

BYLAWS
OF
THE NATIONAL ASSOCIATION OF PUBLICLY FUNDED TRUCK DRIVING SCHOOLS, INC.

July 1, 2026

MISSION STATEMENT

The National Association of Publicly Funded Truck Driving Schools, Inc. is an organization established for the promotion of safety, professionalism and quality education within the transportation industry.

ARTICLE I- TITLE AND LOCATION

Section 1. Name of the Association

The name of this organization shall be the “National Association of Publicly Funded Truck Driving Schools, Inc.,” and in this document it will be referred to as the “Association” or as “NAPFTDS”.

Section 2. Offices and Localities

Offices of the Association shall be located in such localities as may be determined by the Board of Directors from time to time.

Section 3. Legal Status and Characterization

The Association is organized as a 501(c)(3) nonprofit entity for charitable and educational purposes as defined by Section 501(c)(3) of the Internal Revenue Code. The Association shall remain non-political and shall not endorse, support, or contribute to any candidate or political party.

Section 4. Reference and Revision Date

These Bylaws (Revised July 1, 2026) of the Association shall be referred to as these “Bylaws”.

ARTICLE II-PURPOSE OF THE ASSOCIATION

Section 1. High Standards and Ethical Principles

To support Members who are providers of transportation training (“Training Providers”) as they promote high standards and ethical principles in the creation and/or administration of transportation training programs that comply with federal, state and local regulations.

Section 2. Quality Training Support

To support Member Training Providers as they maintain high standards and ethical principles while providing quality training to students and the transportation industry.

Section 3. National Image

To enhance the national image of publicly funded truck driving schools.

Section 4. Resource Sharing

To promote educational resource sharing among Members; materials could include but would not be limited to curriculum, instructional technology and marketing strategies.

Section 5. Information Distribution

To distribute among Members current information that could directly impact their schools, organizations, or employees.

Section 6. Educational and Strategic Partnerships

To foster educational and strategic partnerships among Members, Carrier Partners, Industry Partners, and other related organizations.

Section 7. Advisory Services

To provide guidance and advise Members when they are requested to provide comprehensive educational services to the transportation industry.

Section 8. Government and Municipal Support

To support and collaborate with publicly funded governmental and municipal entities that operate commercial driver training programs, promoting consistent standards of safety and professionalism.

ARTICLE III-MEMBERSHIP

Section 1. Full Membership

Any publicly funded training provider that directly provides truck driver training shall be eligible for FULL MEMBERSHIP in the Association ("Full Member"). Each Full Member is entitled to one vote in general membership meetings and must adhere to the Code of Ethics set forth in Article XI. Full Members are dues-paying Members at a rate established by the Board of Directors. In accordance with these Bylaws, Full Members may also be elected to the Board of Directors by the Members, as outlined in Article VI, Section 3.

Section 2. Carrier Partnership

A Carrier Partner is an organization or representative employee of a motor carrier that supports publicly funded Training Providers ("Carrier Partner"). Carrier Partners are dues-paying Members at a rate established by the Board of Directors. Each Carrier Partner is entitled to one vote in general membership meetings. In accordance with these Bylaws, Carrier Partners may be elected to the Board of Directors as outlined in Article VI, Section 4.

Section 3. Industry Partnership

An Industry Partner is an organization or representative employee of a business entity that provides products, services, or support to publicly funded Training Providers ("Industry Partner"). Industry Partners are dues-paying Members at a rate established by the Board of Directors. Each Industry Partner is entitled to one vote in general membership meetings. In accordance with these Bylaws, Industry Partners may be elected to the Board of Directors as outlined in Article VI, Section 5.

Section 4. Government Membership

Any federal, state, or local government entity, including political subdivisions such as municipalities, counties, or villages, that operates an internal commercial driver training program for its own employees or employs individuals required to hold a Commercial Driver's License (CDL), shall be eligible for GOVERNMENT MEMBERSHIP. Government Members are dues-paying Members at a rate established by the Board of Directors. Government Members are eligible for election to the Board of Directors as set forth in Article VI, Section 6.

