

IALLA Bylaws

International Association of Lemon Law Administrators, Inc. (IALLA)

Bylaws

Adopted originally on October 15, 1997.

Article II, Mission of the Organization, amended on September 9, 2000.

Article III, Section 1, Full Members, amended on September 9, 2000.

Article V, Section 1 (B), amended on September 9, 2000.

Article X, Section 2, Rules of Order, amended on September 9, 2000.

Article XI, Audit, amended on September 9, 2000.

Article XIV, IALLA Representation, amended on September 9, 2000.

Article III, Section 1, Full members, amended on September 28, 2002

Article V, Section 3, Term of Office, amended on September 28, 2002.

Article VI, Section 4, Term of Office, amended on September 28, 2002

Article VIII, Section 1, Standing Committees, amended on September 28, 2002.

Article IX, Section 2, Voting Rights, amended on September 28, 2002

Article IX, Section 4, Elections, amended on September 28, 2002.

Article XI, Audit, amended on September 28, 2002.

Article IX, Elections and Balloting, amended on August 23, 2003.

Article V, Section 1, Election, amended on October 2, 2004.

Article V, Section 3, Term of Office, amended on October 2, 2004.

Article V, Section 4, Vacancies During Terms of Office; amended on October 2, 2004.

Article VI, Section 4, Term of Office, amended on October 2, 2004.

Article VI, Section 7, Vacancies, amended on October 2, 2004.

Article VII, Section 1, Standing Committees, amended on October 2, 2004.

Article VII, Section 3, Committee Structure, amended on October 2, 2004.

Article IX, Section 1, Annual Elections, amended on October 2, 2004.

Article IX, Section 4, Elections, amended on October 2, 2004.

Article I, Section 2, Location, amended on September 20, 2007

Article III, Section 1, Full Members, amended on September 20, 2007.

Article IV, Dues, amended on September 20, 2007.

Article V, Section 1, Election, amended on September 20, 2007.

Article V, Section 3, Term of Office, amended on September 20, 2007.

Article VI, Section 1, Executive Board Members and Elections, amended on September 20, 2007.

Article VI, Section 2, Eligibility, amended on September 20, 2007.

Article VI, Section 3, Authority and Responsibility, amended on September 20, 2007.

Article VI, Section 4, Term of Office, amended on September 20, 2007.

Article VII, Section 1, Standing Committees, amended on September 20, 2007.

Article VII, Section 3, Committee Structure, amended on September 20, 2007.

Article IX, Elections and Balloting amended on September 20, 2007.

Article IX, Section 1, Annual Elections, Section 2, Voting Rights, and Section 4, Elections, repealed on September 20, 2007.

Article IX, Section 1, Voting Rights, adopted on September 20, 2007.

Article IX, Section 3, Nominations, amended on September 20, 2007.

Article X, Section 3, Voting at Association Meetings, adopted on September 20, 2007.

Article III, Section 3, Emeritus Members, adopted on February 27, 2008.

Article IX, Section 2, Biennial Elections, adopted on March 25, 2008.

Article V, Section 1, Election, amended on September 19, 2008.

Article V, Section 3, Term of Office, amended on September 19, 2008.

Article VI, Section 1, Executive Board Members and Elections, amended on September 19, 2008.

Article VII, Section 1, Standing Committees, amended on September 19, 2008.

Article VII, Section 3, Committee Structure, amended on September 19, 2008.

Article III, Section 3, Emeritus Members, amended on April 15, 2009.

Article IX, Section 2, Biennial Elections, amended on April 15, 2009.

Article VII, Section 1, Standing Committees, amended on October 13, 2010.

Article IX, Section 1, Voting Rights, amended on October 13, 2010.

Article IX, Section 2, Biennial Elections, amended on October 13, 2010.

Article IX, Section 3, Nominations, amended on October 13, 2010.

Article V, Section 2, Eligibility, amended on May 26, 2011.

Article VI, Section 2, Eligibility, amended on May 26, 2011.

Article IX, Section 1, Voting Rights, amended on May 26, 2011.

Article X, Section 3, Voting at Association Meetings, amended on May 26, 2011.

