

DRIVING SCHOOL ASSOCIATION OF
THE AMERICAS, INC.



**Constitution
and By-Laws**

Adopted January, 1974
Revised November, 2004
Revised October, 2018
Revised November, 2022
Revised October, 2023

**CONSTITUTION AND BY-LAWS
OF THE
DRIVING SCHOOL ASSOCIATION OF THE AMERICAS, INC.**

ARTICLE I - NAME

SECTION 1. The name of this association shall be **Driving School Association of the Americas, Inc.** The Association is incorporated as a non-profit organization under the laws of the District of Columbia.

ARTICLE II - DEFINITION

SECTION 1. The term "Driving School Industry" or "Industry" includes: all persons, firms, corporations, partnerships, etc., that are commercially engaged in the business of teaching highway safety and the safe and appropriate driving of motor vehicles in compliance with the law.

"Driving Schools" are defined as members of the driving school industry that meet eligibility requirements for a DSAA voting membership and which deliver road safety programs that meet the standards for course content and delivery as established from time to time by the DSAA.

The Board of Directors and the Executive Committee are synonymous as are officer and director.

Use of the pronouns "he/she" shall apply to all other variations such as "they/them".

ARTICLE III - PURPOSES

SECTION 1. The purpose of the corporation, as stated in its certificate of incorporation, is to organize the driving schools throughout the Americas for the purpose of raising the standards of educational methods of teaching driving, so as to promote safety on the highways and streets; and to publicize, inform, and educate the general public to the need for better driver training and all things relating thereto. And further, to:

- (1) Consider and deal with those common intra-industry problems of management, such as employment, functions of the driving school industry; to secure cooperative action in advancing the common purposes of its members; foster equity in business usages; and promote activities to enable the industry to conduct itself with the greatest economy and efficiency and to provide better services by the employers and employees.
- (2) Give proper consideration and expression of opinion upon questions affecting the industry.
- (3) Cooperate with other industries and organizations.
- (4) Do what is necessary and proper for the accomplishment of any objects herein set forth or which shall be recognized as proper and lawful objectives of trade associations, all of which shall be consistent with the public interest, as well as in the interest of this industry and trade.
- (5) Help upgrade, dignify, and professionalize the driving school industry so that it may be worthy of the public's confidence and trust.

The corporation also has such powers as are now or may hereafter be granted by the Corporations Act of the District of Columbia.

SECTION 2. **Objectives** - In furtherance of these purposes and objects, but not in limitation thereof, the Association shall have power to:

- (1) Collect and disseminate statistics and other information;
- (2) Promote standardization and simplification of teaching methods and techniques;
- (3) Conduct trade promotion activities, including advertising and publicity;
- (4) Advance lawful and fair trade practices, customs, and usages;
- (5) Promote the arbitration of disputes;

- (6) Foster and promote sound and equitable employment policies;
- (7) Further training and education of those connected with, or desirous of, becoming affiliated with, the industry;
- (8) Further the reduction of collisions and the establishment of improved conditions of employment;
- (9) Promote sound accounting practices and uniform cost methods;
- (10) Study financial and related policies with respect to sales, credits, insurance, obsolescence, depreciation, etc.;
- (11) Promote and exchange information;
- (12) Disseminate information of a general economic, social, and governmental character; to analyze subjects relating thereto, and to secure and present the views of the members to other organizations, the government and the public;
- (13) Engage in any lawful activities which will enhance the efficient and economic progress of the industry and apprise the public of its scope and character;
- (14) Secure adequate laws and regulations necessary to insure the development, growth and security of the industry;
- (15) Secure adequate laws and regulations to insure adequate protection of the public's welfare;
- (16) Advance the cause of highway safety.

ARTICLE IV - OFFICES

SECTION 1. The corporation shall have, and continuously maintain in Washington, D.C., a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the District of Columbia, Washington, D.C. as the Board of Directors may from time to time determine.