Section 5. Affiliate Membership

AFFILIATE Members of the Association will be limited to administrators or staff at a publicly funded Training Provider interested in the transportation industry who contract with organizations to provide truck driver training ("Affiliate Member"). Affiliate Members are dues-paying Members at a rate established by the Board of Directors. Affiliate Members are non-voting Members and are ineligible for the Board of Directors.

Section 6. Reciprocal Membership

A RECIPROCAL Member is a non-profit organization or trade association that is approved for membership at the discretion of the Board of Directors, typically under a formal agreement of mutual support and benefit ("Reciprocal Member"). Reciprocal Members are non-dues-paying Members. Reciprocal Members are non-voting Members and are ineligible for the Board of Directors.

Section 7. Honorary Membership

An HONORARY Member is an individual who, at the discretion of the Board of Directors, shall be eligible for HONORARY membership ("Honorary Member"). Honorary Members are non-dues-paying Members. Honorary Members are non-voting Members and are ineligible for the Board of Directors.

Section 8. Collective Reference of Members

Full Members, Carrier Partners, Industry Partners, Government Members, and Affiliate Members shall be referred to collectively as "Members." Reciprocal Members and Honorary Members shall be approved individually by the Board.

Section 9. Application Submission

Full Members, Carrier Partners, Industry Partners, Government Members, and Affiliate Members applications for membership shall be submitted as required by the Board of Directors.

Section 10. Adherence to Bylaws

All applicants must submit, as required by the Board of Directors, a completed application (submitted in writing or via electronic certification) that signifies their adherence to the Bylaws of the Association.

Section 11. Application Acceptance

A majority vote of the Board of Directors is necessary for the acceptance of an application for membership.

Section 12. Completion of Membership

Membership in the applicable class shall be complete upon application to the Association, approval of the Board of Directors and payment of the appropriate dues.

Section 13. Suspension and Expulsion

A Member may be suspended or expelled for conduct that discredits or tends to discredit the Association or for nonpayment of dues upon a two-thirds (2/3) vote of the Board of Directors.

Section 14. Reapplication for Membership

Members expelled for nonpayment of dues may reapply for membership in the manner prescribed in Article III, Section 12.

ARTICLE IV -DUES AND FEES

Section 1. Establishment of Dues

Dues for all membership categories in the Association shall be established from time to time by resolution of the Board of Directors adopted at any regular meeting of the Board of Directors. Unless agreed otherwise upon a majority vote of the Board of Directors, all Directors shall receive a copy of the resolution, not fewer than ten (10) days prior to the date of the meeting at which the resolution may be approved.

Section 2. Payment Schedule

Annual dues shall be payable to the Association for each membership year. Initial dues will be payable according to the schedule at the time of acceptance of an application.

Section 3. Delinquency and Notification

In the event a Member fails to timely pay dues, the Treasurer or the Treasurer's designee shall provide notice to the Member within ninety (90) days of the Member's failure to make payment. If the Member fails to make full payment within ninety (90) days of receiving said notice, the Treasurer or the Treasurer's designee shall report the arrears to the Board of Directors. Upon an affirmative vote of the Board of Directors pursuant to Article III, Section 13 of these Bylaws, a non-paying Member shall be deemed inactive from the role of membership, and thereupon forfeit all rights and privileges of Members who share in the property and assets of the Association.

ARTICLE V -MEETINGS

Section 1. Annual and Initial Board Meetings

The first regular meeting of the newly elected Board of Directors shall be held either immediately after the Election of new Board members at the annual meeting or within 10 days of said annual meeting.

Section 2. Special Board Meetings

Special meetings of the Board of Directors may be convened to address matters including, but not limited to, finance, strategic planning, or other business items that extend beyond the scope of regular monthly Board meetings.

Section 3. Monthly Electronic Meetings

A monthly electronic or telephonic meeting of the Board of Directors may be held, with such meeting being scheduled and coordinated by the President or the President's designee. After approval by the Board of Directors, a summary of the regular meeting minutes will be available to the Members via the Associations' website. Committee reports will be a regular agenda item at each meeting of the Board of Directors. The Board of Directors may, within the Board of Directors' sole discretion, permit Members to observe Board of Directors' meetings.

