

# NATIONAL MOBILITY EQUIPMENT DEALERS ASSOCIATION

# BYLAWS



OPS-C01

**2021 EDITION**

## Table of Contents

<b>ARTICLE I</b>	<b>NAME AND PURPOSE</b> .....	2
<b>ARTICLE II</b>	<b>MEMBERSHIP</b> .....	3
	<b>Eligibility Criteria</b> .....	4
	Dealer Member	
	Associate Member	
	Manufacturer Member	
<b>ARTICLE III</b>	<b>RIGHTS OF MEMBERS</b> .....	4
	Voting	
	Member in Good Standing	
	Membership Termination	
	Membership Resignation	
<b>ARTICLE IV</b>	<b>QUALIFICATIONS</b> .....	5
<b>ARTICLE V</b>	<b>BOARD OF DIRECTORS</b> .....	5
	Board Role and Size	
	Attendance	
	Quorum	
	Compensation	
	Election	
	Term	
<b>ARTICLE VI</b>	<b>BOARD MEMBER POSITIONS</b> .....	6
	President	
	Vice President	
	Secretary	
	Treasurer	
	At-Large Directors	
	Professional/Associate Director	
<b>ARTICLE VII</b>	<b>COMMITTEES</b> .....	7
	AD HOC COMMITTEES	
<b>ARTICLE VIII</b>	<b>MEETINGS – QUORUM</b> .....	7
	Annual Conference	
	Special Meetings	
<b>ARTICLE IX</b>	<b>AMENDMENTS OF THE BYLAWS</b> .....	8
<b>ARTICLE X</b>	<b>PRINCIPAL OFFICE</b> .....	8
<b>ARTICLE XI</b>	<b>FISCAL YEAR</b> .....	8
<b>ARTICLE XII</b>	<b>INDEMNITY</b> .....	8
<b>ARTICLE XIII</b>	<b>PARLIAMENTARY AUTHORITY</b> .....	8
<b>ARTICLE XIV</b>	<b>DISSOLUTION</b> .....	8

## ARTICLE I – NAME, PURPOSE AND DEFINITIONS

Section 1 **Name:** The name of the Association is the National Mobility Equipment Dealers Association of Canada, Inc. (Hereinafter called NMEDA Canada or the Association or the Corporation).

Section 2 **Purpose:** The National Mobility Equipment Dealers Association of Canada is formed to promote, and support members engaged in the modification of quality transportation for individuals with disabilities and special needs. Dealers engaged in such activities are recognized as professionals who provide products contributing to the rehabilitation of individuals. NMEDA Canada will establish and maintain guidelines to ensure that the products are installed properly.

This not for profit corporation is organized in order to engage in any lawful purpose or purposes not for profit; more specifically, to serve as a general business league for mobility and modified equipment dealers and for the purpose of promoting the advancement of the business entities within our industry. The term “mobility equipment industry” includes professionals who supply, install and manufacture mobility products, and professionals, who evaluate, rehabilitate, instruct and train individuals with disabilities.

Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth above. Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to members as such, except for distribution of assets upon dissolution.

Section 3 **Definitions:** As used herein, the following terms shall have the following meanings:

Private use – intended for use by an individual or individuals for personal, non-commercial transportation purposes only. “Personal use” has the same meaning.

Auto mobility adaptive equipment – any part, component or feature that may be installed in or attached to a vehicle for the purpose of assisting a person with disabilities with driving, being transported, entering or exiting a vehicle, or transporting a personal mobility device.

Retail location – a physical location where products and/or services are sold to the public.

Structural modification – alterations to a vehicle body or frame for the purpose of making it wheelchair-accessible.

Non-structural modification – adaptations to a vehicle that do not alter the vehicle body or frame; typically, by adding accessible equipment or components.

Auto mobility-related activity – any activity addressed in the NMEDA Guidelines pertaining to the sale, modification, service or repair of a vehicle, or the manufacturing, sale, service, repair or installation of auto mobility adaptive equipment. This term does not include the administrative activities of a Dealer member’s corporate headquarters, or the activity of lead generation from any location.

