

**BYLAWS  
OF  
NATIONAL AUTOMOTIVE SERVICE TASK FORCE**

**ARTICLE I**

**NAME**

The name of the corporation shall be National Automotive Service Task Force (herein referred to as “NASTF”).

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**ARTICLE II**

**NOT FOR PROFIT CORPORATE STATUS; PURPOSES**

**Section 1. Corporate Structure**

The corporation is organized under and shall operate as a District of Columbia 501c6 Not-For-Profit corporation and shall have such powers as are now or as may hereafter be granted by the District of Columbia Not-For-Profit Corporation Law, as amended.

**Section 2. Purposes**

The purposes of the corporation are those set forth in its Articles of Incorporation.

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**ARTICLE III**

**MEMBERSHIP**

**Section 1. Eligibility**

Membership in NASTF is open to individuals legally residing in or authorized to be employed in the United States of America, or Canada, and involved professionally with the automotive industry. Eligibility for membership does not guarantee an applicant’s acceptance of membership. Membership (new and continued) is a privilege and may be denied or revoked. Additional information regarding membership eligibility may be set forth in NASTF Policies.

**Section 2. Membership Categories**

- A. **Active Members:** Individuals who have direct business affiliations with the automotive repair industry including but not limited to; individual automotive shop owners, automotive technicians (including but not limited to; service, security, diagnostic, collision, and repossession), Original Equipment Manufacturers (OEMs) also known as Vehicle Manufacturers, OEM technicians, and Automotive Service Writers:
- i. Have full voting privileges,
  - ii. Are qualified for all positions within the Board of Directors.

**B. Associate Members:** Individuals employed by automotive service-related associations, automotive tool and equipment companies, automotive educators/trainers, or other automotive industry professionals who do not meet the requirements for Active Membership; however, their business, association, company, or entity has ties to the automotive industry:

*i.* Are limited to one vote per business, association, company, or entity,

*ii.* Are qualified for all Board of Director positions except Chair and Vice-Chair of the Board of Directors.

*a.* Exception: If an automotive repair member (service, security, diagnostic, collision, or repossession) or automaker board member cannot serve as Chair or Vice-Chair an exception may be made for one position, but not both, to fill the vacancy.

*b.* Such action requires a majority vote from the Board of Directors.

**C. Affiliate Members:** Individuals who do not meet the requirements for Active or Associate membership; however, they have subject-matter expertise or vested interest in the actions of NASTF, and they support the mission of NASTF.

i. Affiliate members do not have any voting privileges,

ii. Affiliate members do not qualify for a Board of Directors position.

### Section 3. Application for Membership

Anyone interested in joining NASTF will be required to apply for membership electronically through the NASTF website. The submission of an application does not constitute any contractual obligation to accept an applicant as a member. Additional definitions regarding membership may be set forth in NASTF Policies.

### Section 4. Suspension or Termination of Membership

NASTF membership may be suspended or terminated by action of the Board of Directors, Executive Officer, Registry Manager, or their designee for conduct deemed detrimental to the corporation, for conviction of any felony crime, or any criminal conviction involving theft, fraud, dishonesty, breach of trust, moral turpitude; violation of these bylaws, policies, rules of the corporation, or when it has been determined by the Board of Directors the member is or has been a member of any subversive organization. The member involved is entitled to appeal their suspension or termination through the Dispute Resolution and Appeals Process set forth in NASTF Policies.

### Section 5. Dues and Assessments

The Board of Directors may determine from time to time the amount and method of payment of all applicable dues, fees, and/or assessments. Dues and Assessment fees are set forth in NASTF Policies.

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## **ARTICLE IV**

### **MEMBER MEETINGS**

At least one member meeting will be held each calendar year. The purpose of this meeting will be to report to the membership pertinent information regarding the activities, future plans, and financial standing of the organization. Membership meetings are set forth in NASTF Policies.

