

**BYLAWS
OF
INTERNATIONAL DETAILING ASSOCIATION**

These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Oregon Nonprofit Corporation Act (ORS Chapter 65).

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 Oregon.

Section 1.02. Principal Office

The principal office of the Corporation shall be that which is designated as such in its Charter.

Section 1.03. Other Offices

The Corporation may also have other offices within and without the State of Oregon at such places as the Board of Directors may from time to time determine.

Section 1.04. Registered Agent

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

ARTICLE II: PURPOSES

Section 2.01. Purposes

This Corporation has the purpose of engaging in lawful activity. 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 Oregon Nonprofit Corporation Act (as amended), specifically under ORS §§ 65.077-65.081, and may conduct any lawful business.

Section 2.03. Mission Statement

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

ARTICLE III: MEMBERS

Section 3.01. Classification of Members

The Corporation shall have two (2) classes of members: Regular Voting Members and Non-Voting Members. The designation of such classes, the qualifications of the members of such classes, and the rights and responsibilities of the members of such classes shall be as stated herein, as modified from time-to-time by the Board.

a. Regular Voting Member

There shall be two (2) sub classifications within the Regular Voting Member classification, namely:

i. Operator Member

Any person, corporation, partnership or other entity which operates a mobile, freestanding or detail establishment in conjunction with another business. There shall be only one (1) regular voting member per such person, corporation, partnership or other entity.

ii. Vendor Member

Any person, corporation, partnership or other entity which manufactures and/or offers for sale detail equipment, supplies and/or services to or for the use of a detail establishment. There shall be only one regular voting member per such vendor person, corporation, partnership or other entity.

b. Non-Voting Member

i. Honorary Member

The Board of Directors may elect as an Honorary Member any person, corporation, partnership or other entity which has made an exceptional contribution to the car care or detail industry and/or to the International Detailing Association.

ii. **Associate Member**

The Board of Directors may provide, from time to time, for the inclusion in the Association of individuals who are employees of Regular Voting Members.

iii. **Provisional Member**

The Board of Directors may provide, from time to time, for the inclusion in the Association as a Provisional member any person, corporation, partnership or other entity contemplating the entry into the detail or related car care industry.

Section 3.02. Election of Members

Any person or entity eligible for membership in accordance with these Bylaws may apply for membership by written or electronic application on such forms as may be prescribed by the Board of Directors from time to time and by payment of applicable dues and fees. Election to membership shall be in accordance with procedures established by the Board of Directors.

Section 3.03. Voting Rights

Occasionally, matters shall be submitted to the Regular Membership for the purpose of ratification by vote. When a vote is so called, the Regular Membership shall be provided a reasonable and clearly delineated voting period, upon the close of which, the collected votes that carry the majority shall be considered representative of the decision of the full voting membership. In all matters, each Regular Member shall be entitled to one vote. Honorary, Provisional and Associate Members are not entitled to voting rights. In no event shall one member have more than one vote.

Section 3.04. Benefits

All members shall be entitled to the benefits of membership in the International Detailing Association, as prescribed by the Board of Directors. All rights, privileges and benefits shall cease upon termination of membership.

Section 3.05. Resignation

Any member may resign from the International Detailing Association by written or electronic notice delivered to the principal office of the Corporation, in person or by mail, but resignation shall not relieve the member of his, her or its obligations previously incurred for services, supplies, dues or assessments.

Section 3.06. Discipline

Members are required to sign an agreement to abide by the following International Detailing Association Commitments:

- a) Conform to International Detailing Association Bylaws, rules, regulations, and subsequent changes thereof;
- b) Sign and agree to abide by the Code of Ethics;
- c) Display the Code of Ethics at each place of business;
- d) Report any breach of ethics to the Ethics Committee; and
- e) Understand that membership and renewal fees are nonrefundable;

3.07. Good Cause Discipline

The Board of Directors is authorized, by an affirmative vote of two-thirds (2/3) of voting Directors, to discipline any member for good cause. The extent of such discipline is at the discretion of the Board of Directors, and may take one of the following forms: censure, reprimand, fine, suspension, or expulsion. "Good Cause," as used in this Section, means:

- a) Any conduct that brings the Association into public disrepute;
- b) Any willful failure or refusal to abide the Commitments outlined in Section 3.06, including the Bylaws and Code of Ethics;
- c) Any felony conviction or any crime involving moral turpitude;
- d) Any conduct that causes any member to come into public dispute;
- e) Any conduct unbecoming of a professional person resulting in severe embarrassment, either personally or in the business community, to any other member;
- f) Any personal or professional misconduct or breach of the Code of Ethics so serious in nature as to render continued presence of that member of the Association to be

personally or professionally obnoxious or detrimental to the other members of the Association; and

- g) Any willful failure or refusal to pay any just debt which is validly due and owing by such member.

