

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.

* As amended through August 21, 2017.

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 No. 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 No. 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 No. 3 — Illinois, Indiana, Iowa, Kansas, Manitoba, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin.

Region No. 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, Vice-Chair, President and Chief Executive Officer, Secretary, and a Treasurer. The Chair of the Board, the 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 elected by the Board of Directors.

Section 2. Terms of Office. The Chair, Vice-Chair, Secretary and any replacements therefor shall hold office for one year, or the remaining part thereof, and until their successors have been elected. The Term of the Treasurer shall be one year, or the remaining part thereof, and until a successor has been elected; the Treasurer shall be eligible for reappointment. Nominations for the office of Secretary shall be made yearly by each Region on a rotating basis. Regional nominations shall be made at Regional Annual Conferences, or by a Region’s Executive Committee if a replacement is necessary between Regional Annual Conferences. 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, 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 by the Executive Committee of such Region. (b) In the event that the President 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 approved by the Chair, or by such other person as the Chair may appoint until the return of the President or until the vacancy in the office of the President has been filled.

Section 4. Qualifications for Office. (a) 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; (b) Such administrator shall be (1) the chief motor vehicle or enforcement officer of the Member Jurisdiction; or (2) 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 his or her 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 other than the President and Chief Executive Officer and the Treasurer 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: (i) Call and preside, as chair, at all meetings of the Board of Directors, the Executive Committee, and the Annual Membership Meeting; (ii) Create and appoint committees as needed; (iii) Appoint members to vacancies which occur on the Board of Directors as prescribed in Article VII; (iv) Make a report of the affairs of the Association at the Annual Membership Meeting that occurs at the conclusion of his or her term as Chair; and (e) Appoint the Treasurer.

Section 2. Vice-Chair. The Vice-Chair shall carry out the following duties: (i) The Vice-Chair shall 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 V of the Bylaws, (ii) Assist the Chair in any manner pertaining to the Association whenever, and to the extent, requested.

Section 3. President and Chief Executive Officer. The President 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 shall convene and preside over meetings of the Association or of the Board of Directors in the absence of the Chair, the Vice-Chair, and the Secretary, until the active members thereof shall elect one of their members to serve as Chair Pro Tempore. The President shall perform such other duties as the Board of Directors may from time to time specify.

Section 4. Secretary. The Secretary shall carry out the following duties: (i) Keep or cause to be kept a record of the meetings of the Association and of the Board of Directors and the Executive Committee, (ii) Be responsible for the mailing of all notices and correspondence of the Association and shall perform such duties as the Chair or Board of Directors or the Executive Committee may prescribe, (iii) Convene and preside over meetings of the Association or of the Board of Directors or the Executive Committee in the absence of the Chair, Vice-Chair or until the active members thereof shall elect one of their members to serve as Chair Pro Tempore and (iv) The Secretary may delegate to the President any of the Secretary's functions except those specifically directed by the Board of Directors or the Executive Committee.

Section 5. 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 Rotating Regional Member at Large, provided such persons remain representatives of a Member Jurisdiction in good standing, one Law Enforcement Representative, one Canadian Jurisdiction Representative, and three members from each of the four Regions of the Association who shall be nominated in the manner prescribed by such Regions.

- (a) The Rotating Regional Member at Large shall be nominated each year by the Region that is not represented by the Chair, the Vice-Chair or the Secretary for the coming year.
- (b) 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.
- (c) The Rotating Regional Member at Large, 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 administrators shall be (i) the chief motor vehicle or enforcement officer of the Member Jurisdiction or (ii) 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 his or her

alternate. Such designation shall be in writing and addressed to the Chair at the Arlington, Virginia, office of the Association.

Section 2. Nominations. The 12 Regional members and the Rotating Regional Member at Large shall be nominated in the manner prescribed by their respective Region and shall be elected by the Member Jurisdictions at the Annual Membership Meeting.

Section 3. Term. Each Regional member shall hold office for a term of three years, and each Region shall nominate a member for election each year. In the event a vacancy occurs on the Board, the Chair shall appoint an eligible member from the same Region who is recommended by the Executive Committee of the 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. The Rotating Regional Member at Large and the immediate past Chair each shall have a term of one year. The Law Enforcement Representative and Canadian Jurisdiction Representative shall have a term of three years. If a vacancy occurs in the Law Enforcement or Canadian Jurisdiction Representative position, the Chair shall appoint that position 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 4. Removal. A regional 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 2 consecutive meetings of the Board of Directors or the failure to attend 3 or more meetings of the Board of Directors during any 18 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: (i) Oversee the business of the Association between Annual Membership Meetings and special meetings of the Association, (ii) Fill any interim vacancies among the officers of the Association, (iii) Fix the time and place for holding the Annual International Conferences, Annual Membership Meetings and meetings of the Board of Directors, (iv) Select, fix the compensation and define the duties of the President and Chief Executive Officer, (v) Authorize the amounts and purposes for which funds of the Association may be expended, (vi) Authorize the creation of such sub-committees from its membership or the general membership as may be

necessary or advisable and may delegate such authority to such committees as it may deem necessary or expedient, (vii) Determine general policies during interim periods between Annual Membership Meetings, such as policies to be subject to confirmation by the Association at its next Annual Membership Meeting, (viii) 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, (ix) 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, (x) 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, (xi) Take necessary action to implement all policy positions adopted by the Association at its Annual Membership Meeting, and (xii) 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 twice each calendar year, one of which shall be as part of the Annual International Conference of the Association.

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 teleconference) and 15 days (for in person) before the day on which such meeting is to be held, or shall be sent to the member 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.

ARTICLE X
Meetings of the Members

Section 1. Time of Meetings. The Member Jurisdictions of the Association shall meet at least once during each calendar year at a time and place chosen by the Board of Directors.

Section 2. Notice. The Secretary shall notify each Member Jurisdiction of the Association of the exact time and place 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. (c) Proxies shall not be utilized in establishing 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 section (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 by the President 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 or to the Secretary within sixty (60) 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 (60) days shall be considered an affirmative vote. (e) Upon motion by any Member Jurisdiction and an affirmative Membership vote, a vote shall be made by written ballot. (f) Proxies of absent Member Jurisdictions may be utilized in voting and must be done in writing and emailed to the Secretary. (g) 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 Vice-Chair, the Treasurer, the Secretary, the Rotating Regional Member at Large 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 those specifically

reserved to the Board by these Bylaws. Actions of the Executive committee shall be reported to the Board for ratification by 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 Association 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 proceedings of 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 annually 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. Proposed amendments shall be submitted by the President 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 members of the Association may vote by mail or electronically transmitted ballot. The ballots, after the result is announced by the President 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 members 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 members 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 threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of AAMVA, or is or was serving at the request of AAMVA as a director or officer of any other corporation or enterprise. 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 (i) 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, (ii) individual or group indemnification agreements with any one or more of such persons, and (iii) advances for related expenses of such a person.

HISTORICAL NOTES[†]

Except as specified below the 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)

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

Article X - Meetings of the Members: Amended August 29, 2010 (Sec. 4); August 29, 2010 (Sec. 4); August 25, 2015 (Sec. 2)

Article XI - Committees: Amended August 24, 2008 (Sec. 1); August 29, 2010 (Sec. 1, Sec. 2); August 25, 2015 (Sec. 1, Sec. 2); August 21, 2017 (Sec. 1 (a))

[†] Historical Notes are inserted for reference and do not constitute a substantive component of these Bylaws.