

5/1/09 BESA BY-LAWS

Article I (Name)

Section 1 – Name

This corporation shall be known as Battery and Electric Specialists Association, Inc.

Article II (Purpose)

Section 1 – Purpose

The mission of Battery and Electric Specialists Association, Inc., (BESA) is to provide a synergistic association of independent battery and electric specialist companies utilizing their collective talents to add value for each Member and collectively providing North America with an experienced distribution network.

Article III (Administration)

Section 1 – Membership

Membership in the corporation shall be open to persons and/or companies that apply for membership with the corporation and are approved by the membership committee. Membership in BESA is not transferable. If a member company is sold or transfers ownership, deposit monies, less expenses, will be returned.

Section 2 - Voting Rights

Active Members who have at least \$500,000 worth of annual purchases through BESA approved vendors shall be entitled to one vote on all matters brought before the corporation. Active Members who do not have at least \$500,000 worth of annual purchases through BESA approved vendors shall not be entitled to vote on matters brought before the corporation. The \$500,000 purchase requirement set forth herein shall be prorated for new members and during the first year during which these By-Laws are in effect.

Section 3 - Dues and/or Assessments

Dues and/or assessments shall be set by the Board of Directors and approved by a majority vote of the voting members. Dues and/or assessments shall be paid to the Secretary/Treasurer within 30 days of a majority vote establishing same.

Article IV (Membership)

Section 1 – Members

Active members shall consist of persons and/or companies who are approved for membership consistent with the terms and conditions set forth in Article III above. Active members will be considered “members” of the corporation as set forth in the Articles of Incorporation.

Section 2 – Resignation

Any member in good standing may resign by submitting a 30-day written notice to the Board of Directors. A member who has resigned while in good standing may re-apply for membership after three (3) months have elapsed since the resignation.

Section 3 – Expulsion

Any member can be expelled by a two-thirds majority vote of the Board of Directors. If said member is expelled, the Board of Directors can rescind the action by unanimous vote of the entire Board of Directors. A member that has been expelled cannot re-apply for membership for a period of one (1) year thereafter.

Article V (Election of Officers/Directors)

Section 1 – Annual Election/Appointment

The election of the President, Vice President, Secretary/Treasurer, and at-large directors shall be conducted every two (2) years at the Annual Meeting, commencing with the Annual Meeting in June of 2005. Nominations for such positions shall be taken at the annual meeting. The President and Vice President shall take office as Immediate Past President and Immediate Past Vice President upon expiration of their term as President and Vice President. All officers/directors shall be representatives of voting members in good standing.

Section 2 – Board of Directors

The Board of Directors shall consist of the President, Vice President, Secretary/Treasurer, Immediate Past President, Immediate Past Vice President, and two additional at-large directors. In order to serve on the Board of Directors, a representative must be a BESA member in good standing with voting rights under Article III above. Each Director shall have one (1) vote on all business coming before the Board. A quorum shall consist of two (2) Directors, at least one of which shall be the President or Vice President. All officers/directors shall serve a term of two (2) years.

Section 3 – Candidate Regulations

Only one (1) elected position may be held by a member at any one time.

Section 4 – Voting Regulations

If a member is unable to attend a meeting, he/she may send an Absentee Ballot with a designee. There will be no vote privileges allowed if an Absentee Ballot is not received. If a candidate drops out of the election, any written Absentee Ballot for that candidate shall be considered null and void.

Section 5 – Removal from Office

Any officer/director may be removed from office upon two-thirds (2/3) vote of the full voting membership. Any member seeking the removal of an officer or director from office shall notify the Secretary and the Secretary shall mail notice of the removal request to all members. The removal request shall be taken up as a matter of business at the next scheduled meeting of the membership, unless such meeting is less than 14 days from the date of mailing of the notice, in which case the removal request shall be taken up as a matter of business at the following

meeting. In the event of an officer/director's removal from office, such removal shall take effect immediately following the vote and the officer/director shall surrender any and all materials in his/her possession relating to his/her position. The vacancy caused by the removal will be filled according to Section 6 below.

Section 6 – Vacancies

All interim vacancies of elected or committee positions, for whatever reason, shall be appointed by the President and approved by a majority vote of the Board of Directors for the balance of the term. The President is able to vote in the approval.

Section 7 – Indemnification

To the extent permitted by law, the corporation shall indemnify the Board members, officers and committee members for expenses and costs (including reasonable attorney's fees) actually and necessarily incurred in connection with any claim asserted against such person by action in court or otherwise by reason of said person's being or having been a member, officer, or committee member or member of the Board, except in relation to matters as to which said person shall have been alleged to have committed gross negligence, intentional, wanton or willful misconduct with respect to the matter to which the indemnity is sought. In order to fulfill the indemnification obligations set forth herein, the corporation may purchase policy(ies) of insurance.

Article VI (Duties)

Section 1 – Duties of the President

It shall be the duty of the President to preside at all meetings of the corporation and its Board of Directors, appoint all committees not otherwise provided for and perform such other duties as may be incidental to the office or which shall be required of the President at meetings or by the Board of Directors.

Section 2 – Duties of the Vice-President

In the absence of, or due to the inability of the President, the Vice-President shall perform all the duties of that office, and when the President is presiding shall assist in every way possible. Should a vacancy occur in the office of President, the Vice-President shall assume all duties and responsibilities of that office until a successor is appointed, at which time the Vice-President shall resume his/her duties as Vice-President.