Manufacturer – an entity that manufactures a vehicle conversion or auto mobility adaptive equipment. This term does not include an original equipment manufacturer of vehicle chassis.

Non-Manufacturer – an entity, other than a manufacturer as defined herein, that provides or may provide a product or service to the auto mobility industry.

Structural manufacturer – a manufacturer, as defined herein, that structurally modifies a vehicle for the purpose of making it wheelchair-accessible.

Non-structural equipment manufacturer – a manufacturer, other than a structural manufacturer, that manufactures auto mobility adaptive equipment.

QAP/MQAP rules – the Quality Assurance Program and Manufacturers Quality Assurance Program rules promulgated by NMEDA.

Guidelines – the Guidelines document promulgated by NMEDA.

Corporate Family – A group of businesses (e.g., corporations, sole proprietorships, partnerships) consisting of a parent corporation and/or related entities where there exists any ownership interest or voting control in which one entity owns/possesses directly or indirectly a minimum of 50.1 percent interest (financial or control) of any other entity.

## ARTICLE II – MEMBERSHIP

### Section 1

1. Membership in NMEDA Canada is dependent on maintaining membership in NMEDA and is automatically conferred to any NMEDA member living within the boundaries of Canada.
2. NMEDA membership is assigned to one, specific legal entity.
3. NMEDA members are granted a non-exclusive, royalty-free, license to use appropriate NMEDA intellectual property (e.g., trade/service marks including those associated with the “QAP” program). The foregoing license is dependent upon the member being in good standing. Any violation of these Bylaws, or other NMEDA policies or member obligations may result in the revocation of the license at NMEDA’s sole discretion.
4. A legal entity may hold only one membership with NMEDA.
  - a. The entity’s primary business or auto mobility activity shall determine the entity’s member type.
5. NMEDA membership is unique and can be applied for selectively or universally by the entities within a Corporate Family. Specifically, it is not required that every entity within a Corporate Family be a NMEDA member .
  - a. Notwithstanding the foregoing, If a Corporate Family makes the business decision for one entity, e.g., “X”, to be a member and for another entity, e.g., “Y”, NOT to be so, the benefits of NMEDA membership runs uniquely, solely, and exclusively to the member entity (in this case “X”). The Corporate Family has a strict, absolute, affirmative obligation NOT to blur lines and create any implication that Y is a member or attribute any of the NMEDA member benefits to the non-member entity (in this case “Y”). .
6. Membership dues are required for each physical location of a dealer member entity at which any type of auto mobility-related activity occurs.
7. Dues for all member types shall be established by the Board of Directors.
8. There shall be four categories of membership in NMEDA Canada:
  - a. Dealer – an entity holding an auto dealer license, primarily engaged in the retail sale or non-structural modification of wheelchair accessible vehicles for private use.
  - b. Industry – an entity, other than a dealer, engaged in any for-profit activity applicable to the auto mobility industry.
    - a. Each Industry member shall identify as a Manufacturer or Non-Manufacturer, as defined herein.
  - c. **Professional/Associate Director** – an individual employed in any of the following occupations:
    - a. Driver rehabilitation
    - b. Assistive technology
    - c. Occupational therapy
    - d. Physical therapy
    - e. Case management
    - f. Rehabilitation engineering
    - g. Nursing
    - h. Third Party Payer Organizations
    - i. Other health professional
  - d. Government/Education/Non-Profit – an individual not eligible for Allied Health Professional membership who is employed in the government, education or non-profit sector.

- e. An entity or individual who does not qualify for any of the member types listed above is not eligible for NMEDA membership.

