



Article 1 Name

Section 1. Name. The name of this non-profit corporation shall be the STAR - Standards for Technology in Automotive Retail. STAR - Standards for Technology in Automotive Retail is hereafter referred to in these bylaws as the "Corporation".

Section 2. Office. The principal office of the Corporation shall be in Virginia. The Corporation may have such other offices as may from time to time be designated by the Board of Directors which is referred to in this Corporation as the Steering Committee.

Article 2 Purpose

The Standards for Technology in Automotive Retail (STAR) organization is composed of individuals and businesses interested in developing, promoting, and administering voluntary information technology (IT) standards in the retail automotive industry and improving the effectiveness, timeliness and competitiveness of the IT solutions needed within the retail automotive industry. Membership in STAR is limited to Dealers, Manufacturers and Business System Providers (BSPs) and Information Technology vendors, as defined in Article 3.

The STAR organization conducts regular meetings to develop IT standards for the retail automotive industry and to foster communication among dealers, manufacturers, and BSPs. The STAR organization will conduct itself in a businesslike manner, and prohibit discussions and actions that adversely affect the integrity of Dealers, Manufacturers, Business Systems Providers (BSPs) and Information Technology vendors. All activities of the Corporation will be conducted in accordance with state and federal antitrust law and other relevant statutes. See Article 14, Compliance with Legal Requirements.

Topics of discussion will typically include one or more of the following items: functional components, IT industry standards and emerging IT technologies. Functional components are defined to include: hardware, software, application functions, e.g., the Dealer Communication Systems (DCS), and business systems, communication networks, Internet activities, intranet projects, and support services, including documentation, education, training, dealer support and installation activities.

Article 3 Membership

Section 1. Classes and Dues Categories. The members shall be made up of the following classes and dues categories:

(a) Classes of Membership

The membership of the STAR organization shall be open to the following groups within the automotive industry:

1. **Dealers** shall include individuals and legal business entities that own and operate franchised new motor vehicle retail dealerships. This class may also include dealer organizations.
2. **Manufacturers** shall include companies that manufacture or distribute new motor vehicles. Membership is determined by the number of Dealers supported directly by the applicant's IT infrastructure and organization.



- 3. **Business System Providers (BSPs)** shall include companies that develop and/or offer software, comprehensive computer systems like Dealership Management Systems (DMS), Fleet, Enterprise Resource Planning Software (ERP) and/or related services for the new motor vehicle market. Membership is determined by the number of Dealers/Fleets supported directly by the applicant's IT infrastructure and organization.
- 4. **Information Technology Vendors (IT Vendors)** shall include companies that do not market comprehensive Dealership Management System (DMS), Fleet, and/or ERP systems. IT Vendors and/or systems integrators that meet these membership requirements in this category have limited connectivity to the manufacturer's IT systems. Membership is determined by the number of Dealers/Fleets supported by a continual business agreement/relationship.
- 5. Companies that participate in the motor vehicle industry may join STAR. The Steering Committee shall make final determination if an applicant is eligible for membership.

(b) Dues Membership Categories

There are two dues categories, active and associate, defined as follows:

Active members shall pay 100% of the annual dues for their respective member class, shall have voting privileges and may be elected to the Corporation Steering Committee.

Non-profit organizations may participate as associate members. A non-profit organization will be eligible to pay only 25% of the annual dues of the corresponding membership class, if it does not have a parent-subsidary relationship, ownership interest in, or affiliation with a for-profit entity, and if any such relationship exists with a for-profit entity, then the non-profit organization shall be required to pay the full dues amount. Associate members may participate in General Meetings, but have no voting privileges, and may not be elected to the Corporation Steering Committee. Participation in Special Interest Groups (SIGs) shall be governed by Article 9, below.

Section 2. Application for Membership. Any individual, partnership, corporation, or other legal entity eligible for membership under these Bylaws may apply for membership upon written application on forms provided by the Corporation.

Section 3. Duration of Membership and Resignation. Membership in the Corporation may terminate by voluntary withdrawal. All rights, privileges, and interest of a member in or to the Corporation shall cease on the termination of membership. Any member may, by giving written notice, withdraw from the Corporation. Withdrawals shall be effective upon the fulfillment of all financial obligations through the date of withdrawal.

Section 4. Suspension and Expulsion. Any membership may be suspended or terminated for cause as determined by the Steering Committee. For purposes of this provision, the term (cause) includes but is not limited to non-payment of dues and fees as provided in Article 4, violations of the Antitrust Compliance Guidelines or these Bylaws or any rule or practice duly adopted by the Corporation or conduct deemed prejudicial to the interests of the Corporation. Prior to taking final action, the Steering Committee will exercise due process.

