









# **Wisconsin Towing Association**

Board Meeting Agenda

Wisconsin Dells, WI

March 26, 2022 – 1:00 p.m.

-  **Call to Order**
-  **Secretary's Report**
-  **Membership Report**
-  **Financial Report**
-  **Legislative Report**
-  **New Business**
  - **2022 Tow Show Update**
  - **TRAA State Director Election**
-  **Next Meeting**
-  **Adjourn**

**WISCONSIN TOWING ASSOCIATION  
BOARD OF DIRECTORS MEETING MINUTES  
October 9, 2021  
Osthoff Resort, Elkhart Lake, WI**

Chairman Jean Wedel called meeting to order at 1:09 p.m.

**In Attendance – see attached sheet**

The following individuals attended the meeting virtually via Zoom video-conferencing:

- Josh Wedel
- Dion Mauss
- Junior Merten
- Ryan Tessman
- Todd Menzel
- Patrick Kumbier
- John Van

**Meeting Minutes**

Chair Wedel called on Dan Johnson to read the minutes of the June 20, 2021 board meeting. A motion by Aaron Richard and seconded by Jeff Roskopf was made to accept the meeting minutes as submitted. Motion carried.

**Financial Report**

Between October 1, 2020 and October 1, 2021 Wisconsin Towing Association revenue was \$104,254 and expenses were \$96,310 with a Fund Balance as of October 1, 2021 of \$54,559. Final Tow Show revenue was \$61,305 and expenses were \$32,820. A motion by Jeff Roskopf and seconded by Betty Parnham was made to accept the report. Motion carried.

**Membership Report**

**New Members**

- |    |                      |        |
|----|----------------------|--------|
| 1. | US Bank              | Allied |
| 2. | On Time Towing       | Towing |
| 3. | Bill's Towing        | Towing |
| 4. | Brown's Services TPL | Towing |
| 5. | Jiggers Auto Repair  | Towing |
| 6. | Speedy Peedy Towing  | Towing |
| 7. | Miller Auto Towing   | Towing |

Total: 7

### Cancelled Members

1.	Sorensen Towing	Friend of Towing	Closed
2.	Holiday Wrecker Service	Out of State	Sold business
3.	Andy's Towing	Towing	Non-payment
4.	Abyss Towing	Towing	Non-payment
5.	Mike Boelter	Friend of Towing	Declined renewal
6.	Pass Payments	Allied	Declined renewal
7.	Fabel Auto	Towing	Declined renewal

Total: 7

Towing Companies	131
Allied	18
Out of State	12
Friends	5

**Total members 166**

A motion by Kyle Gessler and seconded by Betty Parnham was made to accept the report. Motion carried.

### Legislative Report

Chair Wedel called on Dan Johnson to provide the legislative report on the following topics:

- 2021-23 State Budget Enacted
- Highway 'Emergency Zone' Legislation
- Federal Infrastructure Plan Approved by US Senate
- FET Repeal Legislation

No motion report required to accept the legislative report.

### Association Business (various topics)

- Update on Lien Enforcement Committee Work
  - Jamon Ingelse provided a brief update on the work of the committee. He will be crafting e-mail messages to approximately 30 Florida towing companies to solicit their input on how the Florida is working.
- Driver PTSD
  - Jean Wedel inquired about finding someone who could help tow operators that are dealing with mental health issues following a traffic incident. Jamon expanded on the issue and how there may be available personnel or resources at the local and county level agencies. Not certain if government agencies would make themselves available to private tow companies but more research will be done.
- Future Owner/Leadership Training
  - Try for training opportunities twice a year at different locations. Aaron Richard asked if it would be possible for the Association to formally endorse Wreckmaster.

