

**BYLAWS**  
**OF**  
**NATIONAL MOBILITY EQUIPMENT DEALERS ASSOCIATION POLITICAL  
ACTION COMMITTEE, INC.**

**ARTICLE I**

**NAME**

The name of this Florida non-profit Corporation is:

National Mobility Equipment Dealers Association Political Action Committee, Inc.

It is hereinafter referred to in these Bylaws as the Committee.

**ARTICLE II**

**ORGANIZATION**

The Committee shall be a voluntary, nonprofit, incorporated organization operating as a separate, segregated fund of the National Mobility Equipment Dealers Association (NMEDA).

**ARTICLE III**

**PARTICIPATION**

All individual members of the National Mobility Equipment Dealers Association, and executive and administrative personnel of corporate members who have given written authorization, and executive and administrative personnel of the National Mobility Equipment Dealers Association who are U.S. citizens, and their families, are eligible to contribute to the Committee and the Committee is authorized to solicit and accept contributions from any person from whom contributions may be lawfully solicited.

## ARTICLE IV

### CONTRIBUTIONS

1. All contributions to the Committee shall be voluntary, and no contribution to the Committee shall be solicited or secured by physical force, job discrimination, or financial reprisal, or threat thereof, or as a condition of employment.

2. No contribution shall be accepted, and no expenditure shall be made by or on behalf of the Committee at a time when there is a vacancy in the office of Treasurer.

## ARTICLE V

### SEPARATE SEGREGATED FUND

All contributions to the Committee shall be maintained in a separate segregated fund in one or more designated campaign depositories, and all expenditures by the Committee in support of any candidate or political committee shall be made from that fund and no other source.

## ARTICLE VI

### BOARD OF DIRECTORS

1. General Powers. The property, affairs, and business of the Committee shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Committee and to committees such powers as provided for in these Bylaws.

2. Composition and Number. The members of the Executive Committee of NMEDA (President, Vice President, Secretary, Treasurer, Past President) shall serve as directors of the Committee. The number of Directors shall be at least three (3), or such other number as shall be decided by the directors from time to time, so long as that number shall not be less than three. Any member of the Executive Committee of NMEDA who is not a U.S. citizen may not serve as director of the Committee.

3. Meetings. (a) The Board of Directors may provide by resolution the time and place, whether within or without the District of Columbia, for the holding of the regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by or at the request of the President who may fix any place, whether within or without the District of Columbia, as the place for holding any special meeting.

4. Notice; Quorum. (a) Notice of any special meeting of the Board of Directors shall be given at least seven days' previous thereto by written notice delivered personally, by electronic methods or mail delivered to each director at his physical or electronic address as shown in the records of the Committee. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by electronic methods, such notice shall be deemed to be delivered when the notice is sent to an address or number approved by the recipient. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

(b) The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present in person at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

5. Manner of Acting. The act of a majority of the Directors present (51%) 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 law or by these Bylaws. Directors may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

6. Terms. The term of office of the directors shall coincide with the terms of office as members of the Executive Committee of NMEDA. All members of the Board of Directors shall hold office for at least one (1) year or until their successor has been elected. Directors may succeed themselves in office.

7. Informal Action. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

8. Removal. A majority vote of the Board of Directors shall be required to remove a Director from office prior to the expiration of the term for which that Director has been elected.

9. Resignation. Any Director may resign at any time by giving written notice to the President. 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 Board of Directors.

10. Vacancies. Vacancies among the Directors, whether caused by resignation, death, or removal, may be filled by the Board of Directors at any regular or special meeting.

11. Compensation. Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving the Committee in any other capacity and receiving reasonable compensation therefor.