3.08 Definitions of Disciplines

- a) **Suspension:** All voting and other rights of the member are terminated during the suspension period. However, a suspended member shall not be relieved of any liability for payment of dues or assessments levied during the suspension period.
- b) **Expulsion:** Membership is immediately and conclusively terminated. However, said member shall not be relieved of any liability for payment of dues or assessments accrued prior to the hearing on the charge against the member.
- c) **Censure/Reprimand:** Written disapproval of an activity and request that the member immediately cease and desist from such activity. Additionally, the member may be asked to provide a written apology to those impacted by his or her actions.
- d) **Fine:** The member may be asked to pay, to the Association, a fine that is commensurate with the misconduct; or to pay appropriate restitution to those individuals or entities impacted by the misconduct.

3.09 Procedure for Good Cause Discipline

The Ethics Committee shall review all violations of the Good Cause provisions of Section 3.07. Any and all alleged violations of the Good Cause provisions of Section 3.07 shall be addressed, in writing, to the Chairperson of the Ethics Committee (unless that Chairperson is the alleged violator, in which case the written allegation shall be addressed to the President). The Chairperson of the Ethics Committee shall, immediately upon its receipt, forward a copy of the allegation to the President.

- a) If the Chairperson of the Ethics Committee is the alleged violator, then the President shall immediately appoint a new temporary Chairperson from the Board of Directors to hear, along with the other two members of the Committee, the alleged violation.

- b) If a member of the Ethics Committee is the alleged violator, then the President shall immediately appoint a new temporary member to hear, with the Chairperson and the other member of the Committee, the alleged violation.
- c) The Ethics Committee shall abide by and be bound by the Bylaws of the Association and all rules and regulations that reference the manner of conducting their investigation. A copy of such rules and regulations shall be made available to each Committee member and to the alleged violator.
- d) The result of the Committee's investigation of the alleged violation and the alleged violator shall be submitted to the President, in writing, no later than 10 days after the completion of their investigation. If the alleged violator is the President, then the result shall be submitted, as aforesaid, to the Vice President.
- e) Upon receipt of the Committee's investigation report, the President, or Vice President, as the case may be, shall immediately call a meeting of the Board of Directors. The meeting shall require a quorum and shall be conducted in accordance with the Association's document "Ethics Rules and Regulations", a complete and up-to-date copy of which shall be provided to each Director and the alleged violator. The Board of Director's vote shall be final and binding. The member in question shall receive written notice of the Board's vote and dispensation of discipline within 10 days.

Section 3.10. Proceeding Challenging an Expulsion, Suspension or Termination, Reinstatement

Upon written or electronic request of an expelled member delivered in person or by mail to the Executive Director (Secretary of the Corporation) at the principal office of the Corporation, the Board of Directors may, by an affirmative vote of two-thirds (2/3) of members voting, reinstate such former member upon such terms as the Board of Directors deems appropriate.

Section 3.11. Transfer of Membership

Membership in the association is not transferable or assignable

ARTICLE IV: DUES, FEES, ASSESSMENTS

Section 4.01. Dues

The annual dues for each class and sub classification of members of the Association shall be as determined by the Board of Directors from time to time and shall be payable on the anniversary date of the membership. Assessments for each class or sub classification of members of the Association may be made by the Board of Directors, from time to time, for such purposes and needs of the Association as determined by the Board. Failure to pay dues or assessments within ninety (90) days of the appointed date shall render the member to have resigned. The Board of Directors 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.

Operator Member: \$50.00 per year

Vendor Member: \$250.00 per year

Consultant Member: \$500.00 per year

Section 4.02. Fees

The fees for Association services shall be as determined by the Board of Directors from time to time.