- Operator Training-Owner Development
  - Webinars could be held at no cost to WTA members and possibly have an in-person session at the Tow Show. Jeff Roskopf moved and Betty Parnham seconded the motion to hold a Succession Planning Webinar in the near future.
- Private Sale of Vehicles
  - Jean Wedel discussed this briefly and shared title information from Illinois which includes a 'tear-off' receipt on the document. Something like this in Wisconsin could assist with locating vehicle owners and recovering sales tax revenue.
- Other Association Memberships
  - Jamon Ingelse discussed the possibility of WTA joining SCRA or ERSCA, which is working on uniform federal permitting legislation. WTA can join but it's expensive to do so. ERSCA may be looking to be the next TRAA on national issues so there may be some conflict there.

There was a discussion among board directors regarding elections at the annual meeting and notification of the accepting nominations. Jamon Ingelse believes that as a matter of full disclosure, the entire membership needs to know when nominations for open seats can be submitted prior to any election taking place. Not sure if this needs to be done as a by-law change or in some other fashion. The issue that came up is when an open spot occurs during the annual meeting (like a Chairman vacating the board). At that point, only the board fills the seat rather than the entire membership knowing about the open seat. In the past, the previous Chairs served on a nominating committee that accepted nominations and put forward a slate of candidates. But that was changed several years ago and now there isn't much of a process to deal with nominations. Advance notification to all members of accepting nominations should be done.

The next board meeting will be March 26, 2022 at Platt's Garage in Wisconsin Dells. Seeing no other business, a motion to adjourn was made by Homer Schultz and seconded by Jeff Roskopf. Motion passed, meeting adjourned at 3:00 p.m.

Respectfully submitted,

Dan Johnson, Secretary  
Wisconsin Towing Association

WI Towing Association Board Meeting  
General Attendance

PLEASE PRINT

10/9/21

NAME	COMPANY
DAN JOHNSON	WTA
Jean Regen-Wald	Deveys
Larry Wald	"
Marolyn Regen	"
Mark Brandt's	Terry's
Homer Scholtz	Homer's
AARON RICH	Guy's Truck.
Wayne Lammert	Reels
Markon Lammert	Reels
Guy + Jane Richard	Guy's Truck
Jeff Roshoff	Roshoff's
Eric Roshoff	Roshoff
Slim Neyer	Day and Nite Towing
Mal Platt	PLATT'S

WI Towing Association Board Meeting  
General Attendance

PLEASE PRINT

10/9/21

NAME

COMPANY

Tom Hedgk

AREA WIDE TOWING

Jamon Ingels

Lanser Towing

Don Wheeler

Whealon Towing

Chase Leonard

Floyd's

Mary Weber

KWTS

Alex Schmidt

Schmidt's Auto.

Betty Parnham

Johnson Towing

Darrell Parnham

Johnson Towing

Kyle Gessler

Gessler Auto

Kea weber

KWTS

Jane Richard

Guy's Truck tractor

Marion Lammert

Rod's Towing

# WISCONSIN TOWING ASSOCIATION MEMBERSHIP REPORT

*Last report issued October 9, 2021*

## **New Members**

RoadSync                      Allied Member                      Joined: February 9, 2022

**Total: 1**

## **Cancelled Members**

Otto Towing	Towing	Sold Business
Couri Insurance	Allied	Declined Renewal
B&R Towing	Towing	Non-Payment
Klement Towing	Towing	Declined Renewal
Mike's Payless Mobil	Towing	Declined Renewal
Steve's Car and Truck Service	Towing	Non-Payment
Mid-State Truck Service	Towing	No longer has wreckers
Elkhorn Collision	Towing	No longer does towing

**Total: 8**

<b>Towing Companies</b>	<b>124</b>
<b>Allied</b>	<b>18</b>
<b>Out of State</b>	<b>12</b>
<b>Friends</b>	<b>5</b>
<b>Total members</b>	<b>159</b>

**WI Towing Association  
Treasurer's Report  
March 26, 2022**

Between October 1, 2021 and March 1, 2022 Wisconsin Towing Association revenue was \$16,549 and expenses were \$25,281 with a Fund Balance as of March 1, 2022 of \$45,061.

Financial statements are in the packet, and this concludes the financial report.



