



National
Association
of Show Trucks

CORPORATE
BY-LAWS
&
SHOW
RULES

MARCH 2002

**BY-LAWS of
THE NATIONAL
ASSOCIATION OF
SHOW TRUCKS, INC.**

(A Florida Corporation not for profit)
Telephone (517) 521-2323
23227 Freedom Avenue, Suite 7
Charlotte Harbor, FL 33980

ONE PURPOSE

1.1 The National Association of Show Trucks (herein referred to as the Association) is organized for the following purposes:

To encourage, support and promote activities related to the trucking industry by showing pride in trucks and truck operations, and to ensure uniformity, commonality and fairness for all entrants in competitive truck events.

TWO OFFICES

2.1. The principal office of the Association shall be at such place as the Board of Directors shall designate and it may have offices at such other places within or without the State of Florida as the Board of Directors may from time to time designate.

THREE MEMBERSHIP

3.1 Categories Of Membership. The membership of the Association shall consist of Regular Members, Associate Members and Lifetime Members. Regular Members must earn or have earned their livelihood driving and/or operating trucks in commerce. Charter members are those who were the first members of the original organization of the Association.

3.1.1 The Board of Directors may confer the status of Lifetime Member to such individuals who have demonstrated outstanding achievement in furthering the goals and purposes of the Association. Lifetime members shall have voting privileges according to their status, and have been considered to have paid their dues.

3.2 Termination. Membership in this Association shall terminate upon action by the Board of Directors to terminate membership for good cause. Failure to pay any dues or assessments established by the Board for membership shall be deemed to be a resignation of membership. Members whose membership has been terminated may apply for reinstatement in the same manner as application is made for initial membership.

3.3 Rights and responsibilities. No member shall have any vested right, title, interest or privilege of, in, or to any of the properties or assets of the Association, including any earnings of, or financial contributions to, the

Association, nor shall any of such assets or property be distributed to any member on the dissolution thereof or at any other time. No member of the Association shall be personally liable for any of its debts, liabilities or obligations, nor shall any member be subject to any assessment, except as determined by the Board of Directors.

3.4 Voting Privileges. Regular members are those who do earn or have earned their living driving or operating trucks in commerce. They may vote for all positions on the Board of Directors. Associate Members shall vote only for Associates for positions on the Board of Directors. All members of the Board of Directors including Regular and Associate members are entitled to vote on all matters before the Board.

3.5 Challenges and Protests to Board Action. Any member may petition to challenge any Board decision. The Secretary of the Association shall be notified in writing by the filing member whereupon the Secretary shall within 15 days provide a complete current membership list to the petition filing member. The protest must be signed by a minimum of 10 percent of the membership. Such protest will be sent "Return Receipt Requested" to the President of the Association and must be sent to the full membership for a full vote by the Secretary of the Association within thirty days of the president's receiving the completed petition.

3.6 Stock. No stock shall be issued to members of the Association. Membership certificates, for affiliation purpose only, may be issued.

FOUR OFFICERS AND DIRECTORS DUTIES OF

4.1 Management. The property, affairs and business of the Association shall be managed and controlled and all corporate powers shall be exercised by, or under the authority of, its Board of Directors. The board of directors shall govern by a simple majority vote of its membership.

4.1.2 The Board of Directors may hire an Executive Director to implement the decisions and policy of the Board of Directors. The Executive Director shall be the only compensated contractor or employee of the Association, except that from time to time, the Execu-

tive Director may hire individuals or contractors to perform specific tasks for the Association, with prior approval of the Board of Directors.

4.2 Number and Composition. The Board of Directors of the Association may consist of at least eleven (11) members. These eleven members will be comprised of four (4) corporate officers, four (4) regular members, three (3) associate member. The number of directors may be increased or decreased by the vote of the majority of the Board of Directors, but in no event shall be less than three (3). All directors shall be members of the Association in good standing. Should the positions of Secretary and Treasurer be held jointly by one individual, an additional director may be elected from among the Regular membership.