Section 4. Electronic Communication Standards

The Members, the Board of Directors, or any committee of the Board of Directors, may, in addition to conducting meetings in which each Member or Director participates in person, conduct any regular or special meeting by the use of any electronic means of communication, provided (1) all participating Members or Directors may simultaneously hear each other during the meeting, or (2) all communication during the meeting is immediately transmitted to each participating Member or Director, and each participating Member or Director is able to immediately send messages to all other participating Members or Directors.

Section 5. Member-Called Special Meetings

Members holding at least thirty-three percent (33%) of the voting power of the Association may call a "special meeting" by signing, dating, and delivering to any officer one (1) or more written demands for the meeting and describing one (1) or more purposes for which such "special meeting" is desired to be held.

Section 6. Notice of Meetings and Waivers

Unless otherwise provided in these Bylaws, notice of each Members' or Board of Directors' meeting shall be delivered to each Member or Director at his or her business address or at such other address as the Member or Director shall have designated in writing and filed with the Secretary. Notice may be given orally or communicated in person, by telephone, facsimile, electronic mail, other form of wire or wireless communication, private carrier, or in any other manner permitted by statute. Notice shall be given not less than forty-eight (48) hours before the meeting being noticed, or seventy-two (72) hours before the meeting being noticed if the notice is given by United States mail or private carrier. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid in the United States mail or delivered to the private carrier. Oral notice is effective when communicated. The purpose of any special

meeting must be specified in the notice. A Member or Director may waive notice required under this Section 6 or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Member or Director, and retained in the Association's corporate record book. The Member's or Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Member or Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VI -BOARD OF DIRECTORS

Section 1. Conduct of Business Affairs

The Board of Directors shall conduct the business affairs of the Association.

Section 2. Composition of the Board

The total number of members of the Board of Directors of the Association (the "Directors") shall be twenty-one (21), comprised of the following: (a) eleven (11) Full Members, (b) one (1) Government Member, (c) three (3) Carrier Members, (d) three (3) Industry Partner Members, (e) the current Executive Director, (f) the Immediate Past President, and (g) one (1) Commercial Vehicle Training Association representative. The Association shall strive to ensure that the composition of the Board reflects a diverse range of perspectives, backgrounds, and professional expertise.

Section 3. Election of Full Members

At the annual meeting of the Members, vacant Full Member positions on the Board of Directors shall be filled by qualified Full Members upon being elected by a vote of the Members. The election shall be conducted by presenting the full slate of candidates to the Members, who shall each be given the opportunity to vote for the number of candidates equal to the number of vacant Full Member positions. The candidates, in such number as is equal to the number of vacant Full Member positions, receiving the most votes shall be elected to the Board of Directors. Except as provided in these Bylaws, such Directors shall serve for terms of three (3) years.

Section 4. Election of Carrier Partner Members

At the annual meeting of the Members, vacant Board positions reserved for the Carrier Partner class shall be filled by qualified Carrier Partners upon being elected by a vote of the Members. The election shall be conducted by presenting the slate of Carrier Partner candidates to the Members, who shall each be given the opportunity to vote for the number of candidates equal to the three (3) reserved Carrier Partner positions. The candidates, in such number as is equal to the number of vacant positions, receiving the most votes shall be elected to the Board of Directors. Except as provided in these Bylaws, such Directors shall serve for terms of three (3) years.

Section 5. Election of Industry Partner Members

At the annual meeting of the Members, vacant Board positions reserved for the Industry Partner class shall be filled by qualified Industry Partners upon being elected by a vote of the Members. The election shall be conducted by presenting the slate of Industry Partner candidates to the Members, who shall each be given the opportunity to vote for the number of candidates equal to the three (3) reserved Industry Partner positions. The candidates, in such number as is equal to the number of vacant positions, receiving the most votes shall be elected to the Board of Directors. Except as provided in these Bylaws, such Directors shall serve for terms of three (3) years.

