

ARTICLE I
NAME

SECTION 1. NAME. The legal name of this association is the New England Livery Association, Inc., (NELA), [a non-profit corporation incorporated in the Commonwealth of Massachusetts].

SECTION 2. OFFICE. The principal office location of the NELA is in New England. The association may have such other offices as may from time to time be designated by the Board of Directors.

SECTION 3. DEFINITIONS.

The livery industry definition applies to private livery vehicles.

A. These bylaws apply to all companies whose vehicles operate under the classification "private livery" and possess all necessary licenses and permits where applicable to conduct business.

B. Private Livery

(1) Dispatched prior to service; by prearranged reservation; for a specific customer; do not hail from the street; have a fixed business operation and legal office address registered with the city or town in which the business is located. Operates in accordance with local city or town ordinances.

(2) Payment prearrangement (billing, or credit card the preferred method);

(3) Operators of the vehicles not allowed to solicit Business, by hailing from the street or curb.

(4) Defined by service or charter, not type of vehicle.

(a) 14 passengers and less (Limousines, sedans, & vans) ;

(b) Greater than 15 passengers (mini-bus and busses) (State) and Federal permits where required.

(c) Operate unmarked vehicles unless required by Federal regulations.

(5) Vehicle and operator licensed as applicable by town/city/state to operate in that municipality, or performs recognized State and or Federal approved background reviews, possess MC and USDOT Authority, and possess a single state registration certificate, when required by law.

(6) Failure to adhere to all local, State, and Federal required regulations may be grounds for revocation of membership.

ARTICLE II
STANDARDS

SECTION 1. Purpose.

The purpose of the New England Livery Association is to address common areas of interest of the private livery industry by all lawful means, to develop a collaborative organizational advocacy for the private livery industry through appropriate professional counsel and representation, to cooperate with other related industries and organizations, and to act in a manner consistent with the public interest, as well as in the interest of this industry and trade.

SECTION 2. Goals

- A. Promote and advance the interests of the private livery industry:
 - (1) Serve as spokesman for matters and issues of interest to its members.
 - (2) Promote economy, efficiency, and professionalism in owning and operating vehicles and related services.
 - (3) Disseminate information of interest to the private livery industry.
 - (4) Promote use of products, merchandise, education, and systems, which will further advance the interests of its members.
- B. Establish, and maintain a professional code of ethics for NELA members and advocate fair practice.
- C. Share resources and buying power in the marketplace for the common benefit of association members.

SECTION 3. Ethics

Membership in the NELA implies that each member abides by the following Code of Ethics:

- A. To conduct all business with integrity, sincerity, and accuracy in an open and forthright manner;
- B. To operate lawfully within the jurisdiction of all lawful states, municipalities, and authorities and carry all required state and federal certificates and insurance requirements on all vehicles. When required by law the current owner and or agent of record and or persons affiliated with their firm, are to preserve the interests and protect the interests of the public and or the members they perform services for;
- C. To provide factual and accurate information regarding their products and services or the products and services of a firm they represent, and to avoid misleading or deceptive practices which could be damaging to the consumer or the private livery industry;
- D. To consider every transaction with clients and or association members as confidential, not disclosing any information regarding these transactions without the client's and or association member's permission unless law requires such disclosure;
- E. To respond promptly to customer complaints;
- F. To cooperate fully with any inquiry regarding disputes involving customers and/or member companies.
- G. Does not solicit another association member's client while performing services for an association member.

ARTICLE III
MEMBERSHIP

SECTION 1. Class.

The six (6) classes of membership in the Association are:

- A. Regular Member
- B. Affiliate Member
- C. Association Member
- D. Honorary Member
- E. State Member
- F. Other - Such classes of membership as may be created by the Board of Directors.

SECTION 2. Regular Member.

The livery industry consists of companies operating vehicles for hire in the private livery category.

