

**BY-LAWS OF THE
AMERICAN RENTAL ASSOCIATION
CHICAGOLAND CHAPTER
JANUARY 2004**

**ARTICLE I
NAME AND OFFICE**

Sec. 1 Name

The name of this Association shall be "The American Rental Association Chicagoland Chapter".

Sec. 2 Office

The principal office of the Association shall be located at 1900 19th Street, Moline, Illinois 61265. The registered office of the Association shall be the current accounting firm handling the Association's bookkeeping. The mailing address of the Association in Illinois shall be that of the current President or his designee.

**ARTICLE II
PURPOSES**

The Purposes of this Association shall be:

1. To promote the common business interests of those engaged in the equipment rental industry and the industry itself, in the general geographic area of the greater Chicagoland area.
2. To foster cooperative action in advancing, by all lawful means, the common purposes of its members and promote activities designed to enable the Industry to be conducted with the greatest economy and efficiency.
3. To provide the opportunity to exchange ideas, methods and views among equipment rental firms within its geographic area of operation.
4. To furnish the members of the Association with useful and timely information about matters that may affect their business and may be of interest to them.
5. To cooperate with other industries and organizations; and particularly to conduct its affairs generally in association and confluence with the American Rental Association, a national and international trade association representing the equipment rental industry and its affiliate state associations which are relevant to this Association's affairs.

ARTICLE III MEMBERSHIP

Sec. 1 Member

Individual persons or firms actively engaged in the equipment rental business shall be eligible for consideration and election as Members of this Association.

Sec. 2 Associate Member

Firms, associations and individuals engaged in the business of selling equipment, merchandise, or other items or services common to the equipment rental business shall be eligible for consideration and election as Association Members, by the Board of Directors, subject to such additional, reasonable requirements as may be required.

Sec. 3. Membership Application

Applications for membership must be tendered in writing and be accompanied by a payment of the annual dues or portion thereof as is deemed appropriate by the Board based on the prorated number of months remaining in the year. The application is to be addressed to the Treasurer who will submit it to the Board of Directors at their next regular meeting. Such applicant shall be declared admitted when a simple majority casts their votes in the applicants favor.

Sec. 4. Honorary

The Board of Directors shall have the power to confer honorary membership in the Association on any person, on a merit basis. Such Member shall enjoy such rights and privileges of membership as the Board may provide. Honorary membership may be revoked at any time by the Board, in its discretion.

Sec. 5. Voting

In matters requiring membership voting:

- Each fully paid Membership shall have one vote. Members with multiple locations shall have only one vote. Branch Memberships are not eligible to vote.
- Associate and Honorary Members shall not have voting privileges.

Sec. 6. Assets

No member shall have a proprietary interest in the assets of the Association, except at time of liquidation.

Sec. 7. Duration and Resignation

Membership in this Association is non-transferable and shall terminate by voluntary withdrawal as herein provided, or otherwise in pursuance of these Bylaws. All rights, privileges and interests of a Member in or to the Association shall cease on the termination of membership. Any Member may withdraw from membership by giving written notice of such intention. Such notice shall be

presented to the Board of Directors at its next succeeding meeting. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

Sec. 8. Suspension and Expulsion

Any membership may be suspended or terminated for cause. Sufficient cause for suspension or termination of membership shall be violation of the Bylaws or any lawful rule or practice duly adopted by the Association, or any conduct prejudicial to the interests of the Association. Suspension or expulsion shall be by a 2/3 vote of the entire membership of the Board of Directors; provided that a statement of the charges shall have been mailed by certified or registered post to the last recorded address of the Member, at least ten (10) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors, at which the charges shall be considered and the member shall have the opportunity to appear in person and/or be represented by counsel to present any defense to such charges, before action is taken thereon.

**ARTICLE IV
DUES AND SPECIAL ASSESSMENTS**

Sec. 1 Dues

The annual dues for each category of membership shall be determined by the Board of Directors except that: There shall be no dues for Honorary Members.

Sec. 2 Special Assessments

Special assessments for specific Association purposes may be recommended by the Board of Directors to the membership. Such recommendation must be stated in the notice of the next membership meeting of the Association and approved by a majority of those present and voting at such meeting.

Sec. 3 Failure to Pay

Members who fail to pay their dues, assessments or any other monies owed to the Association, after written notice, within the period prescribed by the Board of Directors shall be notified by the Treasurer and if payment is not made within the next succeeding thirty (30) days, shall, without notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership; provided that the Board of Directors may, by rule, prescribe procedures for extending the time for payment of dues and continuation of membership privileges, upon request of a member and for good cause shown.

ARTICLE V MEETINGS OF THE MEMBERSHIP

Sec. 1 Annual Meeting

There shall be an Annual Meeting of the Association membership which shall be held in January or February of each year and as otherwise ordered by the Board of Directors, for the election of members of the Board of Directors, receiving the annual reports and the transaction of other business. Notice of time and place of such meeting shall be given by the President and shall be mailed to the last recorded address of each member at least ten (10) days before the time appointed for the Annual Meeting.

