen (18) Operator Member directors shall be elected for a three (3)-year term. The Supplier/Manufacturer Member representatives on the Board shall each be elected for a one (1)-year term.

The term of a newly-elected Board member shall start at the beginning of the first regularly scheduled meeting of the calendar year following the election.

If a Board Director ceases to be a corporate officer or senior executive of a Operator Member company of NLA, he/she will have a 30-day grace period from the date the Board Director's eligibility ceases to re-establish his/her eligibility requirements in order to remain on the NLA Board. In order to meet the re-establishment requirement, the Board Director must provide valid, written documentation evidencing that the eligibility requirements have been re-established.

If the 30-day grace period has expired and the Board Director has not submitted his/her resignation or re-established eligibility, the Board Director shall be automatically removed from the Board of Directors.

Twelve (12) of that number, each employed by a Operator Member whose principal office is based in the United States, shall be determined pursuant to the conduct of regional elections, and four (4) others, each employed by a Operator Member whose principal office is based in the United States, shall be elected on an at-large basis. Finally, one (1) of the eighteen (18) shall be employed by a Operator Member whose principal office is based in Canada and one (1) other of the eighteen (18) shall be employed by a Operator Member whose principal office is based in a country other than the United States or Canada.

With respect to the twelve (12) directors who will be determined by regional elections, NLA shall divide the United States into the following four (4) regions:

Northeast: Connecticut, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, and Vermont

Southeast: Alabama, Delaware, District of Columbia, Florida, Georgia, Kentucky, Maryland, Mississippi, North Carolina, South Carolina, Tennessee, Virginia, West Virginia

Central: Arkansas, Illinois, Indiana, Iowa, Kansas, Louisiana, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas, Wisconsin

West: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming

There will be four (4) separate ballots distributed across the United States, one for each of the above-identified regions.

Each Operator Member that has paid NLA dues in full at least six (6) weeks prior to the start of the election or has paid monthly installments for a minimum of the most recent six (6) consecutive months may vote for candidates for Board seats who are from that Operator Member's region, as well as for at-large candidates. Election to the Board will be determined by a nominee's receiving at least a plurality of the ballots cast for that seat on the Board.

In the event two candidates receive an equal number of votes (a tie) for only one open Board seat, there shall be a run-off election with the same two candidates and the same eligible voting list. In the event new members have joined from that region, those new members shall be ineligible to vote in the run-off election. In the event the run-off election results in a tie, a coin flip shall determine the elected Director. This coin flip shall be at a date, time, and location as determined by the Nominating Committee.

In addition to the foregoing, up to six (6) individuals who are principals of or employed by Supplier/Manufacturer Members may be appointed annually during the course of NLA's national convention by the eighteen (18) directors comprising the newly-constituted Board and shall serve in a non-voting, ex officio capacity with respect to the Board. The eligibility of those six (6) individuals to function in that capacity will be predicated on their being principals of or

employed as officers by a company that has occupied the status of an Supplier/Manufacturer Member in NLA for at least two (2) consecutive years.

The Executive Director of NLA shall also serve in a non-voting, ex officio capacity vis-à-vis the Board.

Each of the eighteen (18) Operator Member directors shall be elected for a three (3)-year term. The Supplier/Manufacturer Member representatives on the Board shall each be elected for a one (1)-year term.

Section C. Conduct: All members of the Board of Directors are required, on an annual basis, to sign and acknowledge all dually-adopted Board policies and procedures governing Board conduct, standards, and behavior. Failure to comply with one's obligation hereunder shall constitute "cause" to immediately discipline such Board member up to and including termination and removal from the Board by a two-thirds vote of those Board Directors present.

Section D. Term Limit and Other Restrictions of Directors: Any Operator Member sharing common ownership with another Operator Member can have only one (1) representative on the NLA Board of Directors at one (1) time. A member of the NLA Board of Directors, in the best interest of the NLA, shall not be a member of another board of directors that competes with NLA or the Industry. A Operator Member Director may be elected by the voting members for consecutive terms. Supplier/Manufacturer Member representatives serving in a non-voting, ex officio capacity with respect to the Board may be reappointed for additional one (1) year terms without any mandated interruption of such terms.

Notwithstanding the foregoing restrictions, nothing herein shall prevent a Operator Member from having one (1) of its officers or principals serve as a director on NLA's Board simultaneously with that Operator Member's having another one (1) of its officers or principals serve on another board of directors that is competitive with NLA or the Industry.

