

BY-LAWS
Of the
Air & Expedited Motor Carriers Conference
d.b.a.
Air & Expedited Motor Carriers Association

ARTICLE I
NAME, LOCATION AND PURPOSE

Section 1.

The name of this organization shall be the Air & Expedited Motor Carriers Conference (AEMCC) d.b.a. Air & Expedited Motor Carriers Association (AEMCA), a non-profit trade association organized in the Commonwealth of Virginia.

Section 2.

The Office of the Association shall be located in such localities as may be determined by the Board of Directors.

Section 3.

The purposes of the Association shall be:

- a) To promote and advance the interests of motor carriers that provide expedited service and/or transport freight in connection with an air shipment.
- b) To promote the widespread use of such motor carriers.
- c) To advocate laws, regulations and other governmental actions that advance the interest of members.
- d) To acquire and disseminate professional information and advice to members.
- e) To permit members to meet and exchange thoughts and information that may allow them individually to improve their service and better cooperate with the industries they serve.
- f) To develop, encourage or sponsor programs beneficial to its members.
- g) To conduct such other activities and programs as are necessary to accomplish the foregoing purposes.

Section 4.

The Association may associate and cooperate with other organizations concerned with matters affecting the welfare of the transportation industry.

ARTICLE II
MEMBERSHIP

Section 1.

Membership shall be open to motor carriers engaged in the transport of property in expedited domestic or international service and/or the transport of freight in connection with an air shipment. Only members qualifying under Section 1 of this article have the right to vote.

Section 2.

Other business firms or persons may be eligible for membership in the Association, if qualified in one of the following classes:

- a) *Affiliate Members.* Business firms or persons other than motor carriers who subscribe to and support the purposes and obligations of the Association. This includes, but is not limited to, businesses that provide a service or supply equipment or parts used in the operation of a member's business.
- b) *Honorary Members.* Former employees of members or distinguished individuals who are recognized for their service to the Association.

Section 3.

All applications for membership shall include (a) advance payment of dues for the initial year of membership; (b) a completed application form; and, (c) evidence of qualification for one of the classes above. All applications shall be sent to the principal office of the Association. The names of applicants shall be made available to members.

Section 4.

The Executive Director shall review all applications for membership, and when appropriate, approve the application. The Executive Director may refer an application to the Board of Directors for a determination regarding membership. The Board of Directors shall have the right to grant an exemption from the criteria established.

Section 5.

The Board of Directors may establish additional classes and divisions of membership and criteria and rights for all classes and divisions.

**ARTICLE III
DUES AND BUDGET**

Section 1.

Membership dues, any membership assessments and fees, shall be established by the Board of Directors and approved by the qualified voting members.

Section 2.

Members shall be obligated to pay dues and other established assessments of the Association in a timely manner. A member that fails to pay dues and/or assessments within sixty (60) days from the date owed shall be so notified in writing. If payment is not received within the succeeding thirty (30) days, membership shall be terminated.

Section 3.

There shall be no dues for Honorary Members.

Section 4.

The Board of Directors shall establish and approve the annual budget for the Association.

Section 5.

The fiscal year of the Association shall commence on January 1 of each year and end the last day of December of each year.

**ARTICLE IV
MEMBERSHIP, MEETINGS, VOTING and QUORUMS**

Section 1.

Membership Meetings.