Section 3 – Duties of the Secretary/Treasurer

It shall be the duty of the Secretary/Treasurer to keep a complete record of the proceedings of the corporation and its Board of Directors, to keep a true and correct record of the corporation and its members, to prepare written minutes of all meetings and along with a prepared agenda for the next regular meeting, cause to have the minutes and agenda distributed to each active member prior to the next regular/special meeting and shall cause to be prepared and issued to the membership and all others to whom directed by the Board of Directors, a complete report of each annual meeting.

Furthermore, the Secretary/Treasurer shall:

1. Be bonded in the sum determined by the Board of Directors.

2. Receive all monies of the corporation and those raised or designated for the express purpose of the corporation.
3. Make a periodic report to the Board of Directors of all corporation investment programs.
4. Pay out all monies by order of the President when the orders are properly countersigned by the President and the Secretary/Treasurer, or their official designees.
5. Render an accounting of the financial standing of the corporation at each regular meeting or any other time upon request.
6. Make an annual itemized report of all sums disbursed, their purpose and the balance on hand, all substantiated by proper receipts and vouchers.
7. Submit the books, records and documents to the Board of Directors for examination annually or when requested.
8. Prepare documentation for the annual audit.

The Secretary/Treasurer shall collect all monies due the corporation from all sources and shall have custody of all funds of the corporation. All monies in the Secretary/Treasurer's possession belonging to the corporation shall be deposited in a chartered bank, approved by the Board of Directors, the deposit being in the name of the corporation. The Secretary/Treasurer shall keep a true and correct record of all monies received and disbursed, pay no money except on a proper warrant, and all payments of accounts shall be by a corporation check.

Section 4 – Duties of the Board of Directors

The Board of Directors shall oversee the operation of the corporation to ensure the continuing viability of the corporation. The Board of Directors shall meet at such time and place as the President shall designate. The Board of Directors shall cause an annual audit of all books and accounts of the corporation. This audit shall be prepared and presented to the membership of the corporation for consideration and necessary action. The Board of Directors shall make final decisions on expulsion of any member. The Board of Directors shall approve all contracts entered into by the corporation and take any other action with respect to the corporation authorized by law, the Articles of Incorporation and/or these By-Laws.

Article VII (Committees)

Section 1 – Establishment of Working Committees

The Working Committees shall consist of the following:

1. Hiring Committee
2. Vendor Committee
3. Marketing Committee
4. Budget Committee
5. Territory Committee
6. Legal Committee
7. Membership Committee: Will consist of 6 Members - the Board of Directors, the Prior President, Prior Vice President and one member in good standing to be appointed by the Board of Directors.

Section 2 - Duties of the Working Committees

All Working Committees shall consist of a Chair and a minimum of two (2) other members as designated by the Board of Directors. The active Working Committees are required to meet and

are required to give a report at corporation meetings. Any meeting may take place by conference call.

Article VIII (Meetings)

Section 1 – Meetings

1. The corporation shall hold an annual meeting by June 30 each year. Member representation from at least one-half of the voting membership shall constitute a quorum to hold and conduct business.
2. Special meetings may be called by the President or the Board of Directors at any time or upon written request to the President, signed by five members. The object of the meeting shall be stated in the call and no other business shall be transacted. Notices of such meetings shall be given by the Secretary/Treasurer 30 days in advance of the special meeting, except in the case of an emergency in which case the Secretary/Treasurer shall make every effort to notify directly all members by whatever means are reasonably available.

Section 2 – Rules of Order

1. In the absence of extraordinary circumstances, as determined by the Board of Directors, no new business may be brought before the corporation unless it appears on the meeting agenda.
2. Items to be placed on the agenda must be presented to the president for consideration seven (7) days prior to the next meeting.
3. Any subject matter brought before the corporation shall be limited to that affecting a majority of the members.

Section 3 – Order of Business

1. Call the business meeting to order
2. Roll call
3. Correspondence
4. Ratification of the minutes of the previous meeting
5. President's report
6. Treasurer's report
7. Committee reports
8. Unfinished business
9. New business
10. Good & welfare of the association
11. Election of officers (at the annual meeting only)
12. Adjournment

Article IX (Amendments)

A written proposal to amend the Articles of Incorporation and/or By-Laws may be made at any time by submission of the proposed amendment to the Secretary. The Secretary shall mail a copy of the proposed amendment to all members in good standing, together with a written ballot requesting the member in good standing's vote on the proposed amendment. The ballot shall

contain the language of the amendment, a space for a “yes” vote, a space for a “no” vote, the number of written votes that must be returned in order to establish a quorum and the number of votes necessary to pass the proposed amendment. The ballot shall also contain a space for the member in good standing’s signature. Ballots shall be due back to the Secretary within the time established by the Secretary and contained in the ballot. The Secretary shall maintain the appropriate records verifying the mailing to all members.

A two-thirds (2/3) affirmative vote of the full voting membership shall be necessary to amend the Articles of Incorporation and/or By-Laws. Unless otherwise stated in the proposed amendment, such amendment shall go in effect immediately upon passage.

**Article X
(Financial)**

Section 1 – Expenditures by the President

The President may not expend any sum over \$300.00 without the prior consent of the Board of Directors.

Section 2 – Payment of Bills

Approval of Secretary/Treasurer’s report constitutes approval of the corporation to pay financial obligations.

**Article XI
(Dissolution)**

In the event of the voluntary or involuntary dissolution of the corporation, no liquidating dividend or dividends on dissolution of property owned by the corporation shall be declared or paid to any member, but in such event all property of the corporation shall be distributed in accordance with the provisions concerning voluntary or involuntary dissolution under the Wisconsin Non-Stock Corporation Law, Chapter 181 of the Wisconsin Statutes.