Section E. Replacement of Directors: In the event that any person shall become unable or unwilling to serve in the director's seat to which he/she has been elected or if that person has been removed from the Board, the Board of Directors shall name a replacement. In the event that the resigning or incapacitated director held one (1) of the twelve (12) regional seats on the Board, that seat shall be offered to the candidate who had obtained the next highest number of votes in the most recent election for that region. That candidate shall serve the balance of the outgoing director's term. If the resigning director held an at-large seat on the Board, then that seat shall be offered to the candidate who had received the next highest number of votes in the most recent at-large election. That candidate shall serve the balance of the outgoing director's term. In the event that there are no candidates from the most recent election eligible for or willing to accept appointment as a director, then the Board may approve holding a special election to elect a replacement before the regular (annual) election.

In the event that every seat in a region, or every at-large seat, shall become vacant, the Board of Directors may appoint a replacement to sit on the Board for the remainder of the year. For a regional seat, the replacement must be from the same region. For an at-large seat, the replacement can be from any of the above-four (4) identified regions of the United States. The replacement must be eligible to serve on the Board in that current year.

In the event that the Canadian Operator Member director is unable or unwilling to occupy the Board seat to which he or she was elected or if that person was removed from the Board, that seat shall be offered to the candidate who had obtained the next highest number of votes in the most recent election for the Canadian director's seat. That candidate shall serve the balance of the outgoing director's term. In the event that there are no candidates from the most recent Canadian director election eligible for or willing to accept appointment as a director, then the Board may approve holding a special election to elect a replacement before the regular (annual) election.

In the event that the director representing a Operator Member other than one based in the United States or Canada is unable or unwilling to occupy the Board seat to which he or she was elected or if that person was removed from the Board, that seat shall be offered to the candidate who had obtained the next highest number of votes in the most recent election for that seat. That candidate shall serve the balance of the outgoing director's term. In the event that there are no candidates from the most recent election for that seat eligible for or willing to accept appointment as a director, then the Board may approve holding a special election to elect a replacement before the regular (annual) election.

Section F. Failure to Attend Meetings: Excused Absences: An elected Board Director may have up to two (2) excused absences at regularly scheduled Board meetings in a calendar year. An absence is considered excused if 48 hours prior notice of absence is given. Exceptions may be made in the case of emergencies or in circumstances deemed unavoidable by the Executive Committee.

Unexcused Absences: An elected Board Director may have up to two (2) unexcused absences at regularly scheduled Board meetings during a three-year term. An unexcused absence is when a Board Director gives less than 48 hours prior notice of absence. Exceptions may be made in the case of emergencies or in circumstances deemed unavoidable by the Executive Committee.

Following an elected Director's third and each subsequent absence under either the excused or unexcused policy stated above, the Executive Committee shall advise that the Board Director is out of compliance, which may constitute "cause" to remove the director if so determined by the Board in its sole and exclusive capacity. The Board shall vote to either remove the director from the Board or retain the director as provided for in Section J. below. This vote shall occur at the next meeting following the aforementioned third missed meeting. This policy only applies to regularly scheduled meetings.

Section G. Meetings: The NLA Board of Directors shall meet at least quarterly and these meetings may take place in person, via video and/or audio conference, or by any other means necessary to conduct business. The Executive Director must notify the Board of Directors of the meeting date at least thirty (30) days prior to the meeting. Special meetings of the Board of Directors may be called at any time by the President or by any five (5) directors exclusive of the Supplier/Manufacturer Member representatives acting in a non-voting, ex officio capacity with respect to the Board. Legal counsel may be present at all meetings of the Board if so ordered. Ten (10) days written notice by mail or electronic mail (email) of the time and place of the holding of any meeting of the Board of Directors shall be given to each director whenever feasible. Special meetings of the Board may be called on less than ten (10) days' notice when an urgent need arises. If a Director fails to attend a special meeting, the attendance policy in Article 6, Section B shall not apply.

Any meeting of the Board of Directors may be adjourned to the same or another place or time without further notice to all directors. All meetings of the Board of Directors shall be conducted in accordance with ROBERT'S RULES OF ORDER, Revised, when not in conflict with these bylaws. At all meetings of the Board, the President shall preside, but in that individual's absence, the First Vice President or Second Vice President shall preside. If neither the President, First Vice President nor Second Vice President is present, a chairman will be chosen by the Board and shall preside. Any or all directors may participate in a meeting of the Board of Directors by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. No vote at any Board of Directors meeting may be cast by proxy.