Section 2      **Membership Requirements**

- i. All NMEDA Canada member entities and individuals, regardless of member type, are required to abide by all QAP/MQAP Rules and Guidelines for any relevant activity in which the member engages.
    - 1. The opportunity for QAP/MQAP accreditation shall be available to members and non-members alike.
    - 2. All Dealer member locations shall be QAP accredited.
    - 3. All Industry members identifying as a Manufacturer shall be MQAP accredited.
  - ii. All NMEDA Canada Dealer and Industry member locations are subject to:
    - 1. The applicable audit requirements of the QAP/MQAP Rules. The cost of the audit is in addition to the member's dues.
  - iii. All NMEDA Canada member entities and individuals, regardless of member type, are subject to the provisions of the NMEDA mediation process and shall abide by the decisions thereof.
- f.
- iv. Non-auto mobility retail locations
    - 1. Any Dealer member with one or more retail locations that do not engage in any type of auto mobility-related activity is subject to the following:
      - a. Each such location must be registered with the association
      - b. Each such location is subject to the applicable audit requirements of QAP/MQAP
      - c. Each such location shall not be considered a member location
      - d. The member's auto mobility operations must:
        - i. Operate under a separate dba dedicated exclusively to auto mobility;
        - ii. Maintain a separate website dedicated exclusively to auto mobility; and
        - iii. Ensure all web presences, advertising, marketing, signage and communications maintain strict separation from non-auto mobility operations.

### ARTICLE III – RIGHTS OF MEMBERS

Section 1      Voting: Each Dealer member location shall be eligible to cast one vote in the Association's business. No other member type shall have a vote in Association business with the following exception: Allied Health Professional members are eligible to vote for their Board representative. Unless specifically designated herein, voting may be conducted in person, by mail, or by means of verifiable remote communication (including online voting).

A majority vote in the affirmative is required at all meetings for approval of an action except as provided for in Article X – Amendments of the Bylaws.

Proxy ballots are not permissible at any meeting of the Association or Board of Directors.

Section 2      **Member in Good Standing** is defined as any member who meets the qualifications for membership and is current in membership dues. Members in good standing who have met all the membership requirements are allowed to use the NMEDA and/or QAP logo.

Dues as determined by the NMEDA Board of Directors will be payable on or before the 15<sup>th</sup> of the month in which membership was activated. Dues will be delinquent sixty days thereafter.

- Section 3      **Membership Termination:** Any member of NMEDA will terminate membership by the following actions:
- a. Failure to pay dues. Membership dues are for a twelve-month period and must be paid on a timely basis. Dues not paid after sixty days from member renewal date will constitute automatic termination. Termination may be revoked when full payment of dues and a reinstatement fee is paid in full.
  - b. Non-compliance with NMEDA Guidelines, and/or QAP/MQAP Rules and/or Bylaws and/or Code of Ethics (Investigated and verified by the Mediation Committee with a recommendation made to the Board of Directors for resolution or termination of membership). There will be a waiting period of one year to reapply for membership in NMEDA if membership is terminated. All rights, privileges, and benefits will be suspended, including the use of the NMEDA logo.

Any membership terminated by the Board of Directors, for having three unsatisfied complaints, will have to wait one year to reapply for membership to NMEDA and NMEDA Canada. The NMEDA Board of Directors will have to re-vote to accept the member back into NMEDA. If the same membership that was terminated for unsatisfied complaints reinstates as a member with NMEDA and again receives three unsatisfied complaints, their membership will be terminated, and they will not be allowed to join NMEDA again. The terminated membership will remain with the company President or Owner of the d/b/a, regardless of company name.

- Section 4      **Membership Resignation:** Any member may resign by notifying NMEDA. Upon leaving, former NMEDA members may not claim NMEDA status or affiliation. All fees are non-refundable. The use of the NMEDA logo must be discontinued immediately upon membership termination for any reason.

#### **ARTICLE IV – QUALIFICATIONS: BOARD OF DIRECTORS and EXECUTIVE BOARD**

- Section 1      All NMEDA Canada members are eligible to hold board positions. Only two Non- Dealer members are eligible to hold officer positions of President, Vice President, Secretary and treasurer. All members of the Board of Directors shall be members in good standing of the Association. All directors shall be at least twenty-one years of age. No more than two representatives from any company or corporate family may serve on the Board of Directors at one time. No more than one representative from any company or corporate family may serve as an Officer at one time.
- Section 2      Eligibility: A director must have been a member of NMEDA Canada for at least one year. The Association shall have the following directors: President, Vice-President, Secretary, Treasurer, two Directors-At-Large who may be from any NMEDA membership category. and a Professional/Associate, who will be from any non-dealer or non-manufacturer membership category. To serve as President, a member must have served as a board member in good standing for at least one year.

