

# American Association of Motor Vehicle Administrators

## BYLAWS\*

### ARTICLE I

#### Name

The name of this organization is the AMERICAN ASSOCIATION OF MOTOR VEHICLE ADMINISTRATORS (“AAMVA” or the “Association”).

### ARTICLE II

#### Membership

Section 1. Member Jurisdictions; Good Standing; Authorized Participation. (a) The Member Jurisdictions of the Association (“Member Jurisdictions”) shall include each state of the United States, American Samoa, District of Columbia, Puerto Rico, Guam, Commonwealth of the Northern Mariana Islands, United States Virgin Islands, each Province and Territory of Canada, and such additional jurisdictions as may be approved by the Member Jurisdictions at the Annual Membership Meeting. (b) A Member Jurisdiction shall be considered in good standing if it is not delinquent in paying dues required to be paid in accordance with these Bylaws.

Section 2. Voting. Only Member Jurisdictions in good standing shall be entitled to vote at Annual Membership Meetings. Each Member Jurisdiction eligible to vote shall have one vote. Prior to each Annual Membership Meeting, each Member Jurisdiction eligible to vote shall designate in writing the individual who shall be authorized to vote on behalf of such Member Jurisdiction at the Annual Membership Meeting.

Section 3. Governmental Members. The Board of Directors may elect departments and agencies of the United States, Canada, the Mexican Federal Governments, and state and local governmental units of any of the foregoing as Governmental Members, in accordance with membership criteria established by the Board of Directors from time to time. Governmental Members shall have such privileges and obligations (not including eligibility to vote at meetings of the Association) as the Board of Directors shall determine.

Section 4. Associate Members. The Board of Directors of the Association may elect individuals and business or other organizations as Associate Members in accordance with membership criteria established by the Board of Directors of the Association from time to time. Associate Members shall have such privileges and obligations (not including eligibility to vote at meetings of the Association) as the Board of Directors of the Association shall determine.

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\* As amended through August 31, 2021.

**ARTICLE III**  
**Regions of the Association**

The Association shall be divided into four regions. The activities of AAMVA regions shall be conducted through affiliated regional corporations, in accordance with their respective articles of incorporation and bylaws. The regions shall consist of the following Member Jurisdictions:

Region 1 — Connecticut, Delaware, District of Columbia, Maine, Maryland, Massachusetts, New Brunswick, New Hampshire, New Jersey, New York, Newfoundland and Labrador, Nova Scotia, Ontario, Pennsylvania, Prince Edward Island, Quebec, Rhode Island, and Vermont.

Region 2 — Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, South Carolina, Tennessee, Texas, United States Virgin Islands, Virginia, and West Virginia.

Region 3 — Illinois, Indiana, Iowa, Kansas, Manitoba, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

Region 4 — Alaska, Alberta, American Samoa, Arizona, British Columbia, California, Colorado, Commonwealth of the Northern Mariana Islands, Guam, Hawaii, Idaho, Montana, Nevada, New Mexico, Northwest Territories, Nunavut, Oregon, Saskatchewan, Utah, Washington, Wyoming, and Yukon.

**ARTICLE IV**  
**Officers**

Section 1. Officers. The officers of the Association shall include the Chair of the Board, First Vice-Chair, Second Vice-Chair, Secretary, President and Chief Executive Officer, and Treasurer. The Chair of the Board, the First Vice-Chair, the Second Vice-Chair, and the Secretary shall be elected from the Member Jurisdictions at the Annual Membership Meeting. The Chair of the Board shall appoint as Treasurer a person who possesses the nature and extent of experience required to qualify as a “financial expert” as such term is defined in the charter for the Finance, Investment and Audit Committee. The President and Chief Executive Officer shall be selected and appointed by the Board of Directors.

Section 2. Terms of Office. The Chair, First Vice-Chair, Second Vice-Chair, and Secretary shall hold office for one year, or until their successors have been elected. The term of the Treasurer shall be one year, or until a successor has been appointed; the Treasurer shall be eligible for reappointment. The term of the President and Chief Executive Officer shall be determined by the Board of Directors.