**Wisconsin Towing Association  
Profit Loss Comparison**

	<u>Oct 20 - Feb 22</u>	<u>Oct 19 - Feb 20</u>
<b>Other Income/Expense</b>		
<b>Other Income</b>		
Contribution Income	1,119.50	1,413.00
Convention Income	340.00	0.00
Dues	15,000.00	17,819.50
<b>Total Other Income</b>	<u>16,459.50</u>	<u>19,232.50</u>
<b>Other Expense</b>		
Administrative Fees	22,250.00	22,250.00
Association Meetings	0.00	0.00
Advertising & PR	0.00	0.00
Convention Expenses	1,698.04	100.00
Contributions & Scholarships	110.00	0.00
Membership Dues/Subscriptions	1,000.00	0.00
Merchant Fees	0.00	0.00
Office Supplies	101.40	98.01
Telephone & Internet	0.00	0.00
Travel Expenses	122.08	0.00
<b>Total Other Expense</b>	<u>25,281.52</u>	<u>22,448.01</u>
<b>Net Other Income</b>	<u>-8,822.02</u>	<u>-3,215.51</u>
<b>Net Income</b>	<u><u>-8,822.02</u></u>	<u><u>-3,215.51</u></u>

**Wisconsin Towing Association  
Balance Sheet Comparison**

	<u>Feb 28, 2022</u>	<u>Sep 30, 2020</u>
<b>ASSETS</b>		
<b>Current Assets</b>		
<b>Checking/Savings</b>		
<b>Total Checking</b>	\$ 45,061.01	\$ 46,616.10
<b>Total Checking/Savings</b>	<u>45,061.01</u>	<u>46,616.10</u>
<b>Total Current Assets</b>	<u>45,061.01</u>	<u>46,616.10</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 45,061.01</u></u>	<u><u>\$ 46,616.10</u></u>
<b>LIABILITIES &amp; EQUITY</b>		
<b>Equity</b>		
<b>Fund Balance</b>	\$ 45,061.01	\$ 46,616.10
<b>Total Equity</b>	<u>45,061.01</u>	<u>46,616.10</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><u>\$ 45,061.01</u></u>	<u><u>\$ 46,616.10</u></u>

**WI Towing Association  
Legislative Report  
March 26, 2022**

**'Emergency Responder Safety Zones' Are Now Law**

Under the new law (signed December 6<sup>th</sup>), highway responder safety zones would be initiated when roadside responders, including fire, police, highway departments, EMS or towing - are present and assisting at traffic incidents. Similar to current law construction zones, fines and penalties would be increased for any distracted driving infractions while passing through such zones.

The DOT is also directed to initiate efforts to inform and educate the public about the new law.

**Wisconsin Budget Surplus Higher Than Projected**

The projected state's surplus will be nearly \$2.9 billion more than was expected just several months ago. It is now projected to be \$3.8 billion but the boost was probably driven by one-time federal stimulus funds, which Senate Republicans say should be largely reserved until the next budget.

Senate Majority Leader Devin LeMahieu said he opposes using the money for any new spending initiatives this year or doing additional tax cuts. Instead, his preference is to wait until next session to decide how to use the money.

Assembly Speaker Robin Vos wants to use the surplus to do a massive tax cut but didn't provide details. To no surprise, the Governor wants to use the money for more spending programs and other social welfare-type programs, including:

- \$815 million for refunds of \$150 for each Wisconsin resident
- \$611 million in K-12 education
- \$23 million for all private and charter school programs
- \$111 million for the University of Wisconsin System
- \$28 million for the Wisconsin Technical College System

In February, the Governor requested the Legislature to meeting in Special Session to act on his proposed spending plan. Early this month, the Legislature adjourned for the 2021-22 session without acting on the Governor's plan.

### **AB 691/SB 703**

This bill provides that, for the purpose of worker's comp, unemployment insurance, minimum wage law, income and franchise taxes and wage claims, an owner-operator/independent contractor hired by a motor carrier and required to deploy, implement or have a truck with required safety equipment, does not constitute "employer-like" control by the carrier company, which in turn would misclassify those drivers as employees and not independent contractors under state law.