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## ARTICLE V

### **BOARD OF DIRECTORS**

#### Section 1. General Powers

The corporation shall be governed by its Board of Directors which shall have control over, and be responsible for, the management of the organization's business, property, and funds. The Board of Directors shall have the authority to adopt, amend, and repeal policies, rules, and procedures as deemed necessary to manage the organization's operations and to ensure that all activities are consistent with its mission. The policy manual, including rules and procedures, shall be maintained separate and apart from the Bylaws. The general membership will elect the Board of Directors.

#### Section 2. Eligibility

Any "Active" or "Associate" member who has been a NASTF at-large member for at least two consecutive years, and actively<sup>1</sup> participated with a NASTF committee for one year, is eligible to be elected to the Board of Directors. The minimum terms of membership and committee service may be waived for a candidate qualified to represent the category of an open-seat contingent upon a majority (greater than 50%) vote of the Board of Directors.

#### Section 3. Background Check

Applicants for the Board of Directors will be required to attest to their criminal history and undergo a background check to ensure the highest standards of integrity, accountability, and fiduciary responsibility.

#### Section 4. Board of Directors Composition

The number of Directors shall be no less than thirteen (13) and no more than sixteen (16) members, and must include at least three (3) members from each of the following categories provided that qualified members exist and are willing to serve:

- A. Vehicle Manufacturers
- B. Service Repair/Collision Technicians

And at least two (2) seats from the following categories provided that qualified members exist and are willing to serve:

- A. Locksmith
- B. Repossession

And at least one (1) seat from the following categories provided that qualified members exist and are willing to serve:

- A. Franchise New Motor Vehicle Dealers
- B. Parts Suppliers
- C. Independent Information Service Providers
- D. Tool Companies
- E. Automotive Repair and Service Educators

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<sup>1</sup> "Actively participated" is defined as a member who is a conscious contributor of ideas, expertise, feedback, etc. on committee issues, strategies, or policies by engaging in committee work, publications, or other initiatives and attends at least 75% of the annual committee calls, meetings, or other events.

If the above seats are filled to their minimum levels, up to Three (3) seats can be considered at-large seats. If there is not sufficient interest from qualified members within each category the Nominating Committee may select from other categories to fill the vacancies. It is the intention of these bylaws that members of the Board are either employees or owners of companies identified with the category for which they are nominated, or if employed by a trade association, that organization should represent that category in its membership. The final decision of category eligibility will be determined by a majority vote of the Board of Directors.

#### Section 5. Elections for Board of Directors

At least sixty (60) days prior to any Board of Director election, the Executive Officer must send via email a call for candidates to all members. This call for candidates will notify members of upcoming vacancies on the Board of Directors and include a list of requirements and responsibilities for the Board of Directors. Any member interested in serving on the Board of Directors must notify the Nominating Committee Chair of their interest in becoming a candidate and note the vacant position they are seeking. Candidates may only seek one vacant position in an election.

The call for candidates will remain open for fifteen (15) days from the date of distribution. It is the responsibility of the members to ensure they submit their candidacy interest to the Nominating Committee before the closing date, as there will be no extensions allowed.

The Nominating Committee will review the candidate's eligibility and qualifications while also ensuring their employment aligns with the vacant category and composition of the Board of Directors. If the candidate(s) meet eligibility, qualifications, category, and composition of the Board they may be requested to sit for an interview before the Nominating Committee. Once the Nominating Committee concludes their review of the candidates, they will provide the Board of Directors with a report explaining which nominees were chosen and explain their decisions.

Candidates who do not meet eligibility, qualifications, category, or composition will not be considered by the Nominating Committee and may not sit for an election.

The Board of Directors will review the nominees presented by the Nominating Committee to ensure the candidates meet eligibility, qualifications, category, and composition requirements. The Board of Directors will have the authority to approve individual nominees, disqualify individual nominees, or return recommendations to the Nominating Committee for revisions. Once approved by the Board of Directors, a list of nominees will be sent to the Executive Officer for publishing on the ballot.