ARTICLE V - MEMBERSHIP

SECTION 1. **General Criteria** - Any person, firm or corporation lawfully engaged in the Driving School Industry is eligible to apply to become an active member of this Association, providing they comply with the entrance rules and fees as set forth and have not made any false or misleading statements on their application for membership. Any person, firm or corporation that shall put profits above safety and education and/or shall defame, denigrate, impugn or injure the members of this Association or this industry in any manner shall be denied membership and may be expelled if membership to this Association has previously been given. The board of directors shall reserve the right to make modifications and/or changes to the rules and fees as set forth from time-to-time

SECTION 2. **Classes of Members** - The Corporation may have several classes of members. The designations of such classes and the qualifications of the members of such classes shall be as outlined by the Board of Directors and ratified by the membership. The voting rights of members or any class of members may be limited, enlarged or denied to the extent specified in the Articles of Incorporation. Classes of membership with voting privileges shall be held in the name of the school with the exception of Category 6 Lifetime Members.

- (a) **Category 1 – Theory-only Driving School** - Meets the criteria established for Category 1 member as established from time to time by the D.S.A.A. Category 1 members shall have full voting privileges.
- (b) **Category 2 – In-vehicle-only Driving School** - Meets the criteria established for Category 2 membership as established from time to time by the D.S.A.A. Category 2 members shall have full voting privileges.
- (c) **Category 3 – Both Theory and In-vehicle Driving School** - Meets the criteria established for Category 3 membership as established from time to time by the D.S.A.A. Category 3 members shall have full voting privileges.
- (d) **Category 4 - Associate Member** - Any person, corporation, government body or association with an interest in the activities of the Association, but not operating a driving school. No voting privileges

are provided but associate members receive all other membership privileges including publications, right to address the board of directors on issues affecting them and attendance at conferences/seminars/meetings conducted by D.S.A.A.

- (e) **Category 5 - Corporate Member** – Any corporation with an interest in the activities of the Association, but not operating a driving school. No voting privileges are provided but corporate members receive all other membership privileges including publications, the right to address the board of directors on issues affecting them and Member rates for attendance at conferences/seminars/meetings conducted by D.S.A.A.
- (f) **Category 6 – Lifetime Member** – Recipients of a Lifetime Achievement Award or individuals having served the Driving School Association of the Americas, Inc. as President, shall have the privilege of renewing his/her membership without paying dues for as long as he/she desires to remain a member in the Association. Category 6 members shall have full voting privileges.

SECTION 3. Eligibility - Any person, firm or corporation eligible for membership under these by-laws on making written application and payment of applicable membership fees there of may be granted membership. New members representing driving schools in categories with voting privileges are subject to a one year probationary period and Board approval before full voting privileges are granted. Board approval shall be by 2/3 vote of the membership of the Board of Directors at any meeting of the Board.

SECTION 4. Duration of Membership and Resignation - Membership in this Association may terminate by death, voluntary withdrawal as herein provided where the requirements for initial membership are no longer being met, or otherwise in pursuance of these by-laws. The right of a member to vote and all other rights, privileges, and interests of a member in or to the Association, its rights, privileges, and property shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at its next meeting. Withdrawals shall be effective upon fulfillment of all obligations to the date of withdrawal.

The President of D.S.A.A. may at his/her discretion, appoint a committee of complaint and discipline to handle formally any complaint brought to the Executive Committee, about any member, of any category.

SECTION 5. Disciplinary Action - For cause, any membership may be suspended, cancelled, revoked, or terminated or a reprimand issued. Sufficient cause for such action shall be by major violation of the by-laws, code of ethics, or any rule or practice properly adopted by the Association, or any other conduct prejudicial to the interest of the Association. The Executive Committee shall create criteria and guidelines for discipline.

Such action shall be by two-thirds (2/3) vote of the membership of the Board of Directors at any meeting of the Directors: Provided, (1) that a statement of all the charges shall have been mailed by registered post/mail with return receipt to the last recorded address of the member at least thirty (30) days before final action is taken thereon; and, (2) that the person making the complaint against the fellow member shall have submitted all facts, data, etc., to either the President or Secretary of the Association. The evidence must be reviewed by the Executive Committee, and if it wishes, to take action to suspend or expel the member. Said member shall be notified by registered mail 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 or by his/her representative and present any defense to such charges before action is taken thereon.