This legislation does not change any test for determining a worker's status under state law. It simply states that a motor carrier's pursuit of safety improvements, which are in the best interest of the truck driver and the motoring public, is not considered as any such test.

The bills were passed by both the Assembly and Senate late in the session, however Democrat opposition was apparently created by lobbying efforts of the AFL-CIO.

To counter that, in the hopes the Governor does not veto the bill, an ad-hoc coalition was formed to communicate directly with the Governor's office and explain why the bill is necessary and how it will impact Wisconsin trucking companies. The bill is before the Governor but as of today, we don't know what action he will take.

### **AB 941**

This bill requires the Wisconsin Department of Transportation to establish three programs related to increasing the numbers of individuals with a Commercial Driver's License (CDL).

1. Commercial Driver Scholarship Program – DOT provides scholarships to individuals who enroll in commercial motor vehicle courses. The Scholarship may not exceed 50% of the student's tuition cost for the course. In Wisconsin, the tuition rate can range between \$2,500 and \$4,500 for most schools. Northeast WI Tech costs \$4,400 for the CDL Class A test prep course.
2. Employer Training Program – DOT provides grants to employers that provide training for an individual to receive their CDL. Grants may not exceed 50% of costs for training the employee or \$3,000, whichever is less. Some trucking companies in Wisconsin, like Roehl, operate their own driver training program.
3. Commercial Driver Recruitment Program – DOT provides \$500 grants to individuals who recently obtained a CDL and maintained employment for one year and a \$500 to the employers of these individuals.

AB 941 has also been adopted by both the Senate and Assembly and awaits action by the Governor. We obviously hope he signs it into law

### **Wisconsin GOP Introduces 'Stronger Workforce Initiative'**

In an effort to address the employment crisis facing Wisconsin businesses, legislative Republicans have introduced the Stronger Workforce Initiative, which includes a number of proposals, including:

#### ***Indexing UI Benefits to Unemployment Rate***

This bill would tie unemployment benefits to the state unemployment rate. When jobs are plentiful, claimants should spend less time on UI. When the unemployment rate is higher, there will be a longer duration an individual could look for work and remain on the program.

#### ***"Ghosting" employers by skipping a job interview***

Under this bill, if a UI claimant as part of a work search requirement schedules then does not show up for an job interview, DWD would be required to investigate and, if verified, deem the claimant ineligible for benefits that week.

### ***FoodShare Work Requirement***

This bill requires DHS to implement a work requirement for able-bodied adults without dependents in order to participate in the FoodShare program.

### ***Creating the “Reemployment Assistance” Program***

This bill rebrands and updated the Unemployment Insurance Program to the Reemployment Assistance and requires DWD to match claimants with suitable work and make other changes which help transition individuals from programs to fully employed.

### ***Refusing work to remain on Medical Assistance***

The bill would prohibit able-bodied individuals without children from turning down job opportunities for the sole reason of continuing eligibility of Medical Assistance.

### ***Unemployment System Tune Up***

This bill would provide a comprehensive tune up to fix problems with the Department of Workforce Development’s Unemployment Insurance (UI) program.

Changes would include: extended call center hours, weekly eligibility crosschecks, require DWD to audit work searches, update misconduct statutes, allow DOA to transfer employees during times of surge, provide JFC oversight of enhanced federal benefits, and provide additional online resources to employers to connect with qualified workers.

### ***Conducting Regular Eligibility Checks***

This bill allows data sharing between government agencies and updates the systems which check eligibility to ensure up-to-date information is used to calculate benefits.

Both the Senate and Assembly passed most if not all these proposals. No word from the Governor regarding his position on any of these bills but would probably be opposed to them and veto them outright.

This concludes the Legislative Report.

## 2022 Tow Show and Convention Planning Summary

### Theme and Logo:

The committee generally has consensus on the logo below and the theme 'Celebrate the Journey'.



