

**BYLAWS OF TORQUE CONVERTER
REBUILDERS ASSOCIATION (TCRA)
A NEVADA NON-PROFIT CORPORATION**
Revised 10/2016

ARTICLE I. NAME

Section 1.01. Name. The name of this Corporation is Torque Converter Rebuilders Association.

ARTICLE II. OFFICES

Section 2.01. Registered Office. The registered office for the transaction of the activities, affairs and business of the Corporation ("Registered Office") is located at 2575 Bryce Canyon Lane, Reno NV 89509.

Section 2.02. Change of Address. The Board of Directors ("Board") may change the Principal Office from one location to another. Any change of location of the Principal Office shall be noted by the Secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2.03. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

ARTICLE III. MEMBERS

Section 3.01. Classification of Members. The Corporation shall have four (4) classes of members, designated as follows: “Rebuilder”, “Supplier”, “Distributor”, and “Transmission Repair Shop,” Program.

Section 3.02. Eligibility and Qualification of Rebuilder membership. Any individual, partnership, corporation or limited liability company who maintains a regular place of business for the diagnosing, servicing, repairing, installation and rebuilding of Torque Converters, (“Repair Business” or “Repair Business Owner”) is eligible to be a Rebuilder member of the Corporation, provided such individual, partnership, Corporation of limited liability company meets the following qualification:

A. Legal and Ethical Requirements.

Each Rebuilder member shall pledge, agree, and affirm that it has and will conducts its Repair Business in conformance with the Corporation’s “Code of Ethics” as from time to time amended by Resolution of the Board of Directors, “Guarantee Standards”, as from time to time amended by Resolution of the Board of Directors, “Advertising Standards” as from time to time amended by Resolution of the Board of Directors, and the “TCRA) Torque Converter Rebuilders Association Accepted “Trade Standards” pertaining to automotive transmissions and torque converters, if applicable as from time to time amended.

Section 3.03. Obligation of Rebuilders Members. Each Rebuilder member shall:

Abide and be governed by the Bylaws and written policies of the Corporation.

Section 3.04. Eligibility and Qualification for Supplier membership.

Any individual, partnership, corporation or limited liability company which is a manufacturer (or manufacturer rep) of torque converter component parts or manufacturers of equipment for torque converter rebuilder's or is a supplier of services to the torque converter rebuilding industry is eligible to be a Supplier member of the Corporation, provided such individual, partnership, corporation, or limited liability company meets the eligibility requirements under Section 3.02. Supplier member shall have all rights and privileges in membership in the Corporation.

Section 3.05. Obligation of Supplier members. Each Supplier member shall:

Abide and be governed by the Bylaws and written policies of the Corporation.

Section 3.06. Eligibility and Qualification for Distributor membership.

Any individual, partnership, Corporation or limited liability company which maintains a regular place of business for distributing rebuilt torque converters or transmission parts is eligible to be a Distributor member of the Corporation, provided such individual, partnership, Corporation, or Limited Liability Company

meets the eligibility requirements under Section 3.02. A Distributor member shall have all rights and privileges in membership in the Corporation.

Section 3.07. Eligibility and Qualifying of Transmission Rebuilder membership.

Any individual, partnership, corporation, or business for diagnosing, servicing, repairing, installations and rebuilding of automatic transmissions in automobiles and other vehicles. (“Repair Business or Repair Business Owner”) is eligible to be a Transmission Rebuilder member of the Corporation, provided such individual, partnership, corporation or Limited Liability Company meets the eligibility requirements under Section 3.02. A Transmission Rebuilder shall have all rights and privileges in membership in the Corporation.

Section 3.08

A person who has been an active participant in the organization while part of a member company, who desires to retain an interest in TCRA when no longer part of the member company may apply for an associate membership. This membership application will be subject to approval of the board and an annual subscription fee will be decided on and approved by the board. Such member will not be given voting rights and may not serve on the board but may serve on any Committee under Article 6.11 excluding the Executive Committee.