Section 5. Voting Rights. All Active members, by virtue of their membership in good standing, shall be entitled to vote in all matters requiring member votes, as described above. The Steering Committee may establish a weighted voting system based on class of membership and/or type of vote, i.e., General Session, Steering Committee meeting, SIG project, or other meeting or function. The membership, through a petition signed by at least 1/3 of the members, or the Steering Committee by resolution, may

propose a modification of the voting rights of existing members or dues categories of members, but such action must be approved by a vote of the membership as required by these bylaws and STAR resolutions.

Section 6. Voting.

a. Membership Voting. Voting shall be conducted at regularly scheduled meetings in accordance with Section 5 above, or as otherwise determined by the Steering Committee. Voting by the membership at large shall only be conducted by members in attendance at the general meetings held at least twice a year, or as deemed appropriate by the Steering Committee, by ballot or proxy. Voting shall be accomplished in accordance with these Bylaws and Resolution 2.

b. Steering Committee Voting. Steering Committee voting shall be conducted at scheduled Steering Committee meetings or teleconferences by committee members in attendance. See Article 6.

c. Publication of Voting Results. The Steering Committee may, at the request of a member or upon its own initiative, publish or disclose the final vote tally for any balloted item upon which the membership voted, including the election of Steering Committee members. The vote tally information released shall be limited to a statement how many votes were received in favor of a ballot item or candidate, and if ballot item, how many votes against the ballot item were cast. In fairness to all parties, STAR will not provide information or analysis beyond a vote tally, and the voting results as determined by STAR shall be conclusive.

Section 7. Membership Responsibilities

a. STAR Membership shall have as its primary responsibility a commitment to active participation in group activities and discussions. Members agree to cooperate with the Steering Committee or other committees on projects by promptly returning communications requiring their response, such as a vote or a generic questionnaire. Each member shall notify the Membership Committee (See Article 8, Section 3) of the person authorized to represent the member at Corporation activities, and also notify the Membership Committee of changes in the authorized representative.

The Steering Committee may identify SIG project activities requiring member participation beyond the regularly scheduled meetings. Member representatives agreeing to join SIG project teams shall actively participate in and maintain their involvement through the completion of assigned projects.

To ensure timely, consistent communications from the organization, member companies shall be email accessible via the Internet. While email is the preferred means of communication, recipients will be notified by telephone when documents sent by email require attention in less than 2 business days. A designated member company representative or email address will be identified on all email communications to member companies.

b. It shall be the responsibility of members to operate in accordance with the standards development procedures that are adopted by the STAR organization. Member companies shall endeavor to support and implement the IT standards and guidelines developed and adopted by the STAR organization. Member companies shall attempt to develop and implement the data specifications in accordance with the STAR Data Specification Administrative Guidelines and other developed STAR standards.

Section 8. Termination. A member may terminate its membership by notifying the Corporation in writing. Termination shall become effective when such written notice is received by the Corporation.

Section 9. Non-Members at Meetings. Upon written request and approval by an officer or a co-chair of the Membership Committee, an entity eligible for membership may attend annual, regular, SIG, or other meeting as a Non-Member. A Non-Member may attend any one (1) meeting without charge as a non-



participating, non-voting, non-paying guest. If the Non-Member wishes to participate in the first meeting it attends, it shall be required to pay a fee.

Non-Members may attend meetings thereafter as a participating Non-Member and shall be required to pay a fee to attend each meeting. The fee shall be set, and periodically adjusted, at the discretion of the Steering Committee. Non-Member fees will be set so that the fee is based on the category and class of membership for which the Non-Member is eligible. Non-Members who pay for attendance may participate in discussion, but shall not be entitled to vote on issues. Non-Members who wish to attend a meeting must be paid in full and in advance of the meeting.

Non-members may attend one (1) annual, regular, SIG, or other meetings as non-participating, nonpaying guests. Non-members wishing to attend additional meetings without becoming members will be required to pay a pro-rata share of the membership dues for their dues category. The Steering Committee shall adopt and publish a schedule of such pro-rata fees.

Article 4 Dues

Section 1. Annual Dues. The Steering Committee will determine the annual dues for members of the Corporation, which may be increased or decreased as proposed by the Steering Committee and approved by a majority vote of the membership. Dues paid to the corporation are on an annual calendar year basis and are neither retroactive nor refundable. Therefore, the Corporation will not provide a refund of member's dues should a member wish to terminate its membership.

Section 2. New Membership Dues. For the first year of membership, any new member joining STAR prior to July 31st must pay full membership dues. If a new member wishes to join on and or after August 1st for that given calendar year, membership dues will be calculated at a pro-rated amount (number of months left in the year times 1/12 of the annual dues).