Section 4.03. Liability for Dues, Assessments and Fees

A member may become liable to the corporation for dues, assessments 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 and the affairs of the Corporation shall be managed by its 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 all acts and things in the management of the affairs of the Corporation. The Board of Directors has the authority to hire staff, including the Executive Director, 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

In January of each year, the Nominating Committee shall assemble a slate of candidates to replace those Directors whose terms are expiring. The slate shall be presented to the Regular (voting) Members of the Association for ratification in accordance with Section 3.03. This shall be done in accordance with the provisions of the Charter and procedures which, from time-to-time, shall be adopted by the Board of Directors.

Section 5.03. Composition

The Board of Directors shall be comprised of no more than ten (10) members, five (5) Directors from classification described in Section 3.01(a)(i) and five (5) Directors from classifications described in Section 3.01(a)(ii).

Section 5.04. Eligibility

The Directors of the Corporation shall hold office as a personal right flowing to the individual only subject to his or her continued employment by or in connection with a Regular (voting) Member entity. In the event employment by or in connection with the Regular (voting) Member entity terminates, the director shall become ineligible to hold office. A successor shall be elected as provided in Section 5.06 of these Bylaws when a vacancy occurs. The Regular (voting)

Member establishment which was represented by the director shall have no right to name a successor to the office held by its employee.

Section 5.05. Terms of Office

A Directors' term of office shall be three (3) years or until his/her successor is elected and qualified. Directors shall assume office on March 1 of the year of their election. A director may not succeed himself/herself if he/she shall have served a full three (3) year term, but he/she may be elected to a three (3) year term after serving a term of less than three (3) years or an unexpired term to fill a vacancy.

Section 5.06. Vacancies

In the event of a vacancy due to incapacity, resignation or expulsion of a director, the Board of Directors shall elect by a two-thirds (2/3) vote of the Directors then in office, a successor from the same classification; such successor to serve until the next election and until his or her successor is elected and qualified.

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 time(s) and place(s) as determined by the Board of Directors.

Section 5.08. Special Meetings

Special Meetings by the Board of Directors may be called by the President or by 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 purpose (unless the purpose is to remove a Director, then 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 Oregon Nonprofit Corporation Act without a formal meeting upon consent of all directors and in compliance with ORS § 65.341.

Section 5.11. Quorum

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

Section 5.12. Manner of Acting

The act of the 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 shall be entitled to one vote on matters submitted to the Board of Directors. With all directors and officers present, in the case of a vote upon any matter of business requiring a majority vote for passage, the decisive vote may be cast by the President and he or she shall thus be allowed two (2) votes in such instances.

Section 5.15. Attendance by Telephone

Directors and officers may participate, with the discretion of the Board of Directors, in any meeting of the Board of Directors through the use of a conference telephone or similar communications device by means of which all persons participating in the meeting can hear each other. 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 but, by resolution of the Board of Directors, may be reimbursed for expenses incurred as members of the Board of Directors in the conduct of their duties.

Section 5.17. Removal

Members may remove one or more Directors elected by them with or without cause. The Board of Directors may remove a Director elected by them with or without cause by an affirmative two-thirds (2/3) vote of the Board of Directors then in office.

Section 5.18. Resignation

A director may resign at any time by delivery of written or electronic notice to the Board of Directors or the President. A resignation is effective when the notice is delivered to all Directors or the President unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

ARTICLE VI: OFFICERS

Section 6.01. Required Officers

The Elective Officers of the Corporation shall be a President, Operator Vice-President, Vendor Vice-President and Treasurer. The office of Corporate Secretary shall be served by the Executive Director at the will of the Board. 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. Election

Annually, the Nominating Committee shall assemble and present a slate of Officers in conjunction with and concurrent to the election activities and procedures outlined in Section 5.02. This shall be done in accordance with the provisions of the Charter and procedures which, from time-to-time shall be adopted by the Board of Directors.

Section 6.03. Terms of Office

The President, Vice-Presidents and Treasurer shall each serve for a term of one (1) year or until their successors are elected and qualified. Said officers may not succeed themselves. All officers shall assume office on March 1 of the calendar year of their election, unless provided elsewhere in these Bylaws.

Section 6.04. Eligibility

The officers of the Corporation shall hold office as a personal right flowing to the individual only subject to his or her continued employment by or in connection with a Regular (voting) Member entity. In the event employment by or in connection with the Regular (voting) Member entity terminates, the officer shall become ineligible to hold office. A successor shall be elected as provided in Section 6.11 of these Bylaws when a vacancy occurs. The Regular (voting) Member entity which was represented by the officer shall have no right to name a successor to the office held by its employee.

