



Constitution & By-Laws Towing & Recovery Professionals of Colorado

Revised on May 1, 2010

1. **NAME:** The name of this organization shall be the Towing & Recovery Professionals of Colorado, Inc., a Colorado non-profit corporation, hereafter referred to as the Association.
2. **OFFICE:** The principal office of the Corporation shall be located in the State of Colorado at a location to be designated by the Corporate Secretary. As of this date that office is located. PO Box 740606 Arvada CO 80006, Subject to approval by the Board of Directors, the Secretary may change this location. All records of this Association shall be kept therein, together with the minute book and corporate seal if any.
3. **PRECEPTS:** This Association is formed, fostered, and nurtured
 - A. Serve the public interest by educating the public about the towing & recovery profession.
 - B. Encourage members to provide the public with adequate and professional services, by operating with safety and dispatch, by using quality equipment, and by utilizing well-trained and courteous personnel.
 - C. Maximize cooperation with governmental and law enforcement agencies.
 - D. Promote economic stability and profitability for its members through the dissemination of information on cost saving practices and economy through group activities.
 - E. Foster and promote a cooperative relationship between all professional wrecker operations and their principals.
 - F. Maintain relationships between the public, governmental agencies, and affiliated business members to create a better understanding of problems incurred and of contributions made by members.
 - G. Encourage rules or regulations of regulatory bodies and enlightened legislation that will enable the industry represented by the members to accomplish more completely these PRECEPTS.
4. **CODE OF ETHICS:** As members of TRPC, we subscribe to the following principles. Members shall:
 - A. Encourage the American free enterprise system.
 - B. Hold our profession in high esteem and strive to enhance its prestige.

- C. Uphold a duty of integrity, honor, fair dealing and courtesy to the general public in the operation of all facets of business.
- D. Take pride in and keep equipment and drivers clean, neat, and professional.
- E. Keep informed of and comply with all city, county, state, and federal laws, as well as all rules and regulations promulgated by all regulatory bodies designated to administer and enforce such laws.
- F. Be truthful and be accurate in advertising and soliciting business.
- G. Comply with all wage and hour laws, State Worker's compensation laws, and payroll tax laws.
- H. Perfect skills and increase knowledge through continuing education and training.
- I. Cooperate with and assist other people in the interest of our profession.
- J. Strive to improve our internal business methods to strengthen our economic well-being thereby improving our ability to serve the public and conform to the TRPC Constitution and By Laws.
- K. Bring to the attention of the TRPC Association any information believed to be in violation of any law or regulation.
- L. Six Way Test: In order to comply with the CODE OF ETHICS, ask yourself the following:
 1. IS IT HONEST?
 2. IS IT JUST TO EVERYONE?
 3. WILL IT BUILD A GOOD INDUSTRY IMAGE?
 4. WILL IT BENEFIT THE GENERAL PUBLIC?
 5. CAN YOU BE PROUD OF THE WORK THAT YOU DO?
 6. HAVE YOU BEEN ETHICALLY AND MORALLY COMPETITIVE?

5. MEMBERSHIP

- A. Regular (Voting) Membership: Any sole proprietorship, limited liability corporation, partnership, or corporation engaged as a profession in the towing industry, or in a business related to the towing industry shall be eligible for membership by signing an application, securing a sponsor, paying in advance such dues and initiation fees as required, and by agreeing to comply with TRPC's By-Laws and Constitution. Any current regular members of the Association as of May 1 2010, shall be grandfathered as to maintaining membership.
- B. Associate (Non-Voting) Membership: Any firm servicing the automobile or towing industries may be eligible for an associate membership, subject to the approval to the board of directors. They may apply for membership by signing an application noting their request for associate membership, securing a sponsor, paying in advance any such dues and initiation fees required, and by agreeing to comply with the TRPC's By-Laws and Constitution. Any current associate members of the Association as of May 1 2010, shall be grandfathered as to maintaining membership. Businesses engaged directly in the towing and recovery business (including those with PUC#) shall not be eligible for Associate membership.
- C. Honorary Members:(Voting) Any individual who has rendered distinguished service to this Association or to the towing industry may be made an Honorary Member upon nomination by any regular member of this Association and approved by The Board of Directors. Honorary Members shall be entitled to the privileges of this Association and

shall be eligible to act on temporary committees, except that they shall not be qualified to hold an office in other than advisory capacity. No dues shall be payable by Honorary Members.

D. Ambassador Members: Must be appointed by at least a 51% of the Board of Directors. This is a non-voting membership and will be honored without fees.

E. Sponsorship: Anyone seeking new membership (Regular or Associate) in this Association, will be required to secure the approval of at least one sponsor for membership in the TRPC. A qualifying sponsor must be a Regular member of the TRPC who is in good standing at the time of sponsorship up through the TRPC's acceptance of membership of the new member (whether Regular or Associate).

