

BYLAWS
OF
INTERNATIONAL REGISTRATION PLAN, INC.*
(a Virginia nonstock corporation)

ARTICLE I. OFFICES

- 1.01 Principal and Business Offices. The corporation may have such principal and other business offices, either within or without the Commonwealth of Virginia, as the Board of Directors may designate or as the business of the corporation may require from time to time.

ARTICLE II. MEMBERSHIP

- 2.01 Annual Meeting. The annual meeting of the membership of the corporation shall be held each year in conjunction with the Annual International Conference of The American Association of Motor Vehicle Administrators, or on such other date as may be fixed by the members of the corporation for the purpose of electing directors and for the transaction of such other business as may come before the meeting.
- 2.02 Special Meeting. Special meetings of the membership of the corporation, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the Board of Directors of the corporation.
- 2.03 Place of Meeting. The members may designate any place, either within or without the Commonwealth of Virginia, as the place of meeting or for any annual or special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of such meeting shall be the corporation's principal place of business.
- 2.04 Notice of Meeting. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to the members not less than

* as amended through September 5, 2003

ten days nor more than sixty days before the date of the meeting. Such notice may be provided personally or by fax, e-mail or U.S. mail, by or at the direction of the Chair, or the Secretary or other officer or persons calling the meeting, provided that notice of a membership meeting to act on an amendment of the articles of incorporation, a plan of merger, a proposed sale of assets pursuant to Section 13.1-900 of the Virginia Nonstock Corporation Act, or the dissolution of the corporation shall be given not less than twenty-five nor more than sixty days before such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the members at the addresses appearing on the record books of the corporation, with postage thereon prepaid.

- 2.05 Conduct of Meeting. The Chair, or in his or her absence, the Vice Chair, or in their absence, any person chosen by the members present, shall call the meeting of the members to order and shall act as chair of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any other person to act as secretary of the meeting.
- 2.06 Manner of Acting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present, or represented by written proxy at a meeting at which a quorum is present, shall be necessary for the adoption thereof unless a greater proportion is required by law or by these Bylaws.

ARTICLE III. BOARD OF DIRECTORS

- 3.01 General Powers and Number. The business and affairs of the corporation shall be managed by its Board of Directors. The size and manner of election of the Board of Directors shall be as set forth in the International Registration Plan, as amended (the "Plan").
- 3.02 Tenure and Qualifications. The term and qualifications of directors shall be in accordance with the Plan.
- 3.03 Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw after the annual meeting of the members and each adjourned session thereof. The place of such regular meeting shall be at the principal office of the corporation or such other place designated by the Board of Directors. The Board of Directors may provide, by resolution, the time and place, either within or without the Commonwealth of Virginia,

for the holding of additional regular meetings without other notice than such resolution.

- 3.04 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair, Secretary, or any two directors. The Chair or Secretary calling any special meeting of the Board of Directors may fix any place, either within or without the Commonwealth of Virginia, as the place for holding any special meeting of the Board of Directors called by them, and, if no other place is fixed, the place of the meeting shall be the registered office of the corporation in the Commonwealth of Virginia.
- 3.05 Notice; Waiver. Notice of each meeting of the Board of Directors (unless otherwise provided in or pursuant to Section 3.03) shall be given by written notice delivered personally, transmitted by fax or e-mail, mailed or given by telegram, to each director at his or her business address or at such other address as such director shall have designated in writing filed with the Secretary, in each case not less than seventy-two hours prior thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If transmitted by fax or e-mail, such notice shall be deemed delivered at such time when confirmation of delivery is obtained. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice whatsoever is required to be given to any director of the corporation under the certificate of incorporation or bylaws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects there at to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- 3.06 Quorum. Except as otherwise provided by law or by the articles of incorporation or these bylaws, a majority of the directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but in no event shall less than one-third of the directors constitute a quorum. A majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

- 3.07 Manner of Acting. The number of directors whose consent is necessary to constitute action of the Board of Directors shall be as provided in the International Registration Plan, as amended. The Board shall authorize actions by the corporation by the adoption of resolutions, which shall be reflected in the official minutes of meetings of the Board of Directors. Following each meeting of the Board of Directors, the Secretary or his or her designate shall prepare and circulate to members of the Board of Directors draft minutes reflecting actions taken and resolutions adopted at such meeting of the Board of Directors. Such minutes shall be considered, amended, if necessary, and approved by the Board of Directors at the next succeeding meeting of the Board of Directors.
- 3.08 Conduct of Meeting. The Chair, and in his or her absence, the Vice Chair, or in their absence, any director chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as chair of the meeting. The Secretary of the corporation shall act as secretary of all meetings of the Board of Directors but in the absence of the Secretary, the presiding officer may appoint any director or other person present to act as secretary of the meeting.
- 3.09 Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, shall be filled in accordance with the Plan.
- 3.10 Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors, or a committee thereof of which he or she is a member, at which action on any corporate matter is taken, shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- 3.11 Committees. The Board of Directors, by resolution adopted by the affirmative vote of a majority of the authorized number of directors, may designate one or more committees, which to the extent provided in said resolution as initially adopted, and as thereafter supplemented or amended

by further resolution adopted by a like vote, shall have and may exercise such powers concerning the management of the business and affairs of the corporation. The Board of Directors shall determine the membership of such committees in accordance with the provisions of the Plan. Each such committee shall fix its own rules governing the conduct of its activities and shall make such reports to the Board of Directors of its activities as the Board of Directors may request.

