

SOUTHEASTERN CARWASH ASSOCIATION

(As Adopted October 19, 1975)

Amended October 16, 1990

Amended April 9, 1991

Amended June 6, 1993

Amended October 17, 1995

Amended October 17, 1997

Amended October 19, 1999

Amended September 12, 2000

Amended May 23, 2006

Amended September 27, 2007

Amended September 17, 2008

Amended July 15, 2013

Article I

Section 1. This Association shall be known as the Southeastern Carwash Association.

Section 2. The treasurer of this Association shall be the custodian of the records and funds of the Association.

Section 3. The purpose of this Association shall be to promote and secure mutual benefits, improvement, and cooperation of those engaged in the business of operating automatic carwashes and allied or supplementary businesses, and among other things:

- A. To cultivate a friendly relationship among various members of the industry and their suppliers, employees; and customers;
- B. To assist in maintaining high standards and ethics within the industry as a whole;
- C. To acquire, preserve, and disseminate valuable business information within the Association;
- D. To cooperate with the International Carwash Association and other regional or local carwash associations for the mutual benefit of all.

Article II

Section 1. The membership of this Association shall be composed of four classifications.

- A. **REGULAR MEMBER.** Any person, partnership, or corporation that owns or operates a car wash, which is approved for membership by an officer of the Association, subject to final approval by the Board of Directors. If any person operates more than one carwash with a working partner, that partner may apply for Regular Membership in the Southeastern Carwash Association, for the carwash that is under their control. Dues would be the same as any Regular Member. Any Member may assign their Regular Membership rights to a Designated Representative of their car wash business who is an AFFILIATE MEMBER.
- B. **AFFILIATE MEMBER.** Any Regular Member's manager, corporate stockholder (non-working) who would not be eligible for Regular Membership, may be enrolled as an Affiliate Member. (Limited to two (2) Affiliate Members to each Regular Member.)
Re: Section 3B. Dues for Affiliate Members will be established during the budgeting cycle and will be approved by the Board of Directors.

- C. **SUPPLIER MEMBER.** Any person, firm, or corporation that sells or offers for sale, car wash supplies, equipment or services to car washes is eligible to become a Supplier Member, subject to final approval by the Board of Directors. Any Supplier Member may assign their Membership rights to a Designated Representative of their business.
- D. **HONORARY MEMBER.** Any person who, in the opinion of the Board of Directors, has made an exceptional contribution to the carwash industry may be elected by the Board of Directors to Honorary paid-up Life Membership. Honorary Members shall have no vote.
- E. **TEMPORARY MEMBER.** Any applicant may be granted a temporary membership by an officer of the Association until the next meeting of the Board of Directors, provided the membership application is accompanied by a year's membership dues paid in advance and that the Temporary Member must be accepted by the Board of Directors. Temporary Members shall have no vote.

All rights of membership shall be singular and may be exercised only by the member.

Section 2. Application for Membership

- A. Application for membership shall be made to any officer of the Association who may grant temporary membership until the next meeting of the Board of Directors, specifically provided, however, that the prospective member's application be accompanied by his payment of one year's dues in advance. Acceptance is subject to approval by the Board of Directors.
- B. Temporary members shall be approved or rejected by the Board of Directors at its first meeting following granting of a temporary membership or it may cast its votes concerning such by mail or phone.

Section 3. Rights of Membership

- A. Regular Members shall enjoy all the rights and privileges of the Association. They shall be eligible for any elective office and shall be entitled to vote at any membership meeting when present in person.
- B. Affiliate Members shall enjoy all the rights of Regular Members, except they shall not be eligible for elective office and shall have no vote, unless they have been named as the Designated Representative for the Regular Member.
- C. Supplier Members shall enjoy all the benefits of Regular Members.

Section 4. Resignation of Members

- A. Any member may resign from the Association by written notice to the Association but the resignation shall not relieve the member from any obligations for dues, unless the resignation is received at least 30 days before the expiration of such membership.
- B. Any member resigning shall pay all obligations owed to the Association and return to the Association all material indicating membership.

Section 5. Suspension, Censure and Expulsion of a Member

- A. In the case of any violation by a member of any provision of the By-Laws of this Association, or the commission of any that is considered as an unethical practice, the Board of Directors, by a two-third vote of its members present and voting, may censure, suspend, or “expel” such member after giving written notice to such member of the charges involved and affording the member an opportunity to be heard, after thirty (30) day notice.
- B. The decision of the Board of Directors by two-thirds of its members present and voting shall be final and binding on all members.
- C. No member who has been expelled, except for nonpayment of dues, may be reelected to membership unless approved by a two-thirds vote of the members of the Board of Directors present and voting, at any meeting of the Board of Directors, or by poll via mail, of the members of the Board of Directors.
- D. The Association reserves the right to reject any membership application, with or without cause in any classification.
- E. Any activity on the part of a Supplier member, his agents or employees, seeking to influence any election or affect the vote on any matter before the membership; the Board of Directors or any committee, shall be considered an unethical practice within the terms of this section.

