

Proposed Bylaws Changes Summary

Modernization

Section	Change Description
Article III – Members	Cleaned up and updated membership classification to two voting classifications: Retail Member and Supplier Member; Removed non-voting; Updated membership process: removing the election of members and opened membership to individuals that meet the requirements and adhere to the Corporation’s process; Membership benefits updated to be determined by Corporation, not the Board; Updated “resignation” to cancellation; Eliminated proceedings for expulsion
Article V – Board of Directors	Updated Composition to include five officers (same as before) and between 10 and 14 board members (modified from 11). Updated Terms of Office from 3-year to 2 -year terms, with eligibility to serve a second two-year term.
Article VII – Committees	Added section on “Advisor to the Board”

Upkeep

Section	Change Description
Article I – Offices and Registered Agent	Removed references to principal office
Article IV – Dues, Fees, Assessments	Updated dues to eliminate reference to calendar year; Updated fees to be determined by Corporation, not the board. Updated failure to pay resulting in cancellation to 30 days instead of 90 days.
Article V – Board of Directors	Updated general powers to remove reference to management of Corporation, leaving reference to authority and delegation; Election process updated, removed reference to mailed ballots; Cleaned up eligibility to better refence the two membership categories; Removed reference to “next election” when a vacancy becomes open; Updated voting rights to ensure Retailers are the majority and removed option for Chair to receive two (2) votes to reach a majority vote; Updated removal process to simply align

	with Tennessee law; Updated resignation to be immediate upon request to Chair or staff.
Article VI – Officers	Removed section on officer election, eligibility, failure to attend meetings, removal, and resignation as covered in Article V; Removed reference to Chair having full jurisdiction over all officers and employees; Removed reference to Chair presiding over all affairs of the Corporation; Updated succession to Chair to only allow for retail member officers to serve as Chair.
Article VII – Committees	Eliminated Advisory Committee; Updated Nominating Committee to include Junior Vice Chair; Cleaned up Ex-officio members of committees allowing Chair to vote only when part of the committee; Removed section on meetings
Article VIII – Affiliated Associations	Removed section
Article IX – renamed “Meetings” to “Action by Members”	Removed reference to membership meeting held in conjunction with the convention to “such place as designated by the board”; Updated meeting notice from 2 months to 15 days.
Article X – General Provisions	Removed sections on Proprietary Information, Bond, Acceptance of Gifts, Publicity and Expense Reimbursement as covered by state law, governance guide or other section of bylaws; Updated section on protection of intellectual property to simply “no member may use the intellectual property of the Corporation without permission from the Corporation”
Article XI – Indemnification	Updated general provisions to reference as permitted under Tennessee Code; Updated insurance to reference when acting in their official capacity
Article XII – Amendments	Updated general provisions to better reflect membership type and updated voting practice.
Terminology	Updated all reference of “Association” to “Corporation”.
Terminology	Officer titles: President to Chair; Vendor Vice President to Vice Chair; Immediate Past President to Immediate Past Chair; Executive Director to Chief Executive Officer
Terminology	Update reference of “telephone” to “remote with use of technology that allows participates to hear one another”

**BYLAWS
OF
INTERNATIONAL CARWASH ASSOCIATION, INC.**

These bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 et seq., Tennessee Code Annotated.

**ARTICLE I
OFFICES AND REGISTERED AGENT**

Section 1.01. Registered Office.

The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. Registered Agent.

The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

**ARTICLE II
PURPOSES**

Section 2.01. Purposes.

The purposes of the Corporation shall be concurrent with the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or any correspondent provision of any future United States Internal Revenue Law).

Section 2.02. Powers.

The Corporation shall have the powers provided for nonprofit corporations by the Tennessee Code, including 48-53-102 (as amended), and may conduct any lawful business.

Section 2.03. Mission Statement.

The Board of Directors shall adopt and publish the mission statement of the Corporation and may, from time to time, revise it.

**ARTICLE III
MEMBERS**

Section 3.01. Classification of Members.

The Corporation will have two types of Members: Retail Members and Supplier Members.

a. Retail Member.