ARTICLE IV. ADMISSION, SUSPENSION & EXPLUSION

- Section 4.01. Admission as a Member. Application of membership as a Rebuilder, Supplier, Distributor, or Transmission Repair Shop member shall constitute authorization to the Corporation to determine if all the eligibility and qualification requirement set forth in these Bylaws are met. Admission to membership as a Rebuilder, Supplier, Distributor, or Transmission Repair Shop member may be denied if any information included in the Application is incomplete or untruthful in any material respect or if any of the eligibility and qualification requirements are not met. Any individual, partnership, corporation or limited liability company eligible and qualified for membership under Section 3.01, 3.02, 3.04, 3.05, 3.06 and 3.07 of these Bylaws, shall, upon approval of the membership application and the payment of such dues and fees as the Board may fix from time to time, be admitted to membership.
- Section 4.02. Application Fee. There may be a fee for making application of membership in the Corporation as from time to time determined by resolution of the Board of Directors.
- Section 4.03. Dues and Assessments. Membership shall be subject to dues, fees and assessments. The amount of dues, fees or assessments and the method of collection shall be fixed from time to time by resolution of the Board of Directors of the Corporation.

- Section 4.04. Number of Members and Good Standing. There shall be no limit on the number of members the Corporation may admit. Those members who have paid the required dues, fees and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.
- Section 4.05. Membership Roster. The Corporation shall keep in written form or in any form capable of being converted into written form, a membership roster containing the name, address and classification of each member.
- Section 4.06. Certificates of Membership. The Corporation may issue membership certificates and the Corporation reserves the right to issue identify cards or similar devices to members which serve to identify members qualifying to use the services or attend the functions and activities of the Corporation.
- Section 4.07. Non Liability of Members. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligation, or liabilities of the Corporation.
- Section 4.08. Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred for value or otherwise.

Section 4.09. Termination of Membership.

- A. Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
- (1) The voluntary resignation of a member with notice as prescribed by Section 4.09 B. of these Bylaws:
 - (2) Where membership is issued for a period of time, the expiration of such period of time.
 - (3) The death of an individual member;
 - (4) Upon the sale of the business enterprise that qualifies such member for membership;
 - (5) Upon termination of membership with Torque Rebuilders Association.
 - (6) By reason of expulsion pursuant to Section 4.09 D. of these Bylaws
 - 7) Upon a member's failure to timely pay dues, assessments or other monies owing to the Corporation.
- B. Resignation by Giving Notice. The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination delivered to the offices of the Corporation personally, by facsimile, telephonically, electronically or deposited in the United States first class mail, postage pre-paid.
- C. Effect of Termination. All rights of a member in the Corporation shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, assessments, or fees, if any, or arising from contract or otherwise which accrued prior to the date of resignation. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

D. Expulsions and Suspensions. A member may be expelled or suspended and all rights of membership terminated or suspended upon a good faith finding and determination by the Board, or a Committee or person authorized by the Board, (“Committee”) of any of the following:

- (1) A member’s material serious failure to observe the rules of conduct of the Corporation, a member’s violation of any of the provisions of the Bylaws of the Corporation or engaging in conduct materially and seriously prejudicial to the purposes and interests of the Corporation.
- (2) A member’s acts or business conduct contrary to the policies or rules of the Corporation, or conduct which is found to be injurious or damaging to the auto repair industry, including but not limited to torque converter rebuilding, such members, business customers or the motoring public.
- (3) A member found guilty of deceptive or fraudulent business practices or activities by any governmental or regulatory entity or agency or who agrees or concedes to a civil judgment with any governmental or regulatory agency which judgment includes criminal or civil penalties, fines, assessments, mandatory community service and/or other punitive impositions.

E. Investigation and Hearing Procedures Pertaining to Expulsions and Suspensions.

The Board, or a Committee or person authorized by the Board (“Committee”) shall conduct any inquiry and/or investigation of complaints or other information received by it alleging or evidencing a member’s violation of any of the provision of Section 4.09 D. If grounds appear to exist for expulsion or suspension of a member under Section 4.09 D. of these Bylaws, the procedure set forth below

shall be followed:

- (1) The member shall be given at least thirty (30) days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first class or registered mail to the member's last address as show on the Corporation's records.
- (2) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Committee to determine whether the expulsion or suspension should take place.
- (3) The Committee shall decide whether or not the member should be expelled, suspended, or sanctioned in some other way. The decision of the Committee shall be final.
- (4) Any action challenging an expulsion, suspension, or termination of membership, including a claim of alleging defective notice, must be commenced within one year after the date of the expulsion, suspension, or termination.
- (5) A person whose membership is suspended shall not be a member during the period of suspension.

ARTICLE V. MEETINGS OF MEMBERS

Section 5.01. Place. Meetings of members shall be held on such dates and at such locations within the United States of America or Canada as may be designated from time to time by resolution of the Board of Directors.