Section H. Quorum: A majority of directors shall constitute a quorum, which is required for the transaction of all business, except that a lesser number may adjourn any meeting to another time or place or may fill a vacancy in accordance with Article 6, Section D. Except as otherwise provided in these bylaws or by state or Federal law, a majority of a quorum of directors present shall have the power to act. Board members may not vote by proxy.

Section I. Action by Directors Without a Meeting: Whenever directors are required or permitted to take action by vote, such action may be taken without a meeting by written consent, setting forth the action so taken, signed by all the directors entitled to vote thereon and returned to, tallied and published by the Executive Director.

Section J. Removal of Directors: Any or all of the directors may be removed prior to the expiration of their then-current term for cause by: (i) a majority vote of the members; or (ii) by affirmative of (majority, two-thirds, three-fourths, or unanimous) of the Board members not subject to removal. A Director may be removed without cause only at a member meeting by the affirmative vote of at least two-thirds (2/3) of all members. For purposes of this paragraph, "cause" to remove a director means the occurrence of any one or more of the following events, or such other events that a reasonable person could consider adequate justification for termination of the director's role as a director:

1. conduct of director reasonably supporting a claim that director has substantially abandoned his/her duties as a director of the NLA;
2. Director's breach of any material term, covenant, or condition of this Agreement or failure to adhere to the NLA's purpose, standards, processes, code of conduct, or mission and the director's fails to cure his or her breach to the reasonable satisfaction of the NLA within thirty (30) days after written notice setting forth the specific nature of the breach;
3. Director's willful or persistent breach of any term, covenant or condition of this Agreement;
4. Director's: (A) conviction of any criminal felony or misdemeanor, other than a routine traffic violation, (B) participation in any dishonest act involving assets or income of the NLA, whether or not of a criminal nature, (C) participation in conduct having a reasonable prospect of materially damaging the NLA's name or reputation in the public or industry, or (D) participation in any conduct that materially impairs the NLA's status under any agreement or contract with any other person or entity; or
5. NLA's inability to maintain professional insurance coverages at commercially reasonable rates either for a director or due to a director sitting on the NLA Board of Directors.

Section K. Resignation: A director may resign at any time by giving written notice to the Board, the President or the Secretary of the NLA. Unless otherwise specified in the notice, the resignation of such director shall take effect upon receipt thereof by the Board and the acceptance of the resignation shall not be necessary to make it effective. A Board Director that resigns from the Board may run again in the next regular (annual) election after one calendar year has passed pending review and approval by the Nominating Committee.

ARTICLE 7 OFFICERS

Section A. President: The President shall be the principal executive officer of the NLA, and the President shall preside at all meetings of the NLA and the Board of Directors. The President shall also serve as the chair and as a voting member of the Executive Committee, and shall function in a non-voting, ex officio capacity on all other committees, the sole exception being that the President may not serve in any capacity on the Nominating Committee. Finally, the President shall be responsible for the general management of the affairs of the NLA and shall see that all orders and resolutions of the Board are carried into effect. The President shall only vote when necessary to break a tie on matters voted on by the Board.

Section B. First Vice President: The First Vice President shall perform the duties of the President in the event of the President's inability to serve.

Section C. Second Vice President: The Second Vice President shall perform the duties of the President in the event of the President's and the First Vice President's inability to serve.

Section D. Treasurer: The Treasurer shall be the financial officer of the NLA. The Treasurer shall serve on any budget or finance committee which may be instituted by the President or the Board of Directors, and shall report on the finances of NLA to the Board of Directors at all regular meetings and to the members at their annual meeting.

Section E. Secretary: The Secretary approves the draft of the Board meeting minutes and is the keeper of the NLA corporate seal and upon instruction by either the President or the Board of Directors shall be authorized to use same. If the Secretary is unable to attend a meeting of the Board, the Second Vice President shall serve in his/her place. If the Second Vice President is unable to attend the same meeting of the Board, the Board shall appoint a Secretary for that meeting.

Section F. Election of Officers: The annual election of officers by each newly-elected Board of Directors shall take place at the first in-person Board meeting of the calendar year or by March 31, whichever comes first. The positions to be filled will be for a one (1) year term shall be those of President, First Vice President, Second Vice President, Treasurer and Secretary.

The position of President shall be a one-year term as voted on annually by the Board of Directors. Except as may be expressly provided for elsewhere herein, there shall be no limitation on who may serve as President. Notwithstanding the foregoing, if the President serves for four (4) full consecutive one-year terms in office, he or she must step down from the President position for at least one (1) officer term (Executive Committee election cycle) before being eligible to run again for President.