- a) *Annual Membership Meeting.* The Annual Membership Meeting of the Association shall be held at such time and place as may be determined by the Board of Directors.
- b) *Notice of Annual Membership Meeting.* Notice of the Annual Membership Meeting stating the place and time of the meeting shall be given to all members, in person or by written notice, and sent at least ten (10) days before the meeting. Such notice may be given by facsimile transmission to the member's preferred facsimile number as it appears in the Association's records.
- c) *Special Meetings.* Special Meetings of the Association for any purpose or purposes, may be called by the President, the Board of Directors or upon a request in writing by at least one-third of the qualified voting members.
- d) *Notice of Special Meetings.* Notice of Special Meetings of the Association stating the place, time and general

nature of the business to be considered shall be given to every member qualified to vote by written notice sent at least five (5) days before the meeting. Such notices may be given by facsimile transmission to the member's preferred facsimile number as it appears in the Association's records. The President or Board of Directors may also elect to employ telephone, mail or facsimile voting for any matters before the Association. The members shall have at least five (5) days prior notice of any Special Meetings to be conducted by telephone, mail or facsimile. Such notices shall be given in writing or by facsimile transmission to the member's preferred facsimile number as it appears in the Association's records. No business other than that which is stated in the notice shall be transacted at any Special Meeting without the unanimous consent of all the members present and qualified to vote, provided that those members represent a quorum.

- e) *Committee Meetings.* There shall be such meetings of Association committees established by the Board of Directors as may be deemed appropriate by the committee chairman.
- f) *Meeting Participation.* The Association reserves the right to restrict any Association meeting, committee meeting or other Association function to Association members.

Section 2.

Voting.

- a) *One Vote Per Member.* Voting at any meeting of the Association shall be limited to one vote for each member qualified to vote, present or represented by proxy, but no proxy shall be voted after one year from its date of issue.
- b) *Majority Voting.* Unless otherwise provided by these By-Laws, a majority vote of the qualified voting members present shall decide the question presented.

Section 3.

Quorum.

- a) *Quorum Size.* A quorum for the transaction of business at any membership meeting of the Association shall be thirty-three (33) percent of qualified voting members.
- b) *Lack of a Quorum.* Adjournment of any meeting due to lack of a quorum in attendance at the time for which the meeting shall have been called, shall be after the lapse of at least one-half hour. If a meeting is adjourned for lack of a quorum, the adjourned meeting may be rescheduled and Section 3(a) of this Article may be waived if: a notice is sent to all members qualified to vote; such notice states the subject of the proposed meeting; and the notice specifies that the proposed meeting is being rescheduled due to lack of a quorum at the initial meeting. Under these circumstances, any number of qualified voting members, meeting in person or by proxy, shall constitute a quorum at the new meeting, unless otherwise provided by statute or these By-Laws.

ARTICLE V OFFICERS and EXECUTIVE DIRECTOR

Section 1.

The Association shall have four elected officers: President; Vice President; Secretary; and, Treasurer. Each Officer will also be a member of the Board of Directors. The Board may appoint Assistant Secretaries or Assistant Treasurers to assist in the fulfillment of officer responsibilities, as described below.

Section 2.

Each elected officer shall be the representative of a qualified voting member company, as designated by Article II, Section I, in good standing.

Section 3.

The President shall serve as the Chairman of the Board of Directors and preside over all meetings of the Board of Directors as well as meetings of the general membership. He or she shall be an ex officio member of all Association committees and shall appoint and remove the chair of committees.

Section 4.

The Vice President shall have such powers and perform such duties as shall be assigned by the Board of Directors and, in the absence of the President, shall preside at meetings of the Association. In the event of the disability of the President, the Vice President shall perform the duties of the President.

Section 5.

The Secretary shall give, or cause to be given, notice of all meetings of the Association, the Board of Directors, and all other required notices. In case of the Secretary's absence, refusal or inability to do so, any such notice may be given by the Board of Directors, the President or persons authorized by the Board of Directors or President. The Secretary shall record all of the proceedings at the meeting of the Association and Board of Directors and perform such other duties as may be assigned to him or her by the Board of Directors or the President.

Section 6.

The Treasurer shall supervise the financial affairs of the Association and shall report to the Board of Directors on matters of finance at least annually.

Section 7.