Any person that has a direct ownership interest in or operates a car wash or vehicle care business and who has paid the requisite annual dues.

b. Supplier Member.

Any person involved in providing products or services to car washes or vehicle care businesses and who has paid the requisite annual dues.

Section 3.02 Membership Process

Membership in the Corporation is open to those who meet eligibility requirements outlined in the bylaws. To become a Member, individuals can join through the process established by the Corporation and by paying the requisite annual dues.

Section 3.03. Voting Rights.

Each person who has met the eligibility requirements and paid the requisite membership dues shall be entitled to one vote on matters submitted to the membership.

Section 3.04. Benefits.

All Members shall be entitled to the benefits of membership in the Corporation as determined by the Corporation. All rights, privileges and benefits shall cease upon termination of membership.

Section 3.05. Cancellation.

Any Member can cancel their membership at any time by written or electronic notice to the Corporation. However, cancelling membership does not release the Member from their obligations incurred prior to cancellation including payment of dues in accordance with the membership terms and conditions.

Section 3.06. Discipline.

The Board of Directors may, by an affirmative vote of two-thirds (2/3), censure, reprimand, fine, suspend or expel any Member for conduct which is detrimental to the best interest of the Corporation after an appropriate hearing conducted in accordance with procedures adopted by the Board of Directors, which provide an opportunity for the Member to be heard orally or in writing.

Section 3.07. Transfer of Membership.

Membership in the Corporation is not transferable or assignable.

ARTICLE IV DUES, FEES, ASSESSMENTS

Section 4.01. Dues.

The Corporation shall determine the annual dues for membership. Failure to pay dues or assessments within thirty (30) days of the appointed date shall render the membership cancelled. The Corporation may

however, from time to time, prescribe procedures for extending the time of payment of dues and/or assessments and continuation of membership upon request of a Member and for good cause shown.

Section 4.02. Fees.

The fees for Corporation services shall be as determined by the Corporation from time to time.

Section 4.03. Liability for Dues and Fees.

A Member may become liable to the Corporation for dues or fees by consenting (expressly or impliedly) to such obligation.

ARTICLE V BOARD OF DIRECTORS

Section 5.01. General Powers.

All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall be vested with full power and authority to delegate to stated Officers and committees of the Corporation such powers as it may deem proper which are consistent with these bylaws, to create and empower acts in the management of the affairs of the Corporation. The Board of Directors shall be responsible for the selection of a Chief Executive Officer, who will also serve as the Corporate Secretary. The Board of Directors shall have sole authority to hire Legal Counsel and Auditors. The act of a majority of the Board of 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 the Charter or the bylaws.

Section 5.02. Election.

The Directors of the Corporation shall be elected by a majority of Members voting if a quorum of Members cast votes. The Nominating Committee shall prepare a slate of candidates for open Officer and Director positions. This slate shall then be presented to the Membership. If a valid petition signed by at least 10% of the voting Members is not submitted within 15 days of the slate being published by the Corporate Secretary, the candidates are considered elected.

Section 5.03. Composition.

The Board of Directors shall be comprised of five Officers: a Chair, two (2) Vice Chairs, a Treasurer, Immediate Past-Chair, and between ten (10) and fourteen (14) Directors.

The Chair, Treasurer, and Immediate Past-Chair shall only be Retail Members. The Vice Chairs shall only be Supplier Members. A majority of Directors must be Retail Members and there shall be no fewer than three (3) Supplier Member Directors.

Section 5.04. Eligibility.

The Directors of the Corporation shall hold office as a personal right flowing to the individual subject to his or her ability to meet and maintain the definition of a Retail Member or Supplier Member. Failure to maintain eligibility will cause a Director or Officer's term to expire on the date that requirements are no

longer met. A successor shall be elected as provided in Section 5.06 of these bylaws when such vacancy occurs.

Section 5.05. Terms of Office.