- 3.12 Unanimous Consent without Meeting. Any action required or permitted by the certificate of incorporation or bylaws or any provision of law to be taken by the Board of Directors at a meeting, or by a resolution of any committee thereof, may be taken without a meeting if a consent in writing, setting forth the action so taken, filed with the minutes of the proceedings, shall be signed by all of the directors then in office. The written consent required under this section may include one or more signatures given in accordance with the Uniform Electronic Transactions Act.
- 3.13 Participation by Means of Telephone or Similar Communications Equipment. Any one or more members of the Board may participate in a meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

ARTICLE IV. OFFICERS

- 4.01 Number. The officers of the corporation shall be the Chair, the Vice-Chair, the Secretary, the Treasurer and the Executive Director, and such other officers and assistant officers as may be deemed necessary and elected or appointed by the Board of Directors. Any number of offices may be held by the same person.
- 4.02 Election and Term of Office. The officers of the corporation, with the exception of the Executive Director, shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his or her successors shall have been duly elected or until his or her death, resignation or removal. Any officer may

resign at any time upon written notice to the corporation. Failure to elect officers shall not dissolve or otherwise affect the corporation.

- 4.03 Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.
- 4.04 Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.
- 4.05 Executive Director. The Executive Director of the corporation shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control all of the affairs of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director shall perform such other duties as may from time to time be assigned by the Board of Directors or these bylaws.
- 4.06 Chair. The Chair of the Board of Directors, subject to the control of such Board, shall in general preside at all meetings of the membership of the corporation and the Board. The Chair of the IRP, Inc. Board of Directors shall perform all duties prescribed by the bylaws and such other duties as may be assigned by the Board of Directors from time to time.
- 4.07 Vice-Chair. In the absence of the Chair, or in the event of his or her death, inability or refusal to act, or in the event for any reason it shall be impracticable for the Chair to act personally, the Vice-Chair shall perform the duties of the Chair and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such duties and have such authority as from time to time may be delegated or assigned to him by the Chair or the Board of Directors. The execution of any instrument of the corporation by the Vice-Chair shall be conclusive evidence, as to third parties, of his or her authority to act in the stead of the Chair.
- 4.08 The Secretary. The Secretary shall: (a) keep the minutes of the meetings of the membership of the corporation and the Board of Directors in one or more

books provided for the purpose; (b) attest instruments to be filed with the Virginia State Corporation Commission; (c) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (d) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; and (e) in general perform all duties incident to the office of the Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him or her by the Board of Directors.

- 4.09 The Treasurer. The Treasurer shall have general responsibility with respect to all financial matters relating to the corporation and shall perform, or arrange for the performance through others, of all duties assigned to him or her by the Chair or the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE V. CONTRACTS, LOANS, CHECKS AND DEPOSITS: SPECIAL CORPORATE ACTS

- 5.01 Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the corporation, and such authorization may be general or confined to specific instances. In the absence of any designation, all deeds, mortgages and instruments of assignment or pledge made by the corporation shall be executed in the name of the corporation by the Chair or the Vice-Chair; the Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing officer or officers.
- 5.02 Loans. No indebtedness for borrowed money shall be contracted on behalf of the corporation and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

- 5.03 Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.
- 5.04 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

ARTICLE VI. SEAL

- 6.01 The Board of Directors may provide for a corporate seal in an appropriate form.

ARTICLE VII. AMENDMENTS

- 7.01 These bylaws may be adopted, amended, or repealed solely by the members of the corporation without prior notice.

ARTICLE VIII. INDEMNIFICATION

- 8.01 Mandatory Indemnification. The corporation shall, to the full extent permitted by the Virginia Nonstock Corporation Act, indemnify any person who was or is a party, or threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of any other corporation or enterprise. Such right of indemnification shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.
- 8.02 Permissive Supplementary Benefits. The corporation may, but shall not be required to, supplement the right of indemnification under Section 8.01 by: (a) the purchase of insurance on behalf of any one or more of such persons, whether or not the corporation would be obligated to indemnify such person under Section 8.01, (b) individual or group indemnification agreements with

any one or more of such persons, and (c) advances for related expenses of such a person.

ARTICLE IX. CONCERNING THE PLAN

- 9.01 Except as prohibited by applicable law, in any conflict between a provision of these bylaws and the Plan the provision in the Plan shall take precedence.

Approved September 4, 2003