4.3 Term. The Board of Directors shall be elected for two year terms. Officer Directors shall be elected for three year terms. Non-officer Directors shall be elected to staggered two year terms. Associate Directors shall be elected in alternate years.

4.4 Removal. Directors may be removed for good cause shown after a hearing of charges before the Board. The charged member shall have the opportunity to confront and question any accusers, in closed session of the Board. Removal from the Board shall be by a two thirds majority of all Board members, less the Board member whose tenure is in question.

4.5 Resignation. A director may resign only by giving written notice to the President or Secretary of the Association.

4.6 Vacancy. A vacancy among the directors shall be filled by the affirmative vote of a majority of the remaining directors at a meeting or by written consent. A director elected to fill an interim term shall continue to serve for the remaining unexpired term under the same terms and conditions as all other directors.

FIVE MEETINGS OF DIRECTORS ~ELECTIONS

5.1 Annual Membership Meeting. There shall be an Annual Membership Meeting to be held during the Mid

America Trucking Show **for the purpose of electing Officers and Directors**, and to conduct any other such business as shall come before the Association.

5.2 Annual meeting. The Board of Directors shall meet no less than twice per year, such meeting to be held at a time and place to be designated by the Board of Directors, or if no place is designated, at the Association's principal office, or at such other time and place as the Board of Directors may select, for the transaction of such business as may come before the Board.

5.3 Permanent and Temporary Committees. The Board of Directors may establish both standing or temporary committees as deemed necessary or desirable.

5.4 Special meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President of the Association or by a majority of the Board of Directors.

5.5 Notice. Written notice of meetings of the Board of Directors stating the date, place and time thereof shall be delivered personally or sent by mail to each director not less than 10 nor more than 30 days prior to the date of such meeting by the Secretary at the direction of the Board of Directors. In case of a special meeting, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail, addressed to the director at his address as it appears on the records of the Association, with postage thereon prepaid. No notice of the time, place or purpose of any meeting need be given to any director who waives such notice in writing, such notice to be executed and filed with the records of the Association. As an alternative to the United Postal Service, fax and electronic transmission (ie: e-mail) shall qualify as notice.

5.6 Action without meeting. Any action required to be taken at any meeting of the Board of Directors of the Association, or any other action, which may be taken at any such meeting, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by a majority of the directors, unless otherwise required by law. Officers shall carry out all actions approved by the Board of Directors.

5.7 Elections' Committee. The Board of Directors shall appoint three (3) people to oversee the election process. They shall appoint a Captain among themselves to be responsible for the actions of the committee. Their responsibility shall be to verify nominations, seconds, and open secret ballots at the annual meeting.

5.8 Nominations. Nomination ballots will be mailed to all dues paid members by October 15th of any election year. Contenders for the Board of Directors may be nominated by any member of the Association. Nominations must have a second nominator to be written in below the individual nominated for the seat. These must be either faxed or mailed to NAST headquarters by December 1st of any election year for inclusion on the election ballot. Each person on the Election Committee shall call those who seconded a nomination to verify that second. Each person on the Election Committee shall also call the person nominated to assure a willingness to serve as a Board Member. The Committee shall forward the results to the Secretary of the Association who shall create the ballots.

5.9 Ballots. Members of the Board of Directors shall be voted into office with an absentee ballot mailed to all dues paid members by the 15th of January in any election year. The ballots must be either faxed or mailed to NAST headquarters by March 1st of any election year. They shall then be carried to the annual meeting at The Mid America Trucking show held at Louisville, Ky. The Election Committee shall open and tally the votes and announce the winners in front of the membership at the meeting

SIX

EXECUTIVE COMMITTEE

6.1 Members. The Board of Directors may appoint from their number an Executive Committee of no less than three members, one of whom shall be the President of the Association who shall act as Chairman of the Executive Committee. One member shall act as the Secretary of the Executive Committee, who shall record minutes and certify actions. The Secretary of the Executive Committee shall transmit the minutes of the Executive Committee to the Secretary of the Association, such minutes to be incorporated into the record of the Association: reporting the same at each succeeding meeting of the Board of Directors

6.2 Term. Each member of the Executive Committee shall continue in office, provided he continues to be director, until the next annual meeting held by the Board of Directors after his election and until his successor shall have been elected and qualified, or until he shall have resigned and his resignation shall have become effective, or until he shall have been removed or shall have died.