Section 6.05. Failure to Attend Meetings or Discharge Duties

Any officer failing to attend meetings of the Board of Directors or failing to faithfully discharge his/her duties in conformity with the Charter, these Bylaws and applicable law may, at the discretion of the majority of the Board of Directors, be replaced as provided in Section 6.12 of these Bylaws.

Section 6.06. Powers and Duties of the President

Only Regular Members [as defined in § 3.01 a. i.] who have served as members of the Board of Directors shall be eligible to serve as President. The President shall be the principal elective officer of the association and subject to the direction and control of the Board of Directors. The President shall have full jurisdiction over all officers and employees of the association in all matters. He or she shall preside at all meetings of the membership, the Board of Directors and the Executive Committee. The President shall preside over all affairs of the association, shall chair the meetings of the Board and shall be charged with the duty of helping to form and carry out the policies adopted by the Board of Directors.

Section 6.07. Powers and Duties of the Vice-Presidents

There shall be two (2) Vice-Presidents.

- a. Operator Vice-President Only regular operator members who have served as members of the Board of Directors shall be eligible to serve as Operator Vice-President. The Operator Vice-President shall, in the absence or incapacity of the President, have and exercise all the powers and duties of the President.

- b. Vendor Vice-President Only Regular Vendor members who have served as members of the Board of Directors shall be eligible to serve as Vendor Vice-President. The Vendor Vice-President shall perform duties assigned to him by the President, the Board of Directors and/or the membership. The Vendor Vice-President shall, in the absence or incapacity of both the President and Operator Vice-President, have and exercise all the powers and duties of the President.

Section 6.08. Vice-Presidential Succession

In the event that the President is absent or incapacitated, the Vendor Vice-President shall have and exercise all the powers and duties of the President.

Section 6.09. Powers and Duties of the Treasurer

Only Regular Operator 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 association finances, carry out the fiscal policies adopted by the Board of Directors, regularly report to the Board of Directors the financial condition of the association, and supervise the preparation of a complete financial report to be provided to the members during the annual meeting. He or she shall perform such other duties pertaining to his or her office as may be assigned by the President or the Board of Directors.

Section 6.10. Powers and Duties of the Secretary

The Board of Directors shall appoint a 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 President or the Board of Directors.

Section 6.11. Vacancies

In the event of a vacancy due to incapacity, resignation or expulsion of an officer, the Board of Directors shall elect by a quorum a successor to fill such vacancy. The successor shall serve until the next annual election and until his/her successor is elected and qualified.

Section 6.12. Removal

Any officer may be removed from office, with or without cause, by a two-thirds (2/3) affirmative vote of the Board of Directors. Such action must have a concurring majority vote of the Advisory Committee.

Section 6.13. Resignation

An officer may resign at any time by delivery of written or electronic notice to the Board of Directors or the President. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

ARTICLE VII: COMMITTEES

Section 7.01. General Provisions

The officers and directors of the Association shall have, for the expeditious handling of the business of the association, special committees to assist them.

Section 7.02. Executive Committee

The members of the Executive Committee shall be the President, Operator Vice-President, Vendor Vice-President, Treasurer, Immediate Past-President, and Legal Counsel (without vote)

a. Powers The Executive Committee shall have all the power of the Board of Directors when the Board 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 review and approval.

Section 7.03. Investment Committee

The members of the Investment Committee shall be the President, the immediate past President, the Vendor Vice-President, the Treasurer and Legal Counsel (without vote). The Investment Committee shall be responsible for establishing, implementing, monitoring, and supervising PDA's investment policies, procedures and operational decisions.

Section 7.04. Advisory Committee

The members of the Advisory Committee shall be four (4) Past Presidents willing and able to serve upon such Committee and at least one (1) past Vendor Vice-President. If there shall be less than five (5) available members to serve on the committee, the President may appoint a sufficient number of regular members of the association to bring to five (5) the number of committee members. The Committee, by majority vote, shall elect a chair. The Committee shall be available at all times to the President and Board of Directors when called upon to advise on policies affecting the association and the industry.

Section 7.05. Nominating Committee

The members of the Nominating Committee shall be the immediate Past President of the Association, the current President, current Operator Vice-President, current Vendor Vice-President, and one Operator member and one additional Vendor member of the Board of Directors appointed by the President with the advice and consent of the Board of Directors. If the immediate Past President shall fail, be unavailable or be unwilling to serve on the Committee, the President shall ask the next immediate past president or his/her predecessor(s) to serve in the place of said Immediate Past President.