Section 3. Vacancies.

- a. Interim vacancies in the offices of the Chair, First Vice-Chair, Second Vice-Chair or Secretary shall be filled by the Board of Directors for the balance of the term of office by

appointment from the same Region as recommended in accordance with the regular practice of such Region.

b. If the President and Chief Executive Officer is unable to perform the duties prescribed in these Bylaws by reason of illness, disability or absence, such duties shall be performed by a person designated by the President and Chief Executive Officer and approved by the Chair, or by such other person as the Chair may appoint until the return of the President and Chief Executive Officer or until the vacancy in the office of the President and Chief Executive Officer has been filled.

Section 4. Qualifications for Office. Officers of the Association other than the President and Chief Executive Officer may hold office only when they are motor vehicle or enforcement administrators for a Member Jurisdiction in good standing. Such motor vehicle or enforcement administrators shall be:

- a. the chief motor vehicle or enforcement officer of the Member Jurisdiction; or
- b. the administrator of the agency in which such motor vehicle or enforcement function is administered or the motor vehicle or enforcement administrator designated by such agency administrator as their alternate. Such designation shall be in writing and addressed to the Chair at the Arlington, Virginia, office of the Association.

## **ARTICLE V Nomination and Election of Officers**

Section 1. Nominating Committee. Nomination for Association officers shall be by a committee appointed by the Chair.

Section 2. Time of Election. Election of officers shall be held at each Annual Membership Meeting.

## **ARTICLE VI Duties of Officers**

Section 1. Chair. The Chair of the Board shall carry out the following duties:

- a. call and preside, as chair, at all meetings of the Board of Directors, the Executive Committee, and the Annual Membership Meeting;
- b. create and appoint committees as needed;
- c. appoint Members to vacancies which occur on the Board of Directors as prescribed in Article VII;

d. make a report of the affairs of the Association at the Annual Membership Meeting that occurs at the conclusion of their term as Chair; and

e. appoint the Treasurer.

Section 2. First Vice-Chair. The First Vice-Chair shall:

a. carry out the duties of the Chair during temporary absence or incapacity, or upon death, resignation, or removal of the Chair, until such vacancy can be filled by election or appointment in accordance with Article IV of the Bylaws; and

b. assist the Chair in any manner pertaining to the Association whenever, and to the extent, requested.

Section 3. Second Vice-Chair. The Second Vice-Chair shall:

a. carry out the duties of the Chair during temporary absence or incapacity, or upon death, resignation, or removal of the Chair and First Vice-Chair, until such vacancy can be filled by election or appointment in accordance with Article IV of the Bylaws; and

b. assist the Chair or First Vice-Chair in any manner pertaining to the Association whenever, and to the extent, requested.

Section 4. Secretary. The Secretary shall carry out the following duties:

a. keep or cause to be kept a record of the meetings of the Association, the Board of Directors and the Executive Committee;

b. be responsible for the mailing of all notices and correspondence of the Association and shall perform such duties as the Chair, the Board of Directors or the Executive Committee may prescribe;

c. convene and preside over meetings of the Association, the Board of Directors or the Executive Committee in the absence of the Chair, the First Vice-Chair, and the Second Vice-Chair, or until the active Members thereof shall elect one of their Members to serve as Chair Pro Tempore; and

d. the Secretary may delegate to the President and Chief Executive Officer any of the Secretary's functions except those specifically directed by the Board of Directors or the Executive Committee.

Section 5. President and Chief Executive Officer. The President and Chief Executive Officer shall be the chief executive officer of the Association and shall be responsible for the general supervision of the business of the Association. The President and Chief Executive Officer shall convene and preside over meetings of the Association or of the Board of Directors in the absence of the Chair, the First Vice-Chair, the Second Vice-Chair, and the Secretary, until the active

Members thereof shall elect one of their Members to serve as Chair Pro Tempore. The President and Chief Executive Officer shall perform such other duties as the Board of Directors may from time to time specify.