Section 5.02. Annual Meeting. The members shall meet annually on such date, at such time and location as shall be determined by the Board of Directors for the purpose of transacting such proper business as may come before the meeting.

Section 5.03. Special Meetings. Special meetings of members shall be called by the Board of Directors and held at such place and at such times within the United States of America as may be ordered by resolution of the Board of Directors or called by five (5) percent of the members of the Corporation. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose.

Section 5.04. Notice of Meetings.
(1) Written, telephonic or electronic notice of every meeting of members shall be either personally delivered, mailed, given or sent not less than thirty (30) nor more than seventy five (75) days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote at the meeting. In the event such notice is given by mail or other means of written communication, the

notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. When no such address appears or is given, notice shall be given at the principal office of the Corporation. In the initial stages of development of said Corporation meeting may be called within 24 hours if the majority of Board Members agree.

- (2) No meeting of members may be adjourned for more than forty-five (45) days. If a meeting is adjourned to another time or place, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 5.05. Contents of Notice. The notice shall state the place, date, time, and general nature of the business to be transacted at the meeting. The notice of any meeting at which Directors are to be elected or removed shall include the names of all those who are nominees at the time the notice is given to the members.

Section 5.06. Quorum. A quorum at any meeting of members shall consist of one-half (1/2) of the voting power, represented in person or by proxy, provided, however, that if any regular or annual meeting is actually attended in person by less than one-third of the voting power, the only matters that may be voted on are those of which notice of their general nature was given as provided in Section 5.05 of these Bylaws. For purposes of this Bylaw, "voting power," means the power to vote for the election of

Directors at the time any determination of voting power is made.

Section 5.07. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 5.08. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by a majority of the votes represented, but no other business may be transacted except as provided in section 5.07 of these bylaws.

Section 5.09. Proxy Voting.
Proxy voting is permitted at member meetings.

Section 5.10. Voting and Membership.

- A. Entitlement. Each member in good standing is entitled to one vote on each matter submitted to a vote of the members.
- B. Record Date of Membership. The Board of Directors or its delegate (s) shall fix a date as the record date for the purposes of determining the members entitled to notice of and to vote at any meeting of members. Such former record date shall not be more than ninety (90) nor less than ten (10) days before the date of the meeting. Such latter record date shall not be more than sixty (60) days before the date of the

meeting.

- C. Approval by Majority Vote. If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on matter shall be the act of the members, unless the vote of a greater number is required by the Nevada Non-Profit Mutual Benefit Corporation law or by the Articles of Incorporation.
- D. Manner of Casting Votes. Voting may be by voice or ballot, except that any election of Directors must be by ballot. The results of any ballot for the election of Directors should be recorded in the minutes of the meeting the ballot was held.

Waiver of Notice or Consent

- (1) Written Waiver or Consent. The transactions of any members meeting, however, called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present in person and (b) either before or after the meeting, each member entitled to vote, who is not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes.

The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of the members. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes.

- (2) Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of the meeting, unless the member objects at the beginning of the meeting to the transaction of any business because

the meeting was not lawfully called or convened.

F. Action Without Meeting.

(1) Action by Unanimous Written Consent. Any action required or permitted to be taken by members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the members.

(2) Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of the members may be taken without a meeting by complying with Section 5.11 of these Bylaws.

Section 5.11. Action Without Meeting by Written Ballot.

A. Ballot Requirements. Any action which may be taken at any regular or special meeting of members may be taken without a meeting provided there is satisfaction of the following ballot requirements:

- (1) The Corporation distributes the written ballot to every member entitled to vote on the matter;
- (2) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation;
- (3) The number of votes cast by ballot with the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action;

- (4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- B. Solicitations of Ballots. Ballots shall be solicited in a manner consistent with the requirements of giving notice of member's meetings set forth in Section 5.04 of these Bylaws and a voting by written ballot set forth in Section 5.10 C of these Bylaws. All such solicitation shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.
- C, Voting by Written Ballot. The form of written ballot distributed to members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot.

Section 5.12.

A. Conduct of Meetings. The President of the Corporation or, in his or her absence, the Vice-President of the Corporation, or, in his or her absence, any other person chosen by a majority of the voting members present in person shall be Chairman of and shall preside over the meetings of the members.

B. Secretary of Meetings. The Secretary of the Corporation shall act as the Secretary of all meetings of members; provided that in his or her absence, the Chairman

of the meetings of members shall appoint another person to act as Secretary of the meetings.

C. Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation or the law.

ARTICLE VI. DIRECTORS

Section 6.01. General Corporate Powers. Subject to the provisions and limitations of the Nevada Non-Profit Mutual Benefit Corporation law, and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require the approval of the members, the Corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the Board's direction.

Section 6.02. Specific Powers. Without prejudice to the general powers set forth in Section 6.01 of these Bylaws, but subject to the same limitations, the Directors shall have the power to:

- A. Appoint and remove at the pleasure of the Board all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws.
- B. Change the principal business office from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency or country;

conduct its activities within or outside Nevada or the United States of America and Canada; and designate any place within the United States of America for holding any meeting of members.

- C. Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Chapter 82.101 Nevada Revised Statutes; and alter the forms of the seal and certificates.
- D. Borrow money and incur indebtedness on behalf of the Corporation cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, Deeds of Trust, mortgages, pledges, hypothecation's and other evidences of debt and securities.

Section 6.03. Number. The Corporation shall have nine (9) Directors. Collectively the Directors shall be known as the Board of Directors.

Section 6.04. Qualifications. The Directors of the Corporation shall be natural persons over the age of eighteen (18) years and shall also be a Member or a Representative of a Member of the Corporation.

Section 6.05. Terms of Office. Directors shall hold office for a term of Three (3) years

Section 6.06. Nomination. Following the Nominations, elections will be held each year for three represented Board seats expiring at the end of that year in annually sequential order.

Any person qualified to be a Director under Section

6.04 of the Bylaws may be nominated by any method of nomination authorized by the Board of Directors.

Section 6.07. Election. Three Directors shall be elected each year by written ballot after nomination as provided in Section 6.06 of these Bylaws. The candidates receiving the highest number of votes shall be elected. In case of a tie, the winner shall be determined by runoff vote. Directors shall be eligible for re-election without limitation as to the number of terms each may serve, provided such person continues to meet the qualifications required by Section 6.02 of these Bylaws.

Section 6.08. Compensation. The Directors may be allowed and paid their actual and necessary expenses and per diem allowance incurred in attending meetings of the Board or conducting Board business subject to any policy permitted by the Bylaws that may be set out by the board from time to time

Section 6.09. Meetings.

- A. Call of Meetings. The Chairman of the Board or the President or Vice-President or the Secretary or any two (2) Directors may call meetings of the Board.
- B. Place of Meetings. All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or at such other place or places as determined from time to time by the Board.
- C. Time of Board Meetings. At least one meeting of the Board shall be held annually.

- D. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board or the President, any Vice-President, the Secretary, or any five (5) Directors; however, there must a total of five (5) Directors present to represent a quorum. Special meetings shall be held on seven (7) days' notice by written, telephonic or electronic communication. Notice of the special meeting need not be given to any Directors who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meetings, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Directors. All such waivers, consents and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings.
- E. Quorum. A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- F. Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.
- G. Conduct of Meetings. The Chairman of the Board or, any Directors selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting

through use of conference telephone or similar communications equipment, so long as all members participating at such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

H. Meetings by Telephone. Any meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such meeting.

I. Notice.

(1) Manner of Giving Notice. Notice of the time and place of meetings shall be given to each Directors by one of the following methods:

- (a) By personal delivery of written notice;
- (b) By first class mail, postage pre-paid;
- (c) By telephone or facsimile, either directly to the Directors or to a person at the Directors office who would reasonably be expected to communicate that notice promptly to the Directors; or
- (d) By telegram, charges pre-paid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the Corporation.
- (d) By electronic device.

(2) Time Requirements. Notices sent by first class mail shall be deposited in the United States Mail at least seven (7) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegram shall be delivered telephones, or given to the telegraph company at least 48 hours

before the time set for the meeting.

(3) Notice Contents. The notice shall state the time of the meetings, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

J. Waiver of Notice. Notice of meeting need not be given to any Directors who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Directors who attend the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

K. Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjournment.

L. Action without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Section 6.08. Removal of Directors.

A. Removal for Cause. The Board may declare vacant the office of Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final Order of Court;
- (2) The Director has been convicted of a felony;
- (3) The Director's membership has been suspended or terminated.

Section 6.09. Resignation of Directors. Any Director may resign effective on giving written notice to the Chairman of the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective.

Section 6.10. Vacancies on the Board.