Section 7.06. Bylaws Committee

The Bylaws Committee shall be composed of Legal Counsel (without vote) and three (3) members of the Board of Directors, appointed by the President with the advice and consent of the Board of Directors, one of whom shall be designated chairman. The Committee shall be responsible for the preparation of proposed amendments to the Bylaws, in accordance with these Bylaws.

7.07. Ethics Committee

- a) The Board of Directors shall, immediately following its election, appoint an Ethics Committee Chair, who shall be one of the Directors. The membership shall be properly notified of the appointment, including the Chair's preferred mailing address, within one week.
- b) The Ethics Chair shall act as an Ombudsman, and shall attempt to diffuse, before the necessity for filing of a written complaint, any issues that members may have. To that end, any potential issues can and should be referred to the Ethics Chair for consideration, which shall include recommendations that are congruent with the Bylaws of the Association. If resolution cannot be quickly and satisfactorily achieved, the Ethics Chair shall recommend the filing of a written complaint and refrain from further discussion with the parties involved.
- c) The Ethics Chair shall head a committee of 2 non-partisan, active members appointed by the President on an as-needed basis. However, current Board members are not eligible for the Committee body.
- d) The Ethics Committee shall be activated, and committee body selected, in the event of receipt of any written allegation of violation of Membership Commitments outlined in

Section 3.06. It will then follow procedures outlined in Section 3.09, as well as the document "Ethics Rules and Regulations."

- e) The Ethics Committee shall take an oath of privacy such that its members shall promise to refrain from all discussion of the alleged violator, the proceedings, and its findings, outside of the Committee's official hearing.

Section 7.08. Additional Committees

The President 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 7.09. Ex-Officio Members of Committees

The President, Vice-Presidents, Legal Counsel and the Executive Director shall be ex-officio members of all committees. Only the President shall be entitled to vote during the deliberation of any committee.

Section 7.10. 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 7.11. 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 present at a meeting at which a quorum is present shall be the act of a committee.

Section 7.12. Meetings

Unless otherwise provided in the resolution establishing a committee or in these Bylaws, such committee may, by majority vote, select its Chairman, fix the time and place of its meetings, specify what notice of meetings, if any, shall be given, and fix its rules or procedures to be

consistent with these Bylaws or with policies adopted by the Board of Directors of the association.

Section 7.13. Term of Office

Each member of a committee shall, serve for one year from the date of appointment unless otherwise provided for in the appointment to the committee.

Section 7.14. 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 7.15. Action Without a Meeting

Any action which may be taken at a meeting of a committee may be taken without a meeting if 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 7.16. Attendance by Telephone

Members of a committee may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and/or see each other. Such participation in a meeting shall constitute presence in person at the meeting.

Section 7.17. Meetings

Regular or special committees shall meet upon the call of the Association's President, Chairman of the committee, or by petition in writing of a majority of the committee.

ARTICLE VIII: AFFILIATE ASSOCIATIONS

Section 8.01. General Provisions

The corporation may, through its Board of Directors, recognize and establish branches and chapters, or affiliate detail associations in the United States and in foreign countries under such guidelines and procedures as adopted from time to time by the Board of Directors.

Section 8.02. Purpose

Recognition of affiliated associations is limited to those foreign country, regional, state or local detail associations, the purpose or operation of which is not in conflict with the purpose of the International Detailing Association nor its Bylaws as determined by the Board of Directors.

ARTICLE IX: MEETINGS

Section 9.01. Annual Meeting

At least one (1) meeting of the Association 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 9.02. Quorum

A quorum at any meeting of the Association membership shall consist of ten percent (10%) of the Regular Members in person.

Section 9.03. Proxy Votes

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

Section 9.04. Special Meetings

Special meetings of the Association membership may be held upon call of the President, 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 Association and delivered to the Corporation's secretary.

Section 9.05. Notice

Notice of the annual and special meetings of the association membership shall be given by written or electronic notice delivered at least thirty (30) days and not more than sixty (60) days before the proposed time of said meeting and shall include a description of any matter needing approval by the members.

Section 9.06. Manner of Action

The act of a majority of the members having voting rights present at a meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by statute, the Charter, or these Bylaws.