The Association shall have an Executive Director, chosen by the Board of Directors. The Executive Director shall keep and maintain records of memberships, dues and minutes of all meetings of the Association, the Executive Committee and the Board of Directors. He or she shall interface with members of the Association, work with members of the media, Congress, federal agencies and any other organization appropriate to the mission of the Association. He or she shall prepare briefing materials and serve as the Association's spokesperson on industry issues before all federal agencies and Congress. He or she shall arrange all meetings of the Board of Directors, Executive Committee and the general membership of the Association. He or she shall execute the policies of the Association as promulgated or adopted from time to time by the Board of Directors. He or she shall prepare a newsletter on a regular basis documenting actions taken by the Association and issues of interest to the members and distribute it to all members and such other persons or organizations as may be considered appropriate. His or her records and books shall at all times be open for the inspection and examination of the President, the Treasurer or the Board of Directors, or such other person or persons designated by any of them. He or she shall be bonded in an amount established by the Board of Directors. He or she shall be an *ex officio* member of all Committees with no voting rights.

Except when otherwise provided, any financial or statistical data or information coming into his or her possession shall be kept in strictest confidence.

The terms and conditions of his or her office and the compensation for his or her work shall be specified by the Board of Directors.

Section 8.

The Board of Directors shall establish and maintain an Officers and Directors Liability Insurance Policy to protect the officers and directors of the association when conducting business or executing contracts on behalf of the Association.

ARTICLE VI ELECTION AND TERM OF OFFICERS AND BOARD OF DIRECTORS

Section 1.

The Board of Directors shall consist of fifteen (15) persons: the four (4) elected officers; ten elected Directors; and, the immediate past President of the Association. In addition to the fifteen (15) voting members of the Board, the Executive Director shall serve as an *ex officio* member of the Board of Directors.

Section 2.

The general powers of the Board of Directors shall be:

- a) To manage the business of the Association.
- b) To consider all matters presented to it and take such action thereon as it deems appropriate, and to make reports and recommendations to the membership.
- c) To appoint qualified persons to fill the unexpired terms of departed officers and Directors of the Association.

Section 3.

Each Director shall be the representative of a qualified voting member company, as designated by Article II, Section 1, in good standing. Notwithstanding this provision, the Board may authorize that some number of the fifteen Director positions be filled by Affiliate members, who will then be entitled to full voting participation in all decisions of the Board.

Section 4.

Regular meetings of the Board of Directors shall be held as soon as practical after the election of the Board of Directors in conjunction with the Annual Membership Meeting of the Association, and at such other times as the Board of Directors determine.

Section 5.

Special Meetings of the Board of Directors may be called by the president or a majority of the members of the Board of Directors, provided five (5) days notice is given to each member of the Board of Directors.

Section 6.

A quorum for the transaction of business at any meeting of the Board of Directors shall be a majority of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time-to-time until a quorum is obtained, and no further notice thereof need be given other than by announcement at said meeting which shall be so adjourned.

Section 7.

The President may elect to employ telephone, mail or facsimile voting for any matters before the Board of Directors. The Board of Directors shall have at least forty-eight (48) hours prior notice of any meetings to be conducted by telephone, mail or facsimile. Such notices shall be given in writing or by facsimile transmission to the Board member's preferred facsimile number as it appears in the Association's records.

Section 8.

The following Standing Committees shall be established:

- a) Nominating Committee. The Nominating Committee shall consider members for nomination and present a slate of candidates for Association offices at the appropriate Annual Membership meetings of the Association.
- b) Organization and By-Laws Committee. The Organization and By-Laws Committee shall consider subjects related to the Association organization and By-Laws and make appropriate recommendations to the Board of Directors.
- c) Legislative and Regulatory Committee. The Legislative and Regulatory Committee shall formulate the Association's positions on legislative and regulatory issues that affect the membership and their operations.
- d) Membership and Member Services Committee. The Membership and Member Services Committee shall plan membership recruitment campaigns; and examine, develop and approve new member products and services to give additional value to Association membership.

Section 9.

