

NATIONAL MOBILITY EQUIPMENT DEALERS ASSOCIATION

BYLAWS



NATIONAL MOBILITY
EQUIPMENT DEALERS
ASSOCIATION

OPS-002

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ARTICLE I – NAME, PURPOSE AND DEFINITIONS

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

Section 2 **Purpose:** The National Mobility Equipment Dealers Association 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 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 forgoing 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:

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.

Business Owner Operator – an individual who has been engaged in making day to day business decisions and operations of a NMEDA member in good standing for a minimum of a three year period.

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,, 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 vehicle conversion or 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 mobility industry.

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

Guidelines – the Guidelines document promulgated by NMEDA.

Corporate Entity – 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 **Membership**

1. NMEDA membership is assigned to one specific legal entity.
2. 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/MQAP” 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.
3. The legal entity’s primary business or auto mobility activity shall determine the entity’s member type.
4. NMEDA membership is unique and can be applied for selectively or universally by the entities within a Corporate Entity. Specifically, it is not required that every entity within a Corporate Entity be a NMEDA member.
 - a. Notwithstanding the foregoing, If a Corporate Entity 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 Entity 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”). .
5. Membership dues are required for each retail location of a dealer member entity. at which any type of auto mobility-related activity occurs.
6. Dues for all member types shall be established by the Board of Directors.
7. There shall be four categories of membership in NMEDA:
 - a. Dealer – an entity, primarily engaged in the retail sale, service and/or installation of mobility equipment
 - b. Industry – an entity, other than a dealer, engaged in any for-profit activity applicable to the mobility industry.
 - a. Each Industry member shall identify as a Manufacturer or Non-Manufacturer, as defined herein.
 - c. Allied Health Professional – 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. 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. Honorary Membership - Honorary Membership may be granted by the Board of Directors to individuals or organizations who have made exceptional contributions to NMEDA or the mobility industry. Nominations must be supported by documentation or letters of recommendation. Final approval rests solely with the Board of Directors.

Honorary Members shall not be listed in any NMEDA directories, shall not receive NMEDA accreditation, and shall not serve as voting members. They may be invited to sit on a committee as a guest. Honorary Members will receive a complimentary issue of the NMEDA magazine and are eligible for member pricing for NMEDA conferences and training, except for training programs exclusively for NMEDA members. Access to member-exclusive training may be granted only with approval from the Director of Education & Training in extenuating circumstances.

Honorary Membership may be granted for life or for a set term, as determined by the Board of Directors.

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 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.
- f. Other than those engaged exclusively in commercial activities, all Industry members identifying as a Manufacturer shall be MQAP accredited.
 - ii. All NMEDA 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 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.
- g.
 - iv. If a Corporate Entity wishes to join NMEDA, and that Corporate Entity has locations engaging in automobility related activities as well as other locations that do **not** engage in automobility related activities, that Corporate Entity must ensure that all web presence, social media, advertising, marketing, signage, and communications clearly differentiate between auto mobility locations and non-auto mobility locations. All languages are subject to approval by NMEDA The Corporate Entity's auto mobility locations must:
 - 1. Join NMEDA as a Dealer or Manufacturer member and follow all NMEDA Bylaws and Guidelines.
May display the NMEDA logo as part of a marketing program providing the NMEDA designation is clearly identified for NMEDA locations only,
The Corporate Entity's NON auto mobility locations:
Shall not be considered a NMEDA member location
Must not in any way hold that location out to be a NMEDA member
Must also register each non-mobility location with NMEDA
 - d. Each such location is subject to the applicable audit requirements of QAP/MQAP.
If a question arises as to whether or not the location is performing work, an in-person audit may be required at the expense of the member location.
If it is determined that the non-mobility location is performing auto mobility services
It must agree to cease and desist immediately, or
apply for and meet requirements for NMEDA membership and/or QAP accreditation,
or member location(s) shall be suspended per Article III, Section 3.

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 otherwise provided for in these 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 Board of Directors will be payable on or before the 15th of the month in which membership was activated. Dues will be delinquent sixty days thereafter.

Section 3 **Membership Suspension:** NMEDA membership may be suspended for 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 suspension. Suspension 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 suspension of membership). Failure by the member to take corrective action or provide resolution as directed by the Association will result in suspension. Suspension may be revoked when corrective action is taken, or resolution is provided as directed.

Any membership suspended by the Board of Directors for having three unsatisfied mediation complaints will have to wait one year to reapply for membership to NMEDA. The Board of Directors will have to revoke to accept the member back into NMEDA. If the same membership that was suspended 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 suspension or termination for any reason.

ARTICLE IV – QUALIFICATIONS: BOARD OF DIRECTORS and EXECUTIVE BOARD

Section 1 **Qualifications:** Only Dealer or Industry members are eligible to hold board positions, with the following exceptions: Allied Health Professional, and Canadian Representative. 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 voting representative from any company or corporate family may serve on the Executive Board at one time.