The Executive Officer will prepare an email ballot containing the nominees, listing the vacancy they are seeking to fill, and send the email ballot to all Active members, and Associate members representing their business, association, company, or entity informing them voting is open and will remain open for 15 days.

#### Section 6. Compensation

Service on the Board of Directors is voluntary and thus there is no compensation (direct payment, honorarium, or contributions) received by any Board Member. The Chair of the Board, or the Executive Officer, may approve travel reimbursements for official Board business, contingent upon positive fiscal standing. Travel procedures are set forth in the NASTF Policies.

### Section 7. Majority Voting Rule

Election of a Board Member occurs when a nominee reaches majority (>50%) of the votes cast. If there is more than one nominee for a vacant position, and no nominee reaches majority (>50%) of the votes cast an automatic run-off election will be scheduled.

### Section 8. Runoff Elections

The two nominees with the highest percentage totals will enter the runoff election. In such circumstances, the Executive Officer will send Active and Associate members an email advising of the runoff election, naming the two candidates, and allowing the members who voted in the first round of elections ten (10) days to vote in the runoff election. Only members who voted in the first round of elections are allowed to vote in the run-off elections. In the event the run-off elections result in a tie vote (e.g. each of candidates in the runoff election obtain equal number of votes) a "Contingency Vote" will be held by the Board of Directors.

### Section 9. Contingency Vote

The Contingency Vote requires the Board of Directors to meet (virtually) and decide which candidate best meets the needs of NASTF. The Board of Directors decision will be decided upon plurality of the vote. The outcome of the Board of Directors Contingency Vote is final and may not be appealed.

### Section 10. Publishing Election Results

Election results must be published to all members within 30 days of the ballot close date.

### Section 11. Term of Service

The members of the Board of Directors listed above shall be divided into three groups of the same size. The terms of service for these groups shall be staggered so that approximately one-third of the total number of these Directors shall be elected annually. The members of the Board of Directors shall serve a three-year term.

### Section 12. Attendance

Board members are expected to attend all scheduled board meetings. Participation by telephone or video conference is acceptable if in-person attendance is not possible. Any board member who is absent from three consecutive regular meetings without prior notice to the Board Chair may be asked to re-evaluate their commitment to the board. Board members should notify the Board Chair or Secretary in advance if they are unable to attend a meeting. If a board member finds they are unable to fulfill their attendance obligations, they should consider resigning from the board to allow for a replacement who can meet the attendance requirements.

### Section 13. Conflict of Interest

Directors of NASTF must act with integrity, honesty, and in the best interests of the organization. Each director has a responsibility to avoid any situation that could create an actual or apparent conflict between their personal interests and the interests of the organization. Each director must, at least annually, and promptly as new situations arise, disclose in writing to the Board of Directors and the Nominating Committee any actual or potential conflicts of interest.

Section 14. Removal of a Director

A Director may be removed by action of the Board of Directors for conduct deemed detrimental to the corporation, for conviction of any crime involving vehicle theft, fraud, dishonesty, breach of trust, violation of these Bylaws, Policies, or any rule of the corporation. Removal by action of the Board of Directors requires at least a two-third vote at a meeting of the Board of Directors. Prior to any such action, the Director involved will be given due notice and shall be entitled to a hearing before the Board of Directors. This decision of the Board of Directors is a final judgment and is separate from the standard Dispute Resolution and Appeals Process for credential or general membership suspension/revocation. Director removal shall not relieve a Director of any outstanding obligation to the corporation.

Section 15. Meetings.

Meetings of the Board of Directors may be called by or at the request of the Chair or the greater of three directors or twenty-five percent (25%) of the directors.

Section 16. Notice

Notice of any meeting of the Board of Directors shall be given at least three business days prior to the meeting by email.

Section 17. Quorum

Fifty percent (50%) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if less than fifty percent (50%) of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.

Section 18. Voting; Manner of Acting

Each director shall have one vote. The act of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law, the Articles of Incorporation, or these Bylaws.