Section 3. Lapsed Membership. Members who fail to pay their dues within thirty (30) days from the time they are due shall be notified by a Steering Committee designee authorized to provide such notice. If payment is not made within thirty (30) days of the date when notice was sent, without further notice and without hearing, the membership will be terminated and the member will thereby forfeit all rights and privileges of membership. Unless otherwise agreed, termination pursuant to this provision will be effective on the 30th day of non-payment after notice. The Steering Committee may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

Article 5 Meetings

Section 1. Annual and Regularly Scheduled meetings. There shall be an annual meeting and at least one other regularly scheduled meeting of the membership per year at a location to be determined by the Meeting Chair at least six months in advance of the meeting. Notice of the annual meeting shall be at least ten (10) days but no longer than sixty (60) days in advance of such meeting by mail or other lawful mode of transmittal. Members shall host a regularly scheduled meeting on a rotating schedule.

Section 2. Special. Special meetings of the Steering Committee may be called by the Chair or by any three (3) Steering Committee Members, or may be called by the Chair upon the written request of 25% of Active membership of the Corporation. Notice of any special meeting shall be mailed to each Steering Committee member at their last recorded address at least thirty-five (35) days in advance, with a statement of the time and place of the meeting and information as to the subject or subjects to be considered.



Section 3. Waiver of Notice. Notice of any meeting may be waived at any time. The attendance of a member at any meeting shall constitute waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided by law or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting for the waiver to be effective.

Section 4. SIG Meetings. SIG meetings shall be held on an individual basis as determined by the SIG Project Leader with agreement of the SIG Chair or SIG Liaison.

Section 5. Member Expenses. Members shall pay their own travel, room, and incidental expenses related to all Corporation meetings.

Article 6 Board of Directors/Steering Committee

Section 1. Duties. The Board of Directors shall be known and referred to as the Steering Committee and have supervision over the control and direction of the affairs of the Corporation. All of the powers associated with a Board of Directors shall be vested in the Steering Committee. The Steering Committee will perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws to protect the Corporations non-profit status under Section 501(c)(6) of the Internal Revenue Code.

Section 2. Number. The Corporation shall have not less than three (3) members of the Steering Committee. The number may be changed as provided for in Article 15 or as required by applicable law. To the extent possible but not a requirement, each membership class shall have equal representation of the Steering Committee at all times, except during vacancies as provided for in these Bylaws. At no time shall a class have fewer than one (1) Steering Committee representative, provided that such class has at least one (1) active member in good standing.

Section 3. Composition. The Steering Committee shall be composed of any number of representatives from the four membership classes: manufacturers, dealers, BSPs and Vendor IT providers. The Steering Committee shall be directed by a Steering Committee Chair and a Steering Committee Co- Chair. The term of office for the Steering Committee Chair, Steering Committee Co-Chair, and other steering committee positions, shall be one year. The Steering Committee members in attendance at the annual meeting shall nominate the chairs, each nomination must be seconded and the nominee will be duly elected by a majority vote provided a quorum of sixty percent of the Steering Committee members exists. Candidates may decline their nomination for office. Any active organization member is eligible to participate on the Steering Committee.

The Steering Committee Co-Chair shall be the initial point of contact or liaison between the Corporation and external contacts. The Co-Chair shall also serve as the Steering Committee Chair in the event the Steering Committee Chair is not available. It shall be the responsibility of the committee to assure adherence to these bylaws with appropriate authority to investigate and rule on exceptions or noncompliance.

The Steering Committee Chair shall be the ranking member of the Steering Committee and shall preside at regular group meetings during his or her term.

Section 4. Parliamentary Authority. The usual parliamentary rules laid down in the most recent edition of the "Modern Parliamentary Procedure" by Ray Keesey shall govern all deliberations. Conflicts between such authority and these Bylaws shall be resolved in favor of the Bylaws.

Section 5. Meetings and Special Meetings. Meetings may be held in person, via teleconference call or other mode of communication allowed by law at such times as designated by the Chair and/or upon demand of a majority of the Steering Committee Members then in office. In accordance with the applicable statute, Steering Committee Members will be notified of all meetings at least ten (10) days in advance of such meeting by mail or other lawful mode of transmittal.

Section 6. Special Meetings. Special meetings of the Steering Committee may be called by the Chair, or by a majority of the Voting Steering Committee Members then in office, who may fix any place as the place for holding any special meeting and information and to the subject or subjects to be considered. Notice of any special meeting shall be mailed or transmitted by other lawful means to each Steering Committee Member at their last recorded address at least four (4) days in advance.

Section 7. Waiver of Notice. Notice of any Steering Committee meeting may be waived at any time. The attendance of a Steering Committee Member at any meeting shall constitute waiver of notice of such meeting, except where the Steering Committee Member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Except as provided by law or these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice or waiver of notice of such meeting for the waiver to be effective.