Article XV, Section 1, Amendment Procedure, amended on May 26, 2011.

Article V, Section 4, Vacancies During Terms of Office, amended on October 12, 2011.

Article VI, Section 7, Vacancies, amended on October 12, 2011.

ARTICLE I, NAME AND LOCATION

Section 1. Name

The name of the organization shall be the International Association of Lemon Law Administrators, Inc., hereinafter called the Association.

Section 2. Location

The principal office/official and legal address of the Association shall be designated by the Executive Board.

ARTICLE II, MISSION OF THE ORGANIZATION

The Association supports and promotes the role of government agencies at the state/provincial, territorial and national levels responsible for ensuring an honest, safe, informed marketplace, and promoting consumer and business responsibility in a competitive economy. The mission of the Association is to:

1. Represent the interests of member agencies on emerging public policy and legislative developments with particular, but not exclusive, emphasis on issues affecting consumers in the marketplace.
2. Promote and initiate intergovernmental activities which enhance marketplace fairness, harmonize consumer standards towards high and effective levels, increase the efficiency and effectiveness of member agencies, and reduce barriers to cross-jurisdictional enforcement of Lemon laws. Lemon law means legislation designed to protect the rights of consumers who buy or lease motor vehicles or other consumer products by:
 - a. establishing warranty rights and a warranty rights coverage period;
 - b. specifying a reasonable number of attempts that the warrantor has to conform the product to the warranty within a specified time period; and,
 - c. providing that the warrantor must refund the consumer's money or provide a replacement product if the warrantor cannot conform the product to the warranty within a reasonable number of attempts.

3. Demonstrate the value of government Lemon Law Administration agencies in an ever-changing marketplace to legislators, the public, media, businesses and consumer advocacy organizations.
4. Cooperate with the private sector and other associations on projects which further the goals of the Association and its members.
5. Provide members with opportunities to exchange information on marketplace, policy, legislative and enforcement issues as well as on new developments.
6. Develop, promote and support effective Lemon Law legislation.
7. Educate the public on the functions of the Association.

ARTICLE III, MEMBERSHIP

Section 1. Full Members

Full membership in the Association shall be available to agencies, divisions, or branch offices of agencies whose responsibilities fall within the scope of at least three of the following motor vehicle/lemon law activities:

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|-----------------------|-------------------------------------|
| 1. Legislation | 6. Licensing |
| 2. Enforcement | 7. Advocacy before government units |
| 3. Education | 8. Public policy development |
| 4. Research | 9. Dispute settlement |
| 5. Complaint handling | |

Full membership shall be divided into two categories as follows:

1. State

This category includes agencies at state, provincial, territorial or equivalent levels of government.

2. Federal/National

This category includes agencies at the federal or national level of government, or a program established by a legislative body or by contract with a governmental entity.

3. International

This category includes agencies or organizations not established within the United States or its territories, and not falling within the State or Federal/National categories set forth above. The governing board(s) or commission(s) of such agencies or organizations must be comprised, in whole or in part, of members representing or employed by the government(s) of the continent(s), country(ies), territory(ies) or province(s) employing, served by or contracting with such agencies or organizations.

Each member shall designate a high ranking representative of the agency to exercise the membership rights, provided that, in the case of an agency or organization in category (3) herein, such representative shall not be employed, directly or indirectly, by or be a representative of any motor vehicle manufacturer, trade association, dealer or related industry. Members may at their discretion change their designated representative. Eligibility of prospective voting members and their designated

representatives shall be determined by the Nominations Committee, subject to ratification by the Executive Board.

Section 2. Associate Members

Associate membership shall be available to the following categories: Individual, Educational and Student.

- A. Individual Associate membership is open to additional employees at the same location of the agency that is a Full member.
- B. Educational Associate membership is open to non-profit institutions of higher learning which have educational programs that meet any of the activity criteria for Full membership.
- C. Student Associate membership is open to students enrolled in a degree-granting program which meets any of the activity criteria for Full membership.