#### **ARTICLE V – BOARD OF DIRECTORS**

- Section 1      **Board role and size:** There shall be a Board of Directors consisting of a minimum of three members. The Board of Directors shall constitute the governing body of the Association. It shall be vested with full power and authority to put into effect the laws, resolutions and decisions of the Association. The Board has the authority to approve/ratify appointments made by the President for offices, which may be vacant, for the remainder of the term of the office, and to exercise general supervision over the receipts and expenditures of the Association. The Board of Directors has the final approval of all committee recommendations and actions. No substantive changes may be made to the QAP/MQAP Rules or Guidelines without NMEDA Board approval.
- Section 2      **Attendance:** The Board of Directors shall hold a minimum of one two face-to-face meeting and a minimum of nine teleconference meetings per year. Board members are required to be physically present for face-to-face meetings. Failure of any member of the Board of Directors to attend three meetings, without the prior approval of the President, will result in their position being deemed

vacant. The President shall appoint a temporary replacement to fill the vacant position for the remainder of the term and the Board of Directors shall ratify the appointee.

Section 3 **Quorum:** Two thirds of the sitting Board of Directors must be in attendance at the meeting to constitute a quorum for conducting NMEDA business.

Section 4 **Compensation:** No member of the Board of Directors shall receive any compensation for their services. Members of the Board of Directors may be reimbursed for any expenses incurred.

Section 5 **Election:** A majority vote of Dealer members in good standing will elect Board Members with the exception of the Professional/Associate position as provided herein. Voting for Board Members will be via US Mail and/or electronic means (other than telephone).

The following positions are elected in even numbered years: President and Treasurer and One Director-At-Large and Professional/Associate.

The Vice-President, Secretary and One Director-At-Large are elected in odd numbered years.

Section 6

Section 7 **Removal:** Reasons for removal from the Board of Directors may include but are not limited to the following:

- a. Failure to perform board member duties.
- b. Change in organization structure of business that would preclude discharge of proper representation of the electing body.
- c. Attendance, illness or death.
- d. Conflict of interest.
- e. Unethical conduct – conduct injurious to the Association or its purpose.

## ARTICLE VI – BOARD MEMBER POSITIONS

Section 1 The Association shall have the following board member positions:

Section 2 **President:** The President is the principal volunteer executive officer of the Association and in general, supervises the business and affairs of the Association under the direction of the Board of Directors in conjunction with the CEO. The President may call special meetings of the Board of Directors as needed. The President has the responsibility for providing effective leadership and for coordinating policy-making functions and the activities of the Association. The President is responsible for seeing that all Association objectives are carried out from initial planning to completion.

In the absence of the President or in the event of an inability to act, the Vice President shall perform the duties of the President. In the absence of the Vice President, the Treasurer then the Secretary shall perform the duties of the President. When so acting, any officer shall have all the powers of and be subject to all the restrictions upon the President.

Section 3 **Vice President:** The Vice President shall serve as an officer of the Board of Directors. The Vice President shall perform other duties as may be assigned by the President or by the Board of Directors.

Section 4 **Secretary:** The Secretary is a member of the Board of Directors and Executive Board. The Secretary shall be responsible for all administrative logistics of the Association, record minutes of membership meetings, and ensure that accurate records are maintained at the appropriate location(s) and such other duties as are prescribed by the Board of Directors or the President.. Once elected the Secretary shall hold office for one two-year term. and can be elected to one successive term.

Section 5      **Treasurer:** The Treasurer is a member of the Board of Directors and Executive Board. The Treasurer is responsible for overseeing all funds and securities of the Association. He/she makes periodic reports to the Board of Directors and is responsible for any audit of the Association.

Once elected the Treasurer shall hold office for one two-year term.

Section 6      **At-Large Directors :** Two dealer board positions will be considered “At-Large Directors ” with full voting privileges and will assist with all Association functions and meetings and represent all members. Election of one At-large Representatives will occur in opposite years.