### Pricing

Ticket prices will generally remain the same as 2021 however Chula Vista has informed us of a few price increases:

The Saturday cookout lunch will probably increase \$2 per person. In 2021, it was \$16 per person (tax and gratuity not included). We were charging \$15 per person at the direction of the Board, so we were losing nearly \$4 per ticket sold. Recommend that price be increased to \$20 per person. If not, with tax and gratuity included, we'd be losing about \$7 per ticket sold for the Saturday lunch.

The Ladies Lunch will also increase by \$2 per person, but there is no price for this luncheon as it's usually sponsored by a company. But, the sponsorship amount would need to increase in order to cover the new costs.

The Saturday banquet will be \$40 per person, but that does not include the tax and gratuity (6.25% and 18% respectively). With both, that puts it just above \$50 per person. Very few people buy only a banquet ticket but if they did, in 2021 we charged \$55. That price could remain as is.

There was a suggestion to have rootbeer floats right after the pig roast. We considered having an ice cream truck cater this but Chula Vista was opposed to us bringing in an outside vendor to provide a service that they could provide. Chula could do it at \$5.50 per person, which does include the service fee but not sure about tax. 300 floats would be \$1,650 total. If tax were included, \$1755.

### **New Educational Opportunities**

There was a discussion about adding some type of educational seminar/class on topics of industry. The committee/board would need to determine a topic(s) that an expert could speak to. There is a concern that people being in rooms at a seminar is problematic for vendors who rely on foot traffic. The thought was to perhaps have an outdoor seminar near the vendor tents, like a Lunch and Learn seminar on Saturday afternoon during the lunch cookout. We need to come up with some topics and try to find an expert speaker who can grab people's attention and keep them interested in the topic.

### **Friday Evening**

Pig Roast will remain the same.

Geri Roskopf said the WTRAA forum on Friday night may be removed from the schedule since very few attended in 2021.

Aside from the truck light show, there was a discussion about having fireworks to celebrate the anniversary. In order to do fireworks, some additional funds from members may be needed. Fireworks might run about \$5,000. The Association might be able to cover some of that cost, but donations would be needed. Chula Vista no longer has a person who can do fireworks but they were going to find a recommendation for us.

There was a question if the DJ was going to be there. Need to check with Glenn Meyer, but we have our own PA System now with wireless microphones and works off of Bluetooth.

### **Saturday Morning**

We will see about getting Kwik Trip to provide donuts/pastries for the Saturday morning breakfast.

There was a discussion about possibly starting the wrecker contest judging earlier since it takes several hours to complete judging.

In regards to judging, an idea was floated to do judging on electronic forms rather than on paper. We could create a Google document that Dan could quickly download and have the award presentation video done quicker rather than waiting for paper records to be submitted late in the afternoon.

### **Saturday Afternoon**

There was a discussion about adding more for kids and families. The kids pizza party on Saturday evening is fine, but maybe something during the afternoon like a special gaming area (Family Fun Zone) where kids and adults could recreate (corn hole game, giant Jenga, pin the hook on truck, other backyard games, etc). The Family Fun Zone could be sectioned off at the back-end of the large food tent on the grassy area. Put games out there for the entire day and let people play as much as they like.



### **Saturday Evening**

The kids pizza party was discussed. There was mention that low attendance at last year's party was a concern and that it might not be done in 2022. The low attendance could have been affected by the room being moved to a different location which many people had a hard time finding. More notification to those who have indicated their kids would attend might be needed. The kids party will return to Banquet Room I, which is just off the main banquet room.

If the committee/board believes the kids party should continue, we should discuss with Betty Parnham to get her input and offer more help where needed.

### **Saturday Banquet**

WTA Chair should welcome everyone to the banquet, say a few words, toast the anniversary.