Section 3. Emeritus Members

Emeritus Membership shall be available to individuals who have been Full Members, Associate Members or employees of this association in good standing for a period of five (5) years prior to application for Emeritus Membership. The Executive Board, by a majority vote, shall have the authority to waive the years of Membership requirement for transfer to Emeritus Membership in case of an unusual circumstance. An inactive Full Member or Associate Member may apply or be nominated to become an Emeritus Member.

- A. A Member qualifying for Emeritus Membership may be transferred to that status on written notice to any Executive Board member, or the Executive Director who shall, at a regular meeting of the Executive Board, submit such application for vote. A majority vote of the Executive Board shall be required to approve Emeritus Membership.
- B. Emeritus Members shall enjoy all (the following) privileges of the association. They shall be able to:
 1. serve on any committees.
 2. publish their affiliation with the Association.
 3. receive membership publications.
 4. be excluded from the payment of membership dues
- C. Emeritus Membership may be revoked at any time at the discretion of the Executive Board if such revocation is deemed to be in the best interest of the members of the Association. Revocation shall be by a majority vote of the members of the Executive Board.

ARTICLE IV, DUES

All membership dues shall be established by the Executive Board.

ARTICLE V, OFFICERS

Section 1. Election

The officers of the Association shall be President, Vice President for Public Policy, Vice President for Corporate Relations and Membership, Secretary and Treasurer. Their duties shall be as follows:

A. President

The President shall be the chief executive officer of the organization and shall preside at all meetings of the Association. The President shall also be responsible for maintaining a regular flow of communications within the Association, shall ensure that the officers properly discharge their designated functions, shall appoint all committee chairpersons except as specified and shall appoint individuals to fill non-officer vacancies on the board. At the direction of the President, the Executive Board may be requested to vote on a matter at any time by e-mail or by any other means determined appropriate by the Board. The results of any votes that are conducted by email or by other means determined appropriate by the Board shall be recorded into the minutes at the next regularly scheduled Board meeting.

B. Vice President for Public Policy

The Vice President for Public Policy shall act as chairperson of the Public Policy Committee, shall serve as liaison with subscribers of the Association who represent, assist, or educate consumers and shall appoint members to a Public Policy Committee and consult with this committee on planned initiatives to advance the public interest.

C. Vice President for Corporate Relations and Membership

The Vice President for Corporate Relations and Membership shall act as liaison with Corporate Subscribers and Members for the purpose of retaining and recruiting participants, shall appoint members to a committee and shall consult with this committee and the Executive Board on planned initiatives with Subscribers and Members.

D. Secretary

The Secretary shall record and distribute the minutes of each Association meeting and shall provide Association members with reasonable written notice of a scheduled meeting. In addition, the Secretary shall oversee the maintenance of the files of the Association and in general, perform all duties incidental to the office of the Secretary. The duties of the Secretary may be delegated in whole or in part to the Executive Director.

E. Treasurer

The Treasurer shall collect dues, deposit all monies in the name of the Association in depositories designated by the Executive Board and may be bonded for at least the sum of five thousand dollars. The Treasurer shall pay by check all official Association obligations. The Treasurer shall also maintain a list of paid members, maintain all financial records of the Association, secure an independent audit and present in person or in writing the financial records of the Association at every meeting. The duties of the Treasurer, under authority of the Executive Board, may be delegated in whole or in part to the Executive Director, who may be bonded for at least the sum of five thousand dollars.

Section 2. Eligibility

Individuals designated pursuant to Article III, Sections 1 and 2.A., whose dues are paid in full shall be eligible for nomination and election to serve as an officer of the Association, except that associate members designated pursuant to Article III, Section 2.A. shall not be eligible to serve as President.

Section 3. Term of Office

Each officer shall take office at the time of the annual meeting of the Association and shall serve for a term of two years or until a successor is duly qualified pursuant to these bylaws. Officers may succeed themselves in the same office in the following manner:

President – An individual may serve no more than 2 consecutive terms in this position.

Vice-President for Public Policy – An individual may serve no more than 3 consecutive terms in this position.

Vice-President for Corporate Relationships and Membership – An individual may serve no more than 3 consecutive terms in this position.