Section 6. Treasurer. The Treasurer shall monitor the income, expenditure and investment accounts of the Association, and as may be required from time to time, shall report to the Board of Directors and the Executive Committee on the status of the financial resources of the Association. The Treasurer shall perform any other duties assigned by the Chair or the Board of Directors. If at the time of appointment the Treasurer is not a Member of the Board of Directors, the person appointed shall serve as an ex officio, non-voting Member of the Board of Directors.

## **ARTICLE VII Board of Directors**

Section 1. Membership. There shall be a Board of Directors of the Association which shall consist of the officers, the immediate past Chair, one Law Enforcement Representative, one Canadian Jurisdiction Representative, and three members from each of the four Regions of the Association.

Section 2. Qualifications for Office. The Law Enforcement Representative, Canadian Jurisdiction Representative, and Regional Members of the Board of Directors may hold office only when they are motor vehicle or enforcement administrators from a Member Jurisdiction in good standing. Such motor vehicle or enforcement administrators shall be:

- a. the chief motor vehicle or enforcement officer of the Member Jurisdiction; or
- b. the administrator of the agency in which such motor vehicle or enforcement function is administered or the motor vehicle or enforcement administrator designated by such agency administrator as their alternate. Such designation shall be in writing and addressed to the Chair at the Arlington, Virginia, office of the Association.

Section 3. Nominations.

- a. The twelve Regional Members shall be nominated in the manner prescribed by their respective Regions and shall be elected by the Member Jurisdictions at the Annual Membership Meeting.
- b. The Secretary shall be nominated each year by the Region that is not represented by the Chair, the First Vice-Chair, or the Second Vice-Chair for the coming year.
- c. The Law Enforcement Representative and Canadian Jurisdiction Representative shall be nominated by the Chair and elected by the Member Jurisdictions at the Annual Membership Meeting.

Section 4. Term. Regional Members shall hold office for a term of three years with staggered terms so that each Region shall nominate one eligible person for election as a Member of the Board each year. The immediate past Chair shall have a term of one year. The Law Enforcement Representative and Canadian Jurisdiction Representative shall have terms of three years.

Section 5. Vacancies.

a. If a vacancy occurs on the Board, the Chair shall appoint an eligible person from the same Region who is recommended in accordance with the regular practice of that Region. Such appointee shall serve until the next Annual Membership Meeting at which time the vacancy shall be filled by the election of a new Board member, who shall serve for the remaining portion of the unexpired term.

b. If a vacancy occurs in the Law Enforcement or Canadian Jurisdiction Representative position, the Chair shall appoint an eligible person to serve until the next Annual Membership Meeting, at which time the vacancy shall be filled by the election of the position to serve for the remaining portion of the unexpired term.

Section 6. Removal. A Member of the Board of Directors may be removed for cause by a vote of two-thirds of the Members of the Board of Directors. For purposes of these bylaws, “for cause” includes, but is not limited to, the failure to attend two consecutive meetings of the Board of Directors or the failure to attend three or more meetings of the Board of Directors during any eighteen-month period.

## **ARTICLE VIII**

### **Duties of the Board of Directors**

Section 1. Generally. The Board of Directors shall be the governing body of this Association. It shall be responsible for the supervision, control and direction of the affairs of the Association, its committees and publications, shall actively advance the objectives of the Association and supervise the disbursement of its funds. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, delegate certain of its authority and responsibility to the Executive Committee, or other committees in accordance with these Bylaws.

Section 2. Specific Duties. Additionally, the Board of Directors shall carry out the following duties:

- a. oversee the business of the Association between Annual Membership Meetings and special meetings of the Association;
- b. fill any interim vacancies among the officers of the Association;
- c. fix the time and place or manner for holding the Annual International Conferences, Annual Membership Meetings and meetings of the Board of Directors,

- d. select, fix the compensation and define the duties of the President and Chief Executive Officer;
- e. authorize the amounts and purposes for which funds of the Association may be expended;
- f. authorize the creation of such committees from its membership or the general membership as may be necessary or advisable and delegate such authority to such committees as it may deem necessary or expedient;
- g. grant awards, exemplified by suitable certificates, to persons or organizations which, in its judgment, have made considerable and unusual contributions to the cause of highway safety;
- h. authorize solicitation for, and receipt of, grants, endowments, gifts and all other offers of assistance and cooperation in carrying out the purposes of the Association from sources available to carry out the mission of the Association;
- i. engage an auditor annually to make an audit of all accounts of the receipts and expenditures of funds of the Association, such auditor to be required to furnish a report of the audit to the Board of Directors;
- j. take necessary action to implement all policy positions adopted under Article XII of these Bylaws; and
- k. establish the dues rate for Member Jurisdictions and Associate Members.