A. When and if required by law, the member must possess the following documentations and qualifications

- (1) Federal, State and local licenses,
- (2) Business certificates and permits
- (3) Mandatory insurance required by this category
- (4) Recognized employee background reviews

These parameters allow a member to conduct business in the state or municipality for operations in and from their respective bases.

B. Owns or operates a minimum of one (1) vehicle properly licensed and insured under the insurance classification of "private livery" as defined in Article I, Section 3 b;

C. Pays annual dues as determined by the Board of Directors;

D. Accepted by a majority of the Board of Directors of the Association at its next scheduled meeting after the membership application is received. A regular member is entitled to vote at quarterly membership meetings when required, serve as a director or officer of the Association, when nominated and accepted by a vote of the membership, and attend Association Board of Directors Meetings except in "Executive Session". Every regular member which is a corporation or partnership designates in writing to the Secretary of the Association, a person as its representative. This individual represents, votes, and acts for the member in all the affairs of the Association, and continues, as that member's representative until the member company revokes his/her appointment in writing.

E. State Members: Members belonging to another state organization are permitted to join the NELA upon the approval of the NELA Board of Directors. A position of Director or Directors may be established should that association merge their operations with the NELA. The president of the NELA may appoint 1 (one) or up to 3 (three) of those members after a formal review. Their terms would be for 1 one year. Those members may then submit a request to the Nominating Committee, to be listed on the formal ballot for the next election upon the expiration of their term. Those elected members would hold a term for 2 years.

SECTION 3. Affiliate Member.

The designation "Affiliate Member" applies to corporations, partnerships, sole proprietorships, or to persons not owning or operating a private livery business, but owning or operating a trade, business, or activity providing products, merchandise, or services necessary or reasonably required for use in operating a private livery business in New England:

A. The Affiliate Member pays annual dues and/or any assessments as may be determined from time to time by the Board of Directors. Dues for affiliate membership are based on company size;

b. Affiliate Members may participate in all NELA activities and programs but may not vote except for affiliate representative elected to the Board of Directors. Their elected term to the board of directors if accepted is 2 years.

SECTION 4. Association Member.

The designation "Association Member" applies with the following qualifications:

A. Another association wanting membership in NELA must have ten active members upon application, maintain five members, and its bylaws approved by two thirds of the NELA board of directors; Members must have on file with the Secretary of state, appropriate documentation validating their status as an organization or business.

B. Any livery operator who is a member in good standing of a NELA member association may apply for membership in NELA at a rate as determined by NELA board of directors.

C. Association Members may participate in all NELA activities and programs but may not vote.

D. Association members cannot hold a position as an officer of the NELA.

SECTION 5. Honorary Member.

The designation "Honorary Member" applies to any corporation, partnership, sole proprietorship or person the Association wishes to honor for services or work performed for, or to benefit the Association or its members. Honorary members have all the benefits of a Regular Member except voting, holding elected office, and payment of dues. Honorary Membership is granted by a majority vote of the NELA Board of Directors.

SECTION 6. Termination of Regular Membership.

Members who cease to meet the requirements of Membership in ARTICLE IV, SECTION 2, can be removed as a Regular Member of the Association. The membership committee may review the circumstances upon which the member is to be removed and recommend that the member may be reinstated under Article III, Section 9. Membership in this Association is not transferable. Change in ownership in any member licensee shall automatically terminate its membership in this Association except that the subsequent owner or owners may become members of this association upon application for membership in accordance with these By-laws. Members may be removed for violating Article I, Section 3 and Article II, Section 3

SECTION 7. Application.

Any person, partnership, or corporation eligible for membership, upon making written application, may be elected to membership, upon recommendation of the Membership Committee and a majority vote of The Board of Directors. No application may be recommended by Membership Committee and be submitted to the Board until the members have completed reasonable examination. The following are required:

A. A valid business certificate from the local municipality.

B Proof of insurance which must meet all State and Federal laws.