Secretary – An individual may serve no more than 3 consecutive terms in this position.

Treasurer – An individual may serve no more than 2 consecutive terms in this position.

Section 4. Vacancies During Terms of Office

A vacancy in the office of President shall automatically be filled by a member of the Executive Board, elected by the Executive Board.

A vacancy in the office of Vice President of Public Policy, Vice President of Corporate Relations and Membership, Secretary or Treasurer shall be filled by a Full or Associate eligible member elected by the Executive Board.

A majority vote of all Executive Board members, polled through a mail ballot or by electronic means, is required to fill President, Vice President of Public Policy, Vice President of Corporate Relations and Membership, Secretary or Treasurer officer vacancies.

Any person appointed to fill a vacant officer position shall serve until the next election.

Section 5. Removal From Office

Any officer may be removed by the Executive Board by a two-thirds vote excluding vacancies whenever, in its judgment, the best interest of the Association will be served thereby.

ARTICLE VI, EXECUTIVE BOARD

Section 1. Executive Board Members and Elections

The Executive Board members shall be the five officers of the Association, and up to seven at-large Executive Board members from the eligible membership elected in accordance with these bylaws. No more than three Executive Board members,

including officers and at-large members, may be from the Federal/National membership. The immediate Past President of the Association shall serve as an ex officio member of the Executive Board for the duration of the term of the current President, unless he or she is elected to another office or to an at-large executive board membership.

Section 2. Eligibility

Individuals designated pursuant to Article III, Sections 1 and 2.A. whose dues are paid in full shall be eligible for nomination and election to serve on the Executive Board. An Associate member designated pursuant to Article III, Section 2.A. who is elected to the Executive Board is eligible to vote on Board issues.

Section 3. Authority and Responsibility

The Executive Board shall supervise and direct the affairs of this Association, shall determine its policy, shall actively promote its objectives, and shall supervise the disbursement of its funds. The Executive Board may adopt rules and regulations for the conduct of its business and may delegate its authority to appointed officers. At the direction of the Executive Board, the membership eligible to vote may be requested to vote on a matter at any time by e-mail or by any other means determined appropriate by the Board. The results of any votes that are conducted by email or by other means determined appropriate by the Board shall be recorded into the minutes at the next regularly scheduled Board meeting.

Section 4. Term of Office

At-large Executive Board members shall take office at the time of the annual meeting of the Association and shall serve for a term of two years, and may be elected to subsequent terms beginning with the election at the 2005 annual membership meeting.

Section 5. Quorum of the Executive Board

At any meeting of the Executive Board a simple majority of incumbents, excluding vacancies shall constitute a quorum.

Section 6. Meetings of the Executive Board

A regular meeting of the Executive Board shall be held at least twice a year, once at the annual meeting and a second at such time and place as the President may determine. Special meetings of the Executive Board may be called by the President or by a Majority of the Executive Board. Advance notice of such meetings must be given to all members of the Executive Board.

A conference call of a quorum of the Executive Board shall constitute a regular or special meeting of the Executive Board for purposes of this section.

Section 7. Vacancies

At-large member vacancies on the Executive Board shall be filled by appointment of the President, with a simple majority approval of the Executive Board obtained by polling all members of the Executive Board by mail and/or by electronic means.

Any person appointed to fill a vacant at-large position shall serve until the next election.

ARTICLE VII, COMMITTEES

Section 1. Standing Committees

The following are the standing committees of the Association: Nominations and Elections; Bylaws; Conference and Program Planning; Budget/Audit; Public Policy; and Corporate Relations/Membership. Except as specifically provided, the President shall appoint the chairpersons of the standing committees.

The President shall be the Chairperson of the Budget/Audit Committee along with at least two other members in addition to the Treasurer. All appointments to the Budget/Audit Committee are subject to the approval of the Executive Board. The Treasurer may not participate in the audit functions of the committee. The audit functions of the committee include an annual review of the books and financial records of the association no more than 30 days in advance of the annual general meeting and the committee shall report the findings to the members at the annual general meeting including such recommendations as it deems appropriate.

