

BYLAWS
AUTOMOTIVE BODY PARTS ASSOCIATION

A Non-Profit Corporation
1510 Eldridge Parkway, Suite 110-168
Houston, TX 77077

ARTICLE 1: OFFICES

Principal Office

- 1.01. The principal office of the Corporation in the State of Texas shall be located in the City of Houston, County of Harris. The Corporation may have such other offices, either within or without the State of Texas, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Registered Office and Registered Agent

- 1.02. The Corporation shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Business Organizations Code. The registered office may be, but need not be identical with the principal office of the Corporation in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE 2: OBJECTIVES

- 2.01. To provide a forum, through national and regional conventions and seminars for the exchange of ideas and business experiences within the automotive body parts industry.
- 2.02. To encourage and assist management to develop business procedures and practices aimed at increasing member companies' return on investment.
- 2.03. To promote the commercial welfare of the industry by instilling into the business relationship of its members and their factory suppliers and customers the highest plane of cooperation.
- 2.04. To promote fair and honorable trade practices between the membership and the customers of the membership of the Corporation.
- 2.05. To discourage unfair competition and violation of business customs and usages of the trade.
- 2.06. To creatively expand the role to the distributor and to open up new business opportunities and services to the independent auto body shops and dealers.
- 2.07. To foster good will between the industry, its factory suppliers, customers, and other industries influencing industry growth (i.e., the insurance industry).
- 2.08. To represent the industry when proposed government action and legislation threatens the industry.

ARTICLE 3: MEMBERS

- 3.01. The Corporation shall have several classes of members (collectively "Members"), as designated by the Board of Directors. The initial designation of such class and the qualifications and rights of the members of such class shall be as follows:
- a. Regular Members shall be those persons, firms, corporations, or associations who or which are actively engaged in the industry as either manufacturer, factory suppliers, distributors,

redistributors, recycler and/or other vendors of aftermarket body parts whose primary business is to service body shops and other resale outlets with aftermarket collision replacement body parts;

- b. Multiple Membership, which is extended to the second or more location(s) of an existing Regular Member at a discounted rate of dues but which will have all the privileges of membership except the right to vote;
 - c. Associate Members, who or which are economic entities and/or persons having an alliance with the industry but not directly engaged in the manufacture, supply, distribution and/or sale of such collision replacement parts and who or which shall have all of the privileges of membership except the right to vote;
 - d. Individual Members, who may or may not derive their livelihood from the industry directly but who have a vested interest in the welfare of the industry and who may have the right to vote, as directed by the Board of Directors. Companies and/or Candidates for membership shall make application on a form approved by the Board of Directors and submit it with a check for the required dues.
 - e. These designations of classes of Members may be changed by the Board of Directors.
- 3.02. Members shall be elected and/or selected by the Board of Directors as they may from time to time be recommended for such by the Chairman, President and/or a committee of the Board of Directors established for such purposes. An affirmative vote of a majority of the Directors shall be required.

Voting Rights

- 3.03. Each Regular Member (and/or Individual Member as determined by the Board of Directors) shall be entitled to one vote on each matter submitted to a vote of the Members. Active Members not in good standing shall not be entitled to cast any votes. Use of the term Member in these bylaws with respect to a matter to be voted on by Members includes only those Members having the right to vote.

Termination of Membership

- 3.04. Any Member in arrears in the payment of dues for a period of three (3) months after said dues or any installment thereof are due and payable, shall be notified in writing by the Secretary or Treasurer of such arrearage and, one (1) month thereafter, if such dues shall have continued unpaid, such Member shall automatically cease to be a member of the Corporation and shall not be restored to membership without making written application for reinstatement to the Board of Directors. Such reinstatement shall be at the discretion of the Board of Directors.

Resignation

- 3.05. Any Member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

Reinstatement

- 3.06. Upon written request signed by a former Member and filed with the Secretary, the Board of Directors may, by the affirmative vote of a majority of the members of the Board, reinstate such former Member to membership on such terms as the Board of Directors may deem appropriate.

Transfer of Membership

- 3.07. Membership in this Corporation is not transferable or assignable.

ARTICLE 4: MEETINGS OF MEMBERS

Annual Meeting

4.01. An annual meeting of the Members shall be held on such date and at such time and place as may be fixed by the Board of Directors, for the purpose of electing Directors and for the transaction of other business as may come before the meeting. If the day fixed for the annual meeting shall be on a legal holiday in the State of Texas, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as possible.