6.3 Vacancy. Any vacancy on the Executive Committee shall be filled by the affirmative vote of a majority of the Board of Directors.

6.5 Meetings and notice. The Executive Committee shall meet as often as is necessary to conduct the affairs of the Association. All meetings of the Executive committee may be held at the principal office of the Association, or at such other place as the Executive Committee may agree to. The Executive Committee may also meet via conference telephone call or by any other suitable means. Notices of any meeting need not be given to any member of the Executive Committee, if waived by him in writing before such meeting or if he shall attend such meeting in person. Any meeting of the Executive Committee shall be a legal meeting without any notice there of having been given if all of the members of the Committee shall be present thereat.

SEVEN OFFICERS

7.1 Officers of the Association shall be regular members. They cannot be corporate nor associate members. The officers of the Association shall include a President, a Vice President, a Treasurer, a Secretary and such other officers as may from time to time be prescribed by the Board of Directors. The offices of Secretary and Treasurer may be held jointly by the same person.

7.2 Term. Officers of the Association shall serve for three years. The officers shall be elected from among the Regular Members of the Board of Directors by the Regular Members and Associate Members. Vacancies in offices may be filled at the next meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected or appointed in his stead.

unless prior thereto he dies, resigns, or is removed from office. All regular members shall vote for officers and directors at the annual Meeting, except for the replacement of officers as set forth above.

7.3 Resignation. Any officer may resign at any time by giving written notice to the Secretary of the Association of his/her resignation from office. The Secretary shall then send written notice to the President.

7.4 Vacancy. A vacancy in any office because of death, resignation, removal, or otherwise, may be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

7.5 President. The President shall preside at all meetings of the Board of Directors at which he is present. The President shall have and exercise general supervision and control of the affairs of the Association in fulfilling his/her duty to execute the plans and strategies of the Board of Directors and shall perform all duties incident to the office of the President and such other duties as may from time to time be assigned by the Board of Directors. The President shall have the power to veto any decision made by the Board and send this veto to the membership for a full vote at the next Annual Meeting. It shall require a majority of the Regular Members present to overturn the president's veto.

7.6 Vice President. At the request of the President or in the absence of the President, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform other duties as from time to time may be assigned by the Board of Directors. Should the position of the President become vacant for any reason, the Vice President shall immediately succeed the President. The Board shall then vote to fill the vacant Vice President's position.

7.7 Treasurer. The Treasurer shall give bond for the faithful performance of duties in such sum and with such surety or sureties as the Board of Directors may from time to time determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, receive and give receipts for

moneys due and payable to the Association from any source and deposit all such moneys in such banks, trust companies or other depositories, as determined by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned by the Board of Directors. The Treasurer shall prepare and present at the annual meeting a yearly report on the financial status of the Association.

7.8 Secretary. The Secretary shall keep the minutes of the meeting of the members and of the Board of Directors and of the Executive Committee in a book or books provided for that purpose and shall file them within 30 days of each meeting. The Secretary shall see that all notices are duly given in accordance with these Bylaws and as required by law. The Secretary shall be custodian of the corporate records and of the seal of the Association; and see that the seal of the Association is affixed to all documents; the execution of which on behalf of the Association under its seal is duly authorized in accordance with the provisions of these By-laws. The Secretary shall keep a register of the post office address of each member and the post office address and telephone number of each director. The Secretary shall perform all duties incident to the office of Secretary, and such other duties as may from time to time be assigned by the Board of Directors. The Secretary shall present to the members an annual report of all matters brought before the Association requiring a vote by the Board.