A Director's term of office shall be two (2) years or until his/her successor is elected. Directors shall assume office on January 1 of the year following their election. A Director may succeed himself/herself in a second consecutive two (2) year term once. A Director shall remain eligible to serve two (2) consecutive two-year terms if their first term was in fulfillment of an unexpired term, such as in the case of resignation, expiration due to ineligibility, replacement, incapacity, or expulsion.

Section 5.06. Vacancies.

In the event of a vacancy due to the incapacity, resignation, expiration due to ineligibility, or expulsion of a Director, the Board of Directors may elect by a two-thirds (2/3) vote of the Officers and Directors then in office, a successor from the same Member classification.

Section 5.07. Regular Meetings.

The Board of Directors shall hold at least one meeting each year, and others as may be deemed appropriate and necessary, at such times and places as determined by the Board of Directors.

Section 5.08. Special Meetings.

Special meetings by the Board of Directors may be called by the Chair, by a majority of the Executive Committee, or by at least five (5) members of the Board of Directors.

Section 5.09. Notice of Meetings.

Notice of regular or special meetings of the Board of Directors shall be given at least fifteen (15) days in advance of such meeting by written or electronic notice specifying the date, time, and place, but not the purpose (unless the purpose is to remove a Director, in which case such notice must be given) to each Director.

Section 5.10. Action Without Meeting.

The Board of Directors may take such action required or permitted by the bylaws and the Tennessee Non-Profit Corporation Act without a formal meeting upon consent of all Directors and in compliance with § 48-58-202 of the Tennessee Code (1987 Public Acts of Tennessee, Chapter 242, § 8.21) and its successors.

Section 5.11. Quorum.

A majority of the members of the Board of Directors then in office shall constitute a quorum for the transaction of business of the Board of Directors.

Section 5.12. Manner of Acting.

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.

Section 5.13. Failure to Attend Meetings.

Any Director failing to attend meetings of the Board of Directors may, at the discretion of the majority of the Board of Directors, be replaced as provided in Section 5.06 of these bylaws.

Section 5.14. Voting Rights.

Each Director and Officer shall be entitled to one vote on matters submitted to the Board of Directors. The majority of votes received must be from Retail Member Directors and Officers. In cases where Retailer Members are no longer the majority of the Board of Directors due to vacancies, the most tenured Officer from the Retail Member classification shall receive the additional number of votes to maintain the majority. In cases where the Supplier Members of the Board of Directors do not meet their minimum representation due to vacancies, the most tenured Officer from the Supplier Member classification shall receive the additional number of votes to meet the threshold.

Section 5.15. Remote Attendance

Directors and Officers may participate, at the discretion of the Board of Directors, in any meeting of the Board of Directors remotely with the use of technology that allows all participants to hear one another. Such participation in a meeting shall constitute presence in person at a meeting.

Section 5.16. Compensation.

Members of the Board of Directors shall not receive any compensation for their services as members of the Board of Directors. However, by resolution of the Board of Directors, may request reimbursement for expenses incurred as members of the Board of Directors in the conduct of their duties.

Section 5.17. Removal.

A member of the Board of Directors may be removed pursuant to the applicable provisions of Tennessee law.

Section 5.18. Resignation.

A Director may resign at any time by delivery of written or electronic notice to the Board of Directors, Chair, or any member of the Corporation's staff. A resignation is effective when the notice is delivered.

ARTICLE VI OFFICERS

Section 6.01. Required Officers.

The elective officers of the Corporation shall be a Chair, two (2) Vice Chairs, and Treasurer. The office of Corporate Secretary shall be served by the Chief Executive Officer at the will of the Board of Directors. The Board of Directors may also appoint other officers as it deems appropriate. Officers whose authority

and duties are not described in these bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 6.02. Terms of Office.

The Chair and Treasurer shall each serve for a term of one (1) year or until their successors are elected. The Vice Chairs shall each serve a two (2) year term, with one being elected in an odd-numbered year and the second being elected in an even-numbered year. Officers may not succeed themselves more than once. All Officers shall assume office on January 1 of the calendar year following their election, unless provided elsewhere in these bylaws.

Section 6.03. Powers and Duties of the Chair.