F. Termination of Membership: Members may be terminated by the following methods.

1. Resignation
2. Failure to pay dues as required by the By-Laws
3. Permanent change of occupation to any area with no contacts with the towing and recovery business; or by
4. Expulsion from the Association for whatever reason. The Board of Directors shall be empowered to pass upon the termination of the membership of any member.

6. FINANCES: Dues are calculated on a calendar year basis.

A. Regular membership dues shall be recommended by the Board of Directors and submitted for approval by at least a quorum of the Board of Directors of the Association. This vote shall be taken at a general meeting, or a special meeting called for that purpose. Notice of time and place of such meetings will be mailed thirty (30) days prior to the date of the meeting. The current Regular Members dues of \$240.00 per calendar year shall remain until changed. Dues are due on the first day of each year and payable within 60 days of the statement date of billing. New members joining after January, may have their dues prorated only on first time members, any renewal of a member for non-payment can-not be prorated.

B. Associate Member dues shall equal of the amount of the dues of Regular Members.. The current Associate member dues of \$240.00per calendar year shall remain until changed. Dues are due on the first day of each year and payable within 90 days of the statement date of billing. New members joining after January, may have their dues prorated for new Associate Members only.

C. Disbursement of Association Funds:

1. Annual Financial Report: The Board of Directors with the assistance of the Treasurer shall set and approve an Annual Financial Report. A copy of each Annual Financial Report may be distributed to the membership.
2. Normal Expenses: Normal operating expenses within the categories, may be paid at the discretion and approval of the Board of Directors.
3. Other Expenses: Disbursements, other than those normal operating expenses noted above, shall be incurred and paid only after approval of a majority of the membership attending either a Regular Meeting or a designated special meeting.
4. Checks: Approved expenses may be paid. Checks up to and including \$2500.00 may be signed by single signature of the Treasurer, or in the event of the Treasurer's unavailability, an Executive Board Member or the Board of Directors

designated alternate(s). Checks or withdrawls in excess of \$2500.00 shall require at least two qualified signatures excluding checks that involve special functions such as Tow Show, Christmas Banquet, Fun Raisers, bills and etc. that are approved by a vote of either the Board of Directors or the Executive Board or moving funds from any of the associations accounts.

5. Petty Cash Fund: A Petty cash fund of up to \$400 may be maintained by the Treasurer under his/her supervision. This is primarily used at the Tow Show, Christmas Banquet or Special Functions.

6. Financial Accounts: Subject to the approval by the Board of Directors, the Treasurer shall designate the Financial Institutions and accounts to be used by the Association. Qualified signers shall include at least all of the Executive Board Officers. Subject to review and approval by the Board of Directors, qualified signatory authority may be extended to, limited from, or even revoked for any member of the Executive Board of Directors by a vote with at least a quorum of the Board of Directors. At the discretion of the Board of Directors, bond(s) may be required of any qualified signatory, if by a vote of 51% requesting a bond.

D. A yearly audit of the accounts and records of this Association may be ordered by the Board of Directors. If one is ordered it shall be conducted by an independent agency or individual at the fiscal year ending. The Board of Directors shall select the independent agency or individual to conduct the annual audit and may at its discretion select either a bookkeeper, accountant, or certified public accountant.

7. BOARD OF DIRECTORS

A. Management: The general management of this corporation shall be by the Board of Directors with the day to day operations over seen by the Executive Board.

B. Delegation of Authority: The Board may delegate performance of functions in management of the corporation to officers and contractors.

C. The officers and Board shall consist of the following:

1. The President (Executive Board Member)
2. The Treasurer (Executive Board Member)
3. The Secretary (Executive Board Member)
4. One (1) Member Director elected at-large. (Executive Board Member)
5. One (1) Member Director elected at-large. (Executive Board Member)
6. One (1) Member Director representative from each Recognized Local Chapter.

D. Meeting Place: The newly elected Board of Directors shall meet immediately following the election meeting and determine the location of next year's meetings to start when the new Board of Directors take office in January. As the Board may hereinafter decide by agreement, the Board may designate such other and future meeting as they feel best suit the interest of this Association.

E. Term of office for The President, The Treasurer, The Secretary and both Director elected at-large shall be defined as two year unless otherwise modified under the section devoted to election. All Director representative from each Recognized Local Chapter shall be defined as one year unless otherwise modified under the section devoted to election. In the event of a vacancy in office, for whatever reason, the Board of Directors may appoint a replacement officer to serve the remainder of that term of office.

F. Removal from office: Any officer or director, who shall have four (4) unexcused absences from either the Regular or Executive Meetings, within the current year of office, may be removed from office by motion and agreement of a majority of the remaining members of the Board of Directors.

8. OFFICERS: The officers of this association shall be the President, Treasurer, and Secretary and both Directors elected at-large. Each shall be elected for a two (2) year term of office and shall have the following duties.