Section 2. Special Committees

The Executive Board may establish any committees it deems appropriate. The President shall appoint the chairpersons of all such special committees, except as otherwise specified.

Section 3. Committee Structure

The Vice President for Public Policy shall be responsible for chairing the Public Policy Committee. The Vice President for Corporate Relations and Membership shall be responsible for chairing the Corporate Relations and Membership Committee. The chairperson of each committee, with the approval of the President, shall select the members of each committee in sufficient numbers to carry out the objectives of the committee. It shall be the responsibility of each chairperson to report on committee activities to the Executive Board and the membership at the annual meeting of the Association or at other times, as requested by the Executive Board.

ARTICLE VIII, STAFFING

An Executive Director may be hired with the approval of the Executive Board, shall serve at the pleasure of the Executive Board and shall be compensated at a rate established by the Executive Board. Unless delegated, additional staff may be hired by the Executive Director only with the approval of the Executive Board. The Executive Board shall establish written policies and procedures for the Executive Director and staff.

ARTICLE IX, VOTING RIGHTS, ELECTIONS AND BALLOTING

Section 1. Voting Rights

A Full or Associate member whose dues are paid in full and whose eligibility has been verified by the Nominations and Elections Committee shall be eligible to vote through its official designee for officers, resolutions, or other Association business. Each Full or Associate member shall be entitled to one vote.

The vote of a Full or Associate member may be delegated from the official designee to another member of the agency, another representative of the agency, or, if no member of an agency is able to attend the annual meeting, the vote may be delegated to another like member in good standing. The official designee of the Full or Associate member must submit a written notice to the President evidencing the delegation of voting rights from the Full or Associate member.

At any meeting of the Association called pursuant to Article X, Section 1, the business of the Association can be conducted by a simple majority vote of those with voting rights in attendance at the meeting or who respond timely to a call for a vote by an email or by any other means provided by these Bylaws.

At any call for a vote pursuant to Article V, Section 1.A. or Article VI, Section 3, the business of the Association can be conducted by a simple majority vote of those with voting rights who respond timely to the call for a vote by email or by other means provided by these Bylaws.

Section 2. Biennial Elections

The election of officers and at-large members of the Executive Board shall be held at least thirty days in advance of a regularly scheduled annual meeting of the Association through a vote in a form authorized by the Executive Board that is distributed and returned by email or by any other means determined appropriate by the Executive Board. Upon distribution of the list of nominations and the recommended slate of candidates as provided in Article IX, Section 3, the voting members shall have up to 30 days prior to the beginning of the next regularly scheduled annual meeting to submit a vote. Any votes received after this date will not be accepted. A majority vote of those that timely submit votes shall constitute the election of the officers and at-large Executive Board members of the Association. Notwithstanding the above, the Executive Board may vote to hold biennial elections of all or selected positions at the regularly scheduled annual meeting of the Association.

In the event the recommended slate of candidates is not elected by a majority of those with voting rights who timely submit a vote, the election of officers and at-large members of the Executive Board shall be conducted by ballot at the next regularly scheduled annual meeting of the Association. In that event, the President will open the floor to nominations for all positions. Officers of the Association shall be elected in the following order: President, Vice President for Public Policy, Vice President for Corporate Relations and Membership, Secretary and Treasurer. The at-large members of the Executive Board shall be voted upon following the completion of the election for officers. The Nominations and Elections Committee shall prepare, distribute, and tally the ballots.

When the election of officers or at-large Executive Board members is held at an annual meeting, voting may be conducted by a show of hands, by acclamation or by written ballot. The open at-large Executive Board positions shall be filled by those persons receiving the highest number of votes from among the candidates for the open positions. The results of the election shall be posted on the Association's web site or other written notice provided to members within 30 days following the election.

Section 3. Nominations

The Nominations and Elections Committee shall be appointed by the chair not later than 120 days prior to the annual meeting.

The Nominations and Elections committee shall solicit nominations from the Full and Associate eligible membership at least 90 days before the annual meeting. No later than 60 days before the annual meeting the complete list of nominations received, including the committee's recommended slate of candidates, and any relevant biographical data on the nominees, shall be sent to the Executive Board and membership.

