



BYLAWS of the  
VERMONT VEHICLE & AUTOMOTIVE  
DISTRIBUTORS ASSOCIATION, INC.

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**ARTICLE I**

**NAME**

The name of this organization shall be the Vermont Vehicle And Automotive Distributors Association, Inc.

**ARTICLE II**

**PURPOSE**

The purpose of this organization shall be to afford its members an opportunity for mutual advancement and benefit in the protection of their respective businesses, and to assure protection to the consumers of this State in their dealing with the automotive industry.

The Association will work to improve and promote the ethics and the general welfare of the automotive industry in the State of Vermont.

The Association will act as a non-profit corporation as defined in the statutes of the State of Vermont.

None of its income or assets shall be used for or inure to the sole benefit of any individual member.

**ARTICLE III**

**MEMBERSHIP**

**Section 1.**

There shall be three classes of membership designated as Franchised, Non-franchised and Associate. Any class may be corporate, firm, individual or any other legal entity.

**Section 2.**

- a. **Franchised:** Any properly franchised automobile, truck, motorcycle, farm tractor, or motorized recreational vehicle dealer having a place of business in the State of Vermont engaged in selling automobile, truck, motorcycle, farm tractor, or motorized recreational vehicles and who employs five or more employees and has been licensed or becomes licensed within 60 days of receipt of his membership application as a dealer by the Commissioner of Motor Vehicles for the State of Vermont or who becomes a dealer within 60 days of receipt of his membership application shall be eligible to apply to the Board of Directors for a Franchised membership and, upon approval, shall be known as a Franchised member with full voting rights;

- b. Non-franchised:** Any individual, partnership, corporation or other entity lawfully doing business in Vermont that is not a franchised motor vehicle dealer but is directly engaged in the motor vehicle industry and employs five or more employees shall be eligible for membership and shall be known as a Non-franchised member with full voting rights. Directly engaged shall include those businesses engaged in used motor vehicle sales, motor vehicle service, auto body repair, and motor vehicle parts sales, franchised power equipment dealers, and franchised construction equipment dealers, but shall exclude those businesses selling gasoline.

The five employee membership requirement is waived for dealers who were members of VADA prior to 1/29/09.

Membership shall be approved if the applicant has met any and all requirements established by the Board of Directors prior to the application. Any member who ceases to meet the criteria for membership set forth in this Section 2 may be expelled pursuant to Article III, Section 5 of these Bylaws.

### **Section 3.**

**Associate:** Any individual, partnership, or corporation which does not qualify as a Franchised or Non-franchised member but which is associated with the motor vehicle dealer business may become an Associate member. This Section **excludes** those businesses selling gasoline. Associate members shall not have voting rights and shall not be eligible to participate in any benefits and/or insurance programs made available by the VADA Insurance Trust.

### **Section 4.**

All applications for membership shall designate the person who is to represent the member in the Association, and an alternate representative if so desired. Such representative or alternate may be changed by notification in writing filed with the Secretary, but no person shall represent more than one member and each member shall be entitled to one vote.

### **Section 5. Expulsion of Member.**

"Cause" for expulsion of a member includes failure to pay dues, a violation of the provisions of the certificate of incorporation or the bylaws, code of ethics, rules or practices properly adopted by the Association, or of any other conduct prejudicial to the Association or its membership.

Any member may be removed from membership for cause by the Board of Directors by two thirds (2/3) vote, provided, however, that (1) a statement of the charges shall have been mailed by registered mail to the last recorded address of the member at least fifteen (15) days before final action is taken thereon: (2) this statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which charges shall be considered and the member shall have the opportunity to appear in person or by representative and present its defense; and (3) such member, if removed, may appeal the decision of the Board to the full voting membership of the Association, provided that notice of intent to appeal is received by the President within fifteen (15) days of the Board of Directors' final action.

**Section 6.**

A member expelled shall be deemed to have expressly waived, and by application for membership does expressly waive, all rights of membership and all claims to recover fee, dues, or damages from the Association because of expulsion.

**ARTICLE IV**

**MANAGEMENT**

**Section 1.**

The affairs of the corporation shall be managed and conducted by the Executive Officers and the Board of Directors except such powers as are specifically reserved herein to any special committee, or as delegated to the Executive Director.

**Section 2.**

The Board of Directors shall have full power and authority to manage the affairs and business of the Association and shall have all the powers usually invested in a Board of Directors of a business corporation. They may appoint an Executive Director and a Legal Counsel for the Association as they deem necessary or wise and fix the fees or compensation thereof.