A. The President's Duties shall include:

1. Preside at all meetings of the association.
2. Serve as chairman of the Board of Directors.
3. Be an ex-officio member of all standing and special committees, and shall be the chief spokesman of the organization in all dealings with other groups or individuals.

B. The Treasurer's Duties shall include:

1. In the absence of the President, perform all duties of the President.
2. Be a member of the Board of Directors, and shall act as chairman of said Board of Directors on absence of the President.
3. Supervise the collection of dues and all funds payable to the Association.
4. Be responsible for the safeguarding of all monies and other properties of the Association.
5. See that full and accurate accounts are kept on all receipts and disbursements of the Association funds.
6. Cooperate with the Board's appointed independent agency or individual in the annual audit of the accounts and records of the Association. The Treasurer shall make available to each current regular, and associate member, a financial statement following the fiscal year being audited.
7. Install and supervise a system of billing and collecting dues and notifying all delinquent members of their accounts.

C. The Secretary's Duties shall include.

1. Be designated secretary of both the Association and the Board of Directors.
2. Supervise the keeping of the minutes and the records of the meetings for the Board of Directors and all Association meetings.
3. Perform other such duties as needed, from time to time, prescribed by the Board of Directors.
4. Be a member of the Board of Directors and shall act as chairman of said Board of Directors on absence of the President and the Treasurer.
5. Be the custodian of the official seal of this Association and shall have the authority to affix the seal on any Association records.
6. Serve as the election clerk, or appoint an alternate, and shall also appoint the election judges.

D. Director elected at-large shall include.

1. Be a member of the Board of Directors and shall act as chairman of said Board of Directors on absence of the President or the Treasurer and or Secretary.

2. Perform other such duties as needed, from time to time, prescribed by the Board of Directors.

9. MEETINGS

A. Regular Meetings: The regular membership meetings shall be called at least once each quarter. Regular meetings may be called more frequently (monthly) by the President or the Board of Directors, as in their discretion, as it becomes necessary. The Board may establish and change the regular meeting date, time and place at their discretion.

Generally, notice of any change in the date, time, and place of regular meetings, shall be mailed to the membership at least ten (10) days prior to the meeting.

B. Special Meetings: A special meeting may be called by the President or the Board of Directors as in their discretion, as it becomes necessary. Similar notice of time and place of these meetings are to be mailed United States Postal Service or electronically to the membership 24 hours prior to the time of any special meeting.

C. Election Meeting: The Secretary or Election Clerk shall provide written notice of the date, time, and place of election meeting addressed to each member of his/her address, and said notice shall be mailed at least forty-five (45) days prior to the election date.

10. ELECTIONS

A. For the purpose of all elections, either annual or special, each member, as defined in item 5-A,C shall have but one (1) vote. Associate and Ambassador Members shall not have voting rights.

B. Nominations and the Nominating Committee:

1. Members: A nominating committee shall be appointed prior to the Tow Show in the (odd) year, to secure nomination for officers for the upcoming election.

2. Nominating committee report: The nominating committee's report of the slate of officers will be made no later than the election meeting in July of the (odd) year. The nominating committee may report earlier to the membership by either written report mailed to members, or at any TRPC meeting including the Tow Show.

3. Floor Nominations: Nominations may be made from the floor at the last election meeting in July of the (odd) year. Late nominations are NOT permitted.

4. Candidates: Shall be eligible to run for one position only, however a Chapter officer can hold a seat on the state board and there local Chapter. But if holding a seat on the state board, he/she cannot vote on behalf of their chapter, there must be a representative from that chapter to vote.

5. Candidate Consent: Regular members in good standing who have given consent to the nomination committee or who have given consent at the time of the nomination from the floor shall be eligible for nomination. No Candidate may run for more than one (1) Executive Board position.

C. Secret Ballot and Mail-In Ballot: Voting shall be by both secret mail ballots and by secret ballots delivered to secretary or election clerk at the election meeting. The candidate with the largest number of votes shall prevail in the election. Mail ballots may be mailed out any time at least 45 days prior to the election meeting. It is the

responsibility of members using mail ballots to return them to either the Secretary, or designated Election Clerk, or to see that the ballots get to the Election Meeting.

D. One Vote for Each Regular Member: Where the members are a partnership firm or a corporation, each member shall register, in writing, with the Secretary, the name and address of the person authorized to cast the firm's vote. In the event there is no such prior written registration, the first authentic secret ballot received from the member organization shall be accepted as valid. Any challenges may be resolved by the Secretary or the election official.

E. Terms of office: shall be for the period of two (2) years for the Officers and Directors and will run from January 1st The (even) year following their election, to December 31st of the (odd) year..

F. Election Meeting: This meeting shall be held during the month of October of the (odd) year with newly elected officers taking over their duties at the first meeting of the Association in January of the following year.