7.9 Appointments. The Board of Directors or an officer or Director acting under the authority of the Board of Directors may appoint committees and agents to perform such duties as shall be assigned to them from time to time by the appoint authority.

EIGHT COMPENSATION

8.1 Compensation. No member, director or officer of the Association shall receive any compensation whatever for his services. Except that any member may be reimbursed for expenses incurred in connection with the performance of Association business. The Association may employ agents, representatives or employees as may from time to time be deemed necessary to prop-

erly carry out the object and purposes for which the Association was formed.

NINE
CONTRACTS, LOANS, CHECKS, DRAFTS,
BANK ACCOUNTS, ETC.

9.1 Contracts and Credit. Except as these Bylaws otherwise provide, the Board of Directors may authorize any officer or officers, or agent or agents, of the Association to enter any contract or execute and deliver any instrument in the name and on behalf of the Association, and such authority may be general or confined to specific instances, and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or for any amount.

9.2 Loans. No loan shall be assumed or incurred on behalf of the Association and no negotiable paper shall be issued in its name unless previously authorized by the Board of Directors. When so authorized, the designated officer or agent of the Association may effect loans and advances at any time on behalf of the Association from any bank, trust company, or other institution, or from any firm, corporation, association or individual, and for purpose of giving effect to such loans and advances may make, execute and deliver promissory notes or other evidences of indebtedness of the Association.

9.3 Checks and payments. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be authorized by a majority vote of the Board of Directors, signed by such person or persons, and in such manner as shall from time to time be determined by the Board of Directors.

9.4 Depositories. All funds of the Association shall be deposited in the accounts of the Association under such conditions and in such bank, trust companies, or other depositories as the Board of Directors may designate, or as may be designated by any officer or officers, or agent or agents of the Association to whom such power may from time to time be delegated by the Board of Directors.

TEN
FISCAL YEAR

10.1 Fiscal Year. The fiscal year of the Association shall coincide with the calendar year.

ELEVEN.
SEAL

11.1 Seal. The Board of Directors shall provide a suitable seal which shall be in the form of a circle with such design as the Board of Directors shall approve and shall bear words and figures as follows:
NATIONAL ASSOCIATION OF SHOW TRUCKS, INC. and such additional wording as may be required by law.

TWELVE
LIMITATION OF LIABILITY

12.1 Indemnity. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (1) who is or was a director, manager, trustee or officer of the Association, (2) who is or was an agent or employee of the Association other than an officer and as to whom the Association has agreed to grant such indemnity, or (3) who is or was serving at the request of the Association as its representative in the position of a director, manager, trustee, officer, agent or employee of another Association, partnership, joint venture, trust or other enterprise and as to whom the Association has agreed to grant such indemnity shall be indemnified by the Association as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any such future legislation or decision, only to the extent that it permits the Association to provide broader indemnification rights than permitted prior to such legislation or decision), against any fine, liability, cost or expense, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, manager, trustee, officer, agent, employee, or representative, or arising out of his status as such director, officer, agent, employee or representative.

The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Association may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, whether or not the Association would have the legal power directly to indemnify him against such liability.

12.2 Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of the Article in defending a civil or criminal suit, action or proceeding shall be paid by the Association in advance of the final disposition thereof upon receipt, in the case of an officer or director, of an undertaking to repay all amounts so advanced in the event it shall ultimately be determined that such person is not entitled to be indemnified by the Association as authorized by this Article, and upon satisfaction of such other conditions as are required by current or future legislation, only to the extent that it provides conditions less burdensome than those previously provided). Such costs, charges and expense incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of Directors may deem appropriate.

12.3 Extent of indemnification. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Association shall nevertheless indemnify each person described in Section 12.1 of this Article to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent permitted by law.

THIRTEEN AMENDMENT

13.1 Amendment. These By-laws, may be altered, amended or repealed, or new By-laws be made, by the affirmative vote of a majority of the Board of Directors present at a regular or special meeting, and confirmed in accordance with the laws of the state of incorporation.