Section 6. Election of Government Members

At the annual meeting of the Members, vacant Government Member positions on the Board of Directors shall be filled by a qualified Government Member upon being elected by a vote of the Members. The election shall be conducted by presenting the full slate of candidates to the Members, who shall each be given the opportunity to vote for the number of candidates equal to the number of vacant Government Member positions. The candidate receiving the most votes shall be elected to the Board of Directors. Except as provided in these Bylaws, such Director shall serve for a term of three (3) years.

Proviso for Initial Term: Notwithstanding any other provision herein, if at the time of the annual election there are no Government Members who meet the one (1) year active membership requirement to stand for election, the vacancy shall be filled by an appointment of the President, subject to approval of a majority of the Voting Directors. The individual appointed shall be a Full Member and shall serve until the next annual meeting where a qualified Government Member is eligible to stand for election, at which time the appointed member shall vacate the seat.

Section 7. Executive Director

The Board of Directors shall retain an "Executive Director" on an annual term, which may be renewed each year at the annual meeting. The Board of Directors shall determine the Executive Director's stipend each year. The Executive Director shall be recommended to the Board of Directors by an appointed Committee for an approval by majority vote. The Board of Directors shall outline the Executive Director's job duties and description as needed. The Executive Director shall serve on the Board of Directors in a non-voting capacity.

Section 8. Immediate Past President

The term "Past Presidents" shall mean the former Presidents of the Association who may represent the Association as deemed appropriate by the Executive Board. The most recent Past President ("Immediate Past President") shall serve as a voting member of the Board of Directors.

Section 9. CVTA Representative

The Commercial Vehicle Training Association shall appoint a representative to serve on the Board of Directors, subject to approval of a majority of the Directors. This position will be a non-voting Board of Directors position.

Section 10. Quorum

Unless otherwise stated in these Bylaws, a majority of the Voting Directors, ten (10) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Ten (10) Voting Directors shall constitute a quorum for the transaction of business at special meetings of the Board of Directors.

Section 11. Voting Methods

If deemed necessary by the President, a vote of the Board of Directors may be cast on any matter during a meeting of the Board of Directors when a voting quorum of ten (10) is met by mail, facsimile communication, electronic mail or other appropriate means. When the Board of Directors requires a mail vote, such vote shall be received in the office of the Association within ten (10) days of the postmark date on the ballot envelope that was sent out to such Director.

Section 12. Vacancies

If a vacancy shall occur on the Board of Directors for any reason, such vacancy shall be filled by an appointment of the President, subject to approval of a majority of the Voting Directors, within one hundred twenty (120) days. The Director so appointed shall hold office for the unexpired term or until a successor shall have been duly qualified and elected.

Section 13. Reimbursement of Expenses

The Association shall maintain an annual travel and expense budget, established and approved by the Board of Directors at a regular or special meeting. Expenses incurred on behalf of the Association shall be reimbursed in accordance with policy and procedures.

Section 14. Qualifications for Nomination

Full Members, Carrier Partners, Industry Partners and Government Members, shall qualify for nomination to the Board of Directors by demonstrating one (1) year of active continuous membership participation in the Association. To be eligible for nomination to the Board of Directors, qualified Members must also first apply to the Board of Directors or its designated Committee, which has authority to approve or reject any candidate for nomination to the Board of Directors.

Section 15. Attendance Requirements

Directors are expected to attend all regular monthly meetings. Three (3) consecutive unexcused absences or a total of four (4) unexcused absences at regular monthly meetings per calendar year may result in removal of the Director from the Board of Directors.

Section 16. Removal of Directors

The Board of Directors may remove any Director for any reason upon a two-thirds (2/3) vote of the Voting Directors.

Section 17. Insurance

The Board of Directors may authorize the Association to purchase such insurance as the Board of Directors deems necessary or appropriate to insure the Association's Directors, Executive Board Members, and employees against liability.

Section 18. Employment of Staff

The Association may employ such staff as necessary to support its operations. All staff shall report to and be supervised by the Executive Director. Staff compensation and performance shall be managed by the Executive Director within the parameters of the annual budget approved by the Board of Directors.