Section 8. Quorum. A majority of the members of the Steering Committee present shall constitute a quorum at any meeting of the Steering Committee.

Section 9. Conduct. Meetings of the Steering Committee shall be presided over by the Chair, or in his or her absence, the Co-Chair. In the absence of either person, a temporary chair will be chosen by a majority of Steering Committee Members present at the meeting.

Section 10. Absence. Any member of the Steering Committee unable to attend a meeting shall communicate via letter, electronic or facsimile to the Chair or Co-Chair, stating the reason for his or her absence. A substitute representative may not attend in the members place. If a Steering Committee Member is absent from two (2) consecutive meetings for reasons which the Steering Committee has failed to declare to be sufficient, his or her resignation shall be deemed to have been tendered and accepted, effective at the adjournment of the second meeting.

Section 11. Compensation. Steering Committee Members shall not receive any compensation for their services as Steering Committee Members.

Section 12. Resignation or Removal. Any Steering Committee Member may resign at any time by giving written notice to the Chair or Co-Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance as determined by the Chair but in no case later than 72 hours from when the written notice was received by the Chair or Co-Chair.

Any Steering Committee Member may be removed by a majority vote of the other Steering Committee Members then present on the Steering Committee at any regular or special meeting at which a quorum is present. Written notice of removal shall be promptly given.

Section 13. Vacancies. Any vacancies that may occur on the Steering Committee by reason of death, resignation, or otherwise may be filled by the majority vote of the then remaining members of the Steering Committee electing one of two candidates nominated by the remaining members of the membership class of members in which the vacancy occurred. A Steering Committee Member elected to fill a vacancy will sit as a Steering Committee Member for the remainder of the term of the member whose seat was vacated.



Section 14. Terms of Office. Each Steering Committee Member shall hold office until the next annual meeting for election of the Steering Committee as specified in these Bylaws, and until his or her successor is elected and qualifies. The term of office shall be one (1) year. A Steering Committee Member may serve multiple terms.

Section 15. Manner of Acting. The act of a majority of the Steering Committee Members present at a meeting at which a quorum is present shall be the act of the Steering Committee, unless the act of a greater number is required by law or these Bylaws. Steering Committee Members may attend a meeting by telephonic or similar equipment by means of which all persons participating in the meeting can hear each other.

Section 16. Action Without Meeting. By written agreement of all members of the Steering Committee, any action required or permitted to be taken by the Steering Committee under any provision of law may be taken without a meeting.

Article 7 Officers

Section 1. Definition. The elective officers of the Corporation are the President, Vice President, Secretary and Treasurer. The Steering Committee shall elect these officers annually at the time of the Corporation's annual meeting. Officers may hold multiple offices. New offices may be created and filled at any meeting of the Steering Committee. Election shall be by written ballot and a majority of the votes cast shall elect.

Section 2. Term. Each elective officer shall take office at the annual meeting and serve for a term of one year and until his or her successor is duly elected and qualified. An officer may serve multiple terms.

Section 3. Vacancies. A vacancy in any office may be filled for the balance of the term by a majority vote of the Steering Committee Members in attendance at any regular or special meeting.

Section 4. Chair. The Chair is the principal elective officer of the organization and presides at meetings of the Corporation and the Steering Committee and shall be a member ex-officio, with the right to vote, on all matters except those involving nominations to the Steering Committee. He or she will also perform or cause other duties to be performed as directed by the Steering Committee. Unless otherwise directed by the Steering Committee, the Chair is not charged with executive or administrative responsibilities in the management and continuing conduct of the Corporations affairs.

Section 5. Co-Chair. The Chair may delegate or direct the Co-Chair to perform his or her duties in the event of his or her temporary disability or absence from meetings. The Co-Chair shall have other duties as the Chair or the Steering Committee may assign.

Section 6. Secretary. The Secretary is responsible for the maintaining of all official documents of the Corporation as required by the Steering Committee or by law. The Secretary is also to perform duties incident to the office of Secretary as may be required by law, the Chair or the Steering Committee.

Section 7. Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the Corporation, and shall disburse or cause to be disbursed the funds of the Corporation as directed by the Steering Committee. He or she will make available at all reasonable times the books of account and financial records to any member of the Steering Committee. With the approval of the

Steering Committee, the Treasurer may appoint one or more assistant treasurers, to perform such duties as the Treasurer may delegate to the assistant(s). The Treasurer shall have other duties as the Chair or the Steering Committee may assign.

Section 8. Administration and Management. By a majority vote of the Steering Committee, the administration and management of the Corporation may be contracted to an association management company or individual(s) to carry out the executive or administrative duties and responsibilities of the Corporation. Contracted responsibilities will be determined on an annual basis as determined by the Steering Committee.