Sec. 2 Order of Business for the Annual Meeting

The order of business at meetings shall be as follows:

- Call to Order
- Presentation of Minutes of Previous Meeting
- Receiving Communications
- Reports of Officers
- Reports of Committees – Standing and/or Special
- Unfinished Business
- New Business
- Election of Directors
- Adjournment

The order of business meeting may be altered or suspended at any meeting by a majority vote of Members present. The usual parliamentary rules, as in “Roberts Rules of Order” shall govern all deliberations, when not in conflict with these bylaws.

Sec. 3 Special Meeting

Special Meetings of the Association Membership may be called by the President or the Board of Directors, or shall be called by the President upon the written request of the majority of the Members of the Association. Notice of any Special Meeting shall be mailed to each Member, at the last recorded address, at least ten (10) days in advance, and with a statement of time and place and information as to the subject or subjects to be considered.

Sec. 4 Quorum

A majority of all twenty-five percent (%) of Members entitled to vote, present in person or proxy at any Annual or Special Meeting of the Association shall constitute quorum; and in the absence thereof, the Presiding Officer may adjourn the meeting until a quorum is present.

Sec. 5 Proxies

Each member entitled to a vote may authorize another person to act for him or her by written proxy at the Annual Meeting or any Special Meeting of the membership. Proxies are only good for and may only be used for a specific meeting that has been published ten (10) days in advance as outlined in Article V of these bylaws.

ARTICLE VI BOARD OF DIRECTORS

Sec. 1 Authority

The Board of Directors shall: (i) have supervision, control and direction of the affairs of the Association (ii) determine its policies or changes therein within the limits of the Bylaws (iii) actively promote its purposes and (iv) have discretion in the disbursement of its funds (v) it shall authorize all expenditures and shall not create any indebtedness. (vi) a majority vote of board shall govern, except where otherwise provided (vii) the Board shall have the power to overrule or modify the action of any officer (viii) it shall determine the date and place of the annual nomination and election meetings (ix) it shall determine the time and place of the regular meetings, and shall have the authority to call any special meetings considered necessary.

The Board may adopt such rules and regulations of conduct, its business as shall be deemed necessary, and may, in the execution of the powers granted, appoint such agent(s) as it may consider necessary. In addition it may prepare rules for the orderly conduct and procedure of Annual and Special Meetings of the Association, which rules shall not conflict materially with the provisions of these Bylaws

Sec. 2 Directorships

The Board shall consist of: one Chairman of the Board, eight Store Member Directors of the Board and two Associate Member Directors of the Board. At each Annual Meeting, there shall be elected by ballot by the voting Members, four (4) Directors, to succeed those Directors whose terms expire. The Director's term will be for a two (2) year duration.

Membership in the American Rental Association shall be a prerequisite to qualification and tenure as a Director or Associate Delegate.

Any Director and Associate Delegate shall be eligible for reelection. Directors shall remain in office until their successors shall be duly elected and qualified, or unless they resign, are removed, or are otherwise unable to fulfill an unexpired term.

Sec. 3 Meetings

The Board shall have at least two (2) regular meetings each year, one of which shall be held immediately following the Annual Meeting of the Association membership. Additional meetings may be called by: a duly adopted resolution of the Board at any meeting, the President, or a majority of the Directors upon written demand. Notice of all meetings of the Board of Directors shall be sent by mail or other reliable mode of transmittal, to each member of the Board at his last recorded address, at least five (5) days in advance of such meeting.

Sec. 4 Quorum

A simple majority of the entire Board (not including the Associate Delegates) shall constitute a quorum at any meeting of the Board. Any lesser number may adjourn from time to time until a quorum is present.

Sec. 5 Chairman

The Past President shall automatically become the Chairman of the Board until the next Past President becomes eligible. The Chairman of the Board may only cast a vote as a tie breaker.

Sec. 6 Compensation

Directors, as such, shall not receive any stated compensation for their services as Directors, but the Board may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedure for approval and payment of such expenses by designated Officers of the Association. Nothing herein shall preclude a Director from serving the Association in any other capacity and receiving compensation for such services.

Sec. 7 Resignation or Removal

Any Director may resign at any time by giving written notice to the President or the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified at the time of acceptance thereof, as determined by the President or the Board.

Any Director may be removed by a three fourths $\frac{3}{4}$ vote of the of the Board of Directors at a board meeting.

Sec. 8 Vacancies

Any vacancy which may occur on the Board by reason of death, resignation or other reason may be filled by appointment of a successor Director for the unexpired term by the remaining members of the Board.