Section 19. Information Action by Directors

Any action required to be taken at a meeting of the Board of Directors or any action that may be taken at a meeting of directors may be taken without a meeting if all the voting members of the Board consent in writing to the adoption of a resolution authorizing such action.

Section 20. Vacancies

In the event a vacancy should occur by a director, this vacancy may be filled by an appointment from the Executive Committee with ratification by the Board of Directors until the next regular election. The person who fills the vacancy must meet the qualifications of a regularly elected director (unless waived by the Board of Directors according to Section 2 of this Article) and must represent the same category as the vacating director in accordance with instructions set forth in Section 2 of this article.

Section 21. Attendance by Communications Equipment

Members of the Board of Directors may participate in and act at any meeting of the Board using a conference telephone or similar communications equipment allowing people participating in the meeting to hear each other at the same time. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

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**ARTICLE VI**

**OFFICERS**

Section 1. Officers

The officers of the corporation shall be Chair of the Board, Vice Chair of the Board, Secretary, and Treasurer, and two At-Large Executive Members nominated from the current Board of Directors, each of whom shall be separate individuals.

Section 2. Election and Terms of Office

The officers shall be elected by majority vote of the Board of Directors for a one-year (1) term. A person may serve as the Chair of the Board, Vice Chair of the Board, Secretary, Treasurer, or At-Large executive committee member of the corporation for no more than four (4) consecutive terms. Unless they step down from the office, they shall serve until their successors have been duly elected and qualified. Candidates for offices shall be nominated in accordance with policies adopted by the Board of Directors. The candidates for the offices of Chair of the Board, Vice Chair of the Board, Secretary, Treasurer, and At-Large positions must be "sitting" Board members.

Section 3. Removal

Any officer may be removed by a majority vote of the Board of Directors at any official meeting.

Section 4. Vacancies

A vacancy in the office of Chair of the Board, Vice Chair of the Board, Secretary, or Treasurer because of death, resignation, removal, disqualification or otherwise, shall be filled by a majority vote, at a meeting in which a quorum is present, of the Board of Directors for the unexpired portion of the term.

Section 5. Chair of the Board

The Chair of the Board shall preside at all meetings of the Board of Directors, the Executive Committee, and the General Meetings of the corporation. The Chair of the Board shall be an ex-officio member of all committees except the Nominating Committee and may appoint persons not members of the Board of Directors to serve on any committees other than the Executive and Nominating Committees. The Chair of the Board shall interface with the corporation's Executive Officer on regular basis, keep the Board of Directors or cause the Board of Directors to be apprised of issues and other information between Board meetings, provide content or cause content to be provided for the Board and Annual meeting agendas, and monitor and report on organizational performance or cause monitoring and reporting of organizational performance to take place.

Section 6. Vice Chair of the Board

The Vice Chair of the Board shall assist the Chair of the Board as appropriate, oversee committee activities, and provide regular reports to the Board of Directors on such activities. In the absence of the Chair of the Board, or in the event of his or her inability or refusal to act, the Vice Chair of the Board shall perform the duties of the Chair of the Board, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair of the Board.

Section 7. Secretary

The Secretary shall notify, or cause to be notified the members of all meetings of the Board of Directors and the Membership; shall keep, or cause to be kept, records of all meetings of the Board of Directors and the Membership; shall attest such records and other documents by signature; and shall safely keep, or cause to be kept, all documents and papers which shall come into their possession; shall affix, or cause to have affixed and attest to the seal of NASTF on all instruments requiring a seal.

Section 8. Treasurer

The Treasurer shall keep, or cause to be kept, an account of all monies received and expended by NASTF and shall make, or cause to be made, disbursements authorized by the Board of Directors, approved by such officers as the Board of Directors may prescribe. The Treasurer shall deposit, or cause to be deposited, monies of NASTF to the credit of NASTF in such bank or banks as may be designated by the Board of Directors. The Treasurer shall render an account to the Board of Directors when required and all books and accounts shall be open for the inspection of any member of the Board of Directors.