There was a discussion about having extra banquet tickets for sale. The feeling is that we should have about 20-25 extra tickets available for sale and if they don't get sold, the Association would have to eat the cost. We generally want people to pre-register and anyone coming in who hasn't registered might be taken care of, but there's no guarantee. We're trying to avoid situations where someone gets left out of the banquet, but at the same time, people need to be responsible and sign up in advance.

There was a discussion about bringing the George Lanser Award back. The last time we did was at the 50 year anniversary. The committee talked about how a person is qualified/nominated for the award. It was explained that nominations are submitted and a small committee would decide who gets the award. Jamon's family has agreed to being the selection committee for the award.

### **Sunday Morning**

For the business meeting, there was talk about getting more members to the meeting and getting them involved at the meeting. Sending out a personal notice or invitation to members would help. We need to expressly let them know that their voice is welcome at the business meeting and this would be their chance to be heard.

There is some confusion that members are not allowed to speak at the general meeting. We could do a survey to members to have them submit topics for discussion at the board, even if they'd like to submit those topics anonymously. There needs to be a bigger emphasis on the general meeting and encourage members to attend and voice any and all concerns. We need to get the younger generation involved in the business meeting. We can do advance invites electronically. We need to make members feel welcome to the business meeting and that it's open for everyone in the WTA.

### **Sunday Afternoon**

There was a discussion about doing something after the Show has ended, like a brat fry or cookout.

*-end-*

**WISCONSIN TOWING ASSOCIATION BYLAWS**

**(Adopted April 13, 1989)**

**(Amended June 7, 1992)**

**(Amended June 18, 1995)**

**(Amended October 17, 1998)**

**(Amended June 21, 2015)**

**ARTICLE I - OFFICES**

The office of the Association shall be located in the city of Madison, Wisconsin or in such other city as may be selected by the Board of Directors.

**ARTICLE II - MEMBERSHIP**

SECTION 1. Qualifications. Membership shall be open to any individuals, partnerships or corporations who are directly or indirectly engaged in the business of towing and/or recovery of motor vehicles in this State, whether wrecked, disabled, or in good operating condition over the highways, streets and ways of this State.

SECTION 2. Classes of Membership. The Association shall have regular and associate classes of membership.

(a). Regular membership shall be open to any person, partnership or corporation domiciled in the state of Wisconsin directly engaged in the business of towing and/or recovery of motor vehicles privately or for hire.

(b). Associate membership shall be open to any company or individual wishing to lend their support to the Association and shall be called associate membership.

SECTION 3. Application for Membership. Application for membership shall be made upon an application form as required by the Board of Directors.

SECTION 4. Membership Fees and Dues. The Board of Directors may determine from time to time the amount and terms of payment of any membership fees and/or annual dues payable to the Association by applicants for membership.

SECTION 5. Termination; Reinstatement. Membership in the Association may be terminated as follows:

(a). Membership may be terminated for nonpayment of the membership fees and/or annual dues established by the Board of Directors and assessed by the Association.

(b). Membership in the corporation may be terminated by a member at any meeting or by submission to the Association at its registered office of a written notice of their desire to withdraw from membership, specifying the date on which such termination shall become effective.

(c). A former member shall be reinstated to membership upon payment of all dues and fees established by the Board of Directors for membership of good standing in the Association.

**ARTICLE III - MEETINGS**

SECTION 1. Annual & Special Meetings. The annual meeting of this Association shall be held at a place to be selected by the Board of Directors. Special meetings may be called by the Chairman of the Board of Directors.

SECTION 2. Notice of Meetings. A written or printed notice stating the time, location and agenda for the annual and any special meetings shall be mailed to each member at his or her last known address, or electronically mailed to his or her last known e-mail address, by or at the direction of the Secretary, not less than ten (10) days before the holding thereof.

SECTION 3. Quorum. A quorum of any annual or special meeting of the members of the Association shall

consist of 15 percent or more of the members of this Association in good standing present at such meeting.

SECTION 4. Voting. All members in good standing except individual members referred to in Article II, Section 2(b) shall be entitled to cast one vote, in person, upon each matter submitted to a vote at a meeting of members.