Special Meeting

4.02. Special meetings of the Members may be called by the President, the Board of Directors, or not less than one-tenth of the Members having voting rights.

Place of Meeting.

4.03. The Chairman of the Board of Directors, with the concurrence of a majority of the Board, may designate any place, either within or without the State of Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the Corporation in the State of Texas; but if all of the Members shall meet at any time and place, either within or without the State, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting, any Corporate action may be taken.

Notice of Meeting

4.04. Written or printed notice stating the place, day, and hour of any meeting of Members shall be delivered, either personally, by mail, or by e-mail, to each Member entitled to vote at such meeting, not less than ten (10) nor more than fifty (50) days before the date of such meeting, by or at the direction of the Chairman, President, and/or the Secretary, or the Officers or persons calling the meeting. In case of a special meeting or when required by statute or these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon prepaid. If sent by e-mail, the notice of a meeting shall be deemed to be delivered when sent to the Member at his e-mail address as it appears on the records of the Corporation, so long as the sender does not receive an error message indicating that the e-mail was not delivered. If the sender receives an error message indicating that the e-mail was not delivered a notice shall be sent by regular mail.

Informal Action by Members

4.05. Any action required by law to be taken at a meeting of the Members or any action which may be taken at a meeting of the Members may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Members entitled to vote with respect to the subject matter thereof.

Quorum

4.06. The Members holding majority of the votes which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of Members, a majority of the

Members present may adjourn the meeting from time to time without further notice.

Proxies

- 4.07. At any meeting of Members, a Member entitled to vote may vote by proxy executed in writing by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Voting by Mail

- 4.08. Where Directors or Officers are to be elected by Members or any class or classes of Members, such election may be conducted by mail and/or fax ballot in such manner as the Board of Directors shall determine.

ARTICLE 5: BOARD OF DIRECTORS

- 5.01. The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors shall be not less than five (5) nor more than fifteen (15). The exact number of Directors may be fixed from time to time by the Board of Directors.

Qualification of Directors

- 5.02. Directors shall be Members of the Corporation or an officer, director, or shareholder of a Member of the Corporation. Directors need not be residents of Texas. Directors must be actively involved in the automotive body parts industry as a manufacturer, distributor, importer, repair center, insurer, or an employee, owner, officer, or consultant thereof.
- 5.03. Decisions regarding the eligibility of a Director or nominated Director shall be made by the Chairman of the Corporation. In the event a question arises regarding the of eligibility of the Chairman to be a Director, such question shall be decided by the President of the Corporation.

General Powers

- 5.04. Subject to the limitations of the Articles of In Corporation, of these By-Laws, and of the Texas Business Organizations Code as to action to be authorized or approved by the Members, and subject to the duties of directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:
- a. To appoint and remove all officers, agents and employees of the Corporation and to prescribe such powers and duties for officer, agents and employees as may not be inconsistent with law, the Articles of In Corporation, or these Bylaws.
 - b. To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of In Corporation, or these Bylaws, as they may deem best.
 - c. To designate any place within or without the State of Texas for the holding of any membership meeting or meetings; to change the principal office of the Corporation for the transaction of its business from one location to another to adopt, make, and use a Corporate seal and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of the law.
 - d. To borrow money and incur indebtedness for the purpose of the Corporation and to cause to

be executed and delivered therefor in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence or debts, and securities therefor.

- e. To manage in such manner as they may deem best, all funds and property, real and personal, received and acquired by the Corporation, and to distribute, loan or dispense the same and/or the income and profits therefrom.
 - f. To establish committees for the purpose of carrying out the objectives of the Corporation, members of which shall be appointed by the Directors.
- 5.05. At each annual meeting of Members, a number of directors shall be elected by the entire membership equal to the number of Directors whose term shall have expired at the time of such meeting. Nomination of Directors shall be made in accordance with Paragraph 5.14 of these Bylaws. Each Director shall serve for a three-year term, and may not serve more than three (3) consecutive terms. Directors shall hold office until their respective successors are elected and qualified.

Regular Meetings

- 5.06. A regular annual meeting of the Board of Directors shall be held without other notice than this Bylaw, immediately after, and at the same place as, the annual meeting of Members. The Board of Directors may provide by resolution the time and place, either within or without the State of Texas, for the holding of additional regular meetings of the Board without other notice than such resolution.