## **ARTICLE IX**

### **Meetings of Board of Directors**

Section 1. Frequency. The Board of Directors shall meet at least three times each calendar year.

Section 2. Quorum. A majority of the Board Members representing Member Jurisdictions eligible for membership on the Board of Directors shall constitute a quorum for the transaction of business.

Section 3. Notice of Meetings. The Secretary shall give written notice to each Director of each meeting of the Board, which notice shall state the place, date, time and general purpose of such meeting. Notice of each such meeting shall be given to each Director, if by mail, at least two days (for virtual or teleconference meetings) and fifteen days (for in-person meetings) before the day on which such meeting is to be held, or shall be sent to each Director at such place by telecopy, email or other electronic form, or be delivered personally or by telephone not later than the day before the day on which such meeting is to be held. A written waiver of notice, signed by

the Director entitled to notice, whether before or after the time of the meeting referred to in such waiver, shall be deemed equivalent to notice.

Section 4. Voting. Voting shall be by Board Members present. The rules of parliamentary practice, set forth in Robert's Rules of Order, shall govern procedures of Board meetings.

Section 5. Telephonic Meetings. All or some Members of the Board of Directors or of any committee thereof, may participate in a meeting of the Board or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence at such meeting.

Section 6. Action without Meeting. Members of the Board of Directors may take action without a meeting if each voting Member of the Board of Directors provides a signed written consent to such action to the Secretary or the Secretary's designee. Such consents, which may be provided by an email that includes a typewritten signature, shall be retained with the minutes and other corporate records of the Association.

## **ARTICLE X**

### **Meetings of the Members**

Section 1. Time and Manner of Meetings. The Member Jurisdictions of the Association shall meet at least once during each calendar year at a time and at a place or in a manner determined by the Board of Directors. Any meeting of Member Jurisdictions may be held by means of communications technology through which representatives of Member Jurisdictions have the opportunity to vote and to communicate with each other in real time.

Section 2. Notice. The Secretary or the Secretary's designee shall notify each Member Jurisdiction of the exact time and place or manner of any and all such meetings by written notice at least thirty days in advance of the meeting.

Section 3. Quorum.

- a. Except when the vote to be taken is on an amendment to the Bylaws or the Articles of Incorporation, a quorum shall consist of a simple majority of Member Jurisdictions in good standing.
- b. In no case may Member Jurisdictions at a duly organized meeting continue to conduct business when the number of Member Jurisdictions present is less than a quorum.

Section 4. Voting.

- a. Approval shall be by a simple majority vote of Member Jurisdictions in good standing voting at the meeting.



- b. Voting under subsection a. of this Section shall be valid only when cast by persons authorized to represent a Member Jurisdiction in accordance with these Bylaws.
- c. Voting may be by voice vote, or by taking of the affirmative and negative votes recorded upon any motion, policy, or amendment thereto.
- d. If a quorum is not present and cannot be assembled, or if the Board of Directors determines that membership action is required between meetings, a vote may be taken by mail or electronically transmitted ballot distributed to each Member Jurisdiction in good standing by the President and Chief Executive Officer or Secretary. Such ballot must contain sufficient information to clearly state the question in unambiguous language. Mail or electronically transmitted ballots must be returned to the President and Chief Executive Officer or to the Secretary within sixty days following the distribution thereof. Voting results shall be filed as part of the permanent records of the Association. Ballots not returned or transmitted within sixty days shall be considered an affirmative vote.
- e. Upon motion by any Member Jurisdiction in good standing and an affirmative Membership vote, a vote shall be made by written ballot.
- f. The rules of parliamentary practice, as set forth in Robert's Rules of Order, shall govern procedures during meetings of the membership and other regular Association meetings.

