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ARTICLES OF INCORPORATION
UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT

(These Articles Must Be Filed in Duplicate)

(Do Not Write in This Space)

Date Paid
Filing Fee \$
Clerk

To JOHN W. LEWIS, Secretary of State, Springfield, Illinois.

We, the undersigned,

(Not less than three)

Name	Number	Street	Address City	State
Jonathan T. Howe	One	IBM Plaza - Suite 4200,	Chgo,	Ill 60611
Charles J. McCarthy	"	"	"	"
Joseph P. Zekas	"	"	"	"

being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the "General Not For Profit Corporation Act" of the State of Illinois, do hereby adopt the following Articles of Incorporation:

- The name of the corporation is: EQUIPMENT AND TOOL INSTITUTE
- The period of duration of the corporation is: perpetual
(Please state "perpetual" or a definite number of years)
- The address of its initial Registered Office in the State of Illinois is: 1545 Waukegan Road
Street in the City of Glenview (60025 County of Cook and
(Zip Code)
the name of its initial Registered Agent at said Address is: Donn R. Proven
- The first Board of Directors shall be 14 in number, their names and addresses being as follows:
(Not less than three)

Name	Number	Street	Address City	State
See attached Exhibit A				

5. The purpose or purposes for which the corporation is organized are:

See attached Exhibit B.

EXHIBIT A

1975 ETI BOARD OF DIRECTORS

President	Daniel E. Richardson 1545 Waukegan Road Glenview, Illinois 60025
First Vice President	Charles Azzarello 1545 Waukegan Road Glenview, Illinois 60025
Second Vice President	Owen C. Goldwasser 1545 Waukegan Road Glenview, Illinois 60025
Secretary	George I. Stoddard 1545 Waukegan Road Glenview, Illinois 60025
Treasurer	Charles N. Hough, Jr. 1545 Waukegan Road Glenview, Illinois 60025
Directors	Robert Bishop Harry Jamison Max Secaur Robert Freeman James D. Hennessy John Slemenda Elliott LaMontagne E. C. Lentz Doug Scott 1545 Waukegan Road Glenview, Illinois 60025

EXHIBIT B

The purpose of this Institute shall be to promote the best interests of the automotive equipment and tool industry; and

A. To consider and deal by all lawful means with common problems of management, such as those involved in the production, distribution, employment and financial functions of the industry; to secure cooperative action in advancing by all lawful means the purposes of its members; and to promote activities designed to enable the industry to conduct itself with the greatest economy and efficiency.

B. To afford due consideration to and expression of opinion upon questions affecting the industry and the financial, commercial and industrial interest of the nation, and to promote the common business interests of the industry.

C. To cooperate with other industries and organizations.

D. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

EXHIBIT C

In furtherance of the purposes set forth in Article 5, and for no other purpose, the corporation shall have the power to do any act, engage in any transaction, or execute any privilege, which shall be necessary or convenient to the attainment of such purposes and which shall from time to time be lawfully authorized for a corporation organized under the laws of the State of Illinois, subject always to the prohibition that at no time shall a corporation engage in any act which shall prevent it from being entitled to exemption from income tax liability under applicable provisions of the Federal Internal Revenue Code of 1954, as the same is now in effect or may hereafter be amended, or under any corresponding revenue code hereafter enacted.

At no time shall any part of the net earnings of the corporation be allowed to inure to the benefit of any private individual.

In the event of dissolution of the corporation, its assets shall be dedicated or transferred only in accordance with the purposes set forth in Article 5 of the Articles of Incorporation.

CONSTITUTION AND BYLAWS
FOR THE
EQUIPMENT AND TOOL INSTITUTE

ARTICLE I

NAME AND OFFICE

Section 1. Name - The name of this Institute shall be "EQUIPMENT AND TOOL INSTITUTE."

Section 2. Office - The principal office of the Association shall be maintained in Illinois. Other offices may be established within or without the State of Illinois as the Board of Directors of the corporation may from time to time determine.