Article 8 Committees Generally

Section 1. Committees. The Chair, subject to the approval of the Steering Committee, shall annually appoint such standing, special, or subcommittees as may be required by the Bylaws or as he or she may find necessary. All committee members must be in good standing of the Corporation.

Section 2. Task Forces. The Chair, subject to the approval of the Steering Committee, shall also appoint ad hoc committees, working groups or task forces as may be necessary. All committee members must be in good standing of the Corporation.

Section 3. Membership Committee. The Membership Committee shall be responsible for maintaining the organization's member representation. A Membership Chair shall be elected by the Steering Committee and shall serve a term of one year. The Membership Chair shall be a member of the Steering Committee and shall appoint committee members annually from the membership at large. The Membership Chair shall also be supported by the Corporation's staff assisting with administrative duties. The Membership Committee shall be responsible for contacting possible new members for the Corporation and making recommendations for new members to the Steering Committee, which may approve new members by majority vote. The Membership Committee may consider the willingness of potential members to support the Corporation's purpose, see Article 2 above, and fulfill the membership responsibilities discussed in Article 3, section 7, above, as well as any other membership criteria adopted and published by the Steering Committee.

The Membership Committee shall be responsible for initiating actions described in Article 3, Section 4 above, Suspension and Expulsion, with all final decisions regarding Suspension or Expulsion to be made by the Steering Committee.

Section 4. The Communications Committee. The Communications Committee shall be led by the Steering Committee Co-Chair who shall serve a term of one year. The appointed chair shall be a member of the Steering Committee and shall appoint committee members annually from the membership at large. The Communications Committee shall assist the Steering Committee Chair in developing and distributing information to promote the goals, projects and accomplishments of the Corporation. The Communications Chair shall also be supported by the Corporation's staff assisting with administrative duties. The Communications Chair shall be responsible for maintaining the archives of the meeting attendance rosters, the meeting reports and all other correspondence distributed to the Corporation members. The Communications Committee shall also assemble the project status information prior to each regularly scheduled meeting.

Section 5. Meeting Committee. The Meeting Committee shall be responsible for organizing the General Session meetings. The Meeting Committee shall be led by a committee chair elected by the Steering Committee who shall serve a term of one year. The appointed chair shall be a Steering Committee member and shall appoint committee members annually from the membership at large. The Meeting Chair shall also be supported by the Corporation's staff assisting with administrative duties including meeting arrangements and recording minutes during General Session meetings.

It shall also be the responsibility of the Meeting Chair to develop a 12-month calendar of Corporation activities. The Meeting Chair shall also be responsible for the preparation and distribution of General Session meeting agenda in sufficient time to ensure that all members receive it at least 10 days prior to the meeting.

a) Meeting Arrangements - Blanket reservations shall be made by the Meeting Chair at General Session sites and shall include specific arrangements for meeting rooms, group-sponsored functions, and a block of hotel rooms. The members shall be advised of future meeting arrangements by e-mail. The host member shall provide meeting facilities in coordination with the Meeting Chair.

The Meeting Chair shall organize an optional No Host dinner and collect the monies from attendees prior to the dinner event. There may be a No Host cash bar during the dinner.

b.) Meeting Reports - Following each General Session meeting, a report summarizing the meeting activities shall be distributed to all Corporation members. The Meeting Chair shall direct the production and distribution of the report with assistance from the Corporation's staff.

Article 9 - Special Interest Groups (SIGs)

Section 1. SIG Chair and SIG Liaisons. The Steering Committee shall elect a SIG Chair using the procedures in Article 7 for the election of officers. The Steering Committee shall also select a SIG Liaison for each SIG at the time the SIG is established. Both the SIG Chair and the SIG Liaisons shall be members of the Steering Committee. The Steering Committee shall exercise general direction over the SIGs through the SIG Chair and the SIG Liaisons.

Section 2. Establishment. Special Interest Groups (SIGs) may be established when five or more Corporation members submit a proposal to the Steering Committee and the Steering Committee votes affirmatively to establish the SIG. The SIG Chair shall appoint or re-appoint an acting SIG Project Leader to preside over the initial meetings of the SIG, until the SIG participants elect project leaders by majority vote. The SIG Project Leaders shall have the responsibility for the conduct of the SIG in its designated area. The SIG Project Leaders shall report quarterly to the Steering Committee, provide the SIG Liaison with a summary of the SIG's conference calls and meetings, and otherwise report to the Steering Committee as directed by the SIG Liaison or the Committee.

The SIG Chair shall appoint members to serve on each SIG at the time the SIG is established by the Steering Committee. Members who are not appointed to a SIG may attend the SIG's meetings as nonvoting observers.