A. Causes. Vacancies on the Board of Directors shall exist on the death, resignation, or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

B. Filling Vacancies by Directors. Except for a vacancy created by the removal of a Director vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by;

- (1) The unanimous written consent of the Directors then in office;

(2) The affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in these Bylaws; or

(3) A sole remaining Director.

(4) When a vacancy occurs it shall first be offered to the next highest polling candidate from the previous election should an election have been held. If this candidate declines then the offer should be to the next highest polling candidate. If no candidate is appointed in this way the board should choose a suitable candidate.

(5) The candidate that is selected for a vacancy as above will serve for the term remaining of the original position.

Section 6.11. Administrative and Advisory Committees of the Board. The Board, by resolution adopted by a majority of the Directors then in office, provided a quorum is present, may create one or more Committees, each consisting of one or more individuals to serve at the pleasure of the Board. Appointments to Committees of the Board shall be by a majority vote of the Directors then in office. The Board may appoint one or more Directors as members of any such Committee.

Section 6.12. Executive Committee. An Executive Committee comprised of the President, Vice-President and Secretary shall be established by the Board by resolution adopted by a majority of the Directors then in office, provided a quorum is present. The Board may appoint one or more Directors as alternate members of the Executive Committee who may replace any absent member at any meeting. The Executive Committee, to the extent provided in the

Board Resolution, shall have the authority of the Board subject to the policies set out and approved by the board. Except that the Executive Committee, regardless of Board Resolution may not:

- (1) Take any final action on any matter that, under the Nevada Non-Profit Corporation Revised Law also requires approval of the members or approval of a majority of all members;
- (2) Fill vacancies on the Board;
- (3) Fix compensation of the Directors for serving on the Board or any Committee;
- (4) Amend or repeal Bylaws or adopt new Bylaws; and
- (5) Create any other Committees of the Board or appoint the members of Committees of the Board.

Section 6.13. Executive Directors. The Board of Directors may select and hire an Executive Director who shall act as the General Manager of the Association, and who shall serve until replaced by the Board of Directors. The Executive Director shall conduct the affairs of the Association and shall supervise, direct and control the Corporation's activities, affairs, executive staff members and employees. The Executive Director shall have such other powers and duties that the Board or Bylaws may prescribe.

ARTICLE VII. OFFICERS

Section 7.01. Number and Titles. The officers of the Corporation shall be a President, a Vice-President a Secretary and Treasurer. The office of Secretary and Treasurer may be combined.

and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The officers of the Corporation shall be elected from

among the Directors of the Corporation.

The President shall be the Chairman of the Board of Directors of the Corporation.

Section 7.02. Election and Resignation. The officers shall be elected by and serve at the pleasure of the Board. Any officer may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 7.03 Vacancies in Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 7.04. Responsibilities of Officers.

Chairman of the Board. A Chairman of the Board shall be elected and shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. The Chairman of the Board shall also be the President of the Corporation and shall have the powers and duties prescribed by these Bylaws for the President of the Corporation.

President. Subject to such supervisory powers as the Board may give to the Chairman of the Board, and subject to the control of the Board, the President shall have all powers provided by the Nevada Non-Profit Organizational Law. The President shall preside at all members meetings and in the capacity of the Chairman

of the Board at all Board meetings. The President shall have such other powers and duties that the Board of Bylaws may prescribe.

Vice-President. In the absence or disability of the President, the Vice-President shall perform all duties of the President. When so acting, the Vice-President shall have all powers of and be subject to all restrictions of the President. The Vice-President shall have such other powers and perform such other duties as the Board or the Bylaws may prescribe.

Secretary.

- (1) Book of Minutes. The Secretary shall keep or cause to be kept, at the Corporation's principal office or at such other place the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of Committees of the Board, and of members meetings. The minutes of meetings shall include the time and place of holding, whether the meetings was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at Board and Committee meetings, and the number of members present or represented at members meetings. The Secretary shall keep or cause to be kept, at the principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.
- (2) Membership Records The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by Board resolution, a record of the Corporation's members, showing each member's name, address and class of membership.

- (3) Notices, Seal, and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of Committees of the Board required by these Bylaws to be given. The Secretary shall keep the Corporation seal, (not required in Nevada) in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the Bylaws may prescribe.

Treasurer

- (1) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Treasurer shall send or cause to be given to the members upon written five (5) day notice from fifteen (15%) of the members or any Director such financial statements and reports as are required by law, by these Bylaws, or by the Board to be given. The books of account shall be open to inspection by any Directors at all reasonable times.
- (2) Deposit, Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board may order, shall render to the President, Chairman of the Board, and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board by the Bylaws may prescribe.