Article III

Section 1. Dues Schedule

The rates and classification of membership shall be determined by a majority vote of the Board of Directors present and voting at any meeting.

Section 2. When Payable

- A. The dues payable shall be an annual fee for a twelve month period of membership.
- B. Dues shall be paid annually in advance to the Association.

Article IV

Section 1.1 Official Bodies

- A. The officers of the Association shall consist of the following: One (1) president, one (1) vice-president, one (1) secretary/treasurer, the one (1) immediate past president, and six (6) directors. The management of the Association shall be autonomous and under the control and direction of the Officers and the Board of Directors and such management duties may not be delegated to any person, group, or organization except by a two-thirds vote of the regular members in good standing and present and entitled to vote at any membership, regular, special or called meeting and the notice of such meeting shall fairly state the agenda to be considered.
- B. Only Regular Members, their Designated Representatives, and Supplier Members may serve as officers and directors except that a total of two, but no more than two, Supplier members may serve on the Board of Directors at the same time.

Section 1.2 The Executive Committee

- A. The members of this committee shall be the president, vice-president, secretary/treasurer, and the immediate past president.
- B. Committees: The president may from time to time appoint various committees such as the Nominating Committee, By-Laws Committee, Membership Committee, etc., and such committees shall serve at the pleasure of the president. There shall be no Standing Committees, unless so decided and determined by a two-thirds vote of the Board of Directors.
- C. The president, vice president, and secretary/treasurer shall be ex-officio members of all committees, but of these officers, the president only shall be entitled to vote at the deliberations of any committee.

Section 1.3 The Nominating Committee

The members of this committee shall be two (2) immediate past presidents. The incumbent president shall designate the chairman of the committee and, if any one of the immediate past presidents shall be unable or unwilling to serve upon the committee meeting, the president shall appoint a replacement for the remainder of the current term from other past presidents or current Board of Directors.

Section 2 Terms of Office

- A. All directors shall be elected by a majority of the members present and voting at the fall membership meeting. Effective with elections held in 2010, all officers shall serve for a term of one year or until their successors are installed. No director may succeed himself more than once. The Board of Directors shall elect officers after the General Membership meeting and new officers shall be installed and take office at the convention of the same membership meeting at which they are elected.
- B. All elected officers and directors shall meet with the retiring officers and directors at the time of installation to expedite the transfer of the Association's governance.
- C. Any officer may be removed from office for serious cause by a majority vote of all members present and voting at a regular membership meeting, if such action is recommended by the Board of Directors on a majority vote.
- D. There shall be six directors selected as follows:
Each year two Directors shall be elected to serve for a term of three years, replacing those rotating off the Board. A Director may not succeed himself for more than one term except as immediate Past President.

Section 3 Duties of Official Bodies

- A. The Board of Directors shall consist of the president, the vice-president, the secretary/treasurer, the immediate past president, and the six directors and shall not exceed eleven members.
 - 1. The Board (subject always to the direction and control of the members as expressed in these By-Laws or by vote of the members in conformity therewith) shall have full control of the policies and management of the Association.
 - 2. The Board is hereby vested with full power and authority to delegate to stated officers and committees such powers as it may deem proper and which are not

inconsistent with these By-Laws to create and empower all acts and things in the management of the affairs of this Association. Such will be subject to Board review and approval.

3. The Board shall have the power to and the responsibility for the election or appointment of an assistant to any officer with full power to act in the event of the officer's absence or incapacity to act in his own behalf.

4. The Board of Directors shall make recommendations (on a majority vote) to the full membership on any changes in the By-Laws. The By-Laws may be changed, modified or added to only by a two-thirds vote of the Regular Members in good standing, present and entitled to vote at any membership meeting.

- B. The Executive Committee when in legal session shall have the following powers:
 - 1. It shall have the power of the Board between meetings of the Board between meetings of the Board, but may not change, modify or annual any previous actions taken by the Board. All such meetings shall be reported to the Board and be subject to the Board review and approval.
 - 2. It may not be empowered to make any changes whatsoever in these By-Laws.

- C. The Nominating Committee shall, at least sixty (60) days prior to the annual membership meeting, nominate and publish a slate of directors for consideration and election by the Membership at said annual meeting. The names of the nominees shall be disclosed by written notice addressed to the last known address of each member. Additional nominations for any directors may be made upon petition signed by at least five (5) Regular members in good standing and additional nominations of Supplier Board Members may be likewise made upon petition signed by at least five (5) Supplier members in good standing; said petitions to be filed with the president at least thirty (30) days prior to the opening session of the annual membership meeting. If any nominee presented by the nominating committees shall subsequently be unable or unwilling to be a nominee or be otherwise ineligible to serve as a director of the Association, the Nominating Committee may nominate a substitute nominee at any time prior to the annual meeting.

Section 4 Duties of Officers

A. The President

- 1. He shall preside at all meetings of the membership, the Board and the Executive Committee.
- 2. He shall have full jurisdiction over all officers and employees of the Association in all matters.
- 3. He shall, subject only to the Board, have control over all affairs of the Association, and shall be charged with the duty of helping to form and carry out the policies laid down by the Board.
- 4. He shall enforce compliance by all officers and employees with these By-Laws and with other rules and regulations.