C USDOT and MC, and single State Registration certificates. When required by law.

(1) Proof of recognized State and or Federal approved employee background reviews

(2) All of the above are applicable when required by law as determined by their respective state, local, and federal jurisdictions

Any applicant who has been rejected for membership must be so notified. Said Applicant may file a request with the President that his application be considered by the membership at-large, in which event the President notifies the members within fifteen (15) days of receipt of such notice from the applicant and the question of this membership is placed on the agenda of the next membership meeting Any applicant rejected for any reason may not apply for membership in the Association for one year after formal rejection by the Association or by the Membership Committee.

SECTION 8. Expulsion and Suspension.

Any member, director, or officer can be suspended or expelled for non-payment of current year's dues, conduct deemed unbecoming and or including a violation of, Article II, Section 3. and/or a two-thirds vote of the NELA Board of Directors.

SECTION 9. Reinstatement. Any member current or past, suspended or expelled for reasons listed in Article III section 8, Article IV Section 2, Article II, Section 3, that desires reinstatement of membership, may be reinstated after a formal review by the Executive, and Membership committee. A majority vote by the current elected Board of directors will determine if the applicant will be reinstated. A \$25.00 reinstatement fee may be assessed at the discretion of the board.

ARTICLE IV FINANCE

SECTION 1. Amount.

Dues, assessments, and admission fees for all classes of membership are established by the NELA Board of Directors. All membership fees are due annually on the first of the month of the anniversary date of admission into the association.

SECTION 2. Delinquent Payment.

Any member of the association delinquent in the payment of dues for a period of forty-five (45) days, will be notified and advised that their membership is delinquent and will be suspended if payment is not made within 30 days of the notification. If payment of dues is not made by the date specified by delinquency notice, the delinquent member may be suspended. During a period of suspension, a member is not be entitled to any services of the Association. Upon application, the Board of Directors may postpone the due date of the dues of any member. Members, who are delinquent, are not eligible to vote at any association meetings. Members may be reinstated at the discretion of the membership committee and will be assessed a \$25.00 fee for reinstatement upon their approval of the members reinstatement.

SECTION 3. Refund of Dues.

No dues may be refunded to any member whose membership terminates for any reason.

ARTICLE V MEETINGS and ELECTIONS

SECTION 1. Meetings of Membership.

The annual meeting of the New England Livery Association is held each year, with date, time, and place determined by the Board of Directors. The Board of Directors may call special and scheduled meetings of the Association.

SECTION 2. Notice of Meetings.

Notice of the date, time, place, and purpose of any meeting of the Association is sent in writing within thirty (30) days of the meeting to each member of the Association at the address on file with the Secretary.

SECTION 3. Voting by Regular Members: At any quarterly meeting, each regular member of the Association in good standing is entitled one vote. Any member wishing an issue to be addressed and voted by the membership of the NELA may present it, if seconded by ten other members, either by vote at a scheduled quarterly meeting or directly, to the Board of Directors through the appropriate committee for review and comment by the Board. This issue may be presented to the membership at the next scheduled quarterly meeting of the NELA with the Board's, favorable, and opposing positions published to the membership before the vote. The Board of Directors prescribes registration for each

member's vote from time to time. Unless otherwise specifically set forth in these bylaws, all action taken at the annual meeting, or a regular or special meeting, is by a majority vote of the regular members present. Twenty percent of the membership entitled to vote constitutes a quorum for the vote to be binding. Absentee voting is not to be permitted.

SECTION 4. Order of Business.

The order of business at all meetings of members and Board of Directors meetings is:

1. Roll call or attendance verification;
2. Acceptance of the previous meeting's minutes;
3. Treasurer's report;
4. Report of officers;
5. Report of Committees;
6. Old and unfinished business;
7. New business;
8. Health and welfare;
9. Adjournment.

SECTION 5. Nomination of Directors and Officers.