Only Retail Members [as defined in § 3.01 (a).] who have served as members of the Board of Directors shall be eligible to serve as Chair. The Chair shall be the principal elective officer of the Corporation and subject to the direction and control of the Board of Directors. The Chair shall chair the meetings of the Board of Directors and shall be charged with the duty of helping to form and carry out the policies adopted by the Board of Directors. In the event that the Chair shall be absent or become incapacitated, the Immediate Past-Chair shall have and exercise all the powers and duties of the Chair until either the Chair resumes full participation or the Board of Directors selects a replacement, whichever comes first, but no later than thirty (30) days from the original absence or incapacitation.

Section 6.04. Powers and Duties of the Vice-Chair.

There shall be two (2) Vice Chairs. Only Supplier Members who have served as members of the Board of Directors shall be eligible to serve as Vice Chairs. The Vice Chair shall perform duties assigned to him/her by the Chair or the Board of Directors.

Section 6.05. Succession to Position of Chair

In the event that the Chair and Immediate Past-Chair are absent or incapacitated, the Treasurer shall have and exercise all the powers and duties of the Chair during the absence or incapacity of the Chair, notwithstanding the provisions of Section 6.06.

Section 6.06. Powers and Duties of the Treasurer.

Only Retail Members who have served as members of the Board of Directors shall be eligible to serve as Treasurer. The Treasurer shall supervise the handling of the Corporation's finances, carry out the fiscal policies adopted by the Board of Directors, and regularly report to the Board of Directors on the financial condition of the Corporation. He or she shall perform such other duties pertaining to his or her office as may be assigned by the Chair or the Board of Directors.

Section 6.07. Powers and Duties of the Secretary.

The Secretary shall take and keep minutes of the meetings of the Board of Directors, certify the bylaws, resolutions of the Members, the Board of Directors and Committees, and other documents as true and correct copies thereof, and perform such other duties pertaining to his or her office as may be assigned by the Board of Directors.

ARTICLE VII COMMITTEES & ADVISORS

Section 7.01. General Provisions.

The Officers and Directors of the Corporation shall have, for the expeditious handling of the business of the Corporation, special committees and advisors to assist them.

Section 7.02. Executive Committee.

The members of the Executive Committee shall be the Chair, Vice Chairs, Treasurer, and Immediate Past-Chair.

- a. Powers. The Executive Committee shall have all the power of the Board of Directors when the Board of Directors is not in session, but it may not change, modify, or annul any previous action taken by the Board of Directors. In no case shall the Executive Committee be empowered to amend the bylaws. All meetings of the Executive Committee shall be reported in writing to the Board of Directors at the next regular meeting and be subject to Board of Director review and approval.

Section 7.03. Investment Committee.

The members of the Investment Committee shall be the Chair, the Immediate Past-Chair, the least tenured Vice Chair, and the Treasurer. The Investment Committee shall be responsible for establishing, implementing, monitoring, and supervising the Corporation's investment policies and procedures.

Section 7.04. Nominating Committee.

The members of the Nominating Committee shall be the Immediate Past-Chair, the Chair, the least tenured Vice Chair, and one additional Retail Member and one additional Supplier Member of the Board of Directors appointed by the Chair with the advice and consent of the Board of Directors.

Section 7.05. Bylaws Committee.

The Bylaws Committee shall be composed of five (5) members of the Board of Directors, appointed by the Chair with the advice and consent of the Board of Directors, one of whom shall be designated committee chair. The Committee shall be responsible for the preparation of proposed amendments to the bylaws, in accordance with these bylaws.

Section 7.06. Additional Committees.

The Chair shall, with the advice and consent of the Board of Directors, appoint additional or special committees, the composition of which may or may not be limited to the members of the Board of Directors. The duties of any such committee shall be determined by the Board of Directors.

Section 7.07. Advisor to the Board of Directors

The Chair may, with the consent of the Board of Directors, appoint one (1) advisor to the Board of Directors, for a one-year term. The duties of any such advisor shall be determined by the Board of Directors. The advisor shall have no vote and may not serve as an Officer or Director. The advisor may, but is not required to be, a Member.