Section G. Succession of Officers: In the event the President is unable or unwilling to serve in the office to which he/she has been elected, the person holding the position of First Vice President will assume the position and duties of the Presidency for the remainder of the term. The person holding the position of Second Vice President will become the First Vice President. The person holding the position of Secretary will become the Second Vice President. The Board shall vote to replace the position of Secretary at the next meeting of the Board of Directors.

In the event either the First Vice President or Second Vice President is unable or unwilling to serve in the office to which he/she has been elected, the procedure described above will apply.

In the event the Treasurer is unable or unwilling to serve in the office to which he/she has been elected, the Board of Directors shall vote to replace the position of Treasurer at the next meeting of the Board of Directors.

ARTICLE 8 COMMITTEES

Section A: Standing Committees: Identified below are the standing committees of NLA. The President shall appoint the chair or co-chairs of each committee. With the exception

of the Executive Committee and the Nominating Committee, the chair or co-chairs of each of the other standing committees shall have discretion to determine the size of their respective committees. The size of the Executive Committee and the Nominating Committee shall be as prescribed in Sections A.1 and A.2 of this Article 8. The chair or co-chairs of each committee, other than the Executive Committee and Nominating Committee, shall have the power to appoint the constituents of their respective committees. The constituency of the Executive Committee and the Nominating Committee shall be established or determined as set forth in Sections A.1 and A.2 of this Article 8.

1. **Executive Committee:** This Committee shall consist of five (5) members of the Board who shall be the President, First Vice President, Second Vice President, Secretary and Treasurer. Each shall have voting rights on the Executive Committee. The President shall serve as the chair of the Executive Committee. The Committee is empowered to initiate investigations upon the request of the Board, make recommendations and bring such matters to the Board for a vote and/or take such action as directed by the Board. Executive Committee Meetings may be called by the President or by any two (2) members of the Executive Committee. A majority of the Executive Committee shall constitute a quorum. The Executive Director and General Counsel of NLA may attend meetings of the Executive Committee at the direction of the President.

2. **Nominating Committee:** The Nominating Committee shall consist of five (5) members. At least three (3) of those five (5) members shall be members of the Board and appointed by the President. The remaining members shall be non-Board members and appointed by the co-chairs. No member of the Nominating Committee shall be eligible to run for a Board seat in the election for which they are serving on the Nominating Committee. The President of NLA shall not be a member of this committee.

3. **Membership Committee:** It shall be the mission of the Membership Committee to increase NLA's overall membership and to make recommendations designed to maximize the value of that membership.

4. **Finance Committee:** The Treasurer of NLA shall serve as the Chairperson of the Finance Committee. It shall be the mission of the Finance Committee to ensure the sound financial standing and long-term stability of NLA.

5. **Bylaws Committee:** It shall be the mission of the Bylaws Committee to maintain constant oversight of NLA's bylaws, ensure that NLA's rules are followed, evaluate whether need exists to amend the bylaws, consider the wording and advisability of proposed amendments thereto, conduct research in connection therewith when necessary, confer with NLA's General Counsel on bylaws revisions, recommend for adoption amendments to the bylaws, and make recommendations regarding meeting procedures in accordance with ROBERT'S RULES OF ORDER, Revised.

6. **Legislative Committee:** It shall be the mission of the Legislative Committee to foster on NLA's behalf a proactive government relations program to protect members from harmful regulation and legislation and to guide lobbyists engaged by NLA to represent its interests.

7. **Management Oversight Committee:** It shall be the mission of the Management Oversight Committee to monitor the performance of the management company selected by NLA to manage NLA's daily affairs, as well as negotiate new agreements with that management company and other service providers to NLA.

8. **Association Liaison Committee:** It shall be the mission of the Association Liaison Committee to build NLA membership through local association relationships, provide support to local groups to strengthen their own membership, and serve as a conduit between and among such associations.

9. **Charity Fundraising Committee:** It shall be the mission of the Charity Fundraising Committee to raise funds for NLA's philanthropic arm, the Harold Berkman Memorial Fund.

10. **International Committee:** It shall be the mission of the International Committee to identify and address issues and concerns of non-U.S. members of NLA.

11. **Political Action Committee:** It shall be the mission of the Political Action Committee to raise funds to support NLA's legislative and regulatory goals.