Special Meetings

- 5.07. Special Meetings of the Board of Directors may be called by or at the request of the Chairman, President or any three Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Texas, as the place for holding any special meetings of the Board called by them.

Notice

- 5.08. Notice of any Special Meeting of the Board of Directors shall be given at least seven (7) days previously thereto by written notice delivered personally or sent by e-mail, mail, or telegram to each Director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If sent by e-mail, the notice of a meeting shall be deemed to be delivered when sent to the Member at his e-mail address as it appears on the records of the Corporation, so long as the sender does not receive an error message indicating that the e-mail was not delivered. If the sender receives an error message indicating that the e-mail was not delivered a notice shall be sent by regular mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Quorum

- 5.09. A majority of the Board of Directors shall constitute a quorum for the transaction of business at

any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Manner of Acting

- 5.10. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Vacancies

- 5.11. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. A Director elected to fill a vacancy resulting from an increase in the number of Directors shall be elected for a term specified by the Board of Directors. The Members may elect a Director or Directors any time to fill any vacancy or vacancies not filled by the Directors. A Director who becomes unqualified to serve as a Director under paragraph 5.02 of these Bylaws as a result of a change in the Director's ownership, employment, or other relationship with a Member business organization shall be permitted to remain a Director until the next annual meeting of Members.

Compensation

- 5.12. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Informal Action by Directors

- 5.13. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the Directors.

Nomination of Directors

- 5.14. At least four (4) weeks prior to the annual meeting of Members, the Board of Directors shall elect a committee of three Directors to present to the annual meeting a list containing the names of active Members equal to the number of Directors which will be elected at the forthcoming annual meeting. In case the Board of Directors fails for any reason to elect such a committee within the time specified, then it shall be the duty of the President to appoint such a committee. Nominations made by the committee must be delivered to the Secretary at least fourteen (14) days before the annual meeting. In making such nominations the committee shall endeavor to select candidates so that the members of the Board of Directors will be representative of the various groups who are Members of the Corporation. Nominations may also be made by any regular Member in good standing by filing such nominations in writing with the Secretary at least fourteen (14) days before the annual meeting. Each Member of the Corporation shall be notified in writing at least seven (7) days prior to the meeting of all nominations received by the Secretary. The nominations made by the nominating committee shall in such notification to the Members be designated as the "Nominating Committee's Ticket". At the annual meeting, the President or Secretary shall announce and introduce all candidates for the Board of Directors and ask if there are any additional nominations from the floor. Additional nominations may be made from the floor, prior to the vote, by any regular Member in good standing.

ARTICLE 6: OFFICERS

Officers

6.01. The officers of the Corporation shall be a Chairman, a President, a Vice President, a Secretary, a Treasurer, an Executive Director, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Election and Term of Office

6.02. The officers of the Corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Removal

6.03. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Vacancies

6.04. A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Chairman

6.05. The Chairman of the Corporation shall be elected by the Board out of its membership and any such person elected to serve as such will serve as Chairman of the Corporation and as Chairman of the Board at the pleasure of the Board until his successor is elected and duly qualified to serve as such.

President

6.06. The President shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Members. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors time to time.

Executive Director

6.07. The Board may retain, hire or elect an Executive Director and such other officers as the business

of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may, from time to time, determine.

Vice President

6.08. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

Treasurer

6.09. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 8 of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Secretary

6.10. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose; and shall give all notices in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation, and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by each member; and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Assistant Treasurers and Assistant Secretaries

6.11. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE 7: COMMITTEES

Committees of Directors

7.01. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more Director Committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution shall have and exercise the authority of the Board of Directors in the management of the Corporation. However, no such Director Committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing these Bylaws; electing, appointing, or removing any member of

any such committee or any Director or officer of the Corporation; amending the articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him by law.

Other Committees

- 7.02. Other committees ("Member Committees") not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such Member Committee shall be Members of the Corporation, and the President of the Corporation shall appoint the members thereof. Any members thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Term of Office

- 7.03. Each member of a Director Committee or Member Committee shall continue as such until the next annual meeting of the members of the Corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such Director or Member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Chairman

- 7.04. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Vacancies

- 7.05. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Quorum

- 7.06. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Rules

- 7.07. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE 8: CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Contracts

- 8.01. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be

general or confined to specific instances.

Checks and Drafts

- 8.02. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.