ARTICLE VII – EXECUTIVE BOARD OF DIRECTORS

Section 1. Composition and Eligibility

The Executive Board of the Association (the "Executive Board") shall consist of the current Officers of the Association defined as President, Vice President, Treasurer, Secretary, Immediate Past President and the Executive Director. With the exception of the Executive Director, the Officers must be voting directors.

Section 2. President

The term of the President shall be two (2) years. The position of President shall be an unpaid position. The President or the President's designee shall preside over all annual, regular, and special meetings of the Members and of the Board of Directors and shall have general supervision of the affairs of the Association.

Section 3. Vice President

The term of the Vice President shall be two (2) years and shall run concurrently with the President's term. The position of Vice President shall be an unpaid position. Election for a new Vice President shall take place every two (2) years. At the end of the President's and Vice President's two-year term, or sooner if the office of the President is vacated for any reason, the Vice President shall assume the office of President.

Section 4. Secretary

The Secretary shall serve a three (3) year term in an unpaid capacity. The Secretary must be a standing member of the Board and is appointed to the position by the Board of Directors. The Secretary is responsible for preserving all Association records and overseeing the recording of minutes for all Member and Board meetings.

Section 5. Treasurer

The Treasurer shall serve a three (3) year term in an unpaid capacity. The Treasurer must be a standing member of the Board and is appointed to the position by the Board of Directors. The Treasurer shall have general oversight of all Association funds and assets and must serve on the Finance Committee (Article VIII, Section 4).

Section 6. Vacancies

In the event of a resignation or vacancy created by other than the ordinary expiration of a duly elected member of the Executive Board's term, the Board of Directors shall nominate a candidate for each vacancy. The Board of Directors may, at a regular or special meeting, elect by majority vote of the Voting Directors a qualified voting Director to fill the vacancy. Persons so elected or appointed shall serve until a successor is elected for a full term at the next annual meeting.

Section 7. Election and Appointment

The Vice President shall be elected by plurality vote at an annual meeting of the Members. The Secretary and Treasurer shall be appointed by the Board of Directors from among the standing Voting Directors.

ARTICLE VIII-COMMITTEES

Section 1. Creation and Appointment

The President may create and appoint Members or Directors to one or more committees (each a "Committee"), by a resolution approved by a majority of the Voting Directors. Each Committee shall serve at the pleasure of the Board of Directors to carry out objectives of the Association. To the extent provided in the resolution, each Committee shall have and may exercise, when the Board of Directors is not in session, the powers of the Board of Directors in the management of the Association's business and affairs, except that a Committee may not: (1) appoint the Executive Board; (2) amend articles of incorporation; (3) amend, adopt or repeal Bylaws; or (4) fill vacancies on the Board of Directors. Each Committee shall fix its own rules governing the conduct of its activities and shall report to the Board of Directors upon request.

Section 2. Composition and Chairs

Each Committee shall consist of one (1) or more Directors. At least one (1) Board Director must serve on each committee. Committee Chairs do not have to be Board Directors, provided they are Members in good standing and are appointed by the President.

Section 3. Standing and Special Committees

The President, with approval from a majority of the Voting Directors, may create and appoint Members or Directors to committees to carry out the objectives of the Association. These committees may include, but are not limited to, Membership, Education, and Marketing.

Section 4. Finance Committee

There shall be a standing Finance Committee. The committee shall include the Executive Director, at least one (1) Carrier Partner and one (1) Industry Partner. The Treasurer must serve as a member of the Finance Committee but is not required to serve as its Chairman. The Finance Committee shall oversee the Association's financial health, review audits, and provide recommendations to the Board regarding the annual budget.

ARTICLE IX-INDEMNIFICATION

Section 1. Scope of Indemnification

Each Director, Executive Board member, and any designated Representative now or hereafter serving as such, shall be indemnified by the Association against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served in such capacity, or by reason of any action alleged to have been taken, omitted, or neglected by him or her in such capacity. The Association shall reimburse each such person for all legal expenses reasonably incurred in connection with any such claim or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

Section 2. Limitation of Indemnification Amount

The amount paid to any Director, Executive Board member, or any designated Representative by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved.