ARTICLE VII OFFICERS

Sec. 1 Elected Officers

The elected officers of the Association shall be a President, one or more Vice Presidents, Secretary, Treasurer (or combined Secretary-Treasurer), and such Assistant Secretaries and Assistant Treasurers as may be elected by the Board of Directors, who shall be elected annually by the Board from among its members at its meeting immediately following the Annual Meeting of the Association membership.

Each elected officer shall take office upon election and shall serve for a term of one(1) year and until his or her successor is duly elected and qualified.

Membership in the American Rental Association shall be a prerequisite to qualification and tenure as an officer of the Association.

Sec. 2 Vacancies

Vacancies in any office may be filled for the balance of the unexpired term by the Board at any meeting.

Sec. 3 President

The President shall: (i) be the chief executive Officer of the Association, (ii) preside at meetings of the Association membership and the Executive Committee, and (iii) be a member ex-officio, with right to vote, of all Committees, except the Nominating Committee, should there be one. The President shall also, at the Annual Meeting of the Association membership and at such other times as he(she) shall deem proper, communicate to the Association on the welfare and usefulness of the Association, and shall perform such other duties as are necessarily incident to the Office of President or as prescribed by the Board of Directors. The President shall each year with the approval of the Board appoint one Associate member as a Delegate to the Board of Directors for a two (2) year term. The Associate Delegate to the board is a non-voting position.

Sec. 4 Vice President

In the absence or disability of the President, the Vice President (or senior Vice President, should there be more than one) shall perform the duties and exercise the powers of the President. The Vice President shall perform such other duties and have such other powers as the Board may from time to time prescribe.

Sec. 5 Secretary

The Secretary shall maintain and safeguard a record of all proceedings, including signed copies of the minutes of the meetings of The Board of Directors, signed Treasurer's reports, committee appointments, officers list, attendance records, list of members showing their classifications, addresses and telephone numbers. Minutes of the Board meetings should be made available to members that are in

good standing upon request. In addition the secretary shall perform such other duties as are usual for such official or may be duly assigned by the Board of Directors.

Sec. 6 Treasurer

The Treasurer, as the Chief Financial Officer of the Association, shall have custody of all Association funds and securities and shall keep full and accurate accounts of all monies received and expended for the use of the Association, and shall make disbursements authorized by the Board and approved by the President and such other officers as the Board may prescribe. The treasurer shall deposit all sums received in the bank or banks, or trust company, approved by the Board of Directors, and shall make a report at the Annual Meeting or when called upon by the President. Funds may be drawn only upon the signature of the Treasurer and such other Officer or assistant Officers as the Board shall designate.

The funds, books, and vouchers shall, with the exception of confidential reports submitted by Members, at all times be subject to verification and inspection by the Board of Directors.

**ARTICLE VIII
COMMITTEES**

Sec. 1 Standing and Special Committees

The President, subject to the approval of the Board of Directors, shall annually appoint such Standing and Special Committees as may be required by the Bylaws or as he/she may find necessary.

Sec. 2 Executive Committee

The Board of Directors, by resolution adopted by a majority of the entire Board, may designate two (2) or more Directors to constitute an Executive Committee, which committee shall have and may exercise all of the Authority of the Board of Directors in the management of the affairs of the Association, except to the extent prescribed in such resolution. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board when required.

**ARTICLE IX
MAIL VOTE**

Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the active Membership and when it deems it inexpedient to call a Special Meeting for such purpose, the Directors may, unless otherwise required by these Bylaws, submit such a matter to the Membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail or electronic media within fifteen

(15) days. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the Association in the same manner as would be action taken at a duly called meeting.

ARTILCE X FISCAL YEAR AND SEAL

Sec. 1 Fiscal Year

The fiscal year shall commence of the 1st day of January and shall end on the 31st day of December.

Sec. 2 Seal

The Association shall have a seal of such designation as the Board of Directors may adopt.

ARTICLE XI LIMITATION ON LIABILITES

Nothing herein shall constitute the Members of the Association as partners for any purpose. No Member, Officer, agent, or employee of this Association shall be liable for the acts or failure to act on the part of any other Member, Officer, agent or employee of the Association. Nor shall any Member, Officer, agent or employee be liable for his acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of his willful malfeasance.

ARTICLE XII NATIONAL EMERGENCY

In furtherance of its responsibility for the supervision, control and direction of the affairs of the Association, the Board of Directors may provide special rules, regulations and procedures as it shall deem necessary for the continued effective maintenance and conduct of the Association during a period of national emergency.

ARTICLE XIII USE OF FUNDS

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association.

ARTICLE XIV AMENDMENTS

The by-laws may be amended in the following manner. The Board of Directors Shall adopt a resolution setting forth the proposed amendment and directing that it

be submitted for a vote at a membership meeting which may be either an annual, regular, or special meeting. Written or printed notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote. Notice must be announced by mail 10 days prior to said meeting, stating time and place of said meeting. The proposed amendments must be approved by a majority of those present or by proxy.