Deposits

- 8.03. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Gifts

- 8.04. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE 9: CERTIFICATE OF MEMBERSHIP

Certificates of Membership

- 9.01. The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the Corporation. All certificates evidencing membership of any class shall be consecutively numbered. The name and address of each Member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

Issuance of Certificates

- 9.02. When a Member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Paragraph 9.01 of this Article 9.

ARTICLE 10: BOOKS AND RECORDS

- 10.01. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Members, Board of Directors, and Director Committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Members entitled to vote. All books and records of the Corporation may be inspected by any Member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE 11: FISCAL YEAR

- 11.01. The Fiscal Year of the Corporation shall be the calendar year for accounting purposes.

ARTICLE 12: DUES

Annual Dues

12.01. The Board of Directors may determine from time to time the amount of initiation fee, if any, and the annual dues payable to the Corporation by Members of each class.

Payment of Dues

12.02. Membership dues are payable quarterly, semi-annually or annually, at the discretion of the Board of Directors, and due at the beginning of each billing period of the Fiscal Year, as invoiced. Registration fees are payable when a Member registers for the annual conference and/or midyear conference. The Board of Directors shall determine the amount to be collected for membership fees and dues and registration fees.

Disbursement of Funds

12.03. No funds shall be disbursed by the Corporation unless the check, draft, or other evidence of such disbursement shall be executed on behalf of the Corporation in accordance with Article 8 of these Bylaws.

Default and Termination of Membership

12.04. When any Member of any class shall be in default in the payment of dues for a period of three (3) months after said dues or any installment thereof are due and payable, his membership may thereupon be terminated by the Board of Directors in the manner provided in Article 3 of these Bylaws.

ARTICLE 13: PERSONAL LIABILITY AND PROPERTY INTEREST

Liability of Members

13.01. No Member of the Corporation shall be personally liable to any of the Corporation's creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payment. The Corporation shall reimburse any Officer or Director for any liability or damages incurred while acting in good faith in fulfilling his duties in such position.

Property Interest Upon Termination of Membership

13.02. If any Member terminates membership in the Corporation, any interest he shall have in and of the property, assets and privileges of the Corporation shall cease and revert to the Corporation and such cessation of membership shall operate as a release and assignment to the Corporation of all the right, title and privileges of the Corporation; provided, however, that any cessation of membership shall not affect any indebtedness of the Corporation to such member, or of any member to the Corporation.

ARTICLE 14: ORDER OF BUSINESS RULES

14.01. The rules of parliamentary procedure contained in Robert's Rules of Order shall govern all meetings, so long as they do not conflict with these Bylaws.

ARTICLE 15: CODE OF ETHICS

- 15.01. Members shall strive to conduct themselves so that at all times they will act with (a) devotion to the high ideals of personal honor and integrity; (b) fairness, honesty and loyalty to their associates, employers, clients, customers, subordinates or employees; and (c) fidelity to the needs of the public.
- 15.02. A Member may be suspended or expelled, or otherwise disciplined, by a majority vote by the Board of Directors for cause, which shall include a finding by the Board of Directors that such Member has violated the Bylaws or regulations of the Corporation, or for conduct which, in the opinion of the Board of Directors, is detrimental to the interests and purposes of the Corporation.
- 15.03. Every complaint filed against a Member shall (a) be provided in writing, (b) contain a precise statement of facts relevant to the claim, and (c) be endorsed with the name and address of the complainant or his representative. Copies shall be provided to the accused Member who shall be advised in writing of his opportunity to appear before the Board of Directors, or a subunit appointed by the Board, to present facts and arguments in his defense. Such Member may be represented by counsel.

ARTICLE 16: SEAL

- 16.01. The Board of Directors shall provide a Corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal of Automotive Body Parts Association."

ARTICLE 17: WAIVER OF NOTICE

- 17.01. Whenever any notice is required to be given under the provisions of the Texas Business Organizations Code or under the provisions of the articles of incorporation or these Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE 18: AMENDMENTS TO BYLAWS

- 18.01. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of an intention to alter, amend, or repeal these Bylaws or to adopt new Bylaws at such meeting.

ARTICLE 19: DISSOLUTION

- 19.01. The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the members of the Corporation. On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organization(s) to be selected by the Board of Directors.

So acknowledged:

CHAIRMAN

PRESIDENT

VICE PRESIDENT

TREASURER

SECRETARY