The Secretary mails a copy of the report of the Nominating Committee to all members with the notice of the annual meeting.

SECTION 6. Election of Officers.

By ballot prior to the annual meeting of the members of the Association, officers are elected by a majority of the members eligible to vote:

- A. President;
- B. First & Second Vice President;
- C. Secretary;
- D. Treasurer;
- E. Directors (as prescribed by membership).

Officers hold office for two years. Any Officer and Director is eligible for re-election as long as he (she) is a member in good standing.

SECTION 7. Term of Office.

The term of office for the President and Vice Presidents of the Association is two years, with one Vice President elected at the same time as the President, and the other elected in alternate years. The Officers and Directors of the Board of Directors have a term of office of two years. There is no limit on how many terms one may serve on the Board of Directors, or hold as a position of an officer. The immediate Past President's role is to be an advisor to the president and may include a total of 5 past Presidents. This position does not have the power to vote. The term of office for all Members of the Board of Directors commences on July first of the year they are elected.

SECTION 8. Nominating Committee.

At least one hundred and twenty (120) days prior to the annual meeting, or as dictated by two-thirds majority of the board, the President appoints the Chairman of the Nominating Committee from the Board to be confirmed by a simple majority of the Board. The Nominating Committee Chairman solicits from the Board of Directors, a committee of four (4) additional board members, to nominate the Officers and directors at least sixty [60] days before the date of the annual meeting. The Nominating Committee notifies the Secretary, in writing, the names of the candidates it proposes. The Secretary communicates this proposed list, along with the notice of the annual meeting, to each member at least thirty (30) days before the annual meeting. No member of the committee can be in a position to be elected or re-elected while sitting on this committee.

SECTION 9. Elections.

Election of all Officers and Board Members will be by a simple majority to be in the possession of the Secretary 14 days before the annual meeting and announced at that time.

ARTICLE VI.
GOVERNING BODY

SECTION 1. Composition. The Association is governed by a Board of Directors consisting of the duly elected President, First & Second Vice President, Secretary, Treasurer, no more than twelve [12] Directors, and the immediate Past President. The total number of directors may be modified per Article III Section E. The principal office of the NELA is the President of the Association. Each Board Member of the NELA is responsible for a major area of responsibility and may include the following:

A. State Board Member ^{1,2}	(up to seven)
(1) Maine	one
(2) New Hampshire & Vermont	one
(3) Rhode Island	one
(4) Connecticut	one
(5) Eastern Massachusetts	one
(6) Central Massachusetts	one
(7) Western Massachusetts	one
B. Directors at large	three
C. Association ³	one per association
D. Affiliate	up to three

¹ A State Board Member may be proposed at the recommendation of the president and approved by a majority vote of the Board of Directors that consists of five (5) NELA member companies not represented by an association.

² Geographical limits as determined by the Board of Directors.

³ An active livery association located in a specific geographical area or state may recommend a candidate for Director if it may appoint a Director if it is approved and voted upon by a majority of the board of directors to join NELA as an association and maintains 15 members in good standing on its rolls.

The total number of directors may be modified per Article III Section E.

SECTION 2. Vacancies.

Vacancies occurring on the Board of Directors for any reason may be filled by appointment of the President. All candidates are to be reviewed by the Executive board and Membership committee for approval before that individual is confirmed by the Majority vote of the board. An Officer or Director elected and or appointed by the president to fill a vacancy caused by resignation, death or removal holds office for the unexpired term of his (her) predecessor. All appointments are subject to review by the Executive committees and majority vote by the full board.

SECTION 3. Removal of Officers and Directors.

Any or all of the Officers or Directors may be removed for cause by a two-thirds vote of the Board of Directors. Officers and or Board members removed from their position may not run for a board position and or office for a period of 5 years from the date of removal. Removal of an officer including a Director does not require a letter of resignation received

by the board of Directors. Every effort will be made to communicate this decision to the board member affected by this decision. Individuals whom have resigned or have been removed from their position may not run for a board seat and or office for a period of 5 years from the date of removal.