SECTION 6. Reinstatement - Upon written request signed by the former member and filed with the Secretary, the Board of Directors may, by majority vote of the members of the Board, reinstate such a former member to membership upon such terms as the Board of Directors may deem appropriate.

SECTION 7. Transfer of Membership – Any membership in the corporation may be transferred and assigned by a member whose dues are paid in full, to any person, firm or corporation that passes the requisite qualifications and whose application is approved by the Board of Directors.

SECTION 8 Affiliates – Any person, corporation or agency may apply to become an affiliate of the Driving School Association of the Americas, Inc. subject to meeting the criteria for Affiliates as established from time to time by the D.S.A.A.

ARTICLE VI - DUES

SECTION 1. Annual Dues - The annual dues for each member of the Association shall be determined by the Board of Directors and may be changed from time to time.

SECTION 2. Dues in Arrears - Members who fail to pay their dues (subscriptions or assessments) within thirty (30) days from the time the same became due shall be notified by the Secretary or Treasurer and, if payment is not made within the next succeeding sixty (60) days, shall be reported to the Board of Directors as in arrears and, if so ordered, by a majority vote of the Directors present and voting, without further notice and without hearing, be dropped from the rolls and thereupon forfeit all rights and privileges of membership.

Anyone dropped from membership for nonpayment of dues, must pay the current dues and all dues in arrears to be reinstated.

SECTION 3. Fiscal Year - The fiscal year shall be from January 1 to December 31.

ARTICLE VII - MEETINGS

SECTION 1. Annual Meeting - There shall be an annual meeting of the Association members during the fall months. The purpose of such meeting is to receive reports and transact other business. Notice of such meeting shall be sent to the last recorded address of each member at least thirty (30) days before the time appointed for the meeting. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association with postage thereon prepaid. If delivered by electronic means, the notice of a meeting shall be deemed to be delivered when addressed to the member at his/her address as it was provided by the member to the Association

SECTION 2. Board Meeting - A regular meeting of the Board of Directors shall be held at least three (3) times a year. The President, when he/she deems necessary, or the Secretary, at the request in writing of twenty-five percent (25%) of the Board, shall issue a call for a special meeting of the Board and only fifteen (15) days' notice shall be required for such special meetings. In either case, the President may call a Board meeting at his/her discretion.

SECTION 3. Special Meetings - Special meetings of the members may be called by either the President and three (3) elected officers; the majority of the Board of Directors; or by not less than twenty-five percent (25%) of the members having voting rights.

In case of a special meeting, or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the Association with postage thereon prepaid. If delivered by electronic means, the notice of a meeting shall be deemed to be delivered when addressed to the member at his/her address as it was provided by the member to the Association.

SECTION 4. Place of Meeting - The Board of Directors, or not less than twenty-five percent (25%) of the members as indicated in Article VII, Section 3, may designate any place as a meeting place, including meeting by teleconference.

If no designation is made, the place of such meeting shall be the registered office of the corporation in the District of Columbia; but, if all of the members shall meet at any time and place, either within or without the District of Columbia, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporation action may be taken.

SECTION 5. Quorum - Meetings of the Membership - A minimum of 10 Members holding voting rights which may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not

present throughout the meeting. If a quorum is not present at any meeting of members, a majority of members present may adjourn the meeting without further notice.

SECTION 6. Proxies - At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his/her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution. Proxies are not permitted at meetings of the Board of Directors.

ARTICLE VIII - ORDER OF BUSINESS

SECTION 1. Annual or Special Meetings - The order of business of annual or special meetings shall be determined by rules prepared by the Board of Directors. The order of business for other meetings of the Association, Board of Directors, and Executive Committee shall be as follows:

1. Call to order
2. Seating of members (qualifications)
3. Additions to the Agenda
4. Approval of the Agenda
5. Approval of the Previous Minutes
6. Receiving communications
7. Election of officers and new members
8. Reports of officers
9. Reports of committees
10. New business
11. Adjournment

SECTION 2. The order of business may be altered or suspended at any meeting by a majority vote of the members present. The usual parliamentary rules as laid down in "Robert's Rules of Order, Newly Revised" shall govern all debates, when not in conflict with these by-laws.