Section 2 **Eligibility:** A director must have served on at least one NMEDA Committee or Task Force or previously served on the Board of Directors and completed that term in good standing. An Executive Board member must have previously served on a NMEDA Standing Committee or be a Dealer/Industry member owner/OPERATOR in good standing. The President is required to have been elected and served on the Board of Directors and completed that term in good standing or be a Dealer/Industry member owner/OPERATOR in good standing.

ARTICLE V – BOARD OF DIRECTORS

Section 1 **Board role and size:** There shall be a Board of Directors consisting of a minimum of ten 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 Board approval.

Section 2 **Attendance:** The Board of Directors shall hold a minimum of four (4) meetings per year. At least one meeting shall be held in person. Board members are required to be physically present for in person meetings. Failure of any member of the Board of Directors to attend three consecutive scheduled 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:** Three-fourths 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 Canadian Representative and Allied Health Professional positions as provided herein. Voting for Board Members will be via US Mail and/or electronic means (other than telephone). Elections shall be held 45 days prior to the March board meeting. The installation of the newly elected Board of Directors shall be conducted at the March board meeting following the elections.

The following positions are elected to assume office during an even numbered year: President, Canadian President, , two At-Large Representatives, and one Manufacturer Representative.

The Vice President, Secretary, two At-Large Representatives, one Manufacturer, one Education / Government / Non-Profit Representative and one Allied Health Professional Representative are elected to assume office in odd numbered years.

Section 6 **Term:**
i. Directors shall serve a term of two years, and Directors (other than those elected or appointed to the Executive Board) shall be elected to NO more than two consecutive terms in the same position.
ii. Executive Board members shall serve a term of two years and are not eligible for a second consecutive term in the previously completed position.

Section 7 **Removal:** Removal from the Board of Directors requires a $\frac{3}{4}$ majority vote of the board for approval. Reasons for removal may include, but are not limited to, the following:

- a. Failure to perform board member duties.
- b. A 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

The Association shall have the following board member positions:

Section 1 **President**

- a. **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.

- b. The President is a member of the Board of Directors and Executive Board and assumes the term of office after serving as a board member (OR IS NOMINATED AS A BUSINESS OWNER / OPERATOR of a NMEDA member company IN GOOD STANDING). Once elected the President shall hold office for one two-year term.. Once a successor is duly elected or appointed to the position, the previous President will assume the Board of Directors position of Past President.
- c. 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.

d. **Presidential Succession in Case of Vacancy:**

- i. If a President-elect is unable or unwilling to accept the position, the Board of Directors shall convene a special meeting to appoint a President or Acting President.
- ii. If the Vice President is willing to assume the role of President, the Board may vote to appoint the Vice President as President. The newly-appointed President shall then fill any vacant Board positions in accordance with these Bylaws.
- iii. If the Vice President is unwilling to assume the role of President, the Board shall appoint an eligible interim President until a special election can be held. Eligible candidates for interim President are limited to current members of the Executive Board or any (a) Past President.
- iv. In the case of an interim appointment:
 - 1. A call for nominations shall be issued to all members through all standard communication channels.
 - 2. A special election for President shall be held within 30 calendar days of the vacancy, if practicable.
 - 3. The special election shall remain open for a minimum of two business weeks.
 - 4. Upon closure of the election, NMEDA staff shall confirm the results and notify the Board of Directors.
- v. The interim President shall serve until the special election results are confirmed and the newly-elected President takes office.

Section 2 **Vice President:** The Vice President shall serve as a member of the Executive Board and the Board of Directors. The Vice President shall perform other duties as may be assigned by the President or by the Board of Directors.

Once elected the Vice President shall hold office for one two-year term and can be elected to one successive term.

Section 3 **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. The secretary may delegate to the CEO any or all of his/her duties and powers provided such delegation is approved by the Board of Directors, and provided further that such delegation may be revoked at any time by the Secretary or a majority vote of the Board of Directors. Once elected the Secretary shall hold office for one two-year term and can be elected to one successive term.