SECTION 4. Resignation.

An Officer or Director may resign at any time by providing written or verbal, notice to the Board, President, or the Secretary of the Association. Unless otherwise specified in the notice, the Officer and or Directors resignation is effective immediately upon notification to the Board of directors, or the Officer to whom the resigning individual has notified. Individuals whom have resigned or have been removed from their position may not run for a board seat and or office for a period of 5 years from the date of removal. Exception: A board member or officer of the NELA who submits their resignation due to circumstances beyond their control, may have their request to reapply for their position to be listed on an election ballot reviewed by the Executive Committee and the Nominating Committee. A review and determination by both committees will be put forth to the Board of Directors for a vote. Their decision is final.

SECTION 5. Failure to Attend Meetings.

Any elected Director or Officer who fails to attend three [3] consecutive regularly scheduled Board of Directors meetings or a total of 4 scheduled meetings in the current year without prior approval of the majority of the Board, may be removed from office by a two-third vote of the Directors at any meeting of the Board of Directors.

SECTION 6. Quorum of Directors.

A majority of the current Board of Directors and Officers shall constitute a quorum for the transaction of any specified item of business at the Board of Directors meeting.

SECTION 7. Action of the Board.

Unless otherwise required by law or in these by-laws, the vote of a majority of the Directors present at a duly constituted meeting is required for a decision of the Board. Each Officer and Director present has one vote. In case of a tie the President casts an additional vote.

SECTION 8. Meeting of the Board.

Meetings of the Board of Directors are scheduled in advanced and held at least six times a year or upon call of the President, or acting President when appropriate. Each member is notified by mail by the Secretary of the time and place for holding each meeting not later than three [3] business days prior to convening the meeting. The

Chief Executive Officer settles all questions of parliamentary procedure. The Chief Executive Officer resolves any disputed procedures according to Robert's Rules of Order, whenever they are not inconsistent with the By-Laws of this organization. If, in the judgment of the President or acting President as Chief executive Officer,, an emergency exists which makes the holding of a Board Meeting impossible or impracticable a meeting may be held by telephone conference call. Special meetings may be requested by the President, acting President or the Secretary by written, verbal, and or email request. A notification to all members will be forwarded as to request their presence. The Chief Executive Officer will be responsible for forwarding this request and will keep all records pertaining to the list of those contacted and responses received.

SECTION 9. Chief Executive Officer. At all meetings of the Board, the President will preside. In the President's absence, the order of succession is First Vice President, Second Vice President, and Secretary.

SECTION 10. Honorary Directors.

At any meeting of the Board of Directors, by the vote of a majority of the Board, the Board may name any individual, "Honorary Director" in recognition of his or her service to the Private Livery Industry. This person need not be engaged in the limousine industry. Honorary Directors are entitled to receive notice of and to attend and participate in all meetings of the Board of Directors without the right to vote.

Section 11 Members are eligible to run for the board of directors including the position of an Officer based on active membership in good standing, and paid dues.

ARTICLE VII.
OFFICERS

SECTION 1. President. The office of the President shall be the highest honor which the association can bestow. The President shall be the principal executive officer of the NELA and shall preside at all meetings of the association and the Board of Directors. The President also serves as a member, ex-officio, of all committees except the Nominating Committee. He (she) performs such other duties as are necessary. Working in conjunction with the Chief Executive Officer, the President shall assist on all appointments to all committees.

SECTION 2. Vice Presidents.

The Vice Presidents perform such duties as the President or the Board of Directors may prescribe. If the President is unable to perform his (her) duties, the First Vice President assumes duties of the President. Second Vice President assumes duties of First Vice President in this case.

SECTION 3. Treasurer.