**ARTICLE V**

**OFFICERS**

**Section 1.**

The officers of the Association shall consist of a President, Vice President, Secretary and Treasurer, who shall be elected by the members at the Annual Meeting of the Association and who shall hold office for one year or until a successor is elected. No person shall serve as President and Secretary and/or Treasurer.

**Section 2.**

A vacancy occurring in any of the offices herein before provided for shall be filled by the Board of Directors, and the person so elected to fill such vacancy shall hold office until the next Association Annual Meeting.

**ARTICLE VI**

**DUTIES OF OFFICERS**

**Section 1.**

The president shall preside at all meetings of the Association and of the Board of Directors, and shall perform all duties commonly incident to that office and such other duties as shall be designated from time to time by the Board of Directors. The presiding officer shall be an ex-officio member of the Board of Directors.

**Section 2.**

The Vice-President shall have such powers and perform such duties as are commonly incident to that office, or as may be designated by the Board of Directors, and in the absence of the President shall act as and have the powers of the President.

**Section 3.**

The Treasurer shall cooperate with and advise the Executive Director on all matters relating to the receipt and disbursement of funds of the Association. He/she shall have the right at any time to examine the records of the Executive Director. He/she shall also report to the members at the Annual Meeting as to the financial condition of the Association together with any recommendation he/she may care to make. He/she shall perform such other duties as may be designated by the Board of Directors, and shall, if required by them, furnish bond for the faithful performance of his/her duties. This bond to be at the expense of the Association.

**Section 4.**

The Secretary shall perform such duties as are required by Vermont statutes relative to the Secretary of a Vermont corporation. The Executive Director may serve as the Secretary.

**Section 5.**

The Executive Director, authorized by the Board of Directors, shall maintain the office of the Association, shall receive all monies of the Association and deposit the same in the name of the Association in an approved bank or trust company, and shall under the direction of the Treasurer and the Board of Directors disburse the funds of the Association. He/she shall maintain regular accounts and shall perform such other duties as may pertain to the office or as may be delegated to him/her.

He/she shall be bonded by an approved bonding company for the amount determined by the Board of Directors at the expense of the Association. He/she shall prepare a complete financial statement at the end of each fiscal year which statement after being properly audited shall be furnished to the Treasurer and from which statement the Treasurer shall prepare and submit his report at the Annual Meeting. He/she shall maintain sufficient records to advise the officers and the Board of Directors of the current status of funds at regular meetings of the Board.

He/she shall cooperate with chair-persons of all standing and special committees to ensure that information relative to the committee is available. He/she shall represent the Association and serve as a liaison between the Association and such agencies of the Federal and State Governments as relate to the automotive trade. He/she shall administer programs of the Association involving life and health insurance by working with the committees assigned to those projects. He/she shall keep the minutes of all meetings of the Board of Directors. Such minutes will be published and available to all members upon application.

## **ARTICLE VII**

### **BOARD OF DIRECTORS**

#### **Section 1.**

The Board shall consist of up to seventeen elected Directors as follows: twelve (12) Directors shall be Franchised and nominated by the Board of Directors and elected by Franchised members eligible to vote at the regular Annual Meeting of the Association; One Director shall be elected at large by and from those members who are exclusively franchised heavy duty truck dealers; One Director shall be elected at large by and from those members who are exclusively franchised motorcycle dealers; One Director shall be elected at large by and from those members who are in the Non-franchised category of membership as defined in these bylaws, Article III, Section 2b. The VADA Board of Directors may appoint an alternate Non-Franchised Director. The Board of Directors shall also include the current President. Ex-officio members shall include the association past President and the current Vermont representative to the Board of Directors of the National Automobile Dealers Association.

#### **Section 2.**

Any vacancy which shall occur among the Directors by death, resignation, or other cause, may be filled by the remaining Directors by the election of a new Director to serve out the term and a successor is elected by the members, who may make such election at the next Annual Meeting, or at any duly called special meeting held prior thereto.

**ARTICLE VIII**

**DUTIES OF DIRECTORS**

**Section 1.**

The Board of Directors shall have full power and authority to manage the affairs and business of the Association and shall have all the powers usually vested in a Board of Directors of a business corporation. They may delegate specific duties to the Executive Director and/or to standing or special committees as they deem in the best interest of the Association.