## **ARTICLE XI**

### **Committees**

Section 1. Executive Committee. There shall be an Executive Committee of the Board of Directors.

- a. There shall be an Executive Committee which shall have six voting Members, including the Chair, the First Vice-Chair, the Second Vice-Chair, the Secretary, the Treasurer and the immediate past Chair.
- b. The Executive Committee may act in place, and instead of, the Board of Directors between meetings of the Board of Directors on all matters, except any matters specifically reserved to the Board by these Bylaws. Actions of the Executive Committee shall be reported to the Board by email, mail or at the next Board meeting.
- c. A majority of the Executive Committee shall constitute a quorum at any duly called meetings of the Committee. The Chair of the Board shall call such meetings of the Executive Committee as the business of the Association may require.
- d. The rules of parliamentary procedure, as set forth in Robert's Rules of Order, shall govern Executive Committee meetings.

Section 2. Finance, Investment and Audit Committee. There shall be a Finance, Investment and Audit Committee. The purposes of this Committee are to assist the Board in fulfilling its general financial oversight responsibilities and to monitor the overall systems of internal control and risk mitigation, the integrity of the financial statements of AAMVA, AAMVA's compliance with legal and regulatory requirements and ethical standards and the independence and performance of AAMVA's independent auditors. The membership, detailed responsibilities and other pertinent guidance for the work of the Finance, Investment and Audit Committee shall be set forth in a committee charter which the Board of Directors shall adopt.

Section 3. Generally. All standing and ad hoc committees shall submit written reports to the Board of Directors of their activities in time for their correlation by the Board of Directors, preparatory to submission to the Annual Membership Meeting, for final approval.

## **ARTICLE XII**

### **Policy Positions and Recommendations**

Section 1. Policy Positions and Recommendations.

- a. Policy positions shall be statements of policy which define the overall principles, goals and objectives of the Association. Proposed policy positions which are adopted through the official ballot process established by the Board of Directors shall become official policy of the Association and be published in AAMVA Policy Positions.
- b. Recommendations shall be statements which define means of implementing policy, or actions proposed by a standing committee for consideration by the Board of Directors.

Section 2. Written Proposals Required. Every policy position and recommendation offered for consideration of this Association shall be in writing, in a form and containing such information as prescribed by the Board of Directors.

Section 3. Procedures for Submission. Policy positions shall be initiated and acted upon in accordance with procedures established by the Board of Directors.

## **ARTICLE XIII**

### **Dues**

Section 1. Annual Dues. Annual dues for Member Jurisdictions shall be for the fiscal year, commencing October 1 and ending on September 30, and may be payable on or after the first day of October each year but no later than December 31.

Section 2. Rate. The dues rate for Member Jurisdictions, Associate Members, and Governmental Members shall be established from time to time by the Board of Directors. Jurisdictions must be given notice at least eighteen months prior to the effective date of any dues increase. No dues shall be required of the United States, Canadian, and Mexican Federal Governments.

**ARTICLE XIV**  
**Amendments to Bylaws**

Section 1. Notice Required. These Bylaws may be amended at any Annual Membership Meeting provided that, ninety days prior to the Annual Membership Meeting, written notice of any proposed amendment, or the text thereof, is filed with the Chair, the Secretary, and the President and Chief Executive Officer. Proposed amendments shall be submitted by the President and Chief Executive Officer to Member Jurisdictions at least sixty days prior to any Annual Membership Meeting. Should the Board of Directors determine that any proposed amendment must be resolved without delay between Annual Membership Meetings, the Member Jurisdictions may vote by mail or electronically transmitted ballot. The ballots, after the result is announced by the President and Chief Executive Officer or the Secretary, shall be filed as a part of the permanent records of the Association.

Section 2. Special Quorum. A quorum of two-thirds of Member Jurisdictions in good standing shall be required for a vote to amend the Bylaws.