12. **Scholarship Committee:** It shall be the mission of the Scholarship Committee to implement a program for new members to attend industry trade shows that are partnered with or produced by the NLA.

13. **Show Education Committee:** It shall be the mission of the Show Education Committee to design the education program for industry trade shows that are partnered with or produced by the NLA and implement measures to help ensure that the trade show offers high value and is a success.

14. **Sponsorship Committee:** It shall be the mission of the Sponsorship Committee to cultivate and secure sponsor relationships and ensure the highest value return to sponsors of NLA events and to NLA.

15. **Technology Committee:** It shall be the mission of the Technology Committee to stimulate full use of available technology to recruit and retain NLA members.

Section B: Ad Hoc Committees: The Board of Directors, at its direction, may from time to time elect to appoint various ad hoc committees comprised of two (2) or more of the Board's members to assist the Directors in the conduct of NLA's affairs.

Section C: Minutes; Participation of Meetings: Committees shall regularly report to the Board (in writing or verbally as directed by the Board) on their meetings and determinations. The Executive Director or his/her designee may be tasked to take such minutes. Chairs or co-chairs of committees presenting oral reports may do so with the assistance and prompting of the Executive Director. Any or all members of a committee may participate in their committee's meetings by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. No vote at any committee meeting may be cast by proxy.

ARTICLE 9 EXECUTIVE DIRECTOR

The Executive Director must be approved by the Board of Directors and will be a paid position. The Executive Director shall report to the President, but shall be accountable to the Board of Directors. The Executive Director shall:

- (1) supervise the handling of all funds of the NLA and its accountable systems;
- (2) provide for a monthly financial report for each month of the year.
- (3) provide for an annual audit;
- (4) sign and execute all contracts in the name of the NLA, excepting matters that constitute a conflict of interest or any other contractual conflict when countersigned by the President and the Treasurer;
- (5) maintain the NLA membership database and
- (6) carry out any function duly mandated by the Board of Directors.

ARTICLE 10 FINANCE

Section A. Bank Accounts: The funds of the NLA shall be deposited from time to time by or at the direction of the Board of Directors. The Board of Directors may provide, or may delegate to a management company ("Management Company") to provide for an account at any bank for the payment of expenses of the office of the NLA and may provide for such conditions as two (2) signatures for withdrawals and balances as the Board of Directors or Management Company may deem appropriate. A spending cap is hereby established which requires that at no time may the NLA assets be less than \$250,000 unless the membership approves an override of this spending cap.

Section B. Fiscal Year: The fiscal year of the NLA shall be prescribed by the Board of Directors.

Section C. Budget: The Board of Directors shall adopt an annual operating budget covering all activities of the NLA. The annual budget must be approved no later than March 31st of each calendar year.

Section D. Financial Reports: The Treasurer shall present at the Annual Meeting of the members a financial report of the NLA for the preceding calendar year.

Section E. Audit of Accounts: The accounts of the NLA shall be audited not less than annually by a certified public accountant who shall be appointed by the Board of Directors or Management Company and who shall provide a report to the Board of Directors and be supervised by either the Executive Director or Management Company.

ARTICLE 11 LIMITS ON LIABILITIES

Nothing contained herein shall constitute members of the NLA as partners for any purpose. No member, agent or employee of this Association shall be liable for the acts or failure to act on behalf of any other member, officer, agent or employee of the NLA, nor shall any member, officer, agent or employee be liable for his acts or failure to act under these bylaws, excepting only acts or omission to act arising out of that individual's willful malfeasance.

ARTICLE 12 SEAL

The seal of the NLA shall bear such information as determined by the Board of Directors.

ARTICLE 13 CONSTRUCTION

If there be any conflict between the provisions of NLA's articles of incorporation and these bylaws, the provisions of the articles of incorporation shall govern.

ARTICLE 14 DISSOLUTION

The NLA shall use its funds to accomplish the objectives and purposes set forth in these bylaws, and, upon the final dissolution of the NLA, no part of said funds shall inure or be distributed to members of the NLA. On such dissolution, the funds of the NLA may be paid over to such recipient(s) as described in the Articles of Incorporation, to a successor created by the reorganization of the NLA, or if there be no such named recipient or successor, to one or more legally organized charitable organizations to be selected by the Board of Directors.

ARTICLE 15 AMENDMENTS

The bylaws of the NLA may be amended at any Annual Meeting, any special meeting called for that purpose, or by a secure, third-party voting system as approved by the Board of Directors provided there is a quorum of eligible voting members participating.