**Section 2.**

Meetings of the Board of Directors may be called by the President or by any three (3) Directors. Notice of such meetings shall be mailed to each Director by the Executive Director at least 48 hours before such meeting. Such meetings shall be held at such time and place as specified in the notice.

**ARTICLE IX**

**MEETINGS**

**Section 1.**

The Association shall hold an Annual Meeting for all members each year, such date to be designated by the Board of Directors. The time and place shall be designated in the call thereof. Written notice of the Annual Meeting shall be given by the Executive Director to all members at least fifteen (15) days prior thereto.

**Section 2.**

Other meetings may be called by the President, or by request of five (5) Directors or upon request in writing of ten percent (10%) of the members or a minimum of fifteen (15), and written notice thereof shall be given by the Executive Director to all members at least ten (10) days prior thereto.

**Section 3.**

The Association may hold any regular, special or annual meeting outside of Vermont.

**ARTICLE X**

**STANDING COMMITTEES**

**Section 1.**

There shall be an Executive Committee of the Board of Directors, composed of the President, Treasurer, and three members of the Board appointed by the President, subject to the approval of the Board. This committee shall make recommendations to the Board, shall transact business of an emergency nature between meetings of the Board, and shall report such actions in full to the Board of Directors at its next regular meeting.

**Section 2.**

There shall be four (4) standing Committees of the Association which shall continually exist. These Committees shall be as follows: Convention, Insurance, Finance and Legislative. Members of all Committees shall be appointed by the Executive Committee and approved by the Board of Directors.

**Section 3.**

The President may appoint such other committees as he deems advisable. The President shall be an ex-officio member of all committees.

**Section 4.**

Committees shall have such duties as their titles indicate and as the Board of Directors may assign. All actions of committees except Insurance shall be subject to the approval of the Board of Directors.

**ARTICLE XI**

**FISCAL YEAR**

The fiscal year of the Association shall begin on March 1st in each year and end on February 28th of the following year.

**ARTICLE XII**

**QUORUM**

**Section 1.**

At all membership meetings of the Association, a majority of those Dealer Members present shall constitute a quorum. Dealer Members have the right to vote by alternate appointed by them, and such appointment shall be evidenced by a power of attorney setting forth such authority, which shall be filed with the Secretary of the meeting, but no person shall act as alternate for more than one Dealer Member. In the limited circumstances where Industry Friends may vote, Industry Friends shall not vote by alternate or proxy.

**Section 2.**

At all meetings of the Board of Directors, fifty percent of currently seated Directors shall constitute a quorum.



**ARTICLE XIII**

**AMENDMENTS**

These Bylaws may be altered, amended or replaced at a regular or special meeting of the Association, by a two-thirds vote of all members who are present in person or by alternate and entitled to vote on the proposed amendment, addition, alteration or repeal. This is provided that notice of such proposed amendment, addition, alteration, or repeal shall be given in notice of such meeting and mailed, postage prepaid, to all members if they are entitled to vote, at least fifteen (15) days before such meeting.

**ARTICLE XIV**

**RULES OF ORDER**

Robert's Rules of Order, latest edition, shall be recognized as the authority governing all meetings and conferences when not in conflict with the Bylaws of the Association.

**ARTICLE XV**

**DUES**

The annual dues of members, as established by the Board of Directors, shall be payable on the 15th day of November in advance of each year, and the Executive Director shall send notice of dues on or before the 15th day of October preceding. Delinquents shall be given notice in writing on the 15th day of December and any member whose dues shall not have been paid by the 15th day of January shall not be entitled to any of the privileges of membership thereafter.

For members with more than one place of business, annual dues for each place of business shall be paid in order for the enterprise conducted at any such given place of business to be considered a member of this Association and entitled to the privileges of such membership. Similarly, each subsidiary or affiliate of a member shall pay annual dues in order for such subsidiary or affiliate to be considered a member of this Association and entitled to the privileges of such membership. For the purposes of this provision a business enterprise shall be considered an "affiliate" or "subsidiary" of a member if the member owns more than one-fourth of the capital stock, beneficial interest, equity or new worth or such business enterprise, as the case may be.

**ARTICLE XVI**

**DISSOLUTION**

Upon dissolution or winding up of the affairs of the Association, the Board of Directors, after providing for the payment of all obligations, shall distribute the remaining assets to any other non-profit and tax exempt organization.

Approved at 9/10/15 VADA Annual Meeting  
Capitol Plaza Hotel & Conference Center