G. No Proxies: Proxies shall not be used for elections or for any other purpose.

H. Voting Process: The Secretary may establish the secret ballot process regulations and may report to the general membership the details of the process as well as serve as the election clerk; or appoint a formal election clerk; and designate election judges. Submission of faxed ballots may be accepted by the Secretary at the discretion of the secretary. Any decision involving any elections by the Secretary must follow all rule set forth by the Associations by Laws

11. QUORUM: fifty one (51%) percent of the number of the paid members or a full Board of Directors of the Association, shall constitute a quorum for the transaction of business, at any meeting.

12. AMENDMENTS:

A. These By-Laws may be amended by:

1. Upon submission of the proposed amendment by the Executive Committee of on its own motion at any regular membership meeting.
2. By petition signed by a majority of members in good standing.

B. Proposed amendments shall be mailed to the membership not less than twenty-five (25) days prior to the meeting at which they are to be approved. The date, time, and place of the meeting for approval must be indicated in said mailing.

C. An amendment may be presented at any regular membership meeting, and if properly seconded, may be voted upon by regular members attending the next regular meeting or by mail ballot received either before or at the meeting. Verification of ballots shall be similar to that used for elections. No proxies may be used for amendments or for any other purpose.

D. The Executive Committee consists of the voting members of the Board of Directors.

13. DISSOLUTION.

A. This Association may dissolve subject to the requirements of the State of Colorado. When such action is contemplated, notice of this action will be given at least thirty (30) days prior to the membership meeting at which action is sought.

B. In the event of dissolution of this Association, all funds shall be first paid to satisfy any debts of the Association with the remainder to be paid to charitable institution qualified under the IRS code# 501 (c) (6), to be chosen by the Board of Directors.

14. Unless otherwise provided, all proceedings of this Association will be governed by Roberts Rules of Order edition as designated by either the Board of Directors, or the Secretary.

15. PRESENTATION OF ASSOCIATION

A. No committee or individual member thereof, or member shall represent the Association in advocacy of, or in opposition, project legislation or other matter, without specific authorization from the Board of Directors, nor expend any monies on the behalf of the organization without specifically included in the approved budget for the year.

B. No member shall create publicity or make statements in the name of the Association, without specific authorization of the Board of Directors. The President shall be the official spokesman for the Association.

16. Chapter Membership

A. Chapters: The Board of Directors is hereby authorized to establish Chapters of the TRPC. Separate chapters may be established subject to the requirements of this Section.

B. Establishment Requirements for establishment of a Chapter.

1. Size: Each proposed chapter shall consist of at least five (5) members.

2. Review: The State Board of Directors shall review the request. They may render a decision as to the acceptance of the Chapter request within 60 days of their actual receipt of the request.

3. Chapter Application Requirements: Each proposed Chapter shall submit in writing its request for chapter status to the State TRPC Board of Directors for review and approval. This request shall include the names, addresses, and telephone numbers of each of the proposed founding members. It shall also include the authorized mailing address and contact person for the proposed chapter. The proposal must include the Chapter's preferred name, mission statement, and geographic or specialty area.

C. Specialty Chapter Application Requirements: Each proposed chapter shall comply with sections 16, subsection A & B.

D. Dues: Set by the State TRPC

1. Year: The membership year will run concurrently with the calendar year from January 1st through December 31st of each year.

2. Prorate Dues: For any new member joining after the first of each year, dues shall be calculated upon a monthly pro-rate basis. The Prorate period shall include the month the new member joins plus the remaining months of the calendar year. only on first time members, any renewal of a member for non-payment can-not be prorated.

3. State Funding:

A. In case of need or unusual circumstances, each Chapter may request funding from the State. Such request shall be made in writing.

B. Duties of the Chapter – each is required to do the following and provide the information to the State TRPC Secretary and Board of Directors.

1. To establish a regular meeting (minimum of 2 annually) date, time, and location.
2. To notify members of meeting agendas and to keep minutes of the meeting activities and operations, and to send copies of these items to the TRPC Secretary and the TRPC Board of Directors.
3. To maintain a record of Chapter members and to establish a telephone tree for emergency notification (i.e. disaster) use.
4. To coordinate with the Chapter, issues of concern to the membership.
5. To support and comply with the Constitution and Bylaws of the State TRPC.

C. Coordination with the State Association: The Chairman or the members of each Chapter may appoint a representative to serve on the State TRPC Board of Directors. Each Chapter may designate who their voting director will be, as well as alternates.

All prior Constitutions and By-Laws are hereby revoked and replaced with this Constitution and By-Laws that are complete and correct as amended and approved by the General Membership, on May 1, 2010, at the Regular Membership Meeting. Signed by the Board of Directors:

TOWING & RECOVERY PROFESSIONALS OF COLORADO