ARTICLE II

PURPOSES

The purpose of this Institute shall be to promote the best interests of the automotive equipment and tool industry; and

A. To consider and deal by all lawful means with common problems of management, such as those involved in the production, distribution, employment and financial functions of the industry; to secure cooperative action in advancing by all lawful means the purposes of its members; and, to promote activities designed to enable the industry to conduct itself with the greatest economy and efficiency.

B. To afford due consideration to and expression of opinion upon questions affecting the industry and the financial, commercial and industrial interest of the nation, and to promote the common business interests of the industry.

C. To cooperate with other industries and organizations.

D. To conduct or engage in all lawful activities in furtherance of the foregoing purposes, or incidental thereto.

ARTICLE III

MEMBERSHIP

Section 1. Members - Any person, firm or corporation is eligible for election to membership if it meets the following qualifications:

1.01 Is engaged as a manufacturer of automotive after market service equipment and/or service repair tools.

1.02 Is financially sound.

1.03 Has a reputation for integrity and sound character.

1.04 Meets such other uniform requirements as may be established by the Board of Directors.

Section 2. Election of Members - Any person, firm or corporation eligible for membership under these bylaws may be elected to membership on written application, and approval by a majority vote of the Board of Directors, in accordance with procedures adopted by the Board of Directors for such election.

Section 3. Voting - Each member firm and member corporation shall appoint and certify to the Executive Manager of the Institute a person to be its representative in the Institute and who shall represent, vote and act for the member in all affairs of the Institute. Only the designated representative or in his absence, the designated alternate, shall be authorized to act as a voting representative of the member.

Section 4. Duration of Membership and Resignation - Membership in this Institute may terminate by voluntary withdrawal, or otherwise pursuant to these bylaws. All rights, privileges and interest of a member in or to the Institute shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors. Withdrawals shall be effective upon fulfillment of all obligations for the current quarter and payment of any special assessments due prior to the receipt of the notice of resignation.

Section 5. Suspension and Expulsion - Membership in the Institute may be suspended or terminated for cause. Sufficient cause for such suspension or termination of membership shall be violation of the bylaws or any lawful rule or practice duly adopted by the Institute, or any other conduct prejudicial to the interests of the Institute. Suspension or expulsion shall be by two-thirds vote of the entire membership of the Board of Directors; provided, that a statement of the charges shall have been mailed by certified or registered mail to the last recorded address of the member at least fifteen days before the final action is taken by the Board of Directors. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by the Board of Directors.

ARTICLE IV

DUES AND ASSESSMENTS

Section 1. Dues and Assessments - Fees, annual dues and assessments, if any, for members of the Institute shall be determined by the Board of Directors.

Section 2. Contributions - The Institute at any time may accept and use contributions or gifts made to it by any person, firm or corporation.

Section 3. Failure to Pay - Members who fail to pay their dues or assessments within thirty days from the time they become due shall be notified by the Executive Manager or such other office as may be designated for such purposes by the Board of Directors and, if payment is not made within the next succeeding thirty days, shall, without further notice and without hearing, be dropped from membership and thereupon forfeit all rights and privileges of membership; provided, that the Board of Directors may, by rule, prescribe procedures for extending the time for payment of dues and assessments and continuation of membership privileges upon request of a member and for good cause shown.

ARTICLE V

MEETINGS

Section 1. Annual Meetings - There shall be an annual meeting of the Institute as ordered by the Board of

Directors, for the election of officers, and members of the Board of Directors, and for the receiving of the annual reports, and for the transaction of other business. Notice of such meeting, signed by the Executive Manager, shall be mailed at least five (5) but not more than forty (40) days before the time appointed for the meeting.

Section 2. Special Meeting - Special meetings of the Institute may be called by the President, Executive Manager or the Board of Directors, or shall be called by the President upon the written request of fifteen or more members. Notice of any special meetings shall be mailed to the last recorded address of each member at least five (5) days but not more than forty (40) days before the time appointed for the meeting with a statement of time and place of the meeting and information as to the subject matter to be considered.

Section 3. Quorum - One-third of the members present or represented by proxy shall constitute a quorum at any meeting of members. If a quorum is not present, a majority of the members present may adjourn the meeting, from time to time, without any further notice, until a quorum is present.