ARTICLE X: GENERAL PROVISIONS

Section 10.01. Proprietary Information

All information gathered, as well as minutes taken of meetings, shall remain the sole property of the Association and shall be considered private unless specifically authorized for other use by the Board of Directors.

Section 10.02. Management of Funds

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

Section 10.03. Bond

Anyone authorized to handle funds and property of the Association should be bonded in an amount prescribed by the Board of Directors by a corporate surety.

Section 10.04. Acceptance of Gifts

No officer, member of the Board of Directors, or employee of this Association shall accept any contribution, gift, payment in any form, or employment which may be considered a conflict of interest without first consulting with and receiving approval by the Board of Directors.

Section 10.05. Protection of Intellectual Property

The IDA has effectuated certain legal registrations and protections insuring its exclusive right to use certain names, symbols, trademarks, trade names, service marks, and/or copyrights. In order to protect its continuing exclusive right to use these intellectual properties and to preserve the integrity of them, the IDA shall periodically publish and disseminate to its members a statement of the importance of the IDA's retention of the exclusive use and control over its intellectual properties and a statement that, although the members' membership in the IDA entitles them to limited reference and license to and use of such names, symbols, trademarks, trade names, service marks, and/or copyrights in the operation of their respective businesses,

this permitted use shall terminate immediately upon the termination and/or lapse of their membership or as otherwise notified by the IDA.

Section 10.06. Publicity

The proceedings of all meetings of the Association including, but not limited to, its Board of Directors, committees, task forces, etc., shall be private. The release of information related to any meeting to any newspaper, trade journal, magazine, etc. shall be in accordance with policy established by the Board of Directors.

Section 10.07. Expense Reimbursement

The expenses of officers, members of the Board of Directors, or Association staff, incurred in the execution of their duties, may be reimbursed in accordance with policies and procedures approved by the Board of Directors.

ARTICLE XI: INDEMNIFICATION

Section 11.01. General Provisions

All directors and members of the governing bodies and committees shall be immune from suit arising from the conduct of the affairs of the association to the fullest extent permitted by law. The International Detailing Association shall indemnify and hold harmless each person who is now or shall hereafter serve as a director, officer or employee of the association from and against any and all claims and liabilities whether the same are settled or proceed to judgment, to which such person shall have become subject, by reason of his or her having heretofore or been a director, officer of employee of the association, or by reason of any action alleged to have heretofore or hereafter been taken or omitted by him or her as such director, officer or employee, and shall reimburse each such person for all legal and other expenses (including the cost of settlement), reasonably incurred by him or her in connection with any such claim, liability, suit action or proceedings provided, however that no such person shall be indemnified against costs and expenses incurred in connection with any claim, liability or threat or prospect thereof, based upon or arising out of his or her willful, wanton or gross negligence in discharging his duties as such director, officer or employee. The determination of all questions as to the existence of gross negligence or willful conduct, and as to the reasonableness of such costs and expenses may be made and shall be final and conclusive if made by the Board of Directors, acting at a meeting at which a quorum is unaffected by self-interest (notwithstanding that other members of the quorum present, but not voting, may be so affected). The rights accruing to any person under the provisions of this section shall not exclude any other right to which such person may be lawfully entitled, nor shall anything herein contained restrict the right of the association to indemnify or reimburse such persons in any case even though not specifically provided for herein.

Section 11.02. Insurance

The International Detailing Association may purchase and maintain insurance on behalf of the association and any person who is or was serving the association as a director, officer, director, committee member, employee or staff person, against liability asserted against or incurred by the association or such person arising from his status as a director, officer, director, committee member, employee or staff person.

ARTICLE XII: AMENDMENTS

Section 12.01. General Provisions.

The Charter and Bylaws may be repealed, amended, revised or supplemented after preparation of the proposed changes by the Bylaws Committee and approval by the Board of Directors in accord with the Oregon Nonprofit Corporation Act, and specifically ORS §§ 65.461-464 or the successive provisions and upon either:

- a. Two-thirds (2/3) favorable vote of the Regular Members in good standing and entitled to vote at any regular or special meeting where a quorum is present; or
- b. By a favorable majority vote by mail of the Regular Members voting within thirty (30) calendar days following the deposit in a United States Post Office of written or electronic notice to regular members, sent to their last known addresses, of proposed changes and an invitation to vote thereon.