Section 3. SIG Funding. The Steering Committee shall allocate resources and funding for the SIGs as resources are available. Funding for specific SIGs shall be included in the annual Corporation budget subject to the approval of the Steering Committee and general membership. If the Corporation cannot fully provide the resources and funding necessary to support the needs of a specific SIG, the Steering Committee shall ask the members forming the SIG to develop an alternative proposal for the necessary support. The alternative proposal may consider funding from other organization initiatives, a request to the membership at large, a request to the members supporting the establishment of the SIG, or other sources. The alternative proposal shall be submitted for the review and approval of the Steering Committee.



Section 4. Operation of SIGs. Each SIG shall operate under procedures adopted by the Steering Committee, including record-keeping and voting requirements.

Section 5. Approval and Implementation of SIG Standards. Standards and guidelines developed by a SIG shall not be published or released without approval of the Corporation general membership as outlined in Article 3, Section 6, Voting.

Section 6. Dissolution of SIGs. Once the objectives of a SIG have been achieved, the Steering Committee shall consider dissolving the SIG. If regular meeting attendance falls below five (5) members for two (2) consecutive meetings or conference calls, the Steering Committee shall consider dissolving the SIG.

Article 10 Seal

The Corporation may adopt, use and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument except as otherwise provided by law.

Article 11 Fiscal Year

The fiscal year shall commence on the first day of January and shall end on the last day of December, unless otherwise stated in a resolution of the Steering Committee.

Article 12 Indemnification

The Corporation may, by resolution of the Steering Committee, provide for indemnification by the Corporation of any and all of its Steering Committee Members or officers or former Steering Committee Members or officers for expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Steering Committee Members or officers of the Corporation, except in relation to matters as to which such Steering Committee Member or officer or former Steering Committee Member or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or gross misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

Article 13 Dissolution

The Corporation shall use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed, to the members of the Corporation. Upon dissolution of the Corporation, any remaining Corporation funds shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Steering Committee.

Article 14 - Compliance with Legal Requirements

All activities of the Corporation shall be conducted in accordance with state and federal antitrust law and other relevant statutes. The Steering Committee shall adopt Antitrust Compliance Guidelines which will be observed during all meetings, conference calls, and other activities of the Corporation.

Article 15 - Amendments

The Bylaws may be modified from time to time as needed. Any member may propose an amendment to the Bylaws by sending a copy of the suggested change in the Bylaws to each member of the organization at least 30 days prior to a regularly scheduled meeting at which the change shall be considered.

Suggested change(s) in the Bylaws shall be discussed at regularly scheduled meetings and amendments must be approved by 75% of the members present at the meeting at which the amendment is considered.

Changes shall require republication of the entire section(s) in which change(s) were made, and new editions shall indicate the change(s) and the date of change(s). Distribution of the amended section(s) shall be the responsibility of the Membership Chair.

Resolutions

The following resolutions were approved by the STAR Membership May 4th, 2001:

Resolution 1. STAR Antitrust Compliance Guidelines

1. Meetings should be held only when there are proper items of substance that justify meeting.
2. In advance of every meeting, a notice of meeting along with an agenda should be sent to each member of the group; the agenda should be specific and such broad topics as "marketing practices," which might look suspicious from an antitrust standpoint, should be avoided.
3. Participants at the meeting should adhere strictly to the agenda. In general, subjects not included on the agenda should not be considered at the meeting.
4. If a member brings up for discussion at a meeting a subject of doubtful legality, he should be told immediately the subject is not a proper one for discussion. This, of course, is the counsel's responsibility, but in the absence of counsel, the Association staff representative or any member present who is aware of the legal implications of a discussion of the subject should attempt to halt the discussion. Should the discussion continue, despite protest, it is advisable that members leave the meeting.
5. Minutes of all meetings should be kept by the Association, and they must accurately report what actions, if any, were taken. Minutes of all meetings of the board, committees and membership should be reviewed before their distribution to ensure that they are properly drafted and appropriately reflect the proceedings of the meeting.
6. Secret or "rump" meetings held at the time of the regular meeting should be strictly avoided. Such meetings seldom have any purpose except to discuss illegal activities, and, accordingly, they seriously jeopardize legitimate association activities and create a very substantial risk that those activities will be investigated. Either counsel or an Association staff member should usually attend all meetings.
7. During meetings there should be no recommendations with respect to "sensitive" antitrust subjects -- those that relate to price, production markets, and the selection of customers or suppliers. Prices should not be discussed at all. In the less sensitive areas, such as standardization activities, recommendations may be permissible.