ARTICLE IX - ANNUAL ELECTION

SECTION 1. Election of Officers:

Eligibility:

Any DSAA member with full voting privileges in their category of membership is eligible to apply for an officer of the Board.

Term - The term of office for all officers shall be for two (2) years from January 1 to December 31 of the following year. There is no limit on number of terms an officer may serve. An officer may be re-elected to the same office or any other office that the membership desires.

The President, Administrative Vice-President, Controller and the odd-numbered Regional Vice-Presidents shall be elected for terms beginning in odd-numbered years and the Executive Vice-President, Secretary, Treasurer and the even-numbered Regional Vice-Presidents shall be elected for terms beginning in even-numbered years.

Elections - Election of officers shall be made by mail or electronic ballot and determined by the candidate receiving the greatest number of votes.

Nominations and Ballots - Only voting members in good standing may cast votes. In event of a tie, a majority vote of the Board of Directors will determine the winner.

Deadline - Votes cast after a specified deadline will be declared invalid.

SECTION 2. Nomination of Officers

Nomination for officers of the Association shall be by petition to be filed with the Recording Secretary On or before fifteen (15) days prior to the election. No candidate shall be voted for at the annual election whose petition is not filed as provided by this section. Petitions can be obtained from the association

office. The Board of Directors at any meeting may also nominate candidates and/or establish a Nominations Committee.

Nominations and ballots shall be cast only by voting members in good standing and not on probation in accordance with the criteria for categories of membership as determined by the Board of Directors.

One nomination form and one ballot per membership. Members willing to accept nominations to the Board of Directors must have been a voting member in good standing and not on probation for a minimum of two years.

It shall be the duty of the Recording Secretary to have ballots printed with the names of all candidates for the respective offices on one ballot sheet. Said ballots to be prepared at the expense of the Association for use at the election.

The Board of Directors shall choose three members in good standing who are not candidates to serve on the Election Committee. The duties of the Committee are to ensure that the election is conducted in a proper and orderly manner and to announce the results to the Board of Directors and general membership; The Election Committee shall certify the results of the election in detail. The ballots shall be secret and have no markings or show in any way the identity of the voter. This is the responsibility of the Election Committee.

SECTION 3. Officer Dues - All candidates for office must be in good standing at the time of nomination. Any Director with unpaid dues not received by the Treasurer by March 31 will be notified by the Secretary of the termination of his/her elected office and the Board of Directors shall appoint a replacement at its next meeting.

ARTICLE X - BOARD OF DIRECTORS

SECTION 1. Government of the Association - The management of affairs, business and concerns of the Association shall be vested in a Board of Directors, consisting of thirteen (13) executive officers. The elected officers shall consist of: President; Executive Vice President; Administrative Vice President; Controller; Treasurer; Secretary; (1) U.S. South Eastern Regional Vice President; (2) U.S. North Eastern Regional Vice President; (3) U.S. Central Regional Vice President; (4) U.S. Western Regional Vice President; (5) Canadian Eastern Regional Vice President; and (6) Canadian Western Regional Vice President. Each member of the Board shall be entitled to one vote on the Board of Directors. The immediate Past President is also an executive officer member of the Board of Directors and is entitled to one vote on the Board.

SECTION 2. Election of Regional Vice Presidents - - Regional Vice Presidents shall be voted upon by the entire membership of the Driving School Association of the Americas, Inc. The balloting will be conducted at the same time as elections for all other voted officers.

SECTION 3. Duties - The Board of Directors shall have control and management of the affairs of the Association, with authority to engage and discharge employees and agents of the Association, fix salaries, admit, suspend or expel members, create and appoint committees, and do everything necessary and desirable in the conduct of the business of the Association, and in accordance with the By-Laws. The President of the Association, or a person whom he/she designates, will preside at all board meetings. The President will be a member, ex-officio, with the right to vote, on all committees except for the Nominations Committee.