The President shall be authorized to create additional Standing Committees and to create Special Committees deemed necessary to consider subjects not under the purview of any other Standing Committee.

Section 10.

The Board of Directors shall, upon advice of legal counsel, adopt and promulgate antitrust guidelines that will govern all Association meetings and activities.

**ARTICLE VII
ELECTION OF OFFICERS AND THE BOARD OF DIRECTORS**

Section 1.

The election of officers and other members of the Board of Directors shall take place every other year in conjunction with the Annual Membership Meeting of the Association. The term of office for the Board of Directors and officers shall be for the identical two (2) year period or until qualified successors have been elected in accordance with these By-Laws.

Section 2.

Candidates for office shall be nominated in one of two ways:

- a) Nominating Committee. The President will appoint the members of a three-person Nominating Committee ninety (90) days prior to the Annual Membership Meeting of the Association at which elections are required. The chairman shall be a past President of the Association, when possible. The Nominating Committee will receive member recommendations and present a slate of nominations to the membership at the Annual Membership Meeting.
- b) Nominations from the Floor. After presentation of the report of the Nominating Committee, any member in good standing may nominate any other qualified member for any office to be filled.

Section 3.

The election of officers and other members of the Board of Directors shall be by a plurality vote of those members in good standing, entitled to vote and present or represented by proxy at the Annual Meeting. If there is more than one nominee for a given position, the election shall take place by written ballot.

Section 4.

Installation of newly elected officers and Board of Director members shall take place as soon as practical after the election.

Section 5.

Officers shall exercise the duties of the office for which they are elected until their successors have been duly elected or qualified.

**ARTICLE VIII
RESIGNATIONS AND VACANCIES**

Section 1.

Vacancies on the Board of Directors or in any office, occurring by reason of resignation, death or other disability to serve may be filled by qualified members appointed by the Board of Directors. Persons appointed to fill such vacancies shall serve until successor has been elected by the membership.

**ARTICLE IX
AMENDMENTS**

Section 1.

Amendments to these By-Laws, except any amendment resulting in a dissolution of the Association or relating to

the By-Law procedures whereby a vote may be taken to dissolve the Association, may be made and effected by an affirmative vote of the majority of the qualified voting members of the Association, present or represented by proxy, at any meeting of the Association, provided the substance of the proposed amendment shall have been stated with the notice of the meeting or given in writing at least ten (10) days before the meeting, but if not such notice has been given, then by a simple majority of the total qualified voting members.

Section 2.

The members of the Association may vote to dissolve the Association by an affirmative vote of a simple majority of the qualified voting members of the Association, present or represented by proxy, at any meeting of the Association, provided the substance of the proposed amendment shall have been stated with the notice of the meeting or given in writing at least thirty (30) days before the meeting.

**ARTICLE X
RULES OF ORDER**

Section 1.

Unless otherwise provided herein, all meetings of the organization shall be governed by the most recent published edition of *Robert's Rules of Order*.

**ARTICLE XI
TRANSITIONAL RULES**

Section 1.

All members in good standing of the ATA Air & Expedited Motor Carriers Conference, a wholly owned affiliate of the American Trucking Associations, Inc., on August 1, 2000, at the time of the creation of the Air & Expedited Motor Carriers Conference d.b.a. Air & Expedited Motor Carriers Association, shall be considered members of the Association.

Section 2.

Those individuals who serve as the Board of Directors and officers of the ATA Air & Expedited Motor Carriers Conference, a wholly owned affiliate of the American Trucking Associations, Inc., on August 1, 2000, shall serve as the Board of Directors and officers of the Association effective until such time as elections are held at the Annual Membership Meeting of the Association in 2002.

Section 3.

Those individuals who serve as the Board of Directors of the Association as of August 1, 2000 shall temporarily have all other powers of the Association described herein until such time as the second Annual Meeting of the Association.

Adopted: August 4, 2000