ARTICLE X, ASSOCIATION MEETINGS

Section 1. Membership Meetings

The annual meeting of the Association shall be held at such place and on such dates as may be determined by the Executive Board, upon not less than 60 days written notice to each member. Special meetings may be held at the call of the Executive Board upon not less than 60 days written notice to members.

Section 2. Rules of Order

The meetings and proceedings of the Association shall be regulated and controlled according to the Robert's Rules of Order (Revised) for parliamentary procedure. The President may appoint a parliamentarian to rule on parliamentary procedure.

Section 3. Voting at Association Meetings

At any meeting of the Association called under this section, the business of the Association is to be conducted by a simple majority vote of those members with voting rights.

ARTICLE XI, AUDIT

The books and financial records of the association shall be audited by a Certified Public Accountant if doing so is recommended by the Audit Committee in its report to the annual general meeting; or, at any other time as determined by the Executive Board; or, as directed by the members at the annual general meeting. The results of such audit shall be presented to the next annual general meeting of the members following completion of the audit.

ARTICLE XII, LOCATION OF ACCOUNTS

All funds of the Association shall be deposited in accounts designated by the Executive Board, the records of which are maintained at the address of the Association's office as designated pursuant to Article 1, Section 2. The movement of Association funds by the Treasurer between designated accounts will be reported to the Executive Board on a semi-annual basis.

ARTICLE XIII, RECORDS

Official records of the Association accumulated by any member of the Association shall be turned over to the Secretary at appropriate intervals and/or at the call of the Secretary and shall be maintained at the official address of the Association as designated pursuant to Article 1, Section 2.

ARTICLE XIV, IALLA REPRESENTATION

Any IALLA member in good standing, other than an Executive Board member, who desires to represent or has been requested to represent IALLA on any governing board or as a member of any other organization, shall make a request in writing to the President stating the organization they will represent on behalf of IALLA and their capacity.

The Executive Board shall review the request and determine the appropriateness of the request. The Executive Board shall notify the member in writing of its approval or disapproval. This determination shall be based upon what the Executive Board considers is in the best interest of IALLA. If the request to represent IALLA is approved, the member representing IALLA must report to the Executive Director a

brief summary after any meeting of the organization on which they are an IALLA representative. The representative must prepare a brief written report on said organization's activities, positions, and other significant concerns on an annual basis. The annual report shall be submitted to the Executive Director. Copies of the minutes of the meetings of said organization shall be sent to the Executive Director as they are available to the IALLA representative. The Executive Director shall report on a timely basis to the President any immediate issues of concern raised by the IALLA representative or the minutes of said organization. At each meeting of the Executive Board, the Executive Director shall present a brief oral review of the activities of the groups on which IALLA is represented.

The Executive Board may withdraw approval for such representation at any time and withdrawal of such representation is automatic if the membership of the member agency representing IALLA lapses.

Further, any IALLA member who receives an invitation to address an organization, conduct a media interview, or represent IALLA in any manner, shall contact the President or Acting President in the President's absence to request approval or disapproval of this particular request. The President or Acting President shall review the request, determine the appropriateness of the request, and shall notify the member of his/her approval or disapproval. For media interviews, the President shall prescribe a policy for response to the requesting member no later than the next business day and may delegate such response authority to designated members of the Executive Board.

ARTICLE XV, AMENDMENTS TO BYLAWS

Section 1. Amendment Procedure

Proposals for the amendment or repeal of these Articles may be made by the Executive Board or by any member of the Association by submitting a written request to the chairperson of the bylaws committee, which specifies the changes proposed. All such proposals shall be considered by the membership at the annual meeting of the voting members.

If notice of such proposed changes has been sent in writing to the members at least 30 days in advance of the meeting, these Articles may be amended or repealed by a two-thirds vote of the members present and voting. If notice of such changes has not been sent in writing to the members 30 days in advance of the meeting, these articles may be amended or repealed only by a three-fourths vote of members present and voting.

Section 2. Effective Date of Bylaw Amendment

These bylaws amendments shall take effect immediately upon adoption.