Section 4. Proxies - At any meeting of members, a member entitled to vote may vote either in person or by proxy, executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after two months from the date of its execution.

Section 5. Procedures - All meetings of the Institute shall be governed by Parliamentary Law as set forth in Robert's Rules of Order (most recent edition) when it does not conflict with these bylaws. All matters submitted to a vote of member shall be adopted only after receiving a favorable vote of two-thirds or more of the members present.

Section 6. Attendance - At all meetings, members may be represented by any officer, partner or principal or any members of the firm who the member may delegate for the purpose. Guests shall be allowed at meetings only on approval of the presiding officer. Meetings of the Board of Directors shall be open only to directors, except by special invitation. Meetings may be designated as "Executive or closed" meetings, and attendance shall be limited in accordance with procedures adopted by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Composition and Term of the Board - The Board shall consist of the elected officers and nine members elected by the members. Directors, with the exception of officers, shall serve for a term of three years, with one-third of the directors elected each year.

Section 2. Power of Board - The Board of Directors shall have supervision, control and direction of the affairs of the Institute, shall determine its policies or changes therein within the limits of the bylaws, shall actively prosecute its purposes and shall have discretion in the disbursement of its funds. It 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, appoint such agents as it may consider necessary.

Section 3. Meetings - Except that the Board of Directors shall have a regular meeting at the time and place of the annual meeting of members, the Board shall meet upon call of the President or the Executive Manager, or shall be called for meeting by the President upon the written request of a majority of the members of the Board of Directors at such time and place as may be designated. Notice of all meetings of the Board of Directors shall be sent to each member of the Board at his last recorded address at least five (5) but not more than forty (40) days before the time appointed for such meeting.

Section 4. Quorum - A majority of the whole Board of Directors shall constitute a quorum at any meeting of the Board. If a quorum is not present, a majority of those Directors present may adjourn to meeting from time to time without further notice until a quorum is present.

Section 5. Compensation - Directors, as such, shall not receive any stated compensation for their services as directors, but, the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe procedures for approval and payment of such expenses by designated officers of the Institute. Nothing herein shall preclude a director from serving the Institute in any other capacity and receiving compensation for such services.

Section 6. Resignation or Removal - Any Director, may resign at any time by giving written notice to the President, the Executive Manager or to the Board of Directors. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof as determined by the President or the Board. Any Director may be removed by a majority vote of the Board of Directors at any regular or special meeting at which a quorum is present. In the event any officer or Director should become disassociated with a member firm for over 90 days, he shall be deemed to have resigned or shall cease to hold his elective position.

ARTICLE VII

OFFICERS

Section 1. Elective Officers - The elective officers of the Institute shall be the President, First and Second Vice Presidents, a Secretary, a Treasurer and such other officers as may be deemed necessary. These officers shall be elected annually by the members at the annual meeting of the Institute. The President, Vice Presidents and Treasurer at the time of their election must be members or have been members of the Board of Directors.

Section 2. Term of Office - Each elected officer shall take office upon election and shall serve for a term of one year and until his successor is duly elected and qualified.

Section 3. Removal - Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Institute shall be served.

Section 4. Vacancies - Vacancies in any office may be filled for the balance of the term thereof by the Board of Directors at any regular or special meeting.

Section 5. President - The President shall be the chief executive officer of the Institute, shall preside at meetings of the Institute and of the Board of Directors and of the Executive Committee and shall be a member ex officio, with right to vote, of all committees except the Nominating Committee. He shall also, at the annual meeting of the Institute, and at such other times as he shall deem proper, communicate to the Institute or to the Board of Directors,

such matters and make such suggestions as may in his opinion tend to promote the welfare and increase the usefulness of the Institute, and shall perform such other duties as are necessarily incident to the office of the President or as may be specified by the Board of Directors. The President shall be responsible for the implementation of the policies of the Institute as determined by the Board of Directors, but, the President is not charged with executive or administrative responsibilities in the management and continuing conduct of the Institute's affairs. The President shall supervise to activities of the Institute and the management thereof by the Executive Manager.

Section 6. Vice Presidents- The Vice Presidents may be delegated, in order, by the President to perform his duties, in the event of his temporary disability or absence from meetings, and shall perform such other duties as may be specified by the President or the Board of Directors.