Section 7.08. Ex-Officio Members of Committees.

The Chair and Chief Executive Officer shall be ex-officio members of all committees. The Chair shall be non-voting for committees unless he/she is assigned to the committee in these bylaws. The Chief Executive Officer shall not have a vote.

Section 7.09. Quorum.

Unless the presence of a greater number is required in the resolution establishing a committee, a majority of the membership of the committee shall constitute a quorum.

Section 7.10. Manner of Acting.

Unless the act of a greater number is required in the resolution establishing a committee, the act of the majority of the members of a committee present at a meeting at which a quorum is present shall be the act of a committee.

Section 7.11. Term of Office.

Each member of a committee shall serve from January 1 to December 31 of each year, or unless otherwise provided for in the appointment to the committee and approved by the Board of Directors.

Section 7.12. Vacancies.

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.

Section 7.13. Action Without a Meeting.

Any action which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the committee entitled to vote with respect to the subject matter thereof.

Section 7.14. Remote Attendance.

Members of a committee may participate in any meeting remotely with the use of technology that allows all participants to hear one another. Such participation in a meeting shall constitute presence in person at the meeting.

Section 7.15. Meetings.

Regular or special committees shall meet upon the call of the Chair or chair of the committee, or by petition in writing of a majority of the committee. Such meetings shall occur remotely unless otherwise approved by the Chair.

ARTICLE VIII ACTION BY MEMBERS

Section 8.01. Annual Meeting.

At least one (1) meeting of the Corporation membership shall be held annually at such place as designated by the Board of Directors upon written or electronic notice to the membership as provided for in these bylaws.

Section 8.02. Quorum.

A quorum at any meeting of the Corporation shall be met when ten percent (10%) or more of Members are in attendance.

Section 8.03. Proxy Votes.

No proxy votes shall be permitted during meetings of the Corporation membership.

Section 8.04. Special Meetings.

Special meetings of the Corporation membership may be held upon the call of the Chair, by a majority of the Executive Committee, by a majority of the members of the Board of Directors, or by a petition signed and dated by at least ten percent (10%) of the Regular Members of the Corporation and delivered to the Corporation's Secretary.

Section 8.05. Notice.

Notice of the annual and special meetings of the Corporation membership shall be given by written or electronic notice delivered at least fifteen (15) days before the proposed time of said meeting and shall include a description of any matter needing approval by the membership.

Section 8.06. Manner of Action.

The act of a majority of the Members present at a meeting at which a quorum is present shall be the act of the membership, unless the act of a greater number is required by statute, the Charter, or these bylaws. Members may vote through any means permitted under Tennessee law, including electronic communications.

ARTICLE IX GENERAL PROVISIONS

Section 9.01. Management of Funds.

All current funds of the Corporation shall be deposited in the name of the Corporation to the account(s) of the Corporation authorized by the Board of Directors. Such funds, when deposited, shall only be withdrawn in accordance with procedures established by the Corporation.

Section 9.02. Protection of Intellectual Property.

No Member may use the intellectual property of the Corporation without permission from the Corporation.

ARTICLE X INDEMNIFICATION

Section 10.01. General Provisions.

The Corporation shall indemnify its Officers and Directors to the full extent permitted under Tennessee Code § 48-58-502 and 503, and their successor provisions.

Section 10.02. Insurance.

The Corporation shall purchase and maintain insurance on behalf of the Corporation and any person who is or was serving the Corporation as a Director, Officer, committee member, employee, or staff person, against liability asserted against or incurred by the Corporation, or such person arising from his/her status as a Director, Officer, committee member, employee or staff person and when acting in their official capacity.

ARTICLE XI AMENDMENTS

Section 11.01. General Provisions.

The Charter and bylaws may be repealed, amended, revised, or supplemented after review of the proposed changes by the bylaws Committee and approval by the Board of Directors in accord with §§48-60-102, 202 Tenn. Code Ann. or the successive provisions and upon receiving a majority of votes in favor from Members voting within 30 days of being published by the Corporate Secretary.

END OF BYLAWS