The Treasurer is the Financial Officer of the Association. He (she) has the care and custody of all the funds and securities of the Association, and deposits these funds in the name of the Association in a bank or trust company designated by the Directors. When duly authorized by the Board of Directors, the Treasurer signs and executes all contracts, countersigned by the President, in the name of the Association. The Treasurer also signs all checks, drafts, notes, and orders for the payment of money, which are duly authorized by the Board of Directors and countersigned by anyone of the President, Vice President(s), or Secretary. The Treasurer during ordinary business hours presents the books and accounts for inspection by any member of the Board or Regular member of the association upon application at the office of the association. At the end of each fiscal year, the Treasurer orders an audit of the accounts of the Association made by a committee appointed by the President, and presents the audit in writing at the annual meeting of the members. At this time the Treasurer also presents an annual report setting forth in full the financial condition of the Association. At the expiration of his term of office, the Treasurer delivers over to his successor all books, monies and other property or, in the absence of a Treasurer-elect, to the President.

SECTION 4. Secretary.

The Secretary gives notice of and attends all meetings of the Association and Board of Directors Meetings and keeps a record of their proceedings; he or she conducts all correspondence and carries into execution all orders, votes, and resolutions not otherwise committed per direction of the President; he or she keeps a list of the members of the Association. The Secretary has custody of the seal of the Association, and affixes it to documents when duly authorized by the Board of Directors. The Membership Roll, containing the names, alphabetically arranged, of all members of the Association, shows

their places of residence and the date when they became members as well as copies of NELA By-Laws as required. A copy of all records held by the secretary will be forwarded to the Chief Executive Officer as requirements call for in his or her contract

SECTION 5. Directors.

A Director of the NELA, as a condition of serving on the Board, may be appointed as chairman of a committee which is accountable for that committee's responsibilities as determined by the Executive Committee the Board of directors.

A. Director at large: One NELA member in good standing from a designated and approved geographical area in New England may be reviewed, proposed and elected to the Director at large position.

B. State/Association Director: One individual member or as indicated in Article III Section E, NELA member in good standing may be elected and or appointed to the Board as a director from each state or local state private livery association. A state Association Director is referred as an Officer, and or member of a state livery committee,

C. Affiliate Director: Up to three directors may be elected from NELA Affiliate members list.

SECTION 6. Chief Executive Officer:

The Chief Executive Officer shall be the chief officer of the NELA and have a fixed compensation under an agreed contract. The Chief Executive Officer shall act as the executive agent of the association with such powers, authority, duties and obligations as shall be imposed by the Board of Directors. The Chief Executive Officer shall keep full and accurate records of these and any transaction which shall be the sole property of the association and open to inspection at all reasonable times by any member of the Board of Directors. The Chief Executive Officer manages the affairs of the Association, seeing that all orders and resolutions of the Board are carried into effect. The Chief Executive Officer shall implement, prepare, formulate and promote the general program of the NELA. Working in conjunction with the President he or she shall appoint all committees and the chairpersons associated with the assigned and designated committee. Upon review of a committee appointed by the Executive Committee, the full board will approve and vote to secure a candidate as the CEO. The overall duties of the CEO are outlined by the negotiated contract approved by the Board of Directors.

ARTICLE VIII
COMMITTEES

SECTION 1. General.

The President, subject to the approval of the Board of Directors, annually appoints standing, special or sub-committees as required by the Bylaws or as he (she) finds necessary. Regular committees include:

- (1) Executive*
- (2) Membership*
- (3) Grievance*
- (4) Program and Physical Arrangements*
- (5) Legislative/Regulatory*
- (6) Finance and Fundraising
- (7) Publicity and Public Relations*
- (8) Business Management, Operation, & Training
- (9) Ethics and Rules (by-laws)*
- (10) Association/State Sub-committee
- (11) Political Action Committee (P.A.C.)