SECTION 4. Quorum - Fifty percent (50%) of the total number of directors of the Board shall constitute a quorum for the transaction of all business at any meeting of the Board; but if less than twenty percent (20%) of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

SECTION 5. **Absence** - Any member of the Board of Directors absent from a meeting shall send a communication to the President or Secretary stating the reason for his/her absence, and the membership of the Board in attendance shall decide in each instance whether or not such absence is excusable. In the event there are three (3) consecutive inexcusable absences on the part of the member of the Board of Directors, his/her position on the Board may be declared vacant and, the Board of Directors, at its option, shall appoint a representative to sit on the Board. A Director elected to fill a vacancy shall serve for the unexpired term of his/her predecessor.

SECTION 6. **Vacancies** - Any vacancies that may occur on the Board by reason of death, resignation, or otherwise, may be filled by majority vote of the Board of Directors for the unexpired term. In the event that the vacancy is in the office of the President, the Administrative Vice President shall assume all duties of the President until the next Board of Directors meeting. The Board shall then select a new President. Selection must be ratified by a mail or electronic ballot of the membership. Any paid-up member in good standing for at least two years and not on probation who wishes his/her name placed on the ballot for President must submit a petition fifteen (15) days prior to the circulation of the ballots.

In no case can any member serve on the Board of Directors of the Driving School Association of the Americas, Inc. who is also holding a position in any other national driving school association. Any Board member can be removed from his/her position by vote of not less than eighty percent (80%) of the total directors of the Board.

SECTION 7. **Notice** - Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days prior thereto by written notice delivered personally or sent by mail or electronic means to each Director at his/her address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States/Canadian mail in a sealed envelope so addressed with postage thereon prepaid. If notice is delivered by electronic means, the notice of a meeting shall be deemed to be delivered when addressed to the member at his/her address as it was provided by the member to the Association. Any Director may waive notice on any meeting. The attendance of a Director at any 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 need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these by-laws.

SECTION 8. **Matter of Acting** - The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by law or by these by-laws.

SECTION 9. **Compensation** - Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; that nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

SECTION 10. **Term of Office** - Officers of the Board of Directors will hold office for two (2) years.

SECTION 11. **Informal Action by Directors** - Any action required by law to be taken at a meeting of Directors, or any action which 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.

ARTICLE XI - REGIONAL ORGANIZATION

SECTION 1. The Board of Directors shall divide the continent into regions, each consisting of several states or provinces to better serve the needs of the Association. Each region will be represented by a Regional Vice President, who is elected by the membership at large as provided by these by-laws.

ARTICLE XII - OFFICERS

SECTION 1. **President** - The President shall be the executive officer of the organization and shall preside at meetings of the Association, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee. The President may assign a part or portion of his/her duties to the Administrative Vice-President and/or the Executive Vice-President to aid in the performance of an efficient executive office. He/she shall also appoint a Parliamentarian to advise and assist in matters of parliamentary procedure and governance by sound democratic principle.

At the annual meeting of the Association and such other times as he/she shall deem proper, the President shall communicate to the Association and/or the Board of Directors such matters and make such suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the office of the President of the Association or as may be prescribed by the Board of Directors.

SECTION 2. **Executive Vice President** - The Executive Vice President may be delegated by the President to perform his/her duties in the event of his/her temporary disability or absence from meetings. In event of death or permanent disability of the President, Executive Vice President or Administrative Vice President, the vacancy caused shall be filled by the vote of the Board of Directors

SECTION 3. **Administrative Vice President** - The Administrative Vice President shall be an assistant to the President and shall work in close conjunction with the President, Executive Vice President and all members of the Executive Committee. The President can assign a part or portion of his/her duties to the Administrative Vice President to aid in the performance of an efficient executive office.