8. Members should not be in any way coerced into taking part in Association activities. There should be no policing of the industry to see how individual members are conducting their business.
9. If there is any doubt about an Association program or subject of discussion, members should check with Association staff and counsel. Members may also wish to consult with their company's counsel, and this is encouraged.
10. Members should cooperate with Association counsel in all matters, particularly when counsel has ruled adversely about a particular activity.
11. A review of the Association's governing documents, including bylaws, board resolutions and policy guidelines, should be conducted to be sure that they do not create potential antitrust problems.
12. The Association's antitrust policy should be distributed to all directors, officers, members and staff.
13. The Association's activities should be continuously monitored to guard against potential antitrust violations.

The following topics are some of the main ones that should not be discussed at meetings of Association members:

1. Do not discuss current or future prices.
2. Do not discuss what is a fair profit level.
3. Do not discuss price adjustments.
4. Do not discuss cash discounts.
5. Do not discuss credit terms.
6. Do not discuss allocating markets.
7. Do not discuss wage rates.
8. Do not discuss refusing to deal with a corporation.

Some of the basic areas of potential Association activity which should be carefully scrutinized from an antitrust standpoint are the following:

1. Denial of membership to an applicant.
2. Expulsion of a member.
3. Conduct of a statistical reporting program.
4. Conduct of a standardization and certification program.
5. Conduct of a joint research program.
6. Establishment and enforcement of codes of ethics.
7. Denial of services to non-members.



Resolution 2. STAR Voting Structure & Quorum Descriptions

A. All voting procedures shall be conducted as provided in the Bylaws and Resolutions, and in particular with Article 3 of the bylaws and Resolution 2. Provided that a quorum of the membership votes as set forth in Resolution 2, the voting approval percentages required to pass a specific item is summarized in the table below:

Item	General Membership	Steering Committee
Meeting locations & dates	75%	--
Standards / Guidelines Approval	75%	--
Budget Approval	75%	75%
Revise Dues	75%	--
Revise STAR Bylaws	75%	--
Formation of SIG	--	60%

B. Each member of STAR shall possess one vote in matters brought before the membership for review and/or approval.

C. Organization activities requiring a quorum vote of the general membership, mandates that a minimum 50% of the active members participate in the voting process, and that matters receive an affirmative vote as set forth in Resolution 2 to pass. To ensure all members may participate in the voting process, ballots will be distributed to the members' primary points of contact at least one week prior to the established voting date. Members not casting a vote on the scheduled voting date shall properly mark and return their ballot to the STAR Secretary within five (5) working days of the voting date.

D. So that STAR may identify and address issues and items of concern, any Member that submits a "NO" vote is requested, within 7 calendar days of casting the "NO" vote, to send STAR a written notice documenting the concerns and/or issues that led to the "NO" vote.

E. Abstention. A member may abstain from casting a vote and such abstention shall not be counted as a vote "for" or "against". An abstention is a "non-vote".

Resolution 3. STAR Dues Structure

The annual dues cover membership for one calendar year, shall be nonrefundable, and based upon the company's designated category (Dealer, Manufacturer and RSP) and the type of membership (Active or Associate). The fees shall paid within 30 days of invoicing. Dues are based upon the company's size as shown in the following tables:

Dealers

Dealerships	1-1000	1001-2500	2501 +
Active Membership	\$10,000	\$15,000	\$20,000

Manufacturers

Dealerships	1-1000	1001-2500	2501 +
Active Membership	\$10,000	\$15,000	\$20,000

Business System Providers

Dealerships/Fleet Customers	1-1000	1001-2500	2501 +
Active Membership	\$10,000	\$15,000	\$20,000



Information Technology Vendors

Dealerships/Customers	1-1000	1001-3000	3,001-7,500	7501+
Active Membership	\$2,500	\$5,000	\$7,500	\$40,000

Resolution 4. Legal Terms and Conditions of Use

STAR - Standards for Technology in Automotive Retail (STAR) offers the Terms and Conditions (Terms) outlined herein as guides for both STAR members and nonmembers [User(s)] utilizing STAR Web site (Site and the Site). Please read all information carefully. By using this Web site, Users agree to be bound by these Terms. If Users accept these Terms, they should periodically review these Terms as STAR may revise them from time to time as may be necessary.

Resolution 5. Financial Reporting

Monthly Financial Report

The Treasurer shall provide a monthly financial report to the active members' designated primary points of contact (POC). It will identify the fiscal year-to-date (FYD) revenues and expenses received as well as projected revenues and expenses for the balance of the fiscal year. Additionally, the report will identify accounts that have exceeded their budgeted amounts.

Annual Budget Review

Each proposed annual budget for the upcoming fiscal year shall be distributed to primary POCs 30 days prior to the date established for STAR member review and approval of the budget.

Annual Budget Approval

Each upcoming fiscal year's proposed budget shall be adopted during a general membership meeting and members unable to attend may vote by ballot distributed at least one week prior to the established voting date. Members not casting a vote on the scheduled voting date shall properly mark and return their ballot to the STAR Secretary within two working days of the voting date.