Section 7      Section 8

Section 8      **Professional/Associate Director :** The **Professional/Associate Director** is a member of the board of Directors and is elected by the **Professional/Associate (TBD)** members. Once elected this Representative shall hold office for one two-year term.

## **ARTICLE VII – COMMITTEES**

Section 1      NMEDA Canada will have no standing committees.

Section 2      **AD HOC COMMITTEES:**  
Ad Hoc Committees are to be appointed by the President as the need arises to carry out a specific task. All ad hoc committees will automatically cease to exist upon completion of their specified task(s) and the presentation of the final report of the committee to the President.

Section 3      The Canadian President is expected to serve on at least one NMEDA committee.

## **ARTICLE VIII – MEETINGS – QUORUM**

There must be a quorum at all meetings in order to conduct business legally . A majority vote in the affirmative is required at all meetings for approval of an action, except as provided for in Article X – Amendments of the Bylaws.

**At the Annual Conference** – If association business is conducted at the Annual Conference, a quorum shall be a minimum of 50% plus one (1) of the number of eligible voting delegates registered at the conference.

**At Committee Meetings** – Two-thirds of the committee members must attend to make a quorum.

Section 1      **Annual Conference**  
At the Annual Conference of the Association, there will be the installation of the newly elected Board of Directors, and transaction of other business as needed.

A notice will be sent to the last recorded address of each member at least thirty days before the meeting. The notice will include time, place and business matters to be considered, if applicable.

Section 2      **Special Meetings**  
A Special Meeting of the Association may be called by the President or the Board of Directors or shall be called by the President upon the written request of at least 50% members of the Association. A notice will be sent to the last recorded address of each member of the association thirty days before the meeting. The notice will include time, place and business matters to be considered. Meeting via Zoom or other electronic audio/visual media will be acceptable.



## **ARTICLE IX - AMENDMENTS OF THE BYLAWS**

Suggested amendments or alterations to the Bylaws may be initiated by the Board of Directors or by a member of the general membership.

Proposed amendments to the NMEDA Canada Bylaws must be submitted in writing to the President for consideration prior to September 15. Proposals of the Bylaws Committee shall be mailed to each member or posted to the NMEDA Canada website a minimum of thirty days prior to the vote. Ballots will be mailed November 30 and returned with a postmark dated no later than December 31. Adoption of the proposed amendments to the Bylaws will be via Canada Post and/or electronic means (other than telephone). There must be a quorum of 25% of the members eligible to vote and require a 75% vote in the affirmative to approve a change to the NMEDA Bylaws.

## **ARTICLE X - PRINCIPAL OFFICE**

The Association shall keep as the principal office of the Association the place of business and/or residence of the current President. Complete and correct records and books of account and shall keep minutes of the proceeding of the meetings of the Board of Directors, as well as a list or record containing the names and addresses of all members shall be maintained at said location..

## **ARTICLE XI - FISCAL YEAR**

The Board of Directors subject to applicable law shall fix the fiscal year of the Association.

## **ARTICLE XIII – INDEMNITY**

- Section 1 Any person made a party to any action, suit or proceeding, by reason of fact that he/she, his/her testator or in testate representative is or was a director, officer or employee of the Association, or of any Association in which he/she served as such at the request of the Association, shall be indemnified by the Association against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, or in connection with any appeal therein that such director, officer or employee is liable for negligence or misconduct in the performance of his/her duties
- Section 2 The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any director, officer or employee may be entitled apart from the provisions of this section.
- Section 3 The amount of indemnity to which any director, officer or employee may be entitled shall be fixed by the Board, except that in any case where there is no disinterested majority of the Board available, the amount shall be fixed by arbitration pursuant to the then existing rules of the Canadian Arbitration Association.

## **ARTICLE XIV - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are consistent with these Bylaws and any special rules of order the Association may adopt and any statutes applicable to this Association.

## **ARTICLE XV - DISSOLUTION**

The Association will be dissolved in accordance with the procedures required by the *Canadian Corporation Act*.

**AMENDED:** TBD