* = Standing committee

A. Each committee for which chairmanship and membership is not specified, has at least three (3) members including a chairman (Board Member) designated by the President and two NELA members in good standing. In the event of a vacancy, the President may appoint successors in the membership or chairmanship of any committees. All committees report to the President and the Board of Directors at each Board of Directors meeting, with a written report of activities as required by the President.

B. The duties and responsibilities of the various standing committees are:

(1) Executive Committee

The President, subject to the approval of the Board of Directors, annually appoints an Executive Committee consisting of the President, Vice Presidents, Secretary and Treasurer. Between Board Meetings the Executive Committee may make decisions and act for the Board, subject to the approval of the Board at the next meeting. Whenever resolutions, reports, or communications from committees or the Chief Executive Officer recommending appropriations of money for any purpose are presented to the Board of Directors, these are referred to the Executive Committee for investigation and recommendation to the Board before definitive action is taken. The Board may also refer such resolutions, reports, or communications to the Executive Committee with power to act.

(2) Membership Committee

The Chairman of the committee reports its findings and makes recommendations to the Board of Directors concerning the acceptance and rejection of each potential new member. This committee solicits and encourages memberships in all classes and categories. It examines the qualifications of every applicant for regular membership or associate membership in the Association.

(3) Grievance Committee

The Grievance Committee receives, studies, and determines all complaints against Association members when these complaints are presented to the Committee in writing. A copy of the written complaint against a member is served by Certified Mail, Return Receipt Requested, upon the member whose conduct has been criticized. He or she has thirty (30) days in which to answer the complaint in writing to the Grievance Committee, which will be chaired by the 1st Vice President. The 1st and 2ND vice president, and Secretary will review the complaint, and render a decision. All members of the Grievance Committee must be given an opportunity to study both the complaint and the written response and express their conclusion to the Chairman of the Committee. If a majority of the Grievance Committee agrees on a solution, the Chairman communicates this solution to the parties involved and recommends that appropriate action be taken. If the party who has been found in violation does not agree to accept the decision of the Grievance Committee, he (she) has a right to appeal to the Board of Directors. That appeal will be held in Executive session at the next regular or special meeting of the Board of Directors at a time set by the President. Both parties have an opportunity to present their sides of the dispute. The Board then enters into executive session to make its decision, and after having reached the decision, makes it known to the parties involved. The decision of the Board of Directors is final. Any member refusing to abide by the decision of the Board of Directors within thirty (30) days thereafter must be expelled from the Association. In the case of formal hearing before the Grievance Committee or the Board of Directors, both parties to a dispute must be given ten (10) days notice by Certified mail of the time and place of the Hearing. They may appear in person or may be represented by counsel. Minutes of all meetings of the Grievance Committee, its

proceeding, and decisions become a part of the permanent records of the Association. The Chairman of the Grievance Committee has express authority to appoint any member or members of this Association to a sub-committee to investigate any complaint and to report its findings to the committee; but said sub-committee has no authority to discipline any member of the Association or to finally determine the complaint. The President may appoint the Association's General Counsel to serve as a non-voting member of the committee.

(4) Program and Physical Arrangements.

This committee arranges a schedule of activities of the Association for the year, including presentations, fundraisers, and programs of interest to the membership. It is responsible for the preparation, coordination, and set up for all membership meetings, functions, and events.

(5) Legislative/Regulatory

This committee is responsible for the coordination of all legislative and regulatory actions concerning state and local agencies as authorized by the Board of Directors. It is the primary point of contact for the Association's lobbyist, legal representation, and regulatory agencies. It and will meet frequently with appropriate legislative and regulatory representatives and agencies to exchange information, coordinate changes, and improve communication, assisting NELA Members in dealing with these agencies.

(6) Finance & Fundraising.

This committee is responsible for organizing and administering fund raising events as authorized by the Board of directors. A standing member of this committee is the Association Treasurer. This committee is responsible for the independent annual audit of the Association's finances.

(7) Public Relations.