- Section 4 **Treasurer:** The Treasurer is a non-voting member of the Board of Directors and Executive Board. The Treasurer is appointed by the elected President with his/her appointment ratified by the Board. The Treasurer is responsible for overseeing all funds and securities of the Association in conjunction with the CEO. He/she serves as Chair of the Finance committee and makes periodic reports to the Board of Directors and is responsible for any audit of the Association. The appointed Treasurer shall have qualified financial acumen consistent with professionals in the finance/accounting field of our member companies.
- Once appointed the Treasurer shall hold office for one two-year term and can be re-appointed to successive terms.
- Section 5 **Immediate Past President:** The Immediate Past President of NMEDA at his/her discretion will continue to serve as a voting member of the Board of Directors and will serve as an advisor to the current President and the Executive Board. He/she will also be asked to participate in Executive Board meetings and other Executive Board activities. The Immediate Past President will also serve as chair of the Nominations Committee.
- Section 6 **At-Large Representatives:** Four dealer board positions will be considered “At-Large Representatives” with full voting privileges and will assist with all Association functions and meetings and represent all members. No more than two “At-Large Representatives” from the same state may serve on the Board of Directors at the same time. Election of two At-large Representatives will occur in opposite years.
- Section 7 **Canadian Representative:** The Canadian Representative shall be the elected NMEDA Canada President or their appointed representative for the full two-year term.
- Section 8 **Industry Representatives:** There are two Industry Representatives on the Board of Directors; a Structural Manufacturer (elected even years), and a Non-structural Equipment Manufacturer (elected odd years). The Representatives will be responsible for conducting a Manufacturer meeting at the annual NMEDA Conference. Once elected each Representative shall hold office for one two-year term and can be elected to one successive term.
- Section 9 **Allied Health Professional Representative:** The Allied Health Professional Representative is a member of the Board of Directors and is elected by the Allied Health Professional members. Once elected this Representative shall hold office for one two-year term and can be elected to one successive term.
- Section 10 **Education / Government / Non-Profit Representative:** The Education / Government / Non-Profit (EGNP) Representative is a member of the Board of Directors and represents the EGNP member type. Once elected this Representative shall hold office for one two-year term and can be elected to one successive term.

ARTICLE VII – CHIEF EXECUTIVE OFFICER

- Section 1 **CEO -** The Board of Directors shall employ a salaried association executive officer who shall have the title of Chief Executive Officer (CEO).
- The CEO shall be the Chief Executive of the Association responsible for all management functions. The CEO shall manage and direct all activities of the Association as prescribed by the Board of Directors, shall be responsible to the Board, and shall serve as ex-officio member of all standing and special committees. The salary of the CEO will be determined by and evaluated annually by the Executive Board. The CEO has no vote in NMEDA Business.

ARTICLE VIII – COMMITTEES

The committees of the Association shall be Standing Committees and Ad Hoc Committees.

Section 1 **Standing Committees:** The Standing Committees of the Association shall be Executive Board, Education and Training, Finance, Quality Assurance Program, Mediation, Industry and Public Relations, Nominations, Bylaws, Conference, Guidelines, Government Relations, Compliance Review Program, Hall of Fame and Manufacturer Quality Assurance Program. These committees shall have a minimum of three members including the Chairperson.

Standing committees are to perform continuing functions and remain in existence for the life of the assembly within the association that establishes them. The Board of Directors may choose to grant limited provisions as parameters for the committee to carry out its recommendations and the Board of Directors has final approval over all committees.

Standing committees may not enter into any outside agreement nor obligate the Association financially or otherwise without prior written approval from the Board of Directors.

The President will appoint a Chair and a Board Representative to the Standing Committees, upon approval of the Board of Directors, (with the exception of the Nominating Committee) within thirty days of taking office.

Section 2 **The Executive Board** shall be the President, Vice President, Secretary, Treasurer (Non Voting), and Immediate Past President. The CEO is an ex-officio member of the Executive Board but does not have a vote.

The Executive Board shall meet at the call of the President or at the request of the majority of the Executive Board. A majority of the members of the Executive Board shall constitute a quorum.

Duties: The Executive Board shall evaluate the performance of the CEO at least annually and shall determine the CEO's compensation and bonuses. The CEO may appeal a decision to the full Board of Directors.

The Executive Board shall have other duties and powers as the Board of Directors may specifically delegate to it. The Executive Board shall report all its actions to the Board no later than the next called full Board meeting.

Section 3 The **Finance Committee**, under the direction of the Treasurer, shall work with staff to prepare an annual budget for each fiscal year and present it to the Board of Directors. The budget, upon adoption, shall be the control of expenditures of the Association's funds. The Finance Committee shall review the financials quarterly and make a formal recommendation to the Board of Directors each quarter regarding acceptance of those financials.

Section 4 The **Education and Training Committee** shall work with staff to provide education and training for our dealers and other industry stakeholders to enhance professionalism, innovation, and business proficiency.

Section 5 The **Quality Assurance Program Committee** will refine and enhance the Quality Assurance Program (QAP) such that it is recognized as the industry standard for quality.

Section 6 The **Mediation Committee** is to provide a professional forum for fair and equitable resolution of all disputes and complaints brought forth by industry stakeholders.

Section 7 The **Industry and Public Relations Committee** will work with staff to continually increase awareness and recognition of the mobility industry and the value its dealers bring to all stakeholders.