- (3) Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety of sureties specified by the Board for faithful performance of the duties of the office and for restoration to the Corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.

ARTICLE VIII. INDEMNIFICATION

Section 8.01. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Chapter 82.101 Revised Nevada Statutes, et seq. including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as the right of the Corporation, by reason of the fact that the person is or was a person described in that Chapter. “Expenses” as used in this Bylaw, shall have the same meaning as in Chapter 82.101 Revised Statutes of Nevada, et seq.

Section 8.02. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Chapter 82.101 Revised Statutes of Nevada, et seq. the Board shall promptly determine under Chapter 82.101 Revised Nevada Statutes et seq. law whether the applicable standard of conduct set forth in Chapter

82.101 Revised Statutes of Nevada, et seq. has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Chapter 82.101 Revised Nevada Statutes et seq. whether the applicable standard of conduct set forth in Chapter 82.101 of Revised Statutes et seq. has been met and, if so, the members present at the meeting in person shall authorize indemnification.

Section 8.03. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 8.01 or 8.02 of these Bylaws in defending any proceeding covered by these Sections shall be advanced by the Corporation before final disposition of the proceeding, or receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE IX. INSURANCE

Section 9.01 Insurance. The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability

asserted against or incurred by any officer, Directors, employee, or agent in such capacity or arising out of the officers, Directors, employees, or agents status as such.

ARTICLE X. CORPORATE RECORDS, REPORTS AND SEAL

Section 10.01. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and Committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 10.02. Annual Report. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Chapter 82.101 Revised Nevada Statutes et seq. to the extent applicable to Nevada Law. On the written request of a member the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following:

- (1) A balance sheet as of the end of such fiscal year and an income statement and statement of changes and financial position for such fiscal year;
- (2) A statement of the place where the names and addresses of the current members are located;

(3) Any information concerning certain transactions and indemnification's required by Chapter 82.101 Revised Nevada Statutes et seq., if applicable to Nevada Law.

Section 10.03. Corporate Seal. The Board of Directors shall adopt a Corporation seal. The Secretary of the Corporation shall have the custody of this seal, (not required in Nevada) and affix it in all appropriate cases to all appropriate corporate documents. Failure to affix a seal shall not, however, affect the validity of any instrument.

ARTICLE XI. CHAPTERS

Section 11.01.

A. Amendment by Board.

(1) Membership Rights Limitation. Subject to the rights of members as provided by law the Board may adopt, amend, or repeal Bylaws unless the action would:

- (a) Materially and adversely affect the members' rights as to voting, dissolution, redemption or transfer;
- (b) Increase or decrease the number of members authorized in total or for any class;
- (c) Effect an exchange reclassification or cancellation of all or part of the membership;
- (d) Authorize a new class of membership.

(2) Changes to Number of Directors. Once members have been admitted to the Corporation, the Board may not, without the approval of the members, specify or change any

Bylaw provision that would;

- (a) Fix or change the authorized number of Directors;
 - (b) Fix or change the minimum or maximum number of Directors; or
 - (c) Change from a fixed number of Directors to a variable number of Directors or vice versa.
- (3) High Vote Requirement. Without the approval of members, the Board may not adopt, amend, or repeal any Bylaw that would:
- (a) Increase or extend the terms of the Directors;
 - (b) Allow any Directors to hold office by designation or selection rather than by election by a member or members:
 - (c) Increase the quorum for members meetings;
 - (d) Authorize cumulative voting.
- B. Amendment by Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by approval of the members if that action would:
- (1) Materially and adversely affect the rights, privileges, preferences, restrictions, or conditions of that class as to voting, dissolution redemption, or transfer in a manner different than the action affects another class;
 - (2) Materially and adversely affect that class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;

- (3) Increase or decrease the number of memberships authorized for that class;
- (4) Increase the number of memberships authorized for another class;
- (5) Effect and exchange, reclassification, or cancellation of all or part of the memberships of that class; or
- (6) Authorize a new class of memberships.

ARTICLE XII. CERTIFICATE OF SECRETARY

Section 12.01. Certificate of Secretary.

I certify that I am the duly elected and acting Secretary of Torque Converter Rebuilders Association, a Nevada Non-Profit Mutual Benefit Corporation, that the above Bylaws, consisting of 33 pages, are the Bylaws of this Corporation.

Dated: 10/27/2016

Secretary: Tim Prugh