This committee keeps the public informed about the purposes and objectives of the Association, the services its members provide, and those matters of concern to the Association and its members. It is responsible for the publishing the NELA Brochure, preparing the NELA Newsletter, preparing NELA Press Releases, and organizing charity events.

(8) Business Management Operations, and Training

This committee keeps abreast of new products, services, means of communication, methods of management and operations, and other goods and services and concepts that would be of assistance and interest to those in the livery business. It reports and disseminates such information to the Board and membership on a regular basis and is responsible for all training programs and activities adopted by the NELA

(9) Ethics And Rules [By-laws

This committee's duty is to include preparation, keeping the Rules and Regulations, and Code of Ethics. This committee advises the Board and the Association for the benefit of the membership and the advancement of the private livery business.

(10) Association/State-subcommittees This committee monitors, supports, and coordinates state subcommittees and member associations activities.

(11) Political Action Committee (P.A.C.)

If approved by two thirds of the NELA membership and three fourths of the Board of Directors, a P.A.C may be formed. The official designation of the political action committee is the New England Livery Association P.A.C. The P.A.C. is the only source for political contributions by the Association. All contributions to the P.A.C. must be individual in nature and non-business related. All funds contributed to the P.A.C. must be kept separate and fully accountable to the board. The P.A.C., at a minimum, consists of a P.A.C. President and Treasurer.

SECTION 2. Other Committees.

In addition to the above standing committees, the President or the Board of Directors may, from time to time, create such other committees as they deem necessary or desirable, and these committees have powers and duties specified by the Board of Directors, provided they are not in conflict with the provisions of these bylaws. All committees are chaired by a Director and report activities at each board meeting.

SECTION 3. Committee Chairmen.

The President of the Association appoints from among the members of the Board of Directors a chairman of each committee except for the Nominating Committee. He also may appoint additional members to committees.

ARTICLE IX
FINANCES

SECTION 1. Bank Accounts.

The funds of the Association are deposited in interest-bearing accounts in the name of the Association in financial institutions selected by the Board of Directors. The Board of Directors may provide for the payment of expenses of the offices of the Association and may authorize signatures for withdrawals and balances, as the Board of Directors may deem appropriate.

SECTION 2. Fiscal Year.

The fiscal year of the Association begins July 1 and runs through June 30 each year.

SECTION 3. Financial Report.

The Treasurer furnishes to the Board of Directors a monthly financial report at each regularly scheduled Board meeting, a Quarterly Financial Report of the Association and also furnishes a report at the regular meetings of the membership and a Annual Statement at the Annual Membership Meeting in June.

SECTION 4. Special Issues Fund.

The President with approval of two thirds of the Board of Directors may initiate additional financing for whatever purpose the Board of Directors sees fit.

ARTICLE X
CONSTRUCTION

In case of any conflict between the provisions of the Certificate of Incorporation and these Bylaws, the provisions of the Certificate of Incorporation prevail.

Article XI
Amendments

A two-thirds (2/3) vote of the Board of Directors is required to modify the bylaws. The membership will be notified a minimum of thirty (30) days in advance of the quarterly meeting where the change will be reviewed. A majority of the active members present at the meeting is required to ratify the change.

ARTICLE XII
INDEMNIFICATION

The Board may provide for indemnification by the Association of any and all of its Directors or Officers or former Directors of Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, to which they are a part by reason of having been Directors or Officers of the Association. The Board will not provide this indemnification when these Directors or Officers are judged in the matter to be liable for negligence or misconduct in the performance of duty as determined by the insurance carrier or when the matter is settled by agreement predicated on the existence of such liability for negligence or misconduct.

ARTICLE XIII
DISSOLUTION

The Association may use its funds only to accomplish the objects and purposes specified in these bylaws, and no part of said funds may inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining must be distributed to one or more regularly organized and qualified charitable, educational, scientific, philanthropic organization to be selected by the Board of Directors.