Section 3. Non-Exclusivity of Rights

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any Director, Executive Board member, or any designated Representative may otherwise be entitled by law.

Section 4. Insurance Authorization

The Board of Directors may authorize the Association to purchase such insurance as the Board of Directors deems necessary or appropriate to insure its Directors, Executive Board members, any designated Representatives, and employees against liability of any kind.

ARTICLE X-AMENDMENTS

Section 1. Amendment Procedures

The Board of Directors may approve amendments to the Bylaws by a two-thirds (2/3) vote of the voting Directors, which shall be at least thirteen (13) affirmative votes, of the Voting Directors. This vote can take place at any regular or special meeting of the Board of Directors called in conformity with the provisions of these Bylaws, provided that the Directors have received a copy of the proposed amendment and written explanation thereof at least ten (10) days prior to the meeting.

ARTICLE XI-CODE OF ETHICS

Section 1. General Principles

NAPFTDS is committed to providing training programs that earn and maintain public confidence, adhering to sound and ethical business practices. NAPFTDS recognizes that Members engage in direct marketing and professional services, thereby assuming certain responsibilities toward potential students, other Members, employers, and the community at large. NAPFTDS hereby sets forth the basic fair and ethical principles and practices to which all Members will adhere in the conduct of their operations and training.

Section 2. Business Standards

Members will maintain compliant educational, professional, and business practices while providing the resources, training, and support necessary to promote safety and proficiency within the transportation industry. Members shall not engage in any deceptive or unlawful practice, including adherence to all applicable federal, state, and local laws and regulations.

Section 3. Enrollment and Employment

1. Members will not deny enrollment or employment on the basis of race, color, disability, age, creed, sex, or national origin, nor any other class protected by applicable federal, state, or local law.
2. Members will provide students and/or prospective employees with a clear description of the training program, course, or professional expectations.
3. Members will communicate and adhere to equitable and prompt refund, cancellation, or compensation policies as applicable.
4. Member personnel will not knowingly influence any student or professional to leave another educational institution or organization through deceptive practices.

Section 4. Instructors and Trainers

1. Instructors and trainers will possess good character and a professional attitude.
2. By experience and/or training, instructors and trainers will have the required knowledge and skills necessary to educate students and professionals in the proper and safe operations of commercial vehicles and transportation equipment.
3. Instructors and trainers will be appropriately licensed and/or certified for the specific training provided.
4. Members will provide instructors, trainers, and staff with professional development adequate to maintain their professional knowledge, skills, and industry relevance.
5. Student-to-instructor/trainer ratios should be maintained at a level that ensures quality training and safety.

Section 5. Student and Applicant Requirements

Members must inform students and job applicants of all legal qualifications required for the industry. Members are responsible for collecting necessary documentation.

Section 6. Disclosure

Members will disclose all applicable training, employment, and job entry requirements to prospective students and/or job applicants.

Section 7. Course of Instruction and Training

This section applies to all Members providing Entry-Level Driver Training (ELDT) or specialized commercial vehicle instruction.

1. Training shall enable the student or training professional to learn the skills required to drive a tractor-trailer or other commercial motor vehicle and to apply these skills to specific driving situations.
2. Instruction and training will conform to educational and safety guidelines as approved by the state and/or federal agencies in which the training is being offered.
3. Training will be provided over a variety of road types, traffic conditions, and driving situations appropriate to the vehicle and operation type.
4. Assessment and documentation will be maintained on each student and/or trainee to ensure competency.

Section 8. Competencies

To graduate or successfully complete training, students and/or trainees must demonstrate proficiency in the basic operation of a commercial motor vehicle and associated equipment so that they may function safely as an entry-level or professional driver in the transportation industry and comply with applicable federal, state, and local laws.

Section 9. Career Services and Placement

Members will work collaboratively to communicate and facilitate employment opportunities to their students and/or trainees.

Section 10. Conclusion and Commitment

NAPFTDS recognizes that its Members are unique in the types of programs and services they provide. These codes are adopted to ensure that each Member adheres to the highest quality and professional standards of the transportation industry.