SECTION 4. **Regional Vice President** - The Regional Vice President shall be responsible for all the members in his/her region, shall perform, at the direction of the President, Executive Vice President, Administrative Vice President or the Board of Directors, such tasks and duties as to enhance the Association in its efforts to upgrade the industry. The Regional Vice President shall represent the President on all local items where it is deemed necessary by the President. He/she shall be responsible to the members of his/her region for the communication of ideas, goals, and progress reports of the National Association

SECTION 5. **Treasurer**

The Treasurer shall collect annual dues and subscriptions and keep an account of all monies received and expended for the use of the Association and shall make disbursements authorized by the Board and approved by the Controller and such other officers as the Board may prescribe. He/she shall deposit all sums received in the bank or banks, or trust company, approved by the Executive Committee, 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, plus the President or Executive Vice President. The duties of the Treasurer, under authority of the Executive Committee, may be assigned in whole or part to an assistant Treasurer.

The funds, books, and vouchers in his/her hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection of the Executive Committee. At the expiration of his/her term of office, the Treasurer shall deliver over to his/her successor all books, monies, and other property, or, in the absence of a Treasurer Elect, to the President.

SECTION 6. **Controller** - The Controller shall approve all vouchers and forward them to, and work in close conjunction with, the Treasurer and aid in any manner he/she can in the establishment of an orderly accounting of all funds received and disbursed by the Association. In addition, the Controller shall audit all accounts receivable and accounts payable; shall prepare an annual budget; and submit same to the Board of Directors.

SECTION 7. **Secretary** - It shall be the Secretary's duty to give notice of and attend all meetings of the Association and all committees and keep a record of their proceedings; to conduct all correspondence and to carry into execution all orders, votes and resolutions not otherwise committed; to keep a list of members of the Association; to keep records of the staff, employees, and agents of the Association; their salaries and terms of employment, and to take charge of and supervise the performance by them of their respective duties; to prepare, under the direction of the Board of Directors, an annual report of the transactions and conditions of the Association; and generally to devote his/her best effort to forwarding the business and advancing the interest of the Association.

SECTION 8. **Bonding** - The Secretary and Treasurer, or any other person entrusted with the handling of funds or property of the Association, shall, at the discretion of the Board of Directors, furnish, at the expense of the Association, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

SECTION 9. **Vacancies** - In the event of vacancies of any office, the vacancy may be filled by majority vote of the Board of Directors for the expired term in accordance with Article X, Section 7.

SECTION 10. **Removal** - Any officer elected or appointed and confirmed by the Board of Directors may be removed by the Board of Directors upon an affirmative vote of eighty (80%) of the members of the Board of Directors whenever, in its judgment, the best interests of the corporation would be served thereby.

ARTICLE XIII1 - EXECUTIVE COMMITTEE

SECTION 1. **Eligibility:**

All other Committees - Any DSAA member in good standing under the SIX Categories outlined in **(Article V, Subsection 2)** may ask to have the privilege to serve on a working committee based on the availability.

Executive Committee - The Executive Committee shall consist of all elected officers, i.e., the President, Executive Vice President, Administrative Vice President, Regional Vice Presidents, Treasurer, Secretary, Controller and the immediate Past President. It may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board of Directors thereon at the succeeding regular meeting. Fifty percent (50%) shall constitute a quorum for the transaction of business.

Meetings of the Executive Committee may be called by the President or by fifty percent (50%) of the members of the Executive Committee, upon proper notification of all members of the Executive Committee. Said notification shall be by certified mail/post at least thirty (30) days prior to the meeting. This requirement may be waived by agreement of eighty percent (80%) of the Executive Committee. The Executive Committee shall have the Treasurer's accounts audited at least once each year by a public accountant and shall report thereon to the Board of Directors

ARTICLE XIV - MAIL VOTE

SECTION 1. **Special Vote Procedure** - Whenever, in the judgment of the Board of Directors, any question shall arise which it considers should be put to a vote of the membership and when it deems it inexpedient to call a special meeting for such purpose, the Directors may, unless otherwise required by these by-laws, submit such matters to the membership in writing by mail or electronic means for vote and decision; and the question thus presented shall be determined according to a majority of the votes received within two (2) weeks after such submission to the membership, provided that in each case votes of at least twenty-five percent (25%) of the members shall be received. Any and all action taken in pursuance of a majority vote in each such case shall be binding upon the Association and as against each member thereof.

ARTICLE XV - SEAL

SECTION 1. **Seal** - The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal. 1974. District of Columbia".