## ARTICLE VII

### OFFICERS

1. Officers. The officers of the Committee shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may appoint such other officers or agents, including a Chairman of the Board and an Executive Director, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable, and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

2. Election. The officers (President, Vice President, and Secretary) of NMEDA, upon being elected to the Executive Committee of NMEDA, shall serve as the officers of the Committee. The initial treasurer of the Committee shall be elected by the NMEDA Board of Directors and shall serve until resignation or removal, Upon the resignation or removal of the initial treasurer, the Committee Board of Directors shall elect a treasurer. Each officer shall hold office until his successor shall have been duly elected and shall have qualified. The term of office of the officers shall coincide with the terms of office as officers of NMEDA except for the office of Treasurer. Should any officer of NMEDA not be a U.S. citizen, the Board of Directors shall elect a replacement.

3. Removal. Any officer, except the President, elected or appointed by the

Board of Directors may be removed by the Board whenever in its judgment the best interests of the Committee would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

4. Vacancy. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors until the expiration of the term, or in the case of President, Secretary and Treasurer, until the officer has been elected or appointed by NMEDA.

5. President. The President shall be the principal officer of the Committee and shall exercise general supervision over the affairs of the Committee, its officers, and personnel consistent with policies established by the Board of Directors. The President may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Committee; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President may authorize and approve expenditures and take such other steps he or she shall deem necessary to advance the purposes of the Committee, provided such steps do not exceed the scope of authority determined by the Board.

6. Vice President. The Vice President shall perform such duties as may be assigned by the President or the Board of Directors.

7. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Committee; receive and give receipts for monies due and payable to the Committee from any source whatsoever and deposit all such monies in the name of the Committee in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article Ninth of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Committee's financial records, initiation of an annual audit, compliance with statutory reporting requirements, tax returns, and tax payments.

8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the Committee records and of the seal of the Committee and see that the seal of the Committee is affixed to all documents, the execution of which on behalf of the Committee under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of

Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

9. Assistant Treasurers and Secretaries. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

10. Paid Officers. The Board of Directors may appoint one or more paid officers, including an Executive Director. Upon appointment, the Executive Director shall be responsible for carrying out policy as set by the Board of Directors.

## ARTICLE VIII

### COMMITTEES

1. Authority. (a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of members (NMEDA members), each of which shall consist of two or more persons, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Committee; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director or officer of the Committee; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Committee; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Committee; authorizing the voluntary dissolution of the Committee or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Committee; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law.

(b) Other committees not having and exercising the authority of the Board of Directors in the management of the Committee may be designated and appointed by resolution adopted by a majority of the Directors at a meeting at which a quorum is present, or by the President as authorized by a like resolution of the Board. Membership on such committees need not be limited to Directors.

2. Term. Each member of a committee shall continue as such until the next annual meeting of the Directors of the Committee and until his successor is appointed,

unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

3. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

4. 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.

5. Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE IX

### CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. Contracts. The Board of Directors may authorize any officer or officers, agent, or agents of the Committee in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Committee and such authority may be general or confined to specific instances.

2. Checks. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Committee, shall be signed by the Treasurer or Assistant Treasurer and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Committee.

3. Deposits. All funds of the Committee shall be deposited from time to time to the credit of the Committee in such banks, trust companies, or other depositories as the Board of Directors may select.

4. Funds. The Board of Directors may accept on behalf of the Committee any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Committee.

## **ARTICLE X**

### **BOOKS AND RECORDS**

The Committee shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

## **ARTICLE XI**

### **FISCAL YEAR**

The fiscal year of the Committee shall begin on the first day of January and end of the last day of December.

## **ARTICLE XII**

### **INDEMNIFICATION**

Any present or former Director or officer of the Committee, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Committee against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director or officer, or serving or having served the Committee, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

## **ARTICLE XIII**

### **PROCEDURE**

The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure for the Committee where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.



#### **ARTICLE XIV**

#### **AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty days' written notice is given of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting. All Bylaw amendments shall become effective only when approved by the Board.

#### **ARTICLE XV**

#### **DISSOLUTION**

The Committee may be dissolved at any time by the majority vote of the National Mobility Equipment Dealers Association board of directors. In the event of such dissolution, all funds contained in the Committee's depository(ies) shall be distributed in a manner in accordance with existing federal and state law.