Resolution 6. Membership Dues Revision

Reduce Membership Dues

Should the upcoming year's approved annual budget project a yearend budget surplus greater than 50% of the budget's projected membership dues' revenue, the dues structure will be adjusted proportionately for all membership classes (see Article 4, Section 2 of the bylaws) to levels that will reduce the upcoming year's projected yearend surplus to an amount less than 50% of the projected membership dues' revenue.

Increase Membership Dues

Annual dues may be increased when the upcoming year's approved annual budget projects a yearend surplus below 25% of the budget's projected membership dues' revenue. Dues increases will be applied proportionately for all membership classes and the projected yearend budget surplus may not exceed 50% of the upcoming year's projected membership revenues.

Resolution 7. Lapsed Membership – Annual Dues Payment

Lapsed Annual Membership

Members who fail to pay their annual membership dues within thirty (30) days from the dues invoice date, shall be notified by a Steering Committee designee authorized to provide such notice. If payment is not made within thirty (30) days of the date the invoice was sent, a Delinquent 30 day Notice will be sent following the initial invoice. If payment is not made within thirty (30) days of the date on the Delinquency

Notice, a Final 30 day Notice will be sent to the member. If Payment is not received within thirty (30) days of the Final Notice Date, without further notice and without hearing the membership will be terminated and the member will forfeit all rights and privileges of membership. Unless otherwise agreed, termination pursuant to this provision will be effective on the 30th day of non-payment after the Final Notice. The Steering Committee may by rule prescribe procedures for extending the time for payment of dues and continuation of membership privileges upon request of a member and for good cause shown.

Resolution 8. Steering Committee Quorum

Activities necessitating a vote of steering committee members, requires a quorum participate in the voting process, where a quorum is defined as 75% of the steering committee members.

Resolution 9. Web Site

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STAR reserves the right to perform statistical analyses of user behavior and characteristics in order to measure interest in and use of the various areas of the site and to inform advertisers of such information as well as the number of users that have been exposed to or clicked on their advertising banners. STAR will provide only aggregated data from these analyses to third parties. Also, users should be aware that STAR may sometimes permit third parties to offer subscription and/or registration-based services through STAR Site. STAR is not responsible for any actions or policies of such third parties and users should check the applicable privacy policy of such party when providing personally identifiable information.

Additionally, users should be aware that when they voluntarily disclose personally identifiable information (e.g., user name, e-mail address) on the bulletin boards or in the chat areas of STAR Site, that information, along with any substantive information disclosed in the user's communication, can be collected and correlated and used by third parties and may result in unsolicited messages from other posters or third parties. Such activities are beyond the control of STAR.

Users also should be aware that non-personal information and data may be automatically collected through the standard operation of STAR's Internet servers or through the use of "cookies." "Cookies" are

small text files a Web site can use to recognize repeat users, facilitate the user's ongoing access to and use of the site and allow a site to track usage behavior and compile aggregate data that will allow content improvements and targeted advertising. Cookies are not programs that come onto a user's system and damage files. Generally, cookies work by assigning a unique number to the user that has no meaning outside the assigning site. Users should be aware that STAR cannot control the use of cookies or the resulting information by advertisers or third parties hosting data for STAR. If a user does not want information collected through the use of cookies, there is a simple procedure in most browsers that allows the user to deny or accept the cookie feature; however, users should note that cookies may be necessary to provide the user with certain features (e.g., customized delivery of information) available on the Site.

Upon written request to STAR, STAR will allow any user to "opt out" of further STAR promotional contacts at any time. Additionally upon request, STAR will use reasonable efforts to allow users to update/correct personal information previously submitted which the user states is erroneous to the extent such activities will not compromise privacy or security interests. Also, upon a user's request, STAR will use commercially reasonable efforts to functionally delete the user and his or her personal information from its database; however, it may be impossible to delete a user's entry without some residual information because of backups and records of deletions

Resolution 10. STAR Intellectual Property (IP)

Prior to STAR's involvement in a project that may include enhancing, altering, or developing STAR Intellectual Property (e.g. existing standards, new standards) with a non-member organization, the proposed project shall be submitted to the STAR Steering Committee for review and vote. SC approval is required prior to initiation of any such project and the SC may stipulate project guidelines (on a case by case basis) with respect to involvement, scope or otherwise. During the course of such approval, a scope of acceptable STAR involvement will be set forth to minimize or eliminate the need for subsequent approvals on the same project.

General

The foregoing policies are effective as of May 4th, 2001. STAR reserves the right to change these policies at any time, and will notify users of the existence of a new privacy statement. This statement and the policies outlined herein are not intended to and do not create any contractual or other legal rights in or on behalf of any party.