Section 9. Past Chair of the Board

The Immediate Past Chair of the Board will serve in an ex-officio status with no vote, unless re-elected as a regular board member, for a period of up to four years, or until another immediate past chair exists, commencing with the completion of his or her final term of service as an elected Board member.

Section 10. Executive Committee At-Large

The two At-Large Executive Committee Members will serve to expand and diversify the makeup of the executive committee and make the overall board more responsive in decision making.

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**ARTICLE VII**

**COMMITTEES**

Section 1. Executive Committee

The Executive Committee shall be composed of the duly elected officers: Chair of the Board, Vice Chair of the Board, Secretary, Treasurer, two At-Large members, plus the Immediate Past Chair of the Board. Subject to the approval of the Board of Directors, a quorum of the Executive Committee shall have and exercise all powers of the Board of Directors in the management of the business of NASTF between meetings of the Board of Directors, except the power to fill vacancies in the Board of Directors and the power to amend the Bylaws of the corporation.

Section 2. Nominating Committee

The Nominating Committee will consist of three (3) members. The Immediate past Chair of the Board will chair it. In the event the immediate past Chair of the Board is unavailable, fails to act, or there is no immediate past Chair of the Board, the Executive Committee shall appoint a member to chair the Nominating Committee. Such Chair of the Nominating Committee shall not be a candidate for re-election in that cycle for which said Chair is preparing a slate. The Nominating Committee Chair will recommend one board member representing the OEMs and one board member representing technicians or locksmiths to be on the committee. The Executive Committee must approve the committee make-up. No member on the Nominating Committee can be up for election in the cycle for which they are preparing a slate. The Nominating Committee may interview candidates for the Board of Directors and will prepare slates for election of Directors and executive officers of the Board of Directors.

Section 3. Other Committees

Other committees, not having and exercising the authority of the Board of Directors in the management of the corporation, may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. The Board of Directors shall appoint Committee Chairs. Committee decisions are subject to approval by the Board of Directors.

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**ARTICLE VIII**

**CONTRACTS AND CHECKS**

The Board of Directors may authorize in writing any officer or officers, agent or agents of the corporation, or the Executive Officer, in addition to the officers so authorized by these Bylaws, to:

- A. Enter contracts, agreements, or,
- B. Execute and deliver any instrument including but not limited to; checks, drafts, and notes, in the name of and on behalf of the corporation and such authority may be general or confined to specific instances.
- C. Coordinate payment of reoccurring bills, reimbursements, and other expense payments with the Treasurer.
- D. Execute non-disclosure agreements that provide at least topical information to the Executive Board
- E. Manage the corporation's monies, as approved by the Executive Board.

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**ARTICLE IX**

**INDEMNIFICATION**

The corporation shall indemnify all officers and directors of the corporation permitted by the District of Columbia Not-For-Profit Corporation Law, as amended, and shall be entitled to purchase Directors & Officers (D&O) insurance for such indemnification of officers and directors as determined from time to time by the Board of Directors of the corporation.

**ARTICLE X**

**AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a quorum of the Directors present at any meeting provided that at least fifteen (15) days' written notice is given with the intention to alter, amend, repeal, or to adopt new Bylaws at such meetings.

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**ARTICLE XI**

**DISSOLUTION**

In the event of the dissolution of NASTF, whether voluntary or involuntary, no member shall be entitled to any distribution or division of the remaining assets of the organization. Instead, after payment of all debts and obligations, unless ordered otherwise by a court of competent jurisdiction (or in lieu of seeking such an order), the remaining assets shall be donated to a tax exempt 501(c)(3) tax-exempt organization named by a majority of the members attending the dissolution meeting.

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**ARTICLE XII**

**FISCAL YEAR**

The fiscal year of NASTF is hereby fixed to begin on January 1st of each calendar year and to end on December 31st of that same year.

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**ARTICLE XIII**

**ADOPTION OF BYLAWS**

The preceding Bylaws are adopted on February 15, 2026

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Chair of the Board

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Secretary of the Board