Section 7. Treasurer - The Treasurer shall keep an account of all moneys received and expended for the use of the Institute, and shall make disbursements authorized by the Board of Directors and approved by the Executive Manager and such other officers as the Board of Directors may prescribe. All sums received shall be deposited in the bank or banks, or trust company, approved by the Board of Directors, or invested in accordance with rules adopted by the Board of Directors and shall be reported by the Treasurer at the annual meeting or when called upon by the President. The duties of the Treasurer, under authority of the Board of Directors, may be assigned in whole or in part to the Executive Manager. The funds, books and vouchers in his hands shall, with the exception of confidential reports submitted by members, at all times be subject to verification and inspection by the Board of Directors. The Treasurer shall have such other duties as may be specified by the Board of Directors.

Section 8. Secretary - The Secretary shall give notice of and attend all meetings of the Institute, to keep a record of all proceedings, attest documents and perform such other duties as are usual for such office or as may be specified by the Board of Directors. The duties of the Secretary, under authority of the Board of Directors, may be assigned in whole or in part to the Executive Manager.

Section 9. Executive Manager - The chief operating officer, administrator and manager of the Institute shall be in a salaried staff head or firm employed or appointed by the Board of Directors. He shall be responsible to the President and the Board of Directors. He shall have the authority to execute contracts on behalf of the Institute and as approved by the Board of Directors. He shall have the title of Executive Manager or such other title as the Board of Directors shall from time to time designate. He shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Institute. He shall manage and direct all functions and activities of the Institute and perform such other duties as may be specified by the Board of Directors.

ARTICLE VIII

COMMITTEES

Section 1. Appointment - The President, subject to the approval of the Board of Directors, shall annually appoint such standing or special committees or subcommittees as may be required by the bylaws or as he may find necessary.

Section 2. Executive Committee - The President, Vice Presidents, Secretary, Treasurer and one other director as elected by the Board of Directors shall constitute an Executive Committee. The Executive Manager shall also be a member of the committee but without vote. The Executive Committee members may exercise the powers of the Board of Directors when the Board of Directors is not in session, reporting to the Board at its next meeting any action taken. A majority of the voting members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any three members.

Section 3. Nominating Committee - In advance of the Institute's annual meeting, the President shall appoint a nominating committee of the three immediate past presidents, to nominate candidates for elected directors and elected officers. The committee shall report the names of the candidates it proposes to the members at the annual meeting of members. Nominations may also be made from the floor at the annual meeting by any member.

Section 4. Rules - Each committee may adopt rules for its own government, not inconsistent with these bylaws or with rules adopted by the Board of Directors.

ARTICLE IX

MISCELLANEOUS

Section 1. Mail Vote - Whenever, in the judgment of the Board of Directors, any question shall arise which it believes should be put to a vote of the membership and when it deems it inexpedient to call a special meeting for such purposes, the Directors may, unless otherwise required by these bylaws, submit such a matter to the membership in writing by mail for vote and decision, and the question thus presented shall be determined according to a two-thirds vote received by mail within three weeks after such submission to the membership, provided, that in each case, votes of at least two-thirds percent of members shall be received. Action taken pursuant to a two-thirds vote in each case shall bind the Institute in the same manner as would action if taken at a duly called meeting.

Section 2. Fiscal Year - The fiscal year shall be as determined by the Board of Directors.

Section 3. Seal - The Institute shall have a seal of such design as the Board of Directors may adopt, and it may be used by the members in accordance with the rules as may be adopted by the Board of Directors.

Section 4. Dissolution - The Institute shall use its funds only to accomplish the objectives and purposes specified in these bylaws and no part of its funds shall inure, or be distributed, to the members of the Institute, On dissolution of the Institute, any funds remaining shall be distributed to one or more regularly organized and qualified professional society, trade association, charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors.

Section 5. Indemnification - The Institute shall indemnify and hold harmless each person who is now or shall hereafter serve as a director, officer or employee of the Institute from and against any and all claims and liabilities whether the same are settled or proceed to judgment, to which