

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

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

**ARTICLE I
OFFICES AND REGISTERED AGENT**

Section 1.01. Registered Office.

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

Section 1.02. 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 Tennessee 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 Tennessee at its registered office.

**ARTICLE II
PURPOSES**

Section 2.01. Purposes.

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

Section 2.02. Powers.

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

Section 2.03. Mission Statement.

The Board of Directors shall adopt and publish the mission statement of the 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 carwash or detail establishment. 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 carwash or detail equipment, supplies and/or services to or for the use of a carwash or detail establishment. There shall be only one regular voting member per such vendor person, corporation, partnership or other entity.

a. 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 Carwash 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 carwash, 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.

Each Regular Member shall be entitled to one vote on matters submitted to the membership. 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 Carwash 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 Carwash 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.

The Board of Directors may, by an affirmative vote of two-thirds (2/3) of Members voting, censure, reprimand, fine, suspend or expel any member for conduct which is detrimental to the best interest of the Association after an appropriate hearing conducted in accordance with procedures adopted by the Board of Directors, which provide at a minimum:

- a) not less than thirty (30) days prior written or electronic notice of the censure, suspension or expulsion and the reasons therefore; and
- b) An opportunity for the member to be heard orally or in writing by a person or persons authorized by the Board of Directors to decide that the proposed expulsion, suspension, or termination not take place or that it is fair and reasonable taking into consideration all of the relevant facts and circumstances not less than five (5) days before the effective date of the adverse action.

Section 3.07. 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 3.08. 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 first day of the Association's fiscal year. 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.

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.

The Directors of the Corporation shall be elected by the majority of Regular (voting) Members of the association responding by mail ballot, 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 the President, ~~and two (2) Operator Vice President,~~ Vendor Vice Presidents, Treasurer, Immediate Past-President, eleven (11) Directors initially elected by the members at the annual meeting, six (6) Directors from classification described in §3.01(a)(i) and five (5) Directors from classifications described in §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 January 1 of the year following 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 a majority of the Executive Committee or by at least five (5) members of the Board of Directors.

Section 5.09. Notice of Meetings.

Notice of regular or special meetings of the Board of Directors shall be given at least fifteen (15) days in advance of such meeting by written or electronic notice specifying the date, time and place, but not 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 Tennessee Non-Profit Corporation Act without a formal meeting upon consent of all directors and in compliance with § 48-58-202 of the Tennessee Code (1987 Public Acts of Tennessee, Chapter 242, § 8.21).

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, two (2) Vendor Vice-Presidents~~ 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.

The officers of the Corporation shall be elected by the Regular (voting) Members of the Association by mail ballot, 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. The Vendor Vice Presidents shall each serve a two (2) year term with one being elected on an odd year and the second being elected on an even year. Said officers may not succeed themselves more than once. All officers shall assume office on January 1 of the calendar year following their election, unless provided elsewhere in these Bylaws.

Section 6.04. 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 Operator 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. In the event that the President shall become absent or incapacitated, the Immediate Past President shall have and exercise all the powers and duties of the President until either the President resumes full participation or the Board of Directors selects a replacement, whichever comes first but no later than thirty (30) days from the original absence or incapacitation.

Section 6.07. Powers and Duties of the Vice-Presidents.

There shall be two (2) Vendor 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-Presidents shall perform duties assigned to him/her by the President, the Board of Directors and/or the membership. ~~The senior elected 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, during the absence or incapacity of the President, notwithstanding the provisions of section 6.06.~~

Section 6.08. Vice-Presidential Succession.

In the event that the President and Immediate Past President are ~~nd Operator Vice President are~~ absent or incapacitated, the senior elected Vendor Vice-President shall have and exercise all the powers and duties of the President during the absence or incapacity of the President, notwithstanding the provisions of section 6.06.

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-Presidents, 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 junior Vendor Vice-President, the Treasurer and Legal Counsel (without vote). The Investment Committee shall be responsible for establishing, implementing, monitoring, and supervising ICA'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,~~ the current Vendor Vice-Presidents, ~~immediate past Vendor Vice-President,~~ and one additional 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 five (5) 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.

Section 7.07. 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 7.08. 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 7.09. Quorum.

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

Section 7.10. Manner of Acting.

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

Section 7.11. 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 7.12. Term of Office.

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

Section 7.13. 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 7.14. Action Without a Meeting.

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

Section 7.15 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 7.16. 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 carwash and 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 carwash associations, the purpose or operation of which is not in conflict with the purpose of the International Carwash 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 in conjunction with the Association's convention 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 fifteen (15) days and not more than two (2) months 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 shall 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 ICA 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 ICA shall periodically publish and disseminate to its members a statement of the importance of the ICA's retention of the exclusive use and control over its intellectual properties and a statement that, although the members' membership in the ICA 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 ICA.

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 Carwash 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 or 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 Carwash 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 §§48-60-102, 202 Tenn. Code Ann. 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.

END OF BYLAWS