ARTICLE XVI - AMENDMENTS

SECTION 2. **Amendments of by-laws** - These by-laws may be amended, repealed, or altered, in whole or in part, by a majority vote of the Association members present in person or by proxy and entitled to vote, provided the proposed change is submitted by mail or electronic means to the last recorded address of each member at least fifteen (15) days before the time of the meeting which is to consider the change, and further provided that the proposed change is introduced by resolution of the Board of Directors or petition signed by any fifteen (15) members in good standing.

SECTION 2. **Informal Action by Members** - Any modification of these by-laws as provided herein may be done without a meeting if notice of such modification to be made shall be approved by seventy-five percent (75%) of the members entitled to vote with respect to the subject matter thereof.

ARTICLE XVII - GENERAL

SECTION 1. **Public Policy** - If any paragraph, provision or part herein shall be contrary to public policy or in violation of any statute, it shall be deemed to invalidate only that portion in conflict with public policy or statute. The purpose of this Association is to promote public safety and welfare on the highways throughout the Americas.

SECTION 2. **Prohibition Against Sharing in Corporate Earnings** - No member, director, officer, or employee of or member of a committee of or person connected with the corporation, or any other private individual shall receive, at any time, any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All Directors of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

SECTION 3. **Exempt Activities** - Notwithstanding any other provision of these by-laws, no director, officer, employee, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. This corporation was not organized for profit.

ARTICLE XVIII - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

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

SECTION 2. **Checks, Drafts, etc.** - All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation 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 instruments shall be signed by two (2) of the three (3) following officers of the corporation: The Treasurer, the President or the Executive Vice President.

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

SECTION 4. **Gifts** - The Board of Directors may accept, on behalf of the corporation, any contribution, gift bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE XIX - BOOKS AND RECORDS

SECTION 1. **Accounts and Minutes** - The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his/her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XX - WAIVER OF NOTICE

SECTION 1. **Waiver in Writing** - Whenever any notice is required to be given under the provisions of any statute or under the provisions of the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

RESOLUTION

Because so much can be done collectively on the legislative level, and because the name, "**Driving School Association of the Americas, Inc.**" would carry more weight in state legislative circles, BE IT THEREFORE RESOLVED THAT any state Leader wishing to submit this under the name of "Driving School Association of the Americas, Inc." be permitted to do so, providing he/she first clears said legislation with the Executive Committee of the "Driving School Association of the Americas, Inc.". In order to clear said legislation, it would require an affirmative vote of three-fourths (3/4) of said committee.

MOTION duly made and seconded and adopted unanimously.

RESOLUTION

Upon motion duly made, seconded and carried, it was:

RESOLVED that the incorporators of this corporation be, and they hereby are, excused from any further activity on behalf of the corporation, and a vote of thanks is rendered for the services performed by them. The corporation does thereby resolve to indemnify and hold said incorporators harmless for any claims, which may be made against them for services rendered on behalf of their offices as incorporators.

RESOLVED further, that this corporation does hereby specifically adopt all contracts entered into by any officer made on behalf of this corporation's predecessor association prior to incorporation and does hereby agree to indemnify and hold any such member harmless from any claims which may arise therefore.

RESOLVED further, that this corporation does hereby specifically accept all assets and assume all liabilities of its predecessor association existing on the books of said association on the date of this corporation's incorporation.

RESOLVED, that this corporation open and/or maintain an account with a corporate banking institution and deposit therein, subject to the rules of said bank, funds of the corporation, consisting of monies, checks, negotiable paper, and other instruments for the payment of money acceptable to said banks, that such funds deposited in said account shall, subject to the rules of said bank, be withdrawn from said account by means of checks, drafts, notes, orders or receipts issued in the name of, and on behalf of the corporation, signed by any two of the following officers of the corporation, namely;

President
Executive Vice President

Administrative Vice President
Treasurer

RESOLVED further, that this Board of Directors hereby authorizes and directs the proper offices of this corporation to take all action necessary or convenient in carrying out the intent and purposes of the foregoing resolutions.

MOTION duly made and seconded and adopted unanimously