Section 3. Super Majority Vote Required. The approval of two-thirds of the Member Jurisdictions in good standing voting at an Annual Membership Meeting or two-thirds of those Member Jurisdictions responding within sixty days by mail or electronically transmitted ballot shall be required to amend these Bylaws.

**ARTICLE XV**  
**Indemnification**

Section 1. Mandatory Indemnification. AAMVA shall, to the full extent permitted by the District of Columbia Nonprofit Corporation Act, indemnify any person who was or is a party, or threatened to be made a party, to any potential, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that they are or were a director or officer of AAMVA (or any corporate affiliate of AAMVA), or is or was serving as a volunteer at the written request of AAMVA (or any corporate affiliate of AAMVA) in any specified capacity. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

Section 2. Permissive Supplementary Benefits. AAMVA may, but shall not be required to, supplement the right of indemnification under the previous section by:

- a. the purchase of insurance on behalf of any one or more of such persons, whether or not the corporation would be obligated to indemnify such person under such section;
  - b. individual or group indemnification agreements with any one or more of such persons;
- and

c. advances for related expenses of such a person.

#### **HISTORICAL NOTES<sup>†</sup>**

Except as specified below the substantive provisions of the Bylaws are as approved in the comprehensive amendment of AAMVA Bylaws in Ballot BL 01-05, November 3, 2005, effective January 4, 2006.

#### **Subsequent Amendments**

**Article I - Name:** Amended August 25, 2015

**Article II - Membership:** Amended August 23, 2009 (Sec. 1, Sec. 2); December 1, 2015 (Sec. 1)

**Article III - Regions of the Association:** Amended August 23, 2009; December 1, 2015

**Article IV - Officers:** Amended August 29, 2010 (Sec. 1, Sec. 2); August 25, 2015 (Sec. 1); August 31, 2021 (Sec. 1, Sec. 2, Sec. 3, Sec. 4)

**Article V - Nomination and Election of Officers:** Amended August 23, 2009 (Sec. 2); August 31, 2021 (Sec. 2)

**Article VI - Duties of Officers:** Amended August 23, 2009 (Sec. 1); August 31, 2021 (Sec. 1, Sec. 2, Sec. 3, Sec. 4, Sec. 5, Sec. 6)

**Article VII - Board of Directors:** Amended August 24, 2008 (Sec. 1, Sec. 3); August 23, 2009 (Sec. 1, Sec. 2, Sec. 3); August 29, 2010 (Sec. 1, Sec. 2, Sec. 3, Sec. 4); August 25, 2015 (Sec.1, Sec.2); December 1, 2015 (Sec 1, Sec. 3); August 31, 2021 (Sec. 1, Sec. 2, Sec. 3, Sec. 4, Sec. 5, Sec. 6)

**Article VIII - Duties of the Board of Directors:** Amended August 23, 2009 (Sec. 2); August 31, 2021 (Sec. 2)

**Article IX - Meetings of the Board of Directors:** Amended August 31, 2021 (Sec. 1, Sec. 3, Sec. 6))

**Article X - Meetings of the Members:** Amended August 23, 2009 (formerly, Article XI, Sec. 1, Sec. 2, Sec. 4); August 29, 2010 (formerly, Article XI, Sec. 4); August 25, 2015 (Sec. 2); August 31, 2021 (Sec. 1, Sec. 2, Sec. 3, Sec. 4)

**Article XI - Committees:** Amended August 24, 2008 (formerly, Article X Executive Committee, Sec. 1); August 29, 2010 (formerly, Article X Executive Committee, Sec. 1, Sec. 3); August 25, 2015 (Sec. 1, Sec. 2); August 21, 2017 (Sec. 1 (a)); August 31, 2021 (Sec 1)

**Article XIII - Dues:** Amended August 31, 2021 (Sec. 2)

**Article XIV - Amendments to Bylaws:** Amended August 23, 2009 (Sec.1, Sec. 2, Sec. 3)

**Article XV - Indemnification:** Amended August 31, 2021 (Sec. 1)

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<sup>†</sup> Historical Notes are inserted for reference and do not constitute a substantive component of these Bylaws.