Section 8 The **Nominations Committee** shall be chaired by the immediate Past President and is responsible for recruiting qualified candidates to run for the Board of Director positions that are open for election during the current calendar year. The committee shall be comprised of the Past Presidents of NMEDA who are currently and actively engaged in the mobility industry, as well as two current board

members who are not up for reelection, chosen by the chair. They will create a slate of candidates with biographical information, for each. A copy of the election packet including an absentee ballot and voting instructions will be sent to the Board of Directors prior to the general membership mailing.

- Section 9 The **Bylaws Committee** shall consist of the chairperson and at least four additional members, one of whom shall have been on a previous Bylaws Committee. The committee shall work with staff to review the Bylaws annually and present proposed amendments in accordance with ARTICLE IX. The final version of the proposed changes will then be submitted to the Board for final approval and then sent to the general membership as per Article X. The Bylaws Committee is authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as may be necessary to reflect the intent of the Association in connection with any amendments to the Bylaws that are adopted by the membership.
- Section 10 The **Conference Committee**, in conjunction with staff, is responsible for developing education programs or seminars sponsored by the Association and for advising the Association as to which new programs or seminars would be most beneficial to the members. Other tasks may be assigned by the Board of Directors.
- Section 11 The **Guidelines Committee**, in conjunction with staff, is responsible for any changes, additions or corrections, to the Guidelines. The committee will accept any recommended changes to the Guidelines that are submitted no later than November 1. Upon review the committee will submit said proposed changes to the Board of Directors to review at the November Board meeting. After changes are accepted by the Board, the proposed changes will be delivered to the general membership no later than November 30 to allow members to review recommended changes at least thirty (30) days prior to the Annual Meeting the following year.
- Section 12 The **Manufacturer Quality Assurance Program Committee** is responsible for working with staff to define applicable motor vehicle safety standards, regulations, quality management system processes, quality controls, service, and best practices that assure that manufacturer members are delivering the safest and highest quality products to both end users and to dealers who install or sell their products.
- Section 13 The **Government Relations Committee** is responsible for working with staff to establish legislative priorities for the association, develop a network of legislative and regulatory contacts, and promote the growth of NMEDA's grassroots advocacy efforts.
- Section 14 The **Compliance Review Program Committee** shall work with staff to ensure that high quality, efficient systems are established by the association for the purpose of safety standards verification of all submitted manufacturer products.
- Section 15 The **Hall of Fame Committee** is responsible for selecting inductees for the NMEDA Hall of Fame in accordance with the association's documented Criteria Process.
- Section 16 **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.

ARTICLE IX – MEETINGS – QUORUM

- Section 1 **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.
- Section 2 **At Committee Meetings** – 50% plus one (1) of the number of appointed committee members must attend to make a quorum.
- Section 3 **Special Meetings** - 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 twenty-five 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, method and business matters to be considered. The quorum for special meetings shall be 25% of Corporate Entities (defined in Article I) that are eligible voting members. Such meeting shall be conducted over the internet using Zoom, Teams, or any similar electronic methodology available at the time. Each dealer member in attendance shall have one vote. Corporate Entities may appoint a delegate to represent their dealers and to cast their votes as a block. To pass, a motion requires an affirmative vote of 75%. The NMEDA Secretary shall be responsible for tallying the votes.

ARTICLE X - AMENDMENTS OF THE BYLAWS

- a) Suggested amendments or alterations to the Bylaws may be initiated by the Board of Directors or by a member of the general membership.
- b) The Bylaws Committee shall review any proposed revisions to the Bylaws, including the language, intent, and form, and return them to the NMEDA CEO to be distributed to all members that are eligible to vote.
- c) There shall be a minimum thirty (30) day deliberation period, during which the proposed Bylaws shall be posted in the Members Only section of the NMEDA web site to include a comment section.
- d) All comments shall be reviewed by the Board of Directors and Bylaws Committee fifteen (15) days prior to the end of the deliberation period.
- e) If significant changes are required, the proposed amendments to the Bylaws shall be resubmitted to the Bylaws Committee for review and/or further revision.
- f) If no changes are necessary, the NMEDA CEO shall send ballots to the members eligible to vote;
- g) Votes of the eligible members shall be due within fifteen (15) days of the close of the deliberation period.
- h) In order to approve any change to the NMEDA Bylaws, there must be a 25% quorum of the eligible voting members and a 75% affirmative vote.

ARTICLE XI - PRINCIPAL OFFICE

The Association shall keep at the principal office of the Association 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.

ARTICLE XII - 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 American 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 Florida Not for Profit Corporation Act.

AMENDED: January 2, 2018; July 31, 2018; January 1, 2019; January 1, 2020; January 1, 2021, January 1, 2022; January 1, 2023. January 1, 2025. January 12, 2026