#### **ARTICLE IV - BOARD OF DIRECTORS**

SECTION 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors.

(a). The Board of Directors is authorized to also name Honorary Directors. To be eligible for designation as an Honorary Director, an individual must have been a past director and must have made significant contributions to the Association and the industry over an extended period of time. If a person is approved by at least a two-thirds vote of the Board for designation as an Honorary Director, he or she is specifically invited to every Board function, but would not have voting rights.

SECTION 2. Number, Tenure and Qualifications. The number of directors of this Association shall be seventeen (17) and all active past chairmen representing the person, partnership or corporation who is a member of the Association. No company may have more than one voting member on the Board of Directors. No director may be an Honorary Director and an active past chairman at the same time. Sixteen (16) directors of this Association shall be nominated from the membership at large and shall serve for terms of three (3) years each. Five (5) directors will be elected each year for two years and six (6) directors will be elected once every three years. One (1) director shall be nominated from the Associate membership to serve a term of one (1) year. Such directors shall be elected at the annual meeting to serve their term of office, or until their respective successors shall be duly elected and qualified. Each director and active past chairman shall be a voting member or a designated representative of a voting member of the Association.

SECTION 3. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any two (2) directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place of such meetings.

(a). Notice. Notice of any special meeting shall be delivered at least five (5) days previously thereto by written notice delivered personally, by U.S. mail, first class postage, or electronically mailed to each director at their business address or e-mail address.

(b). Quorum. A majority of the number of directors fixed pursuant Section 2 hereof shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

(c). Manner of Acting. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 4. Resignation. Any director may resign at any time by giving written notice to the Chairman or the Secretary/Treasurer of the Association. Any such resignation shall take effect at the specified time therein, and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Removal. Any director may be removed, either with or without cause, at any time, by a vote of a majority of the number of members present and voting at a special meeting called for the purpose.

SECTION 6. Vacancies. Any vacancy occurring on the Board of Directors for whatever reason may be filled by the affirmative vote of a majority of the remaining Board of Directors though less than a quorum of the Board of Directors, and each director so elected shall hold office for the unexpired term, or until a successor shall have been duly elected and qualified.

#### **ARTICLE V - OFFICERS**

SECTION 1. Number. The officers of the Association shall consist of a Chairman of the Board of Directors and Vice Chairman of the Board of Directors.

SECTION 2. Election and Term of Office. The officers of the Association shall be elected by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. Each officer shall hold office for the period of two (2) years, or until his or her successor shall have been elected and duly qualified.

SECTION 3. Resignation. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors or the Chairman of Board of Directors. Any such resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed, either with or without cause, at any time, by a vote of a majority of the total number of directors, but such removal shall be without prejudice to the contract rights, if any of the person so removed.

SECTION 5. Vacancies. A vacancy in any office, for whatever reason, may be filled by a vote of the Board of Directors, and each officer so elected shall hold office for the unexpired term, or until a successor shall have been duly elected and qualified.

SECTION 6. Chairman. The Chairman shall preside over all regular and special meetings of the Association and of the Board of Directors, and shall have general supervision of the affairs of the Association. He or she shall appoint all standing or special committees deemed necessary to carry on the work of the Association. The Chairman shall be a member ex-officio of all standing and special committees.

SECTION 7. Vice Chairman. The Vice Chairman shall discharge the duties of the Chairman in the event of absence or disability, for any cause whatever of the latter.

## **ARTICLE VI - AMENDMENTS**

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted as follows:

(a). By the affirmative vote of a majority of the members voting on the proposed amendment or amendments, at a regular or special meeting of members, as provided by law; or,

(b). If the Board of Directors has been duly authorized by the members to exercise from time to time the power of amendment, by the affirmative vote of two-thirds of the directors who are present and entitled to vote on the proposed amendment or amendments, at any regular or special meeting of the Board of Directors, as provided by law. Notice of the meeting of members or the Board of Directors and of the proposed amendments or amendments shall be given.