5. He shall be entitled to request and thereupon receive reports from any officer, employee of the Association at any time on any matter concerning the activities of the Association.

B. The Vice-President

1. The vice-president shall, in the absence or incapacity of the president, have and exercise all the powers and duties of the president.

C. The Secretary/Treasurer

1. He shall attend all general and called meetings of the Association and be responsible for the recording of minutes in detail of all business carried on at such meetings.

2. He shall attend all meetings of the Board and be responsible for the recording of minutes in detail of all business carried on at such meetings.

3. He shall be responsible for all records such as membership roster, dues payment, correspondence, minutes, etc., of all transactions and policies of the Association. He shall ensure that all records are kept in proper and orderly fashion.

4. He shall be the official custodian of the funds of the Association.

5. He shall be responsible for the Association's finances directing the association's financial records. He shall approve and be responsible for a complete set of books for such, with all details pertaining to receipts and expenditures. He shall carry out the fiscal policies of the Association.

6. He shall perform such duties pertaining to this office as may, from time to time, be assigned to him by the president of the Board.

7. He shall prepare for presentation to the semiannual membership meeting a complete financial report.

8. He shall at all times maintain and follow the policies of the Association, as laid down by these By-Laws and any rules and regulations as formulated by the Board.

Section 5 Vacancies

In the event of a vacancy due to incapacity or resignation or expulsion of an officer or director, the Board shall have the power to fill such a vacancy.

Section 6 Elections

A. All elections shall be held at the annual general meeting of the membership each year.

B. All elected officials shall officially be installed at the conclusion of the meeting at which they are elected.

Article V

Section 1 Meetings

A. At least one membership meeting shall be held annually.

B. At least one meeting of the Board shall be held annually.

- C. Meetings of the membership, the Board, or the Executive Committee may be held upon call to the president by a majority of the Board, or a majority of the Executive Committee, or by a petition signed by at least ten percent (10%) of the Regular Members in good standing.
- D. Regular or special committees shall meet upon call of the president, the chairman of the committee, or by a petition in writing of a majority of the committee.
- E. Notice of regular or special membership and/or Board meetings shall be given by written notice at least thirty (30) days prior to the proposed time of said meeting.

Section 2 Quorum

- A. A quorum for any membership meeting shall consist of twelve (12) Regular Members present in person. Proxies will not be counted.
- B. A majority of the Board members, the Executive Committee, or other committees present in person and not by proxy shall constitute a quorum for the transaction of business by the Board or the respective committee.

Section 3 Failure to Attend Meetings

Any officer, director, or committee member failing to attend and participate in two consecutive meetings of general membership, meetings of the Board or committee, may at the discretion of the Board, be removed from such office, Board or committee and may be replaced, in the case of an officer or Board member, by a majority vote of the Board attending any regularly called Board meeting, and in the case of a committee member, by appointment of the president of his successor. Said replacements shall serve until the next regular election, or until thereafter replaced. At the biannual election, the officer or Board position so vacated shall be filled by nomination and election for the unexpired term of the removed or displaced officer or director.

Article VI

Section 1 Deposits and Withdrawals

- A. All current funds of the Association shall be deposited in the name of the Association in the bank or banks designated by the secretary/treasurer.
- B. Such funds, when deposited, shall be withdrawn only by Association check signed by the bonded secretary/treasurer and, as necessary, countersigned by the president, the vice president or the bounded executive secretary.
- C. Anyone authorized to handle Association funds must keep adequate records subject to an annual audit by the Board.
- D. SECWA authorizes its Executive Secretary to execute on one signature, checks not exceeding \$5,000 that are approved, in writing, by either the Treasurer or President, respectively, of the organization. Checks greater than \$5,000, or check made payable to the Management Company, or its employees, will require signatures from two (2) of the following: Executive Secretary; Treasurer; or President.

Section 2 Contributions

- A. No officer or director of this Association shall, for himself or for any other person or purpose, except for the direct benefit of the Association, accept any contribution or gift in any form whatsoever, from any firm, individual or association, society or corporation except with the approval of the Board.

- B. Nothing identified with this Association may be used in any way as advertising without the express consent of the Board.

Section 3 Expenses

- A. The Association shall be operated as economically as possible while maintaining a proper service for its members.
- B. No travel shall be undertaken for the Association without full approval of the Board, and all expense vouchers, travel expenses, and expenses of any kind shall be reasonable and shall have Board approval before being paid by the Association; however, this does not prohibit the Board from approving travel or other expenses that are deemed necessary to the well-being of the Association.
- C. All expenses paid for by the Association shall be substantiated by an invoice and shall be itemized.

Article VII

New By-Laws may be adopted, or these By-Laws may be amended or repealed, by two-thirds vote of the Regular Members in good standing, present and entitled to vote at any membership, regular, special, or called meeting, provided written notice of said meeting and agenda is given to such